

PSE Number: E-5000
SEC Number: 152-747
File Number: _____

AYALA LAND, INC.

(Company's Full Name)

31F Tower One and Exchange Plaza,
Ayala Triangle, Ayala Avenue, Makati City 1226

(Company Address)

(632) 750-6974

(Telephone Number)

December 31, 2016

(Year Ending)

Annual Report - SEC Form 17-A

(Form Type)

(Amendments – if applicable)

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-A

ANNUAL REPORT PURSUANT TO SECTION 17 OF THE SECURITIES REGULATION CODE AND
SECTION 141 OF THE CORPORATION CODE OF THE PHILIPPINES

1. For the fiscal year ended **December 31, 2016**
2. SEC Identification Number **152747**
3. BIR Identification No. **000-153-790-000**
4. Exact name of the issuer as specified in its charter: **AYALA LAND, INC.**
5. Province, Country or other jurisdiction of incorporation or organization:
Makati City, Philippines
6. Industry Classification Code: _____ (SEC Use Only)
7. Address of principal office and postal code: **31F Tower One and Exchange Plaza,**
Ayala Triangle, Ayala Avenue, Makati City 1226
8. Issuer's telephone number, including area code: **(632) 750-6974**
9. Former name, former address, former fiscal year: **not applicable**
10. Securities registered pursuant to Sections 8 and 12 of the SRC, or Sections 4 and 8 of the RSA:

As of January 31, 2017

<u>Title of each class</u>	<u>Number of shares issued and outstanding</u>
Common shares	14,712,682,588
Preferred shares	13,066,494,759
 <u>Amount of debt outstanding:</u>	 P81,000,000,000.00 (Registered)

11. Are any or all of these securities listed on a Stock Exchange?
Yes ☒ No ☐

Name of Stock Exchange: **Philippine Stock Exchange**
Class of securities listed: **Common shares**

14,552,590,493 common shares have been listed with the Philippine Stock Exchange.

12. Check whether the issuer:

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

13. Aggregate market value of the voting stock held by non-affiliates:

P246.12 billion

**APPLICABLE ONLY TO ISSUERS INVOLVED IN
INSOLVENCY/SUSPENSION OF PAYMENTS PROCEEDINGS
DURING THE PRECEEDING FIVE YEARS**

14. Check whether the issuer has filed all documents and reports required to be filed by Section 17 of the Code subsequent to the distribution of securities under a plan confirmed by a court or the Commission.

Yes ☐ No ☐ **Not applicable**

DOCUMENTS INCORPORATED BY REFERENCE

15. Briefly describe documents incorporated by reference and identify the part of the SEC Form 17-A into which the document is incorporated:

2016 Audited Consolidated Financial Statements (incorporated as reference for Items 5, 7, 10 & 12 of SEC Form 17-A)

TABLE OF CONTENTS

	<u>Page No.</u>
 PART I - BUSINESS	
Item 1. Business	5
Item 2. Properties	23
Item 3. Legal Proceedings	25
Item 4. Submission of Matters to a Vote of Security Holders	26
 PART II – SECURITIES OF THE REGISTRANT	
Item 5. Market for Issuer’s Common Equity and Related Stockholder Matters	27
 PART III – FINANCIAL INFORMATION	
Item 6. Management’s Discussion and Analysis and Results of Operation	31
Item 7. Financial Statements	49
Item 8. Information on Independent Accountant and Other Related Matters	49
 PART IV – MANAGEMENT AND CERTAIN SECURITY HOLDERS	
Item 9. Directors and Executive Officers of the Issuer	50
Item 10. Executive Compensation	60
Item 11. Security Ownership of Certain Beneficial Owners and Management	62
Item 12. Certain Relationships and Related Transactions	64
 PART V – CORPORATE GOVERNANCE	
Item 13. Compliance with Leading Practice on Corporate Governance	64
 EXHIBITS AND SCHEDULES	
Item 14. Exhibits and Reports on SEC Form 17-C (a) Exhibits (b) Reports on SEC Form 17-C	65
SIGNATURES	67
INDEX TO EXHIBITS	68
INDEX TO SUPPLEMENTARY SCHEDULES	73

PART I - BUSINESS

Item 1. Business

Background

Ayala Land, Inc. ("Ayala Land" or the "Company") was formerly the real estate division of Ayala Corporation and was incorporated on June 30, 1988 to focus on the development of its existing real estate assets. In July 1991, the Company became publicly-listed through an initial public offering ("IPO") of its primary and secondary shares on the Makati and Manila Stock Exchanges (predecessors of the PSE). Ayala Corporation's effective ownership in Ayala Land amounted to 88% as a result of the IPO.

Over the years, several developments further reduced Ayala Corporation's effective interest in Ayala Land; the exercise of stock options by respective employees of Ayala Corporation and Ayala Land, the disposal of Ayala Land shares by Ayala Corporation and Ayala Land's issuance of new shares in relation to its acquisition of interest in companies owning properties in Canlubang, Laguna in 1993. Furthermore, the conversion of a ₱3.0 billion convertible long term commercial paper to Ayala Land Common B Shares publicly issued in December 1994, exchanges under bonds due in 2001, and equity top-up placements conducted through an overnight book built offering in July 2012, March 2013 and January 2015.

As of December 31, 2016, Ayala Corporation's effective ownership in Ayala Land is 47.13% with the remaining interest owned by the public. Ayala Land is listed with a total of 14,712,682,588 outstanding common shares and 13,066,494,759 voting preferred shares. Foreign equity ownership in Ayala Land is 21.82% composed of 5,454,233,877 outstanding common shares and 607,203,775 voting preferred shares. Equity attributable to equity holders of Ayala Land amounted to ₱147.71 billion.

As of December 31, 2016, Ayala Land has a total market capitalization of ₱470.8 billion based on the closing price of ₱32.00 per common share on December 29, 2016, the last trading day of the said month.

Ayala Land is the largest and most diversified real estate conglomerate in the Philippines engaged in the planning and development of large scale, integrated estates having a mix of use for the sale of residential lots and buildings, office buildings and commercial and industrial lots, leasing of commercial and office spaces and the development, operation and management of hotels and resorts. The Company also develops commercial and industrial parks and is also engaged in property management, construction and other businesses like retail and healthcare.

Products / Business Lines

To carry on its business in an organized and efficient manner, Ayala Land structured its operations into key strategic business lines such as Property Development, Commercial Leasing, Hotels and Resorts and Services.

Property Development

The Residential Business Group handles the sale of high-end residential lots and units (including leisure community developments), office spaces, commercial and industrial lots, middle-income residential lots and units, affordable lot units and house and lot packages, economic housing units and house and lot packages, and socialized housing packages, and the lease of residential units and marketing of residential developments. The products developed and sold are further classified into the following brands: AyalaLand Premier ("ALP") for high-end village lots and condominium units, Alveo Land Corp. ("Alveo") for upscale village lots, condominium and office units, Avida Land Corp. ("Avida") for middle-income village lots, house and lot packages, condominium and office units, Amaia Land Corp. ("Amaia") for economic house and lot packages, and BellaVita Land Corp. ("BellaVita") for the socialized house and lot packages.

Strategic Landbank Management and Visayas-Mindanao - acquisition, development and sale of large, mixed-use, masterplanned communities; sale of override units or Ayala Land's share in properties made

available to subsidiaries for development; lease of carparks; development, sale and lease of the Company and subsidiaries' product offerings in key cities in the Visayas and Mindanao regions.

Commercial Leasing

Shopping Centers - development of shopping centers and lease to third parties of retail space and land therein; operation of movie theaters, food courts, entertainment facilities and carparks in these shopping centers; management and operations of malls which are co-owned with partners.

Office Leasing - development and lease of office buildings and lease of factory buildings.

Hotels and Resorts - development, operation and management of branded and owner-operated hotels; lease of land to hotel tenants; development, operation and management of eco-resorts.

Services

Construction – land development and construction of ALI and third-party projects.

Property Management – facilities management of ALI and third-party projects; operation of water and sewage treatment facilities in some ALI projects; distribution of district cooling systems; bulk purchase and supply of electricity for energy solutions.

In addition to above business lines, Ayala Land also derives other income from its investment activities and sale of non-core assets.

Products / Business Lines (with 10% or more contribution to 2016 consolidated revenues):

Property Development	64%
(Sale of residential lots and units, office spaces and commercial and industrial lots)	
Commercial Leasing	21%
(Shopping Centers, Office Leasing and Hotels and Resorts Operations)	
Services and other income	15%
(Construction and Property Management)	

Distribution Methods of Products

The Company's residential products are distributed to a wide range of clients through various sales groups.

Ayala Land (parent company) has its own in-house sales team. In addition, it has a wholly-owned subsidiary, Ayala Land Sales, Inc. ("ALSI"), which employs commission-based sales people.

The overseas Filipino (OF) market is being pursued through award-winning websites, permanent sales offices or broker networks, and regular roadshows with strong follow-through marketing support in key cities abroad. Ayala Land International Sales, Inc. ("ALISI"), created in March 2005, led the marketing, sales and channel development activities and marketing initiatives of the Ayala Land's residential brands abroad. Currently, ALISI has established marketing offices in California, Hong Kong, Singapore, Dubai and Italy.

Separate sales groups have also been formed for certain subsidiaries which cater to different market segments under Bellavita (socialized housing), Amaia (economic housing), Avida (affordable housing) and Alveo (middle-income housing). To complement these sales groups, Ayala Land and its subsidiaries also tap external brokers.

Effective second half of 2008, residential sales support transactions of ALP, Alveo, Avida, Amaia and BellaVita is being undertaken by the shared services company Amicassa Process Solutions, Inc. ("APSI")

put up by the Company. In 2011, Aprisa Business Solutions, Inc. (APRISA) completed its full roll-out to handle transactional accounting processes across the Ayala Land group.

Development of the business of the registrant and its key operating subsidiaries/associates and joint ventures during the past three years

Ayala Land, Inc. - parent company (incorporated in 1988), is a diversified property developer in the Philippines with a track record in developing large-scale, integrated, mixed-use and sustainable estates. With 9,852 hectares of land bank, Ayala Land is present in 55 growth centers across the country, offering a balanced and complementary mix of residential spaces, shopping centers, offices, hotels and resorts, and other businesses. Following the success of the Makati Central Business District (Makati CBD), Ayala Alabang, Cebu Park District, Bonifacio Global City (BGC) and Nuvali, Ayala Land continues to develop estates in key growth centers around the country including Vermosa in Cavite, Alviera in Pampanga, Altaraza in Bulacan and Atria in Iloilo among others.

Property Development

Ayala Land Premier continues to lead in the luxury segment with the launch of its high-value residential lots and condominiums. Projects launched in the past three years include residential lots namely Riomonte in Nuvali, Laguna and The Courtyards in Vermosa, Cavite, and residential condominiums such as East and West Gallery Place at Bonifacio Global City, Park Central South Tower and Two Roxas Triangle in Makati, and Arbor Lanes in Arca South.

Alveo Land Corp., 100% owned subsidiary, offers various residential lots, and residential and office for sale tower products in the middle-income segment. Projects launched in the past three years include Ardia in Vermosa, Montala in Alviera, Mondia in Nuvali, Aveia 1 in Laguna, The Gentry Residences and Callisto Tower One in Makati, Alveo Park Triangle in BGC, North Veranda in Arca South, and Patio Suites in Abreeza.

Avida Land Corp., a 100% owned subsidiary, continued to develop affordable housing projects which offer house-and lot packages and residential lots, and residential and office for sale tower products to affordable income segment. Projects launched in the past three years include Avida Sola Tower 1 in Vertis North, Avida One Union Place in Arca South, Avida Prime Taft Tower 3 in Manila, Avida One Antonio Place in Makati, Avida Settings in Lipa, and Avida Atria Tower 2 in Iloilo.

Amaia Land Corp., wholly owned subsidiary of Ayala Land, was established to pursue a planned expansion of residential development operations to cater to the country's economic housing segment. Projects launched in the past three years include Amaia Scapes Bauan, Amaia Scapes San Fernando, Amaia Scapes Bulacan, Amaia Steps Altaraza and Amaia Steps Capitol Central among others.

BellaVita Land Corp. a wholly owned subsidiary of Ayala Land, aims to establish the country's first social enterprise community development targeting minimum wage earners and members of the informal business sector. Its first project in General Trias, Cavite was launched in December 2011. Projects launched in the past three years include San Miguel, Iloilo, Lian, Batangas and Porac, Pampanga among others.

Serendra, Inc., 28%-owned by ALI and 39%-owned by Alveo, is engaged in residential developments. In 2004, it launched Serendra, a residential complex at the BGC in Taguig.

Solinea (formerly Bigfoot Palms, Inc.), a landholding entity, was acquired on March 05, 2011 through Alveo Land Corporation through acquisition of 65% shares of stock. The remaining 35% was acquired by Cebu Holdings, Inc., a subsidiary of the Group.

Portico Land Corp., a subsidiary of Alveo was incorporated on October 2, 2013. Portico is 60% owned by Alveo and 40% by Mitsubishi Corporation. The subsidiary was organized to develop and operate a mixed-use development located near Ortigas center.

Roxas Land Corp., 50% owned, sold-out One Roxas Triangle in 2007. The project was started in 1996 and was completed in September 2001. Two Roxas Triangle was launched in November 2014 and is fully sold-out.

Ayala Greenfield Development Corporation ("AGDC"), 50-50% owned by Ayala Land and Greenfield Development Corporation, started developing Ayala Greenfield Estates, a high-end residential leisure subdivision located in Calamba, Laguna in 1999. Over the past twelve years, AGDC continued to develop and sell lots of this high-end residential subdivision.

BG West Properties, Inc., *BG South Properties, Inc.* and *BG North Properties, Inc.* were incorporated to engage in the development of high-end, middle-end and affordable residential and office for sale projects, respectively, in Bonifacio Global City. Projects launched in the past three years include The Suite, Park Triangle Residences and Corporate Plaza, One and Two Meridian and East and West Gallery.

Avencosouth was incorporated in the Philippines and is currently engaged in condominium development operations. Ayala Land holds 90% indirect interest in Avencosouth as of December 31, 2012, from the 70% ownership by Avida (a wholly owned subsidiary of Ayala Land), and from the 30% ownership of Accendo (which is 67% owned by Ayala Land). Avencosouth was registered with the SEC on April 26, 2012 and started commercial operations on August 11, 2012. Avida Towers Davao Project is under Avencosouth.

Verde Golf Development Corporation, a wholly owned subsidiary of the Company, was registered on August 8, 2013 primarily to develop, maintain, operate, manage and carry on the business, operation and management of the Southlinks golf facilities for the amusement, entertainment, recreation, leisure and athletic activities of the general public.

Ayala Land International Marketing, Inc., a wholly owned subsidiary of ALISI, was incorporated on February 28, 2012 to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

Ayala Land International (Singapore) Pte. Ltd was incorporated by ALISI on April 7, 2013 with the same objectives as ALIM.

Ayala Land International Marketing (Hong Kong) Ltd. was incorporated by ALISI when it further expanded by acquiring First Folio Limited in Hong Kong on November 20, 2013.

Ayala Land International Marketing, SRL was organized when ALISI bought ownership interests in Italy and Ayala Land International Marketing, Inc. in London from Avida Sales Corporation on April 9, 2014 and December 10, 2014, respectively. ALISI continues to widen the range of exposure of all ALI residential brands by its marketing partners.

Amaia Southern Properties, Inc. was organized and incorporated on February 12, 2013 by Amaia together with Cebu Holdings Inc. (CHI), primarily to purchase and develop new real estate properties for planned projects in the south. ASPI is 65%-owned by Amaia and 35% by CHI.

Southportal Properties, Inc. was incorporated on December 1, 2014. It is 65% owned by the Company and the remaining 35% is held by CHI. The primary purpose of the Group is to develop, sell and manage the operations for 1016 Residences, an Ayala Land Premier project in Cebu.

Southgateway Development Corporation, a wholly owned subsidiary of Ayala Land, was incorporated on October 19, 2012 primarily to develop of Cloverleaf estate located in Balintawak in Quezon City.

Strategic Land Bank Management

Aurora Properties, Inc. incorporated in December 3, 1992, *Vesta Property Holdings, Inc.* incorporated in October 22, 1993 and *Ceci Realty, Inc.* incorporated in August, 22 1974, are owned by Ayala Land 80%, 70% and 60%, respectively. These companies are in joint venture with the Yulo Family, for the development of nearly 1,700 hectares of land in Canlubang, Laguna.

Emerging City Holdings, Inc. and *Berkshires Holdings, Inc.*, both 50% owned, served as Ayala Land's corporate vehicles in the acquisition of a controlling stake in Bonifacio Land Corp. / Fort Bonifacio Development Corp. ("FBDC") through Columbus Holdings, Inc. in 2003. FBDC continues to sell commercial lots and condominium units and leases-out retail and office spaces in Bonifacio Global City.

Regent Time International Limited, 100% owned by Ayala Land, also owns a stake at Bonifacio Land Corp. / Fort Bonifacio Development Corp.

Nuevo Centro, Inc. and *Prow Holdings, Inc.*, 55% owned by Ayala Land, was established primarily to develop Alviera, a 1,100-hectare estate in Porac, Pampanga. Some of its projects include residential lots such as Avida Settings Alviera and Alveo's Montala as well as recreational facilities like the Alviera Country Club.

ALI-ETON Property Development Corporation was incorporated on March 13, 2016. The company is a joint venture between Ayala Land, Inc. LT Group, Inc. The ALI and LT Group, Inc. entered into an agreement on January 21, 2016 to jointly develop a project along the C5 corridor. The project is envisioned to be a township development that spans portions of Pasig City and Quezon City.

Next Urban Alliance Development Corp. is a wholly owned subsidiary of ALI and was incorporated on May 4, 2015. Its purpose is to develop, invest, own or acquire commercial, and residential lands.

LEASING

Shopping Centers

North Beacon Commercial Corporation, formerly Alabang Theatres Management Corporation, is Ayala Land's wholly owned vehicle for its MarQueue Mall in Pampanga, which commenced development in March 2007 and began operations in September 2009.

Station Square East Commercial Corporation, a 69% owned subsidiary of Ayala Land, broke ground in 2002 for Market! Market!, a 150,000-square meter mall along C-5 Road in Taguig. It opened Phase 1A of the mall in 2004 and Phase 1B in 2005.

Accendo Commercial Corp., with a 67% stake, ALI entered into a joint venture agreement with Anflo Group to develop a mixed-use project in Davao City.

ALI-CII Development Corporation, a 50-50% joint venture with Concepcion Industries, continued to operate Metro Point, a mid-market mall at the corner of EDSA and Taft Avenue, which was completed in the fourth quarter of 2001.

Alabang Commercial Corporation, 50% owned by Ayala Land, continued to manage and operate the Alabang Town Center.

ALI Commercial Center, Inc. is a wholly owned subsidiary and was incorporated on October 10, 2014. ALI Commercial Center, Inc. manages the operations of Glorietta and Greenbelt malls in Ayala Center, Makati.

North Triangle Depot Commercial Corporation, 73% owned by Ayala Land, commenced development of TriNoma (formerly referred to as North Triangle Commercial Center), a 191,000-sqm mall constructed at the main depot of MRT-3 in Quezon City. TriNoma broke ground in June 2005 and began operations in May 2007.

Subic Bay Town Centre, Inc., 100% owned by Ayala Land, was incorporated on March 9, 2010 for the planning, development management of a mall to be located in Subic Bay Freeport Zone.

Ayala Theaters Management, Inc., 100% owned, continued to manage and operate theaters at the Ayala Center in Makati.

Five Star Cinema, Inc., also wholly owned, continued to manage and operate theaters at the Alabang Town Center.

Leisure and Allied Industries Phils. Inc., a 50-50% joint venture of Ayala Land with Australian company, LAI Asia Pte. Ltd., continued to operate family entertainment centers called Time Zone in various Ayala malls, as well as other malls.

Cagayan De Oro Gateway Corp. was established to pursue a mixed-use development with a 47,000 sqm regional mall as its center piece. A 150-room boutique hotel shall be located on top of the mall, while a single tower residential condominium with 21 floors and 522 rooms shall be located right beside the mall. The project is strategically located in the economic hub of Cagayan de Oro City.

Arvo Commercial Corporation(ACC), a wholly owned subsidiary of the Ayala Land, was established primarily to develop and operate shopping malls within the ALI identified growth areas across the country.

Soltea Commercial Corp., a joint venture between the Company (60%), Ceci Realty, Inc. (20%) and Aurora Properties, Inc. (20%), was incorporated on June 13, 2013. Currently, its main purpose is the development of Solenad 3 project in Sta. Rosa, Laguna.

North Ventures Commercial Corporation, 100% wholly owned subsidiary to handle the development of Fairview Terraces.

Ayala Land Commercial REIT, Inc., a wholly owned subsidiary of Ayala Land was formed in September as a vehicle through which Ayala Land will own and operate select investment properties and which Ayala Land intends to undertake an IPO under Republic Act No. 9856 or the Philippines Real Estate Investment Trust ("REIT") Law. Said investment properties shall include prime shopping center and office assets currently owned by the Company which are mature, have recurring income streams and have achieved stable occupancy rates.

Ayala Land Metro North Inc. was incorporated in November 29, 2012 and is a wholly owned subsidiary of the Company. It is established primarily to develop and operate shopping malls and offices.

Ayala Land Malls, Inc., a wholly owned subsidiary of the Company, was incorporated this year as a shared-service entity to provide manpower services to the Ayala Malls Group.

Ayala Land Malls North East, Inc. was registered on October 15, 2015. The Company is a wholly owned subsidiary of ALMI with primary purpose of conducting general contracting services and other support service, including performance of technical support services to North East Manila malls.

Ayala Land Malls VisMin, Inc. was registered on October 15, 2015. The Company is a wholly owned subsidiary of ALMI with primary purpose of conducting general contracting services and other support service, including performance of technical support services to VisMin malls.

Ayala Land Malls Synergies, Inc. is a wholly owned subsidiary of the Company and was incorporated on June 1, 2016. AMSI houses the Commercial Business Group's allied businesses such as but not limited to the partnership with Meralco, LED, operation of upcoming mall's foodcourt.

Corporate Business

Laguna Technopark, Inc., 75% owned, continued to sell industrial lots to local and foreign company locators. It also leases ready-built factory units within the Laguna Technopark.

Asian I-Office Properties, Inc., the Company was invited by CPVDC, an ALI subsidiary, to be a partner in the Asian i-Office Properties, Inc. ("AiO") for a 60% stake in 2008. It manages and operates two BPO buildings located in the Asiatown IT Park in Cebu (eBloc and Peak Building A). In 2013, Ayala Land sold its 60% interest in Asian I-Office Properties, Inc. to Cebu Property Ventures and Development Corporation.

Sunnyfield E-Office Corporation, *Asterion Technopod, Inc.*, *Crestview E-Office Corporation*, *Summerhill E-Office Corporation* and *Hillsford Property Corp.*, are wholly owned entities established to handle, develop and manage all future BPO buildings located at various growth centers within the Philippines.

Ayala Land Offices, Inc. (ALO), is the Company's 100%-owned vehicle owns and operates various BPO projects and buildings which include UP Technohub BPO Offices.

ALO Prime Realty Corporation (APRC) is the Company's 100%-owned vehicle which owns and operates Aegis People Support building along Villa Street, Cebu IT Park, Lahug, Cebu City. The building is a certified LEED-Gold Office with a gross leasable area of 18,092 square meters and is largely occupied by Teleperformance under a long-term lease.

Altaraza Prime Realty Corporation, a wholly owned subsidiary of the Company, was incorporated on March 9, 2016 to develop Altaraza IT Park, Bulacan.

Hotels and Resorts

Ayala Hotels, Inc., 50% owned, currently manages hotel land lease operations and Ayala Land Premier's Park Central Towers.

Ayala Land Hotels and Resorts Corporation (AHRC), a wholly owned subsidiary of Ayala Land, serves as a holding company for the Group's hotels and resorts operations.

Ten Knots Philippines, Inc. (TKPI) and *Ten Knots Development Corporation (The Ten Knots Group)*, is 60% owned by Ayala Land in partnership with Asian Conservation Company Inc. In 2013, the Hotels and Resorts Group signed an agreement with Asian Conservation Company, to acquire 40% stake in El Nido Resorts.

Greenhaven Property Venture, Inc., 100% owned by Ayala Land through AHRC was established to plan, develop and manage Holiday Inn and Suites Glorietta.

North Liberty Resort Ventures, Inc. is a wholly owned subsidiary of TKPI. The Company was incorporated on October 27, 2015 and was primarily organized to own, use, improve, develop, subdivide, sell, lease & hold for investment or otherwise real estate of all kinds.

Lio Resort Ventures, Inc. is a wholly owned subsidiary of TKPI. The Company was incorporated on October 27, 2015 and was primarily organized to own, use, improve, develop, subdivide, sell, lease & hold for investment or otherwise real estate of all kinds.

Paragua Eco-Resort Ventures, Inc. is a wholly owned subsidiary of TKPI. The Company was incorporated on October 27, 2015 and was primarily organized to own, use, improve, develop, subdivide, sell, lease & hold for investment or otherwise real estate of all kinds.

Pangulasian Island Resort Corporation is a wholly owned subsidiary of TKPI. The Company was incorporated on September 18, 2015 and was primarily organized to plan, develop, construct, own and operate sports, vacation, recreation and resort facilities and other related business activities.

Regent Horizons Conservation Company Inc. and Subsidiary. On November 19, 2013, AHRC, a wholly owned subsidiary of the Company entered into an agreement to acquire 100% interest in ACCI, which effectively consolidates the remaining 40% interest in TKDC and TKPI (60%-owned subsidiary of the Company prior to this acquisition). This acquisition is in line with the Company's thrust to support the country's flourishing tourism industry.

Sentera Hotel Ventures, Inc. was registered on June 19, 2014. It is a wholly owned subsidiary of AHRC with purpose of managing the hotel operation of SEDA Iloilo.

Econorth Resorts Ventures, Inc. is a wholly owned subsidiary of AHRC with the primary purpose of engaging in real estate and hospitality activities in Seda Lio, Palawan. It was registered on October 8, 2014.

ALI Triangle Hotel Ventures, Inc. was registered on March 4, 2014. It is a wholly owned subsidiary of AHRC with the primary purpose of managing the activities of the new Mandarin Hotel which has recently broke ground and will be completed by 2020.

Circuit Makati Hotel Ventures, Inc. was registered on October 20, 2014. It is a wholly owned subsidiary of AHRC, with primary purpose of developing and managing the hotel operations in Circuit Makati.

Capitol Central Hotel Ventures, Inc. was registered on October 20, 2014. It is a wholly owned subsidiary of AHRC, with the purpose of developing and managing the hotel activities of SEDA Bacolod.

Arca South Hotel Ventures, Inc. was registered on October 17, 2014. It is a wholly owned subsidiary of AHRC, with main purpose of developing and managing the hotel operations of Arca South project in Taguig.

Sicogon Island Tourism Estate Corp. is a wholly owned subsidiary of ALI Capital Corp. which was incorporated with the SEC on July 8, 2015. The company was organized to engage in land and real estate business development in Sicogon Island, Iloilo.

Sicogon Town Hotel, Inc., a wholly owned subsidiary of *Ayala Land Hotels and Resorts Corporation* registered on September 29, 2015, with primary purpose of engaging in the general business in hotel in Sicogon Island, Iloilo.

Visayas-Mindanao

Cebu Holdings, Inc., 67% owned by Ayala Land, continued to manage and operate the Ayala Center Cebu and sell residential condominium units and lots within the Cebu Business Park. The company's projects include the Alcoves, Park Point Residences and 1016 Residences among others.

Adauge Commercial Corporation, a 60% owned subsidiary of Ayala Land, was incorporated on September 5, 2012 for the development of Atria Mall and Avida Towers Iloilo among others.

Aviana Development Corporation, incorporated on September 17, 2013, is a 50-50 joint venture company between the Ayala Land (10%-owned by Accendo) and the Alcantara Group. It will develop the approximately 27-hectare waterfront property in Lanang, Davao City.

Lagdigan Land Corp. (Lagdigan) is a 60:40 joint venture between Ayala Land and Ayala Corporation. It was incorporated on March 17, 2014 and its main purpose is to develop Laguindingan's 500-hectare property owned by Ayala Corporation. The vision is to develop it into a mixed-use area that will be the primary growth area in Misamis Oriental.

Taft Punta Engaño Property Inc. (TPEPI) was incorporated on September 8, 2011, a wholly owned subsidiary of Taft Property Venture Development Corporation (TPVDC). TPEPI's primary purpose is to create a mixed-use commercial and residential district within a 12-hectare property in Lapu-Lapu City. A joint venture agreement was entered into last April 26, 2013 between TPVDC and Ayala Land. Under the agreement, Ayala Land will own 55% of TPEPI and TPVDC will own the remaining 45% of TPEPI. Ayala Land's rights to the venture were subsequently transferred to CHI on September 18, 2013 to enhance the latter's portfolio and operations. It is consistent with the thrust of CHI to expand its business.

Central Block Developers, Inc (CBDI) is a subsidiary of the Ayala Land with pro-rata ownership of the Group's Cebu Companies, CPVDC and CHI. The project of CBDI is called Central Bloc and is located at the core of Cebu IT Park. The development includes two BPO towers, an Ayala branded hotel, and a 5-storey mall. CBDI was registered with the SEC on July 28, 2015 and has not yet started commercial operations.

Cebu District Property Enterprise, Inc. (CDPEI) was incorporated on February 20, 2014 and is a 50:50 joint venture between Ayala Land, Inc. and Aboitiz Land, Inc. CDPEI's main purpose is to create a mixed-use commercial and residential district with the 15.4 hectare property in Subangdaku, Mandaue.

International

First Longfield Investments Limited is wholly owned by Ayala Land. On March 7, 2011, Ayala Land, Ayala Corp and The Rohatyn Group completed an exchange of ownership interests in Arch Capital and Arch Capital Asian Partners G.P (a Cayman Islands company), with proceeds and carrying value of the investments as of the date of exchange amounting to US\$3.8 million and US\$0.4 million, respectively, resulted to a gain of US\$2.9 million, net of transaction costs. The exchange in ownership interest resulted in TRG acquiring ALI's 17% stake and Ayala Corp's 33% interest. The completed exchange of ownership interests did not change the activities, management, focus and shareholder structure of the ARCH Fund, with the Company retaining its current 8% interest in the fund

Regent Wise Investments Limited (Regent Wise), a wholly owned subsidiary of Ayala Land is registered in Hongkong and holds 32.95% in MCT BHD, Malaysian development and construction company; a 40% investment in Tianjin Eco-city Ayala Land Development Co., Ltd., for the development and sale of residential condominium in Tianjin, China, and in British Columbia, Canada.

AyalaLand Real Estate Investments Inc. was incorporated on February 4, 2013 under the laws of British Columbia, Canada. It is 100%-owned by the Company through RegentWise. It is the beneficiary of the Trust and a Shareholder of Rize-AyalaLand (Kingsway) GP Inc. As of December 31, 2014 and 2013, it is a party to the Rize-AyalaLand (Kingsway) Limited Partnership.

AyalaLand Advisory Broadway Inc. was incorporated on February 4, 2013 under the laws of British Columbia, Canada. It is a wholly owned subsidiary of the Company through Regent Wise.

AyalaLand Development (Canada) Inc. was incorporated on February 15, 2013 under the laws of British Columbia, Canada. It is a wholly owned subsidiary of the Company through Regent Wise. It is a party to the Management Services Agreement between Rize-AyalaLand (Kingsway) Limited Partnership, Rize-AyalaLand (Kingsway) GP Inc., Rize Alliance Properties Ltd. and AyalaLand Development (Canada) Inc.

Prime Orion Philippines Inc. (POPI) – On February 24, 2016, Ayala Land purchased 51% interest in POPI. POPI owns Tutuban Center, a retail complex with a gross leasable area of 55,680 sqm in Divisoria.

Tutuban Center, which sits on a 20-hectare property. It will be the location of the planned LRT2 Grand Central Station.

Construction

Makati Development Corporation, 100% owned by Ayala Land, engages in engineering, design and construction of horizontal and low-rise vertical developments. It servicea site development requirements of Ayala Land-related projects while providing services to third-parties in both private and public sectors.

MDC Build Plus was formed to cater primarily to Ayala Land's residential brands Amaia and BellaVita.

MDC Concrete, Inc. (MCI), a wholly owned subsidiary of MDC was incorporated on August 12, 2013 primarily to manufacture, facilitate, prepare, ready-mix, pre-cast and pre-fabricate floor slabs, wall panels and other construction materials and to manufacture, buy, sell and deal with cement and other related products.

MDC Equipment Solutions, Inc. (MESI) is a wholly owned subsidiary of MDC, incorporated on September 16, 2013 primarily to acquire, manage, and operate tools, heavy equipment and motor vehicles.

MDC Subic Inc. is a wholly owned subsidiary of MDC primarily to develop ALI projects in Subic including Harbor Mall.

Other Businesses

Aprisa Business Process Solutions, Inc., a wholly owned subsidiary of Ayala Land that manages and handles transactional accounting processes and services across the Ayala Land group.

ALI Capital Corp, a wholly owned subsidiary of the Company, was incorporated with the Securities and Exchange Commission (SEC) on June 25, 2012. It is the holding company of the Company for its retail-related initiatives. In 2012, the Company formed a partnership with Specialty Investments, Inc. (SII) to pursue opportunities in the Philippine retail sector. SII is a wholly owned subsidiary of Stores Specialists, Inc. (SSI), one of the largest retail companies in the Philippines, with the exclusive rights to sell, distribute and market in the country a variety of brands from around the world. The partnership with SII will enable the Company to support its mixed-use developments and, at the same time, grow its recurring income portfolio.

Integrated Eco-Resort, Inc. was incorporated with the SEC on May 27, 2015. It is a wholly owned subsidiary of ALI Capital Corp. incorporated to engage in land and real estate business development particularly the Caliraya Lake project.

Whiteknight Holdings, Inc. (WHI) was registered on May 14, 2013. The Company entered into an agreement with the Mercado family to acquire WHI in July 2013. The transaction was consummated in November 2013, thereby making WHI a wholly owned subsidiary of the Company. WHI owns 33% equity stake in Mercado General Hospital, Inc., owner and operator of the Daniel O. Mercado Medical Center in Tanauan, Batangas, the University Physicians Medical Center through its subsidiary Mercado Ambulatory and Surgical Centers, Inc., DMMC - Institute of Health Sciences, Inc. and Panay Medical Ventures, Inc.

Prime Support Services, Inc. is a wholly owned subsidiary of APMC and was incorporated on October 14, 2015. It is a company that provides technical and administrative services but not limited to the maintenance and the improvement of the physical aspects of the administered properties.

Arca South Integrated Terminal, Inc. is a wholly owned subsidiary of ALI which was incorporated on November 27, 2015. It is organized to finance, design, construct and manage the South Transport System Terminal Project located in Bicutan (formerly FTI). It is a project to be rolled out by the Department of Transportation and Communications which involves the development of mass

transportation intermodal terminal at the southern outskirts of Metropolitan Manila to provide effective interconnection between transport modes and services.

AyalaLand Medical Facilities Leasing, Inc. is a wholly owned subsidiary of Ayala Land, Inc. It was incorporated with SEC on April 13, 2015 to engage primarily in developing and lease of Built-to-suit structure for ALI's hospital operations and retail.

Island Transvoyager, Inc., a wholly owned subsidiary Ayala Land thru ALI Capital Corp. (formerly Varejo Corp.). ITI was incorporated on October 2, 2002 with the primary purpose of carrying on the general business of a common carrier and/or private carrier. ITI is the only airline commercially flying from Manila to Lio in El Nido, Palawan. It is expected to be a key player in the industry as it flies to more tourism destinations not serviced by the bigger commercial airlines.

Bankruptcy, Receivership or Similar Proceedings

None for any of the subsidiaries and affiliates above.

Material Reclassification, Merger, Consolidation or Purchase or Sale of a Significant Amount of Assets (not ordinary) over the past three years

On August 19, 2016, The Board of Directors during its meeting approved the terms and conditions of the ₱7.0 billion third tranche of the Fixed-rate Bonds Series and ₱3.0 billion Homestarter Bonds under the Corporation's ₱50.0 Billion Debt Securities Program as approved by the SEC in March 2016.

On June 1, 2016, Ayalaland Mall Synergies, Inc., a wholly owned subsidiary of Ayala Land, Inc, was incorporated. The company will house the Commercial Business Group's allied businesses such as but not limited to the partnership with Mercato, LED, and operations of upcoming mall's foodcourt.

On May 19, 2016, additional ESOWN shares were subscribed under the ESOWN totaling 3,110,756 common shares.

On May 18, 2016, additional ESOWN shares were subscribed totaling 293,919 common shares at ₱26.27 per share by four (4) grantees.

On May 11, 2016, 137 ESOWN grantees subscribed to 13,646,546 common shares at ₱26.27 per share.

On April 12, 2016, the Board of Directors during its meeting approved the terms and conditions of the ₱7.0 billion second tranche of the Fixed-rate Bonds Series under the Corporation's ₱50.0 Billion Debt Securities Program as approved by the SEC in March 2016. The 9.5-year Fixed-rate Bonds was priced at a rate of 4.75% per annum. The Fixed-rate Bonds was issued on April 25, 2016 and will mature in 2025.

In March 2016, ALI bought additional 200,953,364 common shares of CHI. This increased the Company's stake from 56.40% to 66.87% of the total outstanding capital stock of CHI.

On March 14, 2016, the Company acquired 55% interest in Prow Holdings, Inc. for a purchase price of ₱150 million. The acquisition was made in line with the Company's partnership with Leonio Land, Inc. to develop a mixed-use community in Porac, Pampanga.

On March 1, 2016, SIAL Specialty Retailers, Inc. ("SIAL"), a joint venture company between ALI and the SSI Group, Inc., entered into a Deed of Absolute Sale with Metro Retail Stores Group, Inc. to sell fixed assets including fit-outs, furniture, fixtures and equipment in SIAL's department stores located at Fairview Terraces and UP Town Center.

In March 2016, the Company acquired an 18% stake in OCLP Holdings, Inc. (OHI), consistent with its thrust of expanding operations into other areas within and outside Metro Manila through partnerships. OHI holds 99.51% equity interest in Ortigas & Company Limited Partnership (OCLP), an entity engaged in real estate development and leasing businesses.

On February 24, 2016, ALI and POPI executed a Deed of Subscription and a Supplement to the Deed of Subscription whereby ALI subscribed to 2.5 billion common shares of stock of POPI, which will represent 51.06% of the total outstanding shares of POPI. The consideration for the ALI subscription is ₱2.25 per share or a total subscription price of ₱5.6 billion of which 25% or ₱1.4 billion was paid and the balance of 75% to be paid upon fulfillment of certain terms and conditions.

In February 2016, the Company purchased additional 906,000 common shares of CHI from BPI Securities totaling ₱4.06 million. This brings ALI's ownership from 56.36% to 56.40% of total outstanding capital stock of CHI.

On January 21, 2016, ALI and LT Group, Inc. ("LTG") entered into an agreement to jointly develop a project along the C5 corridor. The project is envisioned to be a township development that spans portions of Pasig City and Quezon City.

On January 12, 2016, the Company has entered into a partnership with Manila Water Philippine Ventures, Inc., a wholly owned subsidiary of Manila Water Company, Inc., for the waterworks of ALI's projects nationwide. The MOA was signed by ALI and its subsidiaries and affiliates, Cebu Holdings, Inc. ("CHI") and Cebu Property Ventures and Development Corp.

On October 15, 2015, ALI, through its wholly-owned subsidiary, Regent Wise Investments Limited, exercised its option to acquire additional shares of Malaysian development and construction company, MCT, Bhd. (MCT) for a total cost of US\$92Mn, to bring its total shareholding in MCT from 9.16% to 32.95%.

On August 13, 2015, ALI entered into an agreement with Prime Orion Philippines, Inc. (POPI) to subscribe 2,500,000,000 common shares of stock or 51.36% interest in POPI for a total consideration of ₱5.6 billion, subject to certain terms and conditions. POPI is listed in the Philippine Stock Exchange and is the owner of Tutuban Center in Manila City through its wholly owned subsidiary Tutuban Properties, Inc.

On August 11, 2015, ALI has won the bid for the Integrated Transport System Project – South Terminal ("ITS South Project"). ALI will be awarded by the Department of Transportation and Communications ("DOTC") with a 35-year concession agreement to build and operate the ITS South Project and will likewise have the right to develop and operate commercial leasing facilities on the same 5.57 hectare former Food Terminal Inc. property on which the future transport terminal will be built.

On June 30, 2015, Ayala Land, Inc., through SM-ALI Group consortium, participated and won in the bidding for Lot No. 8-B-1, containing an area of 263,384 square meters, which is a portion of Cebu City-owned lot located at the South Road Properties, Cebu City covered by Transfer Certificate of Title No. 107-2011000963 (the "Property").

On April 08, 2015, ALI purchased all of the 8.2 million common shares of Aegis PeopleSupport Realty Corporation amounting to P435M. Aegis PeopleSupport Realty Corporation is a PEZA-registered entity and the owner of Aegis building along Villa Street, Cebu IT Park, Lahug, Cebu City.

On April 06, 2015, ALI through its wholly-owned subsidiary, Regent Wise Investments Limited, has acquired 9.16% of the shares of Malaysian company GW Plastics Holdings Bhd., to be renamed MCT Bhd., through a private placement for a total amount of US\$43 Mn or P1.9 Bn. y partnering with a company such as MCT, Bhd., ALI will be expanding its footprint in Southeast Asia in line with its diversification goals and sets the platform for growth in Malaysia.

On February 06, 2015, ALI purchased the combined remaining interest of Allante Realty and Development Corporation (Allante) and DBH, Inc. (DBH) in North Triangle Depot Commercial Corporation (NTDCC) consisting of 167,548 common shares and 703,904 preferred shares amounting to PhP229M. This brings ALI's ownership in NTDCC from 70.36% to 73.24% of the total outstanding capital stock of NTDCC.

On February 06, 2015, ALI purchased its proportionate share in DBH Inc and Allante Realty who owns 4.08% each in NTDCC for a total of ₱422.5 million. This transaction increased ALI's stake in NTDCC from 58.53% to 63.82%.

On December 10, 2014, ALI purchased its proportionate share in Anglo Philippine Holdings Corporation's 15.79% interest in NTDCC for ₱738 million which consists of 2,265,507 shares. This transaction increased ALI's stake in NTDCC from 49.29% to 58.53%

On November 23, 2013, Ayala Land, through its wholly-owned subsidiary, Ayala Hotels and Resorts Corp. (AHRC) signed an agreement to acquire 100% interest in Asian Conservation Company, Inc. (ACCI) which effectively consolidates the remaining 40% interest in Ten Knots Development Corp. (TKDC) and Ten Knots Philippines Inc. (TKPI) (60%-owned subsidiary of the Company prior to this acquisition). The agreement resulted in the Company effectively obtaining 100% interest in TKPI and TKDC.

On October 31, 2013, the Company acquired a 55% interest in Taft Punta Engano Property, Inc. (TPEPI) for a consideration of ₱550.0 million. The transaction was accounted for as an asset acquisition. The excess of the Group's cost of investment in TPEPI over its proportionate share in the underlying net assets at the date of acquisition was allocated to the "Investment properties" account in the consolidated financial statements. This purchase premium shall be amortized upon sale of these lots by TPEPI. TPEPI's underlying net assets acquired by the Group as of date of acquisition consists of cash in bank, input VAT and investment properties amounting to ₱550.0 million.

On April 16, 2013, ALI entered into a Sale and Purchase Agreement (SPA) with Global International Technologies Inc. (GITI) to acquire the latter's 32% interest in ALI Property Partners Co. (APPCo) for P3.52 billion. GITI is a 100% owned company of the Goldman Sachs Group Inc. The acquisition increased ALI's stake in APPCo from 68% to 100%. APPCo owns BPO buildings in Makati, Quezon City and Laguna with a total gross leasable area of around 230k sqm. The carrying amount of the non-controlling interest is reduced to nil as APPCo became wholly owned by the Company. The difference between the fair value of the consideration paid and the amount by which the non-controlling interest is adjusted is recognized in equity attributable to the Company amounting to ₱2,722.6 million.

On April 16, 2013, CPVDC (a subsidiary of CHI) acquired the 60% interest of the Company in AiO for a cash consideration of ₱436.2 million. AiO was previously 40%-owned by CPVDC and 60%-owned by the Company. This transaction allows the Company to consolidate into CPVDC the development and operations of BPO offices in Cebu and businesses related thereto, which should lead to value enhancement, improved efficiencies, streamlined processes and synergy creation among the Company and its subsidiaries. This is also consistent with the thrust of the CHI group to build up its recurring income base. The acquisition resulted to AiO becoming a wholly owned subsidiary of CPVDC. Both AiO and CHI are under the common control of the Company. As a result, the acquisition was accounted for using the pooling of interests method. The transaction has no effect on the carrying amounts of the Group's assets and liabilities.

Various diversification/ new product lines introduced by the company during the last three years

New Businesses

Ayala Land ventured into maiden businesses to further complement and enhance the value proposition of its large scale, master planned, integrated mixed-use estate developments. The introduction of these new formats is likewise seen to boost the Company's recurring income base.

Hospitals/Clinics

Ayala Land entered into a strategic partnership with the Mercado Group in July 2013 to establish hospitals and clinics located in the Company's integrated mixed-use developments. The Company enhances its communities with the introduction of healthcare facilities under the QualiMed brand. In 2014, QualiMed opened three (3) clinics in Trinoma, Fairview Terraces, McKinley Exchange Corporate Center, and Qualimed General Hospital in Atria Park, Iloilo while UP Town Center Clinic in Quezon City was opened in the end of 2015. In the 2nd Quarter of 2016, Qualimed opened a hospital in Altaraza San Jose Del Monte Bulacan while Nuvali is set to open by 2nd Quarter of 2017.

Convenience Stores

SIAL CVS Retailers, Inc., a joint venture entity between ALI Capital Corporation (formerly Varejo Corporation) and Specialty Investments, Inc. (wholly-owned subsidiaries of Ayala Land, Inc. and Stores Specialists, Inc., respectively) signed an agreement with FamilyMart Co, Ltd and Itochu Corporation to tap opportunities in the convenience store business. The first FamilyMart store was unveiled last April 7, 2013 at Glorietta 3 in Makati. A total of 98 Family Mart stores are in operation as of December 31, 2016.

Supermarkets

ALI Capital Corporation (formerly Varejo Corporation), a subsidiary of Ayala Land, entered into a joint venture agreement with Entenso Equities Incorporated, a wholly-owned entity of Puregold Price Club, Inc., to develop and operate mid-market supermarkets for some of Ayala Land's mixed-use projects. The first supermarket was opened in the 3rd quarter of 2015 at UP Town Center.

Competition

Ayala Land is the only full-line real estate developer in the Philippines with a major presence in almost all sectors of the industry. Ayala Land believes that, at present, there is no other single property company that has a significant presence in all sectors of the property market. Ayala Land has different competitors in each of its principal business lines.

With respect to its shopping center business, Ayala Land's main competitor is SM which owns numerous shopping centers around the country. Ayala Land is able to effectively compete for tenants given that most of its shopping centers are located inside its mixed-used estates, populated by residents and office workers. The design of Ayala Land's shopping centers also features green open spaces and parks.

For office rental properties, Ayala Land sees competition in smaller developers such as Kuok Properties (developer of Enterprise Building), Robinsons Land (developer of Robinsons Summit Center) and non-traditional developers such as the AIG Group (developer of Philam Towers) and RCBC (developer of RCBC towers). For BPO office buildings, Ayala Land competes with the likes of Megaworld, SM and Robinsons Land. Ayala Land is able to effectively compete for tenants primarily based upon the quality and location of its buildings, reputation as a building owner and the quality of support services provided by its property manager, rental and other charges.

With respect to residential lots and condominium products, Ayala Land competes with developers such as Megaworld, DMCI Homes, Robinsons Land, and SM Development Corporation. Ayala Land is able to effectively compete for purchasers primarily on the basis of reputation, price, reliability, and the quality and location of the community in which the relevant site is located.

For the middle-income/affordable housing business, Ayala Land sees the likes of SM Development Corp, Megaworld, Filinvest Land and DMCI Homes as key competitors. Alveo and Avida are able to effectively compete for buyers based on quality and location of the project and availability of attractive in-house financing terms.

For the economic housing segment, Amaia competes with Camella Homes, DMCI Homes, Filinvest, Robinsons Land and SM Development Corporation.

BellaVita, a relatively new player in the socialized housing market, will continue to aggressively expand its geographical footprint with product launches primarily located in provincial areas.

Suppliers

The Company has a broad base of suppliers, both local and foreign. The Company is not dependent on one or a limited number of suppliers.

Customers

Ayala Land has a broad market base including local and foreign individual and institutional clients. The Company does not have a customer that will account for twenty percent (20%) or more of its revenues.

Transactions with related parties

Please refer to Item 12 of this report ("Certain Relationships and Related Transactions).

Government approvals/regulations

The Company secures various government approvals such as the environmental compliance certificate, development permits, license to sell, etc. as part of the normal course of its business.

Employees

Ayala Land has a total workforce of 429 regular employees as of December 31, 2016.

The breakdown of the ALI - Parent Company employees according to category is as follows:

Senior Management	27
Middle Management	229
Staff	173
Total	429

Employees take pride in being an ALI employee because of the company's long history of bringing high quality developments to the Philippines. With the growth of the business, career advancement opportunities are created for employees. These attributes positively affect employee engagement and retention.

The Company aims that its leadership development program and other learning interventions reinforce ALI's operating principles and provide participants with a set of tools and frameworks to help them develop skills and desired qualities of an effective leader. The programs are also venues to build positive relations and manage networks within the ALI Group.

ALI has a healthy relation with its employees' union. Both parties openly discuss employee concerns without necessity of activating the formal grievance procedure.

Further, employees are able to report fraud, violations of laws, rules and regulations, or misconduct in the organization thru reporting channels under the ALI Business Integrity Program.

Risks

Ayala Land is subject to significant competition in each of its principal businesses. Ayala Land competes with other developers and developments to attract land and condominium buyers, shopping center and office tenants, and customers of the retail outlets, restaurants, and hotels and resorts across the country. However, Ayala Land believes that, at present, there is no single property company that has a significant presence in all sectors of the property market.

High-End, Middle-Income, Affordable Residential, and Economic and Socialized Housing Developments

With respect to high-end and middle-income land and condominium sales, Ayala Land competes for buyers primarily on the basis of reputation, reliability, price and the quality and location of the community in which the relevant site is located. For the affordable, economic and socialized housing markets, Ayala Land competes for buyers based on quality of projects, affordability of units and availability of in-house financing. Ayala Land is also actively tapping the overseas Filipino market.

Shopping Center, Office Space and Land Rental

For its shopping centers, Ayala Land competes for tenants primarily based on the ability of the relevant shopping center to attract customers - which generally depend on the quality and location of, and mix of tenants in, the relevant retail center and the reputation of the owner of the retail center - and rental and other charges. The market for shopping centers has become especially competitive and the number of competing properties is growing. Some competing shopping centers are located within relatively close proximity of each of Ayala Land's commercial centers.

With respect to its office rental properties, Ayala Land competes for tenants primarily based on the quality and location of the relevant building, reputation of the building's owner, quality of support services provided by the property manager, and rental and other charges. The Company is addressing the continuing demand from BPOs by providing fully integrated and well maintained developments (high rise or campus facility) in key locations in the country.

Hotels and Resort Operations

The local hotel and resort sector is largely driven by foreign and local travel for leisure or business purposes. Any slowdown in tourism and business activity due to global financial and local political turmoil and security concerns could potentially limit growth of the Company's hotels and resorts.

Construction

Ayala Land's construction business is benefiting from the improved performance of the construction industry, particularly from an uptick in development activities mostly from the residential and retail sectors. Any slowdown in the construction business could potentially cap growth of the Company's construction arm.

Other risks that the company may be exposed to are the following:

- Changes in Philippine and international interest rates
- Changes in the value of the Peso
- Changes in construction material and labor costs, power rates and other costs
- Changes in laws and regulations that apply to the Philippine real estate industry
- Changes in the country's political and economic conditions
- Product and service quality and safety issues that go with the volume and pace of expansion
- Frequent occurrence of natural disasters affecting our developments

To mitigate the above mentioned risks, Ayala Land shall continue to adopt appropriate risk management measures as well as conservative financial and operational controls and policies to manage the various business and operational risks it faces.

Working Capital

Ayala Land finances its working capital requirements through a combination of internally-generated cash, pre-selling, joint ventures agreements, borrowings and issuance of bond proceeds from the sale of non-core assets.

Domestic and Export Sales

The table below illustrates the amounts of revenue, profitability, and identifiable assets attributable to domestic and foreign operations for the years ended December 31, 2016, 2015, 2014, 2013: (in P'000)

	2016	2015	2014	2013
Consolidated revenues				
<i>Domestic</i>	117,700,488	107,182,940	95,197,046	81,523,070
<i>Foreign</i>	-	-	-	-
Net operating income				
<i>Domestic</i>	32,663,447	27,750,804	23,856,787	18,960,063
<i>Foreign</i>	-	-	-	-
Net Income Attributable to Equity Holders of ALI				
<i>Domestic</i>	20,908,011	17,630,275	14,802,642	11,741,764
<i>Foreign</i>	-	-	-	-
Total Assets				
<i>Domestic</i>	536,432,995	442,341,800	388,944,463	325,473,685
<i>Foreign</i>	-	-	-	-

Property development business contributed 63% for 2015 and 64% for 2016. The property development include development and sale of residential lots, residential and office units, leisure properties, middle-income, affordable and economic housing and socialized housing.

Item 2. Properties

LANDBANK / PROPERTIES WITH MORTGAGE OF LIEN

The following table provides summary information on ALI's land bank as of December 31, 2016. Properties are wholly-owned and free of lien unless noted.

<i>Location</i>	<i>Hectares</i>	<i>Primary land use</i>
Makati ¹	52	Commercial/Residential
Taguig ²	71	Commercial/Residential
Makati (outside CBD) ³	21	Commercial/Residential
Alabang ⁴	149	Commercial/Residential
Las Piñas/Paranaque	16	Commercial/Residential
Quezon City ⁵	123	Commercial/Residential
Others in Metro Manila	60	Commercial/Residential
Metro Manila	492	
NUVALI ⁶	1,121	Commercial/Residential/Industrial
Laguna ⁷	911	Commercial/Residential/Industrial
Cavite ⁸	1,566	Commercial/Residential
Batangas/Rizal/Quezon ⁹	271	Commercial/Residential
Calabarzon	3,869	
Bulacan/Pampanga¹⁰	2,261	Commercial/Residential
Others in Luzon¹¹	1,210	Commercial/Residential
Bacolod/Negros Occidental	128	Commercial/Residential
Cebu ¹²	229	Commercial/Residential
Davao ¹³	184	Commercial/Residential
Cagayan De Oro ¹⁴	365	Commercial/Residential
Iloilo ¹⁵	1,116	Commercial/Residential
Others in VisMin	-	
Visayas/Mindanao	2,021	
TOTAL	9,852	

¹ Makati includes Ayala Center, Ayala Triangle, City Gate, Mandarin and Peninsula Hotel

² Taguig includes the Arca South Estate and portion of Bonifacio Global City.

³ Includes Circuit which is under a joint development agreement with Philippine Racing Club, Inc.

⁴ Alabang includes Alabang Town Center and Avida South Park District

⁵ Includes UP Technohub, UP Town Center, TriNoma, Vertis North and Fairview Terraces

⁶ NUVALI includes properties acquired from Aurora Properties Incorporated, Vesta Holdings, Inc. and Ceci Realty, Inc.

⁷ Laguna includes properties under Ayala Greenfield Development Corp.

⁸ Cavite includes Vermosa Estate

⁹ Batangas/Rizal/Quezon includes Avida Sto. Tomas and Avida Communities-Quezon

¹⁰ Pampanga includes Alviera which is under a joint venture development with Leonio Land Holdings, Inc.

¹¹ Includes Anvaya Cove property which is under a joint development agreement with SUDECO; Harbor Point Mall in Subic on lease agreement with Subic Bay Management Authority and El Nido Resorts

¹² Cebu includes the lot pad of Ayala Center Cebu under Cebu Holdings, Inc. (CHI), Cebu Marriott Hotel and Cebu Asia IT Town Park

¹³ Davao includes Abreeza Mall through Accendo Commercial Corp.

¹⁴ Cagayan de Oro includes Centrio

¹⁵ Includes Iloilo Technohub site and Atria Park District

LEASED PROPERTIES

The Company has an existing contract with BCDA to develop, under a lease agreement a mall with an estimated gross leasable area of 152,000 square meters on a 9.8-hectare lot inside Fort Bonifacio. The lease agreement covers 25 years, renewable for another 25 years subject to reappraisal of the lot at market value. The annual fixed lease rental amounts to P106.5 million while the variable rent ranges from 5% to 20% of gross revenues. Subsequently, the Company transferred its rights and obligations granted to or imposed under the lease agreement to SSECC, a subsidiary, in exchange for equity.

On January 28, 2011, a notice was given to the Company for the P4.0 billion development of a 7.4-hectare lot at the University of the Philippines' Diliman East Campus, also known as the UP Integrated School, along Katipunan Avenue, Quezon City. The Company signed a 25-year lease contract for the property last June 22, 2011, with an option to renew for a 58,000 square meters another 25 years by mutual agreement. The project involves the construction of a retail establishment with 63,000 square meters of available gross leasable area and a combination of Headquarter-and-BPO- type buildings with an estimated 8,000 square meters of office space.

(For the complete list of leased properties, please refer to Audited FS)

Rental Properties

The Company's properties for lease are largely shopping centers and office buildings. It also leases land, carparks and some residential units. As of December 31, 2016, rental revenues from these properties accounted for P26.56 billion or 31.60% of Ayala Land's consolidated revenues, 8% higher than the P24.50 billion recorded in the same period in 2015. Lease terms vary depending on the type of property and tenant.

Property Acquisitions

With 9,852 hectares in its land bank as of December 31, 2016, Ayala Land believes that it has sufficient properties for development in next 25 years.

Nevertheless, the Company continues to seek new opportunities for additional, large-scale, master-planned developments in order to replenish its inventory and provide investors with an entry point into attractive long-term value propositions. The focus is on acquiring key sites in the Mega Manila area and other geographies with progressive economies that offer attractive potential and where projected value appreciation will be fastest.

On April 16, 2013, ALI entered into a Sale and Purchase Agreement (SPA) with Global International Technologies Inc. (GITI) to acquire the latter's 32% interest in ALI Property Partners Co. (APPCo) for P3.52 billion. GITI is a 100% owned company of the Goldman Sachs Group Inc. The acquisition increased ALI's stake in APPCo from 68% to 100%. APPCo owns BPO buildings in Makati, Quezon City and Laguna with a total gross leasable area of around 230,000 sqm. The carrying amount of the non-controlling interest is reduced to nil as APPCo became wholly owned by the Company. The difference between the fair value of the consideration paid and the amount by which the non-controlling interest is adjusted is recognized in equity attributable to the Company amounting to P2,722.6 million.

On November 23, 2013, ALI, through its wholly-owned subsidiary, Ayala Hotels and Resorts Corp, (AHRC) signed an agreement to acquire 100% interest in Asian Conservation Company, Inc. (ACCI) which effectively consolidates the remaining 40% interest in Ten Knots Development Corp. (TKDC) and Ten Knots Philippines Inc. (TKPI) (60%-owned subsidiary of the Company prior to this acquisition). The agreement resulted in the Company effectively obtaining 100% interest in TKPI and TKDC.

In January 2014, ALI entered and signed into a 50-50% joint venture agreement with AboitizLand, Inc. for the development of a 15-hectare mixed-use community in Mandaue City, Cebu. The first project of this joint venture will involve the construction of a mall and a residential condominium unit with an estimated initial cost of ₱3 billion.

On February 6, 2015, ALI purchased the combined remaining interest of Allante Realty and Development Corporation (Allante) and DBH, Inc. (DBH) in North Triangle Depot Commercial Corporation (NTDCC) consisting of 167,548 common shares and 703,904 preferred shares amounting to ₱229 million. This brings ALIC) consisting of 167,548 common shares and 703,904 total outstanding capital stock of NTDCC.

In April 2015, ALI purchased all of the 8.2 million common shares of Aegis PeopleSupport Realty Corporation amounting to ₱435 million. Aegis PeopleSupport Realty Corporation is a PEZA-registered entity and the owner of Aegis building along Villa Street, Cebu IT Park, Lahug, Cebu City. The building is a certified LEED-Gold Office with a gross leasable area of 18,092 sqm and is largely occupied by Teleperformance under a long-term lease.

In June 2015, ALI, through SM-ALI Group consortium, participated and won in the bidding for Lot No. 8-B-1, containing an area of 263,384 sqm, which is a portion of Cebu City-owned lot located at the South Road Properties, Cebu City covered by Transfer Certificate of Title No. 107-2011000963 (the "Property"). SM-ALI Group consortium is a consortium among SM Prime Holdings, Inc. ("SM"), Ayala Land, and Cebu Holdings, Inc. ("CHI", together with ALI collectively referred to as the "ALI Group"). The SM-ALI Group will co-develop the property pursuant to a joint master plan.

In January 2016, ALI and LT Group, Inc. (LTG) entered into an agreement to jointly develop a project along the C5 corridor. The project is envisioned to be a township development that spans portions of Pasig City and Quezon City.

MORTGAGE, LIEN OR ENCUMBRANCE OVER PROPERTIES

The Company has certain properties in Makati City that are mortgaged with BPI in compliance with BSP rules on directors, officers, stockholders and related interests.

Item 3. Legal Proceedings

As of December 31, 2016, ALI, its subsidiaries, and its affiliates, are not involved in any litigation regarding an event which occurred during the past five (5) years that they consider material.

However, there are certain litigation ALI is involved in which it considers material, and though the events giving rise to the said litigation occurred beyond the five (5) year period, the same are still unresolved, as follows:

Las Piñas Property

Certain individuals and entities have claimed an interest in ALI's properties located in Las Piñas, Metro Manila, which are adjacent to its development in Ayala Southvale.

Prior to purchasing the aforesaid properties, ALI conducted an investigation of titles to the properties and had no notice of any title or claim that was superior to the titles purchased by ALI. ALI traced its titles to their original certificates of title and ALI believes that it has established its superior ownership position over said parcels of land. ALI has assessed these adverse claims and believes that its titles are in general superior to the purported titles or other evidence of alleged ownership of these claimants. On this basis, beginning October 1993, ALI filed petitions in the RTC of Makati and Las Piñas for quieting of title to nullify the purported titles or claims of these adverse claimants. These cases are at various stages of trial and appeal. Some of these cases have been finally decided by the Supreme Court ("SC") in ALI's favor. These include decisions affirming the title of ALI to some of these properties, which have been

developed and offered for sale to the public as Sonera, Ayala Southvale. The remaining pending cases involve the remaining area of approximately 126 hectares.

ALI has made no provision in respect of such actual or threatened litigation.

Item 4. Submission of Matters to a Vote of Security Holders

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

PART II – SECURITIES OF THE REGISTRANT

Item 5. Market for Issuer's Common Equity and Related Stockholders Matters

Market Information

Ayala Land common shares are listed with the Philippine Stock Exchange.

Philippine Stock Exchange
Prices (in PhP/share)

Philippine Stock Exchange
Prices (in PhP/share)

	<u>High</u>		<u>Low</u>		<u>Close</u>	
	<u>2016</u>	<u>2015</u>	<u>2016</u>	<u>2015</u>	<u>2016</u>	<u>2015</u>
First Quarter	36.95	38.60	30.20	33.50	35.25	38.50
Second Quarter	39.60	41.00	33.75	37.00	38.80	37.30
Third Quarter	42.00	39.00	37.90	33.15	39.25	34.00
Fourth Quarter	39.75	37.60	30.05	33.40	32.00	34.45

The market capitalization of ALI as of end-2016, based on the closing price of ₱32.00/share, was approximately ₱470.8 billion.

The price information as of the close of the latest practicable trading date April 09 2017 is ₱ 35.4 per share.

Stockholders

The following are the top 20 registered holders of the common equity securities of the Company:

Common Stockholders: There are 9,357 registered holders of common shares of the Company as of January 31, 2017:

	Stockholder Name	No. of Common Shares	Percentage (of common shares)
1.	Ayala Corporation*	6,893,880,451	46.85672%
2.	PCD Nominee Corporation (Non-Filipino)	5,448,166,643	37.03041%
3.	PCD Nominee Corporation (Filipino)	2,075,495,334	14.10685%
4.	ESOWN Administrator 2009	17,328,205	0.11778%
5.	ESOWN Administrator 2012	14,526,933	0.09874%
6.	ESOWN Administrator 2015	13,937,614	0.09473%
7.	ESOWN Administrator 2010	13,407,775	0.09113%
8.	ESOWN Administrator 2016	13,257,370	0.09011%
9.	ESOWN Administrator 2011	10,835,023	0.07364%
10.	ESOWN Administrator 2013	10,597,390	0.07203%
11.	ESOWN Administrator 2014	9,634,273	0.06548%
12.	Emilio Lolito J. Tumbocon	8,343,512	0.05671%
13.	Jose Luis Gerardo Yulo	6,683,948	0.04543%
14.	Estrellita B. Yulo	5,732,823	0.03897%
15.	ESOWN Administrator 2008	5,367,273	0.03648%
16.	ESOWN Administrator 2006	4,704,977	0.03198%
17.	Pan Malayan Management and Investment Corporation	4,002,748	0.02721%
18.	Ma. Angela Y. La'o	3,728,620	0.02534%
19.	Lucio W. Yan	3,483,871	0.02368%
20.	Telengtan Brothers and Sons, Inc.	3,480,000	0.02365%

*40,629,064 shares held by Ayala Corporation (or 0.276% of the outstanding common shares) are lodged with PCD Nominee Corporation.

Voting Preferred Stockholders: There are approximately 2,821 registered holders of voting preferred shares of the Company as of January 31, 2017.

	Stockholder Name	No. of Voting Preferred Shares	Percentage (of voting preferred shares)
1.	Ayala Corporation	12,163,180,640	93.08679%
2.	HSBC Manila OBO A/C 000-171512-554	495,390,800	3.7913%
3.	Government Service Insurance System	156,350,871	1.1965%
4.	Public Employees Retirement System of New Mexico	17,832,000	0.1364%
5.	HSBC Manila OBO A/C 000-171512-571	15,051,000	0.1151%
6.	DB MLA OBO SSBTC Fund HG16	15,000,000	0.1147%
7.	Wealth Securities, Inc.	14,825,373	0.1134%
8.	Deutsche Bank AG Manila OBO SSBTC Fund OD67 AC 12087020417	13,670,744	0.1046%
9.	Samuel Villes Santos and/or Luzviminda Lat Santos	12,001,800	0.0918%
10.	DB MLA OBO SSBTC Fund C021	8,497,223	0.0650%
11.	Investors Securities, Inc.	6,251,770	0.0478%
12.	First Metro Securities Brokerage Corp.	5,103,853	0.0390%
13.	Deutsche Bank Partners Inc.	3,961,757	0.0303%
14.	DB MLA OBO SSBTC Fund FA20	3,951,800	0.0302%
15.	Papa Securities Corporation	3,536,538	0.0270%
16.	DB MLA OBO SSBTC Fund FA2N	3,534,608	0.0270%
17.	Maybank ATR Kim Eng Securities, Inc.	3,452,214	0.0264%
18.	Ansaldo, Godinez & Co. Inc.	3,388,848	0.0259%
19.	HSBC Manila OBO A/C 000-171512-551	2,940,048	0.0225%
20.	Belson Securities, Inc.	2,800,874	0.0214%

Dividends

STOCK DIVIDEND (Per Share)			
PERCENT	DECLARATION DATE	RECORD DATE	PAYMENT DATE
20%	February 1, 2007	May 22, 2007	June 18, 2007

CASH DIVIDEND (Per Common Share)			
PESO AMOUNT	DECLARATION DATE	RECORD DATE	PAYMENT DATE
0.20711082	Feb. 21, 2014	March 7, 2014	March 21, 2014
0.20687187	Aug. 28, 2014	Sept. 11, 2014	Sept. 26, 2014
0.2075	Feb. 20, 2015	March 6, 2015	March 20, 2015
0.2075	Aug. 17, 2015	Sept. 2, 2015	Sept. 16, 2015
0.238	Feb. 26, 2016	March 11, 2016	March 23, 2016
0.238	Aug. 18, 2016	Sep 02, 2016	Sept. 16, 2016

CASH DIVIDEND (Per Voting Preferred Share)			
PESO AMOUNT	DECLARATION DATE	RECORD DATE	PAYMENT DATE
0.00474786	Feb. 21, 2014	June 16, 2014	June 30, 2014
0.00474786	Feb. 20, 2015	June 15, 2015	June 29, 2015
0.00474786	Feb. 26, 2016	June 15, 2016	June 29, 2016

Dividend policy

Dividends declared by the Company on its shares of stocks are payable in cash or in additional shares of stock. The payment of dividends in the future will depend upon the earnings, cash flow and financial condition of the Company and other factors.

Special cash dividends are declared depending on the availability of cash, taking into account the Company's CAPEX and project requirements and the progress of its ongoing asset rationalization program.

Cash dividends are subject to approval by the Company's Board but no stockholder approval is required. Property dividends which may come in the form of additional shares of stock are subject to approval by both the Company's Board of Directors and the Company's stockholders. In addition, the payment of stock dividends is likewise subject to the approval of the SEC and PSE.

Recent Sale of Securities

For the past three years, common shares were issued representing the exercise of stock options by the Company's executives under the Executive Stock Option Plan (ESOP) and the subscription to the common shares under the Executive Stock Ownership Plan (ESOWN) as follows:

<u>Year</u>	<u>No. of Shares</u>	
	<u>ESOP*</u> (exercised)	<u>ESOWN</u> (subscribed)
2014	5.6 Million	12.3 Million
2015	-	17.8 Million
2016	-	17.1 Million

**not offered starting 2015*

The aforesaid issuance of shares was covered by the Commission's approval of the Company's Stock Option Plan on July 1991 and subsequently on March 2006.

On March 12, 2013, Ayala Corporation executed the placement of, and subscription to the Company's 399,528,229 common shares at ₱30.50 per share or an aggregate of ₱12.2 billion. The placement price of ₱30.50 per share was at a 3.6% discount on the 5-day volume-weighted average price of the Company's stock and was the agreed clearing price among the purchasers of the shares and the placement agent, UBS Investment Bank.

On January 12, 2015, Ayala Corporation executed the placement of, and subscription to the Company's 484,848,500 common shares at ₱33.00 per share or an aggregate of ₱16 billion. The placement price of ₱33.00 per share was at a 3.9% discount on the 5-day volume-weighted average price of the Company's stock and was the agreed clearing price among the purchasers of the shares and the placement agent, UBS AG.

The Company filed Notices of Exemption with the SEC for the issuance of the 399,528,229 and 484,848,500 common shares under the following provisions of the SRC:

SRC Subsection 10.1 (e), The sale of capital stock of a corporation to its own stockholders exclusively, where no commission or other remuneration is paid or given directly or indirectly in connection with the sale of such capital stock.

SRC Subsection 10.1 (h), "Broker's transaction, executed upon customer's orders, on any registered Exchange or other trading market."

SRC Subsection 10.1 (k), "The sale of securities by an issuer to fewer than twenty (20) persons in the Philippines during any twelve-month period."

SRC Subsection 10.1 (l), "The sale of securities to banks, insurance companies, and investment companies."

Corporate Governance

- i. The evaluation system which was established to measure or determine the level of compliance of the Board and top level management with its Revised Manual of Corporate Governance consists of a Customer Satisfaction Survey which is filled up by the various functional groups indicating the compliance rating of certain institutional units and their activities. The evaluation process also includes a Board Performance Assessment which is accomplished by the Board indicating the compliance ratings. The above are submitted to the Compliance Officer who issues the Annual Corporate Governance Report to the Securities and Exchange Commission.
- ii. To ensure good governance, the Board establishes the vision, strategic objectives, key policies, and procedures for the management of the Company, as well as the mechanism for monitoring and evaluating Management's performance. The Board also ensures the presence and adequacy of internal control mechanisms for good governance.
- iii. There were no deviations from the Company's Revised Manual of Corporate Governance. The Company has adopted in the Manual of Corporate Governance the leading practices and principles of good corporate governance, and full compliance therewith has been made since the adoption of the Revised Manual.
- iv. The Company is taking further steps to enhance adherence to principles and practices of good corporate governance.

PART III – FINANCIAL INFORMATION

Item 6. Management’s Discussion and Analysis of Financial Condition and Results of Operation

Review of 2016 operations vs 2015

Ayala Land, Inc. (ALI or “the Company”) generated a net income after tax (attributable to equity holders of ALI) of P20.91 billion in 2016, 19% higher than the P17.63 billion posted in 2015. Consolidated revenues reached P124.63 billion, 16% higher than the P107.18 billion posted in the same period last year. Revenues from Real Estate increased by 17% to P117.70 billion driven by the steady performance of its Property Development, Commercial Leasing and Services businesses.

The ratio of General and Administrative Expenses (GAE) to revenues improved further to 5.6% from 6.2% while the Earnings before interest and taxes (EBIT) margin registered higher at 30% from 29% during the same period last year.

Business Segments

The details of the individual performance of each business segment are discussed as follows:

Property Development. This includes the sale of residential lots and units, office spaces, as well as commercial and industrial Lots. Total revenues from Property Development amounted to P79.24 billion in 2016, 17% higher than the P67.77 billion reported during the same period in 2015.

Revenues from the sale of residential lots and units reached P65.12 billion, 12% higher than P58.39 billion posted in the same period last year, driven by bookings and project completion across all residential brands.

Ayala Land Premier (ALP) registered revenues of P24.86 billion, slightly higher than the P23.40 billion posted in the same period in 2015 driven by higher bookings from projects such as Park Central Tower in Makati City and increased completion of residential buildings such as The Two Roxas Triangle and Garden Towers 1 & 2 in Ayala Center Makati, East and West Gallery Place in Bonifacio Global City, Arbor Lanes in Arca South, Taguig, and horizontal projects such as Riomonte and Soliento in Nuvali, Laguna and The Courtyards in Veramosa, Cavite.

Alveo meanwhile registered revenues of P18.57 billion, 29% higher than the P14.36 billion generated in the same period due to increased completion of residential towers such as Park Triangle Residences, One and Two Maridien and Two Serendra in Bonifacio Global City, Lerato Tower 3 and Kroma in Makati and Portico Tower 1 in Pasig and subdivision projects such as Lumira and Mondia in Nuvali, Laguna.

Avida recorded revenues of P17.07 billion, 16% higher compared to same period last year on the account of higher bookings from Avida Tower Sola 1 in Vertis North, Quezon City and One Union Place Tower 3 in Arca South, Taguig and increased completion of Vita Towers in Vertis North, Asten Towers in Makati, The Montane and Turf Tower 1 in Bonifacio Global City, Riala Tower 1 and 2 in Cebu IT Park, Avida Towers Davao and subdivision projects in Nuvali namely Hillcrest Estates and Southfield Settings.

Amaia posted revenues of P3.35 billion which is lower compared to same period in 2015 due to lower sales take-up from Amaia Scapes and Skies Projects.

BellaVita meanwhile significantly grew its revenues to P776.10 million, posting a 46% growth from P529.80 million last year due to higher bookings in General Trias Cavite, Alaminos Laguna, Tayabas Quezon, Cabanatuan City, Nueva Ecija and Cagayan De Oro City, Misamis Oriental.

Residential sales for 2016 reached a total of P108.00 billion, 3% higher year-on-year, equivalent to an average monthly sales take-up of P9.0 billion. Residential Gross Profit (GP) margins of vertical developments improved to 35% from 34% due to sale of higher margin projects such as Park Central

Tower in Makati while horizontal projects slightly declined to 43% from 44% due to higher development and land cost of recently launched projects.

Revenues from the sale of office spaces reached P8.20 billion, posting a 28% growth from the P6.42 billion registered in the same period in 2015 driven by higher bookings from Alveo Financial Tower in Makati Central Business District, Alveo Park Triangle Tower and Alveo Park Triangle Corporate Plaza and higher completion of High Street South Corporate Plaza 1 and 2 in Bonifacio Global City. Avida's office projects in Bonifacio Global City also contributed significant revenues from higher bookings from Avida Capital House and higher completion of One Park Drive. Gross profit margins of offices for sale buildings declined to 37% from 38% during the same period last year.

Revenues from the sale of commercial and industrial lots doubled to P5.92 billion from P2.95 billion due to higher lot sales in Arca South, Naic and Altaraza in 2016. GP margins of Commercial and Industrial lots declined to 41% from 50% due to sale of higher margin commercial lots in Arca South and Nuvali in the same period last year.

Commercial Leasing. This includes shopping centers and office leasing as well as hotels and resorts operations. Total revenues from commercial leasing amounted to P26.56 billion in 2016, 8% higher than the P24.50 billion recorded in the same period last year.

Revenues from Shopping Centers reached P14.97 billion, 12% higher year-on-year from P13.37 billion due to the improved performance of stable malls and contribution of new malls such as UP Town Center in Quezon City, Ayala Malls Solenad in Nuvali, Santa Rosa Laguna, Tutuban Center, Manila, Ayala Malls Legazpi in Albay and the higher occupancy and average rental rates of existing malls. Shopping Centers EBITDA margin declined to 67% from 69% due to lower margins of newly opened malls. Monthly average lease rates registered 1% lower to P1,143 per square meter from P1,155 per square meter in the same period last year. Same mall rental growth increased by 5% year-on-year. Average occupancy rate registered at 91%. Total gross leasable area (GLA) of Shopping Centers registered at 1.62 million square meters for full year 2016.

Revenues from Office Leasing reached P5.54 billion, 7% higher year-on-year from P5.16 billion due to the higher average rental rates of existing buildings and the positive contribution of new offices such as Bonifacio Stopover, UP Technohub Building P and UP Town Center BPO in Quezon City. Office Leasing EBITDA margin improved to 91% from 90% last year. Monthly average lease rates of offices registered 4% higher to P725 per square meter from P698 per square meter in the same period last year. Average occupancy rate registered at 87%, 3% higher than previous year due to the completion of leased office spaces for tenant fit-out. Total gross leasable area (GLA) of Office Leasing registered at 836 thousand square meters for 2016.

Revenues from Hotels and Resorts reached P6.05 billion, 1% higher year-on-year from P5.97 billion due to the improved revenue-per-available-room (REVPAR) of hotel and resorts. REVPAR of hotels increased by 0.7% to P3,786 per night while REVPAR of resorts increased by 7% to P8,087 per night. Hotels and Resorts EBITDA margin was at 28%. Average occupancy rate of Hotels registered at 73% while Resorts registered at 59% during the period. Hotels and Resorts currently operates 961 hotel rooms from its internationally branded segment; Cebu City Marriott, Fairmont Hotel and Raffles Residences Makati and Holiday Inn & Suites Makati, 213 island resort rooms from El Nido Resorts in Lagen, Miniloc, Apulit and Pangulasian Islands in the province of Palawan, 30 bed and breakfast rooms in Casa Kalaw Lio El Nido and 6 bed and breakfast rooms from Balay Kogon Sicogon, Iloilo and 817 rooms from its Seda Hotels located in Iloilo, Bonifacio Global City, Taguig, Centrio Cagayan de Oro, Abreeza in Davao and Nuvali in Santa Rosa Laguna. Total rooms under the Hotels and Resorts portfolio registered at 2,027 as of December 31, 2016.

Services. This includes the Company's wholly-owned Construction and Property Management companies; respectively Makati Development Corporation and Ayala Property Management Corporation. Total revenues from the Services business amounted to P66.65 billion, 47% higher than the P45.25 billion reported in the same period in 2015.

Revenues from Construction reached P65.32 billion, 48% higher year-on-year from P44.07 billion due to the increase in order book of projects and higher completion within the Ayala Land Group. Revenues from Property Management reached P1.34 million, 14% higher year-on-year from P1.18 million due to the increase in managed properties from completed projects. Blended EBITDA margins of the Services businesses declined to 11% from 14%.

Equity in Net Earnings of Investees, Interest, Fees, Investment and Other Income

Equity in net earnings of associates and JVs registered a 495% growth to P554 million in 2016 due higher net earnings from Modular Construction Technology (MCT) Bhd., Ortigas & Co. Ltd Partnership and Fort Bonifacio Development Corporation. Meanwhile, Interest, Investment and Other Income reached P6.37 billion, mainly due to higher interest income on accretion and installment sales.

Expenses

Total expenses registered at P91.97 billion in 2016, 16% higher than the P79.43 billion posted in the same period last year mainly driven by Real Estate and Hotels expenses which grew 17% to P76.57 billion from P65.34 billion last year.

General and Administrative Expenses (GAE) grew by 7% to P7.03 billion from P6.59 billion last year as a result of efficient cost management measures. GAE-to-revenue ratio further improved to 5.6% from 6.2% last year. Interest Expense, Financing and Other Charges meanwhile registered at P8.37 billion, 11% higher year-on-year from P7.51 billion, mainly attributed to higher interest expense and a lower average interest rate of 4.49% compared to 4.71% during the previous year.

Project and Capital Expenditure

Ayala Land spent a total of P85.40 billion for project and capital expenditures in 2016. Of the total capital expenditure, 14% was spent on land acquisition, 5% was spent on the development of its estates, 43% was spent on the completion of residential projects and 30% was spent on commercial leasing projects with the rest of the amount disbursed for new businesses, services and other investments.

Financial Condition

Ayala Land posted a solid balance sheet position in 2016 which provides adequate capacity to support its growth plans in the coming years.

Cash and Cash Equivalents including short term investments and UITF investments classified as FVPL stood at P22.64 billion, resulting in a current ratio of 1.12:1. Total Borrowings stood at P159.80 billion as of December 31, 2016 from P130.99 billion as of December 2015, translating to a Debt-to-Equity Ratio of 0.93:1 and a Net Debt-to-Equity Ratio of 0.79:1. Return on Equity was at 14.9% as of December 31, 2016.

	<i>End-December 2016</i>	<i>End-December 2015</i>
Current ratio ¹	1.12:1	1.14:1
Debt-to-equity ratio ²	0.93:1	0.87:1
Net debt-to-equity ratio ³	0.79:1	0.74:1
Profitability Ratios:		
Return on assets ⁴	5.0%	5.0%
Return on equity ⁵	14.9%	14.7%
Asset to Equity ratio ⁶	3.11	2.95
Interest Rate Coverage Ratio ⁷	5.9	5.5

1 Current assets / current liabilities

2 Total debt/ consolidated stockholders' equity (Total debt includes short-term debt, long-term debt and current portion of long-term debt)

3 Net debt/ consolidated stockholders' equity (Net debt is total debt less cash and cash equivalents, short term investments and financial assets through fvpl)

4 Total Net income / average total assets

5 Net income attributable to equity holders of ALI / average total stockholders' equity attributable to equity holders of ALI

6 Total Assets /Total stockholders' equity

7 EBITDA/Interest expense

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.

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 in 2016.

Causes for any material changes (+/- 5% or more) in the financial statements

Income Statement items – 2016 versus 2015

Real estate and hotel revenues increased by 17% mainly due to higher sales bookings and incremental project completion of residential projects and better performance of malls, leasing and hotels & resorts business groups.

Equity in net earnings of associates and joint ventures improved by 495% primarily due to higher equity from Malaysia (MCT-Modular Construction Technology) and China (Tianjin Eco-City Ayala) investments and contribution from Ortigas & Co. Ltd. Partnership and FBDC companies.

Real estate and hotel costs up by 17% due to higher costs coming from residential, malls, leasing and hotels & resorts business segments in 2016.

General and administrative expense higher by 7% primarily due to increase in contracted services, professional fees, insurance and repairs & maintenance.

Interest and other financing charges and other charges grew by 11% mainly due to the increased borrowings to finance various capital expenditures.

Provision for income tax increased by 20% largely due to higher taxable income mainly from real estate.

Balance Sheet items – 2016 versus 2015

Cash and cash equivalents improved by 10% largely due to bond issuance and loan availments made and the impact of the consolidation of POPI and Anvaya entities in 2016.

Short term investments up by 26% primarily due to additional money market placements and the impact of the consolidation of Anvaya companies in 2016.

Financial assets at fair value through profit or loss higher by 168% due to BG West, NUVALI companies, POPI, and APMC's UITF investment placements.

Accounts and notes receivables increased by 50% mainly due to higher sales and additional bookings from residential business group projects (subdivision, condominium, house & lot, and office building for sale) and improved performance of malls, leasing, and hotels & resorts business segments and increase in advances to contractors.

Real estate Inventories increased by 13% primarily due to new project launches of residential projects and incremental completion of the existing projects.

Other current assets up by 8% due to the increase in prepaid expenses and current project costs.

Non-current accounts and notes receivable decline by 15% largely due to the sale of real estate receivables on a without recourse basis, and contribution from decrease in advances to other companies.

Land and improvements increased by 9% primarily due to the consolidation of Prow Holdings, Inc. and additional acquisition of land parcels for future development.

Investments in associates and joint ventures higher by 43% due to the investments made with OCLP Holdings and ALI Eton and share in equity for full year 2016.

Investment properties up by 34% primarily due to the additional project costs on new & existing malls, buildings for lease and hotels and contribution from additional land acquisitions.

Available-for-sale financial assets improved by 177% due to Alviera country club share, Cebu City Sports Club and contribution from POPI.

Property and equipment higher by 9% largely due to increase in MDC's additional batching plants, machineries and equipments in response to capacity requirements brought about by new projects/contracts.

Deferred tax assets increased by 25% primarily due to higher deferred tax assets mainly from residential group's tax effect of temporary difference arising from sale and collection on booked accounts and contribution from PAS Straight-line recognition of revenue per Accounting Standard vs BIR computation.

Other non-current assets up by 66% largely due to the increase in leasehold rights on the acquisition of Prime Orion Philippines, Inc., and increase in prepaid costs incurred for the unlaunched projects.

Account and other payables increased by 24% due to higher expenses related to the development and project costs of new and existing projects of the residential, commercial, hotels & resorts business group and contribution from the increase in accrued expenses, interest payable, taxes payable and higher payables to external suppliers/contractors due to increased volume of construction projects for ALI.

Short-term debt 131% increased primarily due to additional short-term unsecured peso denominated bank loan availments.

Income tax payable higher by 15% mainly due to higher taxable income from real estate.

Deposit and other current liabilities up by 40% due to the increase in advances and deposits for various residential projects.

Current portion of long-term debt decreased by 41% mainly due to loan payments made.

Deferred tax liabilities higher by 144% primarily due to POPI's stepped-up value based from purchase price allocation.

Long-term debt - net of current portion increased by 17% largely due to ALI's bond issuance amounting to P25B.

Deposits and other noncurrent liabilities grew by 25% due to higher non-current security deposits from residential customers and contribution from leasing group's increase in security deposits, reservations and advance rental deposits.

Non-controlling interest up by 55% mainly due to the increase in non-controlling interest's share in full year 2016 NIAT and contribution from NCI share of Prow Holdings, Nuevo Centro, Aviana, POPI and BG companies.

Review of 2015 operations vs. 2014

Ayala Land, Inc. (ALI or “the Company”) generated a net income after tax (attributable to equity holders of ALI) of P17.63 billion in 2015, 19% higher than the P14.80 billion posted in 2014. Consolidated revenues reached P107.18 billion, 13% higher than the P95.20 billion posted in the same period last year. Revenues from Real Estate increased by 13% to P100.66 billion driven by the steady performance of its Property Development, Commercial Leasing and Services businesses.

The ratio of General and Administrative Expenses (GAE) to revenues improved further to 6.2% from 6.5% while the Earnings before interest and taxes (EBIT) margin registered higher at 29% from 27% during the same period last year.

Business Segments

The details of the individual performance of each business segment are discussed as follows:

Property Development. This includes the sale of residential lots and units, office spaces, as well as commercial and industrial Lots. Total revenues from Property Development amounted to P67.77 billion in 2015, 10% higher than the P61.84 billion reported during the same period in 2014.

Revenues from the sale of residential lots and units reached P58.39 billion, 12% higher than the P52.26 billion posted in the same period last year, driven by bookings and project completion across all residential brands.

Ayala Land Premier (ALP) registered revenues of P23.40 billion, slightly higher than the P22.49 billion posted in the same period in 2014 driven by higher bookings in West Gallery Place in Bonifacio Global City and Riomonte in Nuvali, Laguna and increased project completion of The Courtyards in Vermosa, Cavite and high-end residential building projects such as the Two Roxas Triangle and Garden Tower 2 in Ayala Center Makati, The Suites and East Gallery Place in Bonifacio Global City Taguig and Park Point Residences in Cebu.

Alveo meanwhile registered revenues of P14.36 billion, 31% higher than the P10.99 billion generated in the same period last year brought about by higher bookings and completion of subdivision projects such as Lumira and Mondia in Nuvali, Santa Rosa Laguna and Montala in Alvia, Porac Pampanga and condominium projects namely Kroma in Makati, Veranda Tower 1 in Arca South, Taguig, Verve Residences 1, Park Triangle Residences and Two Maridien in Bonifacio Global City, Taguig and Solinea Tower 1 and 3 in Cebu.

Avida and Amaia likewise recorded growth, with Avida reaching P14.74 billion in revenues, or 12% higher compared to same period last year and Amaia registering revenues of P3.91 billion, or 8% higher compared to same period in 2014. The increased bookings of Avida Settings in Alvia and One Union Place 1 and 2 in Arca South combined with higher project completion of Vita Towers in Vertis North, Verte Tower 1 and The Montane in Bonifacio Global City, contributed to the increase in revenues of Avida while Amaia's major contributors are Steps Nuvali, Steps Altaraza in San Jose Del Monte Bulacan and Scapes General Trias, Cavite.

BellaVita meanwhile grew its revenues to P529.80 million, posting more than triple growth from P115.60 million last year due to higher bookings from projects in General Trias Cavite, Alaminos Laguna, Tayabas Quezon, Porac Pampanga and Cabanatuan City, Nueva Ecija.

Residential sales for 2015 reached a total of P105.34 billion, 4% higher year-on-year, equivalent to an average monthly sales take-up of P8.8 billion. Residential Gross Profit (GP) margins of horizontal projects improved to 44% from 43% due to the sale of higher margin projects of Alveo such as Lumira, Mirala and Mondia in Nuvali while gross profit margins of vertical developments also improved to 34% from 33%.

Revenues from the sale of office spaces reached P6.42 billion, posting a 32% growth from the P4.86 billion registered in the same period in 2014 driven by bookings from Alveo Financial Tower in Makati CBD and The Stiles in Circuit Makati, higher completion of Alveo's projects such as High Street South Corporate Plaza 1 and 2 and Park Triangle Corporate Plaza and higher sales from Avida projects such as Capital House and One Park Drive in Bonifacio Global City. Gross profit margins of offices for sale buildings are maintained at 38% during the same period last year.

Revenues from the sale of commercial and industrial lots reached P2.74 billion, 42% lower year-on-year from P4.68 billion due to higher lot sales in Nuvali and Arca South in 2014. GP margins of Commercial and Industrial lots improved to 50% from 45% due to sale of higher margin commercial lots in Arca South, Nuvali and Westborough Park.

Commercial Leasing. This includes shopping centers and office leasing as well as hotels and resorts operations. Total revenues from commercial leasing amounted to P24.50 billion in 2015, 16% higher than the P21.21 billion recorded in the same period last year.

Revenues from Shopping Centers reached P13.37 billion, 18% higher year-on-year from P11.36 billion due to the improved performance of Fairview Terraces and UP Town Center and the higher occupancy and average rental rates of existing malls. Shopping Centers EBITDA margin improved to 69% from 65%. Monthly average lease rates registered 1% higher to P1,155 per square meter from P1,146 per square meter in the same period last year. Same store sales grew 3% year on year while same mall rental growth increased by 8% year-on-year. Average occupancy rate registered at 94%. Total gross leasable area (GLA) of Shopping Centers registered at 1.45 million square meters for full year 2015.

Revenues from Office Leasing reached P5.16 billion, 22% higher year-on-year from P4.23 billion due to the higher occupancy and average rental rates of existing buildings and the positive contribution of new offices. Office Leasing EBITDA margin improved to 90% from 87%. Monthly average lease rates of offices registered 3% higher to P698 per square meter from P676 per square meter in the same period last year. Average occupancy rate registered at 84% due to the completion of leased office spaces for tenant fit-out. Total gross leasable area (GLA) of Office Leasing registered at 715 thousand square meters for 2015.

Revenues from Hotels and Resorts reached P5.97 billion, 6% higher year-on-year from P5.62 billion due to the improved revenue-per-available-room (REVPAR) of Fairmont Hotel and the Raffles Residences in Ayala Center Makati, Marriott in Cebu Business Park, SEDA hotels in Bonifacio Global City, Cagayan de Oro, Davao and Nuvali, El Nido Resorts in Palawan and opening of SEDA hotel in Iloilo. REVPAR of hotels increased by 1% to P3,888 per night while REVPAR of resorts increased by 13% to P7,557 per night. Hotels and Resorts EBITDA margin was at 28%. Average occupancy rate of Hotels registered at 73% while Resorts registered at 58% during the period. Hotels and Resorts currently operates 1,294 hotel rooms from its internationally branded segment; Hotel InterContinental Manila, Cebu City Marriott, Fairmont Hotel and Raffles Residences Makati and Holiday Inn & Suites Makati, 213 island resort rooms from El Nido Resorts in Lagen, Miniloc, Apulit and Pangulasian Islands in the province of Palawan and 817 rooms from its Seda Hotels located in Iloilo, Bonifacio Global City, Taguig, Centrio Cagayan de Oro, Abreeza in Davao and Nuvali in Santa Rosa Laguna. Total rooms under the Hotels and Resorts portfolio registered at 2,324 as of December 31, 2015.

Services. This includes the Company's wholly-owned Construction and Property Management companies; respectively Makati Development Corporation and Ayala Property Management Corporation. Total revenues from the Services business amounted to P45.25 billion, 52% higher than the P29.80 billion reported in the same period in 2014.

Revenues from Construction reached P44.07 billion, 53% higher year-on-year from P28.76 billion due to the increase in order book of projects within the Ayala Land Group. Revenues from Property Management reached P1.18 million, 14% higher year-on-year from P1.03 million due to the increase in managed properties from completed projects. Blended EBITDA margins of the Services businesses improved to 14% from 11%.

Equity in Net Earnings of Investees, Interest, Fees, Investment and Other Income

Equity in net earnings of associates and JVs registered a loss of P140 million in 2015 due to the lower net earnings of Fort Bonifacio Development Corporation attributed to the lower inventory of commercial lots and startup costs from new businesses. Meanwhile, Interest, Investment and Other Income reached P6.66 billion, mainly due to higher interest income on accretion and installment sales.

Expenses

Total expenses registered at P79.43 billion in 2015, 11% higher than the P71.34 billion posted in the same period last year mainly driven by Real Estate and Hotels expenses which grew 10% to P65.34 billion from P59.40 billion last year.

General and Administrative Expenses (GAE) grew by 6% to P6.59 billion from P6.20 billion last year as a result of efficient cost management measures. GAE-to-revenue ratio further improved to 6.2% from 6.5% last year. Interest Expense, Financing and Other Charges meanwhile registered at P7.51 billion, 31% higher year-on-year from P5.74 billion, mainly attributed to higher interest expense and a higher average interest rate of 4.71% compared to 4.49% during the previous year.

Project and Capital Expenditure

Ayala Land spent a total of P82.20 billion for project and capital expenditures in 2015. Of the total capital expenditure, 28% was spent on land acquisition, 4% was spent on the development of its estates, 40% was spent on the completion of residential projects and 21% was spent on commercial leasing projects with the rest of the amount disbursed for new businesses, services and other investments.

Financial Condition

Ayala Land posted a solid balance sheet position in 2015 which provides adequate capacity to support its growth plans in the coming years.

Cash and Cash Equivalents including short term investments and UITF investments classified as FVPL stood at P19.54 billion, resulting in a current ratio of 1.14:1. Total Borrowings stood at P130.99 billion as of December 31, 2015 from P124.67 billion as of December 2014, translating to a Debt-to-Equity Ratio of 0.87:1 and a Net Debt-to-Equity Ratio of 0.74:1. Return on Equity was at 14.7% as of December 31, 2015.

	<i>End-December 2015</i>	<i>End-December 2014</i>
Current ratio ¹	1.14:1	1.23:1
Debt-to-equity ratio ²	0.87:1	1.02:1
Net debt-to-equity ratio ³	0.74:1	0.74:1
Profitability Ratios:		
Return on assets ⁴	5.0%	5.0%
Return on equity ⁵	14.7%	14.4%
Asset to Equity ratio ⁶	2.95	3.19
Interest Rate Coverage Ratio ⁷	5.5	5.7

1 Current assets / current liabilities

2 Total debt/ consolidated stockholders' equity attributable to equity holders of ALI (Total debt includes short-term debt, long-term debt and current portion of long-term debt)

3 Net debt/ consolidated stockholders' equity attributable to equity holders of ALI (Net debt is total debt less cash and cash equivalents, short term investments and financial assets through fvpl)

4 Total Net income / average total assets

5 Net income attributable to equity holders of ALI / average total stockholders' equity attributable to equity holders of ALI

6 Total Assets /Total stockholders' equity

7 EBITDA/Interest expense

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.

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 in 2015.

Material changes (+/- 5% or more) in the financial statements

Income Statement items – 2015 versus 2014

Real estate revenues increased by 13% primarily due to higher sales bookings and incremental completion of residential projects and improved performance of the leasing business segments.

Equity in net earnings of associates and joint ventures decreased by 122% mainly due to lower equity from FBDC companies given absences of commercial lot sales.

Interest and investment income were up by 24% due to higher accretion income on installment sales and contribution from higher interest income derived from money market placements and advances to other companies.

Real estate costs increased by 10% primarily due to higher real estate revenues arising from higher contribution of residential and leasing business.

General Administrative Expenses was up by 6% due to increase in compensation & benefits related expenses

Interest Expense, Financing and Other Charges increased by 31% due to higher borrowings to finance various capital expenditures and provisions made for possible losses and impairments.

Provision for Income Tax was up by 12% because of higher taxable income mainly from real estate business.

Net Income attributable to Non-Controlling Interests increased by 12% due to the higher contribution from BG Companies

Balance Sheet items – 2015 versus 2014

Cash and Cash Equivalents was lower by 33% due to the payment of various land acquisitions and investments in Regent Wise.

Short term investments decreased by 45% primarily due to the maturity of investment placements

Fair value through profit or loss financial asset down by 88% due to the maturity of UITF placements that are not renewed.

Accounts and Notes Receivables (net) increased by 11% mainly because of higher sales and additional bookings from residential business group projects (subdivision, condominium and office for sale).

Real Estate Inventories up by 23% due to new launches of residential projects.

Non-Current Accounts and Notes Receivable higher by 31% due to additional bookings and increased sales from newly launched and existing residential projects (subdivision, condominium and office for sale).

Land and Improvements increased by 16% due to land development works on new acquisition of land parcels.

Available-For-Sale Financial Assets lower by 36% due to the sale of SSI's twenty one million shares of AFS investment.

Investments in Associates and Joint Ventures up by 60% due to the additional equity infusion to Regent Wise for the acquisition of shares in Modular Construction Technology (MCT) Bhd in Malaysia.

Investment Properties higher by 19% due to additional project costs of malls and office buildings and contribution of additional land acquisition.

Property and equipment up by 29% mainly due to MDC's additional batching plants, additional CAPEX for projects and newly acquired assets for new projects and Phil. Energy's purchase of chillers and installation of district cooling system (DCS) in malls.

Deferred Tax Assets was higher by 23% because of higher deferred tax assets mainly from residential group's tax effect of temporary difference arising from sale and collection on booked accounts.

Other Non-Current Assets increased by 67% due to additional acquisition of land parcels for future development.

Account and Other Payables were up by 14% because of the higher project cost on the development of existing and new projects, higher payable to suppliers, accrued expenses and taxes payable.

Short-Term Debt was down by 36% due to bank loan repayments of ALI subsidiaries.

Income Tax Payable was higher by 98% because of higher taxable income for the period and provision of income tax.

Customers & Tenant's Deposit dropped by 32% due to lower deposits for projects.

Current Portion of Long-Term Debt was up by 74% due to additional loan of ALI and subsidiaries.

Deferred Tax Liabilities was lower by 9% coming from the recognition of deferred tax liabilities for the uncollected receivables from Residential development.

Pension Liability decreased by 5% due to lower recognized liability on employee benefits.

Long-Term Debt increased by 8% due to increase in loan amount of ALI and subsidiaries.

Deposits and Other Noncurrent Liabilities was higher by 23% because of higher non-current security deposits from residential customers and new tenants for offices and increased retention payable.

Capital Stock was up by 36% due to ALI's Equity top up placement in January 2015.

Non-Controlling Interest was higher by 7% due to increase in 2015 year-to-date NIAT share of non-controlling interest.

Risks

Ayala Land is subject to significant competition in each of its principal businesses. Ayala Land competes with other developers and developments to attract land and condominium buyers, shopping center and office tenants, and customers of the retail outlets, restaurants, and hotels and resorts across the country.

However, Ayala Land believes that, at present, there is no single property company that has a significant presence in all sectors of the property market.

High-End, Middle-Income, Affordable Residential, and Economic and Socialized Housing Developments

With respect to high-end and middle-income land and condominium sales, Ayala Land competes for buyers primarily on the basis of reputation, reliability, price and the quality and location of the community in which the relevant site is located. For the affordable, economic and socialized housing markets, Ayala Land competes for buyers based on quality of projects, affordability of units and availability of in-house financing. Ayala Land is also actively tapping the overseas Filipino market.

Shopping Center, Office Space and Land Rental

For its shopping centers, Ayala Land competes for tenants primarily based on the ability of the relevant shopping center to attract customers - which generally depend on the quality and location of, and mix of tenants in, the relevant retail center and the reputation of the owner of the retail center - and rental and other charges. The market for shopping centers has become especially competitive and the number of competing properties is growing. Some competing shopping centers are located within relatively close proximity of each of Ayala Land's commercial centers.

With respect to its office rental properties, Ayala Land competes for tenants primarily based on the quality and location of the relevant building, reputation of the building's owner, quality of support services provided by the property manager, and rental and other charges. The Company is addressing the continuing demand from BPOs by providing fully integrated and well maintained developments (high rise or campus facility) in key locations in the country.

Hotel and Resort Operations

The local hotel and resort sector is largely driven by foreign and local travel for leisure or business purposes. Any slowdown in tourism and business activity due to global financial and local political turmoil and security concerns could potentially limit growth of the Company's hotels and resorts.

Construction

Ayala Land's construction business is benefiting from the improved performance of the construction industry, particularly from an uptick in development activities mostly from the residential and retail sectors. Any slowdown in the construction business could potentially cap growth of the Company's construction arm.

Other risks that the company may be exposed to are the following:

- Changes in Philippine and international interest rates
- Changes in the value of the Peso
- Changes in construction material and labor costs, power rates and other costs
- Changes in laws and regulations that apply to the Philippine real estate industry
- Changes in the country's political and economic conditions
- Changes in the country's liquidity and credit exposures

To mitigate the above mentioned risks, Ayala Land shall continue to adopt appropriate risk management tools as well as conservative financial and operational controls and policies to manage the various business risks it faces.

Review of 2014 operations vs. 2013

Ayala Land, Inc. (ALI or "the Company") posted a net income after tax (attributable to equity holders of ALI) of P14.80 billion for the year 2014, 26% higher than the reported net income of P11.74 billion in 2013. Consolidated revenues reached P95.20 billion, 17% higher year-on-year. Revenues from Real Estate which comprised bulk of consolidated revenues, increased by 17% to P89.03 billion mainly driven by the strong performance across the Property Development, Commercial Leasing and Services businesses.

The ratio of General and Administrative Expenses (GAE) to revenues improved further to 6.5% from 7.3% year-on-year. Earnings before interest and taxes (EBIT) margin improved to 31% in 2014 from 28% in the previous year.

Business Segments

The details of the individual performance of each business segment are discussed as follows:

Property Development. Property Development, which includes the sale of residential lots and units, office spaces, as well as Commercial and Industrial Lots, reported revenues of P61.84 billion in 2014, 19% higher than the P51.96 billion reported in 2013.

Revenues from the Residential Segment reached P52.26 billion in 2014, 24% higher than in 2013, driven by strong bookings and project completion across all residential brands. Ayala Land Premier (ALP) registered a revenue growth of 48% year-on-year to P23.10 billion, driven by significant bookings from residential lots in Soliento in Nuvali, The Courtyards in Imus and Dasmarinas, Cavite, Ayala Westgrove Heights in Silang, Cavite and Ayala Greenfield Estates in Calamba, Laguna and high-value condominium units such as East Gallery Place in Bonifacio Global City, Two Roxas Triangle and Garden Towers in Makati and Arbor Lanes in Arca South. Alveo meanwhile posted P10.38 billion in revenues, 14% higher compared to last year, owing to the higher sales and completion of its new and existing projects such as High Park in Vertis North, Verve Residences, Sequoia, in Bonifacio Global City, The Veranda in Arca

South, Solstice in Circuit, Kroma and Escala in Makati and Lumira in Nuvali. Avida and Amaia likewise recorded revenue growth of 5% and 50% to P13.14 billion and P3.63 billion, respectively. Avida's performance was anchored on the higher contributions from Avida Towers Vita in Vertis North, Avida Towers BGC 34th Street and Avida Towers Verte in Bonifacio Global City and Avida Towers Riala in Cebu. Amaia's revenues was primarily driven by the strong sales of Amaia Steps Nuvali. BellaVita revenues increased 81% to P115.6 million, mainly due to solid bookings generated by its projects in General Trias and Alaminos.

Sales take-up in 2014 increased 11%, reaching a total of P101.7 billion, an all-time high, equivalent to an average monthly sales take-up of P8.48 billion. Residential Gross Profit (GP) margins of horizontal projects remained steady at 44% while GP margins of vertical developments slightly declined to 33% due to the sales mix. The Company's five residential brands launched a total of 16,564 units in 2014, with a total sales value of P84.5 billion.

In addition, revenue from the sale of office spaces by Alveo and Avida aggregated at P4.86 billion representing more than a four-fold increase from 2013 driven mainly by additional bookings and project completion of High Street South Corporate Plaza Towers, Park Triangle Corporate Plaza and One Park Drive in Bonifacio Global City. GP margins of offices for sale slightly declined to 38% in 2014 from 39% in the previous year due to the increased contribution of BPI Corporate Center in Cebu.

Revenues from the sale of Commercial and Industrial Lots decreased by 46% year-on-year in 2014 to P4.72 billion, mainly due to the sale of commercial lots in Arca South in 2013. GP margins of Commercial and Industrial lots however improved to 45% in 2014 from 40% in the previous year due to higher margins on commercial lots sold in Arca South, Altaraza and Nuvali.

Commercial Leasing. Commercial Leasing includes the Company's Shopping Centers and Office Leasing as well as Hotels and Resorts operations. Total revenues from Commercial Leasing amounted to P21.06 billion in 2014, 18% higher than the P18.00 billion recorded in the same period last year.

Revenues from Shopping Centers grew by 8% to P11.36 in 2014 from P10.48 billion in 2013. 2014 saw a steady increase in monthly average lease rates to P1,146 per square meter from P1,113 per square meter in 2013, with the opening of new malls and steady rental escalations. Total gross leasable area (GLA) was up 6% year-on-year to 1,336,168 square meters while occupied gross leasable area (GLA) was up by 5% year-on-year to 1,260,470. Same store rental growth increased by 6%. Shopping Centers EBITDA margin improved to 65% from 62% due to the higher contribution from new malls from higher occupancy and average rental rates.

Revenues from Office Leasing operations increased by 21% to P4.23 billion in 2014, from P3.50 billion last year due to the full year contribution of new offices from higher occupancy and average rental rates. Total GLA expanded to 611,816 square meters while total occupied office GLA expanded to 582,595 square meters in 2014. Average BPO lease rates increased 5% year-on-year to P676 per square meter due to rental escalations in existing buildings. EBITDA margins of the total office portfolio improved to 87% from 85%.

Hotels and Resorts currently operates 1,294 hotel rooms from its internationally branded segment; Hotel InterContinental Manila, Cebu City Marriott, Fairmont Hotel and Raffles Residences Makati and Holiday Inn & Suites Makati, 203 island resort rooms from El Nido Resorts in Lagen, Miniloc, Apulit and Pangulasian Islands in the province of Palawan and 665 rooms from its Seda Hotels located in Bonifacio Global City, Centrio Cagayan de Oro, Abreeza Davao which all opened in 2013, and the Seda Nuvali Hotel which opened in March 2014. Revenues of the Hotels and Resorts business grew by 40% to P5.62 billion in 2014 from P4.02 billion in 2013, primarily driven by improved performance of new hotels and resorts. Revenue per Available Room (REVPAR) for hotels was at P3,831, higher by 26% versus 2013 levels due to improved occupancy and room rates at Holiday Inn, Fairmont Hotel and Raffles Residences and the Seda Hotels. REVPAR for resorts improved by 18% year-on-year to P6,706 owing to improved occupancy across all resorts. EBITDA margins for Hotels and Resorts increased to 29% from 20%.

Services. Services which include the Company's wholly-owned Construction and Property Management companies generated combined revenues of P29.80 billion in 2014, 22% higher than the P24.45 billion posted in 2013. Construction revenues grew by 25% to P28.76 billion with the steady completion of project within the ALI Group. Property Management revenues decreased 31% to P1.035 billion in 2014 due to lower revenues and the sale of Laguna Technopark Inc. waterworks in 2013. Blended EBITDA margins for Services increased to 11% from 9% in 2014.

Equity in Net Earnings of Investees, Interest, Fees, Investment and Other Income

Equity in Net Earnings from Investees grew by 18% to P647 million in 2014, from P550 million in 2013. The increase is mainly attributed to higher sales of commercial lots by Fort Bonifacio Development Corporation (FBDC). Meanwhile, Interest, Investment and Other income reached P5.5 billion, due to higher interest income on accretion and installment sales.

Expenses

Total expenses in 2014 amounted to P71.34 billion, 14% more than the P62.56 billion incurred in 2013. Cost of Sales from Real Estate and Hotels, which accounted for the bulk of expenses, rose 15% year-on-year amounting to P59.40 billion. General and Administrative Expenses (GAE) grew by only 5% to P6.20 billion primarily due to payroll and compensation-related expenses, with the GAE-to-revenue ratio declining to 6.5% from 7.3% last year. Interest Expense, Financing and Other Charges meanwhile increased by 20% year-on-year to P5.74 billion, mainly attributed to new bond issuances to finance the Company's expansion plans.

Project and Capital Expenditure

The Company spent a total of P83.3 billion for project and capital expenditures in 2014, 26% more than the P66.3 billion spent in 2013. The bulk of capital expenditures was spent on project completion (62% of the total) with the remaining balance spent for land acquisition (38%). For 2015, the Company has allotted P100.3 billion for capital expenditures primarily earmarked for the completion of ongoing developments and launches of new residential and leasing projects which will help sustain the Company's growth trajectory in the coming years.

Financial Condition

The Company's balance sheet continues to be solid, with adequate capacity to support its growth plans for 2015 and beyond. Cash and Cash Equivalents including short term investments and UITF investments stood at P34.59 billion, resulting in a Current Ratio of 1.23:1. Total Borrowings stood at P124.67 billion from P101.90 billion as of December last year, translating to a Debt-to-Equity Ratio of 1.02:1 and a Net Debt-to-Equity Ratio of 0.74:1. Return on Equity was at 14.4% in 2014.

Key Financial Performance Indicators

The table below sets forth the comparative performance indicators of the Company and its majority-owned subsidiaries:

	<i>End-December 2014</i>	<i>End-December 2013</i>
Current ratio ¹	1.23:1	1.45:1
Debt-to-equity ratio ²	1.02:1	0.91:1
Net debt-to-equity ratio ³	0.74:1	0.55:1
Profitability Ratios:		
Return on assets ⁴	5.0%	4.9%
Return on equity ⁵	14.4%	13.0%
Asset to Equity ratio ⁶	3.19	2.90
Interest Rate Coverage Ratio ⁷	5.7	6.5

1 Current assets / current liabilities

2 Total debt/ consolidated stockholders' equity (Total debt includes short-term debt, long-term debt and current portion of long-term debt)

3 Net debt/ consolidated stockholders' equity (Net debt is total debt less cash and cash equivalents, short term investments and financial assets through fvpl)

4 Total Net income / average total assets

5 Net income attributable to equity holders of ALI / average total stockholders' equity attributable to equity holders of ALI

6 Total Assets /Total stockholders' equity

7 EBITDA/Interest expense

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.

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 in 2014.

Material changes (+/- 5% or more) in the financial statements

Income Statement items – 2014 versus 2013

Real Estate and Hotel Revenues increased by 17% primarily due to higher sales bookings and incremental completion of residential projects and improved performance of leasing, hotels and resorts business segments.

Equity in Net Earnings of Associates and Joint Ventures was up by 18% attributed to the higher equity contribution from FBDC companies.

Interest and Investment Income was better by 36% primarily from higher interest income on accretion.

Other Income decreased by 36% largely due to the sale of the waterworks business and the contribution from the decrease in other income from DPSI and EMPI.

Real Estate and Hotel Costs was up by 15% because of higher costs and expenses.

General and Administrative Expenses increased by 5% due to higher taxes & licenses, donation, dues & fees, training & seminars, repairs & maintenance and office services related expenses.

Interest Expense, Financing and Other Charges higher by 20% due to the increased borrowings to finance various capital expenditures.

Provision for Income Tax increased by 32% due to higher taxable income for the period.

Net Income attributable to Non-Controlling Interests increased by 14% because of the increased contribution from BG Companies, Vismin and Nuvali companies

Balance Sheet items – 2014 versus 2013

Short-Term Investments was up by 1702% mainly due to the increase in short-term investment placements and increased interest rates.

Financials Assets at Fair Value Through Profit or Loss was lower by 53% because of the matured UITF placements

Accounts and Notes Receivable (net) increased by 37% due to higher sales of new and existing residential projects

Real Estate Inventories increased by 11% due to additional land acquisitions, incremental project completion and new launches of residential projects

Other Current Assets was up by 22% because of the proceeds from the sale of projects under escrow deposits

Non-Current Accounts and Notes Receivables went up by 78% largely due to the increased sales from newly launched and existing residential projects.

Available-for-sale financial assets was higher by 133% due to Varejo's SSI AFS investment.

Land and Improvements increased by 28% because of the additional acquisition of land parcels for future development.

Investments in Associates and Joint Ventures was up by 18% due to the increase in equity in net earnings from FBDC group.

Investment Properties increased by 15% because of the additional costs on new & existing malls and buildings for lease and land acquisitions.

Property and Equipment went up by 7% from new hotel and HQ (Alveo and Avida) buildings and improvements, installation of district cooling systems in shopping centers and acquisition of construction formworks and equipment fleet.

Deferred Tax Assets was higher by 25% due to higher deferred tax assets from residential group's tax effect of temporary difference arising from sale and collection on booked accounts. Taxable income (per percentage of completion or POC) is greater than accounting income (per collection).

Accounts and Other Payables increased by 35% due to higher expenses on the completion of existing and new projects.

Short-Term Debt was up 31% due to increase in loan availments of ALI Parent, Avida and Alveo and new loan of TKDC.

Income Tax Payable decreased by 39% from lower taxable income in 4Q 2014 and increase in actual amount paid for 3rd quarter ITR filing.

Current Portion of Long-Term Debt was higher by 43% due to increase in loan amount from ALI parent, hotels & resorts and malls group, ADC, Avida, and Phil.Energy.

Deposits and Other Current Liabilities increased by 9% due to higher tenants' deposits and construction bonds which will be applied against the rent and service due.

Long-Term Debt - net of current portion went up by 20% attributed to the increase in loan availments of ALI parent and subsidiaries and new loan availments of malls and residential companies.

Pension Liabilities was higher by 38% due to impact of Revised PAS 19 employee benefits.

Deferred Tax Liabilities decreased by 51% mainly due to deferred tax liability arising from temporary difference on non-taxable income recognized during the period.

Deposits and Other Noncurrent liabilities increased by 9% due to higher deposits from residential customers and new tenants for offices and increased retention payable.

Retained Earnings was better by 15% due to the increase in income for the period.

Stock Options Outstanding decreased by 6% due to issuance and cancellation of ESOP/ESOWN.

Net Unrealized Gain on Available-For-Sale Financial Assets increased by 323% primarily due to the increase in available-for-sale financial assets investments.

Non-Controlling Interest was higher by 10% due to the increase in the share in Net Income of all subsidiaries below 100% ownership.

Parent Equity Reserve went up by 25% due to increase additional equity interest in NTDC and CECI.

Risks

Ayala Land is subject to significant competition in each of its principal businesses. Ayala Land competes with other developers and developments to attract land and condominium buyers, shopping center and office tenants, and customers of the retail outlets, restaurants, and hotels and resorts across the country.

However, Ayala Land believes that, at present, there is no single property company that has a significant presence in all sectors of the property market.

High-End, Middle-Income, Affordable Residential, and Economic and Socialized Housing Developments

With respect to high-end and middle-income land and condominium sales, Ayala Land competes for buyers primarily on the basis of reputation, reliability, price and the quality and location of the community in which the relevant site is located. For the affordable, economic and socialized housing markets, Ayala Land competes for buyers based on quality of projects, affordability of units and availability of in-house financing. Ayala Land is also actively tapping the overseas Filipino market.

Shopping Center, Office Space and Land Rental

For its shopping centers, Ayala Land competes for tenants primarily based on the ability of the relevant shopping center to attract customers - which generally depend on the quality and location of, and mix of tenants in, the relevant retail center and the reputation of the owner of the retail center - and rental and other charges. The market for shopping centers has become especially competitive and the number of competing properties is growing. Some competing shopping centers are located within relatively close proximity of each of Ayala Land's commercial centers.

With respect to its office rental properties, Ayala Land competes for tenants primarily based on the quality and location of the relevant building, reputation of the building's owner, quality of support services provided by the property manager, and rental and other charges. The Company is addressing the continuing demand from BPOs by providing fully integrated and well maintained developments (high rise or campus facility) in key locations in the country.

Hotel and Resort Operations

The local hotel and resort sector is largely driven by foreign and local travel for leisure or business purposes. Any slowdown in tourism and business activity due to global financial and local political turmoil and security concerns could potentially limit growth of the Company's hotels and resorts.

Construction

Ayala Land's construction business is benefiting from the improved performance of the construction industry, particularly from an uptick in development activities mostly from the residential and retail sectors. Any slowdown in the construction business could potentially cap growth of the Company's construction arm.

Other risks that the company may be exposed to are the following:

- Changes in Philippine and international interest rates
- Changes in the value of the Peso
- Changes in construction material and labor costs, power rates and other costs
- Changes in laws and regulations that apply to the Philippine real estate industry
- Changes in the country's political and economic conditions
- Changes in the country's liquidity and credit exposures

To mitigate the above mentioned risks, Ayala Land shall continue to adopt appropriate risk management tools as well as conservative financial and operational controls and policies to manage the various business risks it faces.

Item 7. Financial Statements

The 2016 consolidated financial statements of the Company are incorporated in the accompanying Index to Exhibits.

Item 8. Information on Independent Accountant and Other Related Matters

Independent Public Accountants

- (a) The principal accountant and external auditor of the Company is SyCip, Gorres, Velayo & Co. (SGV & Co.). The same accounting firm is being recommended for re-election at the annual stockholders' meeting.
- (b) Representatives of SGV & Co. for the current year and for the most recently completed fiscal year are expected to be present at the annual stockholders' meeting. They will have the opportunity to make a statement if they desire to do so and are expected to be available to respond to appropriate questions.

Pursuant to the General Requirements of SRC Rule 68, Par. 3 (Qualifications and Reports of Independent Auditors), the Company has engaged SGV & Co. as external auditor, and Ms. Jessie D. Cabaluna has been the Partner-in-charge since audit year 2011.

Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

The Company has engaged the services of SGV & Co. during the two most recent fiscal years. There were no disagreements with the SGV & Co. on any matter of accounting and financial disclosure.

(c) Audit and Audit-Related Fees

ALI and its subsidiaries paid its external auditors the following fees in the past two years: (in Php million; with VAT)

Year	Audit & Audit-related Fees	Tax Fees	Other Fees
2016	26.87*	-	2.43**
2015	22.69*	-	1.95**

** Pertains to audit fees.*

***SGV fees for the validation of stockholders' votes during the annual stockholders' meeting and other assurance fees.*

(d) Tax Fees

Tax consultancy services are secured from entities other than the external auditor.

Under paragraph D.3.1 of the ALI Audit Committee Charter, the Audit Committee (composed of Jaime C. Laya, Chairman, Rizalina G. Mantaring, and Antonino T. Aquino, members) recommends to the Board the appointment of the external auditor and the audit fees.

PART IV – MANAGEMENT AND CERTAIN SECURITY HOLDERS

Item 9. Directors and Executive Officers of the Registrant

The write-ups below include positions held as of December 31, 2016 and in the past five years, and personal data as of December 31, 2016 of directors and executive officers.

Board of Directors

Fernando Zobel de Ayala
Jaime Augusto Zobel de Ayala
Bernard Vincent O. Dy
Antonino T. Aquino
Delfin L. Lazaro
Arturo G. Corpuz
Francis G. Estrada
Jaime C. Laya
Rizalina G. Mantaring

Fernando Zobel de Ayala, Filipino, 56, has served as Chairman of the Board of ALI since April 1999. He holds the following positions in publicly listed companies: President and Chief Operating Officer of Ayala Corporation; Chairman of Ayala Land, Inc. and Manila Water Company, Inc.; and Director of Bank of The Philippine Islands, Globe Telecom, Inc. and Integrated Micro-Electronics, Inc. He is the Chairman of AC International Finance Ltd., Ayala International Holdings Limited, Accendo Commercial Corporation, Alabang Commercial Corporation, Automobile Central Enterprises, Inc., AC Industrial Holdings, Inc., Liontide Holdings, Inc., AC Energy Holdings, Inc., Ayala Healthcare Holdings, Inc. and Hero Foundation, Inc.; Co-Chairman of Ayala Foundation, Inc. and Ayala Group Club, Inc.; Vice Chairman of Ceci Realty, Inc., Vesta Property Holdings, Inc., Aurora Properties, Inc., Columbus Holdings, Inc. Emerging City Holdings, Inc., Fort Bonifacio Development Corporation, and Bonifacio Land Corporation; Director of Livelt Investments, Ltd., Asiacom Philippines, Inc., AG Holdings Limited, Ayala International Holdings Limited, AI North America, Inc., AC Infrastructure Holdings Corporation, Ayala Retirement Fund Holdings, Inc., Honda Cars Philippines, Inc., Isuzu Philippines Corporation, Pilipinas Shell Petroleum Corp., Manila Peninsula and Habitat for Humanity International; Member of the INSEAD East Asia Council, World Presidents' Organization, Habitat for Humanity International, Asia Philanthropy Circle, TATE Asia Pacific Acquisitions Committee and The Metropolitan Internal Council; Chairman of Habitat for Humanity's Asia-Pacific Capital Campaign Steering Committee; and Member of the Board of Trustees of Caritas Manila, Pilipinas Shell Foundation, National Museum, and Asia Society. He graduated with B.A. Liberal Arts at Harvard College in 1982 and holds a CIM from INSEAD, France.

Jaime Augusto Zobel de Ayala, Filipino, 57, has served as a Director, Vice Chairman and Member of the Executive Committee of ALI since June 1988. He holds the following positions in publicly listed companies: Chairman and CEO of Ayala Corporation; Chairman of Globe Telecom, Inc., Integrated Micro-Electronics, Inc. and Bank of the Philippine Islands; and Vice Chairman of Manila Water Company, Inc. He is also the Chairman of Ayala Education, Ayala Retirement Fund Holdings, Inc., AC Industrial Holdings, Inc., and Asiacom Philippines, Inc.; Co-Chairman of Ayala Foundation, Inc. and Ayala Group Club, Inc.; Director of Alabang Commercial Corporation, Ayala International Pte. Ltd., AC Energy Holdings, Inc., Ayala Healthcare Holdings, Inc., Livelt Investments Limited, AI North America, Inc., and AG Holdings Limited; Chairman of Harvard Business School Asia-Pacific Advisory Board; and member of the Harvard Global Advisory Council, Mitsubishi Corporation International Advisory Committee, JP Morgan International Council, and Endeavor Philippines. He was the Philippine Representative to the Asia Pacific Economic Cooperation (APEC) Business Advisory Council from 2010 to December 2015. He graduated with B.A. in Economics (Cum Laude) from Harvard College in 1981 and obtained an MBA from the Harvard Graduate School of Business Administration in 1987. In 2007, he received the Harvard Business School Alumni Achievement Award, the school's highest recognition. He was a recipient of the

Presidential Medal of Merit in 2009 for enhancing the prestige and honor of the Philippines both at home and abroad. In 2010, he was bestowed the Philippine Legion of Honor, with rank of Grand Commander, by the President of the Philippines in recognition of his outstanding public service. In 2015, he received the Order of Mabini, with rank of Commander, for his vital contributions during the Philippines' hosting of the Asia Pacific Economic Cooperation (APEC) Summit.

Bernard Vincent O. Dy, Filipino, 53, is the President and Chief Executive Officer of ALI effective April 7, 2014. Prior to this post, he was the Head of the Residential Business, Commercial Business and Corporate Marketing and Sales of ALI. He is the Chairman of three other publicly listed companies namely: Cebu Holdings, Inc., Cebu Property Ventures and Development Corporation and Prime Orion Philippines, Inc. His other significant positions include: Chairman of Ayala Property Management Corporation, Makati Development Corporation, Ayala Land International Sales, Inc., Amicassa Process Solutions, Inc., Amaia Land Corporation, Avida Land Corp., Alveo Land Corp., Alviera Country Club, Inc., AyalaLand Commercial Reit, Inc., Lagdigan Land Corporation, Bellavita Land Corporation, Avencosouth Corp., Ayagold Retailers, Inc., Station Square East Commercial Corporation, Aviana Development Corp., Cagayan De Oro Gateway Corp., BGSouth Properties, Inc., BGNorth Properties, Inc., BGWest Properties, Inc., Portico Land Corp., Nuevocentro, Inc., Philippine Integrated Energy Solutions, Inc., SIAL Specialty Retailers, Inc., and SIAL CVS Retailers, Inc.; Vice Chairman of Ayala Greenfield Development Corporation; Chairman and President of Serendra, Inc.; and Director and President of Bonifacio Land Corporation, Emerging City Holdings, Inc., Columbus Holdings, Inc. Berkshires Holdings, Inc., Fort Bonifacio Development Corporation, Aurora Properties Incorporated, Vesta Property Holdings, Inc., Ceci Realty Inc., Alabang Commercial Corporation, Accendo Commercial Corp., Hero Foundation Incorporated, Bonifacio Art Foundation; Director of Whiteknight Holdings, Inc., AyalaLand Medical Facilities Leasing, Inc., Alveo-Federal Land Communities, Inc., ALI Eton Property Development Corporation; Trustee of Ayala Foundation, Inc.; and Member of Ayala Group Club, Inc.. In 2015, he was inducted as member of the Advisory Council of the National Advisory Group for the Police Transformation Development of the Philippine National Police. He earned a degree of Bachelor in Business Administration from the University of Notre Dame in 1985 and obtained his Master's Degree in Business Administration in 1989 and Masters in International Relations in 1997 both at the University of Chicago.

Antonino T. Aquino, Filipino, 69, has served as Director of ALI since April 2009. He is also a Director of Manila Water Company, Inc. (MWC), another publicly listed company, since 1999. He was the President of ALI from April 2009 to April 2014, MWC from April 1999 to April 2009, and Ayala Property Management Corporation from 1989 to 1999. He is a Director of Nuevocentro, Inc. and Anvaya Beach & Nature Club. He is also a Member of the Multi Sectoral Advisory Board of the Philippine Army and the Multi Sector Governance Council of the Armed Forces of the Philippines. He was named "Co-Management Man of the Year 2009" by the Management Association of the Philippines for his leadership role in a very successful waterworks privatization and public-private sector partnership. In 2015, he was elected as Director of The Philippine American Life and General Insurance Company (Philam). He earned a degree in BS Management from the Ateneo de Manila University in 1968 and completed his academic units for the Masters in Business Administration from the Ateneo Graduate School of Business in 1975.

Arturo G. Corpuz, Filipino, 61, has served as a member of the Management Committee of ALI from 2008 to December 31, 2016. He is a member of the ALI Board since April 2016. He is also a member of the Board of Aurora Properties, Inc., Vesta Properties Holdings, Inc., Nuevocentro, Inc., Next Urban Alliance Development Corp. and Alviera Country Club, Inc. He is a former President of the Philippine Economic Society and a Fellow of the Foundation for Economic Freedom and the Philippine Institute of Environmental Planning. Mr. Corpuz received his baccalaureate degree in Architecture from the University of the Philippines in 1977 and his masteral and doctoral degrees in urban and regional planning from Cornell University in 1984 and 1989.

Delfin L. Lazaro, Filipino, 70, has served as a member of the Board of ALI since April 1996. He holds the following positions in publicly listed companies: Director of Ayala Corporation, Integrated Micro-Electronics, Inc., Manila Water Company, Inc., and Globe Telecom, Inc. His other significant positions include are: Director of Philwater Holdings Company, Inc. and Chairman of Atlas Fertilizer & Chemicals Inc.; Director of A.C.S.T. Business Holdings, Inc.; Vice Chairman and President of Asiacom Philippines,

Inc.; Director of Ayala International Holdings, Ltd., Bestfull Holdings Limited, Probe Productions, Inc.; and Trustee of Insular Life Assurance Co., Ltd. He graduated with BS Metallurgical Engineering at the University of the Philippines in 1967 and took his MBA (with Distinction) at Harvard Graduate School of Business in 1971.

Francis G. Estrada, Filipino, 67, has served as Independent Director of ALI since April 2008. His other significant positions are: Independent Director of Philamlife and General Insurance Co. (Chairman, Risk Management Committee; Member of the Audit and Investment Committees); Chairman, Advisory Council, Development Bank of the Philippines; Chairman, Trustee and Fellow of the Institute of Corporate Directors; Chairman, Multi-Sectoral Governance Council, Armed Forces of the Philippines; Chairman, Investment Committee, De La Salle Philippines; Member, National Mission Council, De La Salle Philippines; Member, Board of Trustees, De La Salle Lipa; Fellow, Institute for Solidarity in Asia; Trustee of the Sociedad Espanola de Beneficiencia; Vice Chairman and Trustee of Bancom Alumni, Inc.; Director of the Maximo T. Kalaw Foundation; former President of the Asian Institute of Management; former Chairman of De La Salle University Board of Trustees; former Chairman of the Board of Visitors of the Philippine Military Academy; Most Outstanding Alumnus of the Asian Institute of Management in 1989. Mr. Estrada graduated from De La Salle University with undergraduate degrees in Liberal Arts and Business Administration in 1971, a Master's Degree in Business Management (with Distinction) at the Asian Institute of Management in 1973 and completed the Advanced Management Program at the Harvard Business School in 1989.

Jaime C. Laya, Filipino, 77, has served as an Independent Director of ALI since April 2010. He is a member of the Board of Directors of publicly listed companies, being Independent Director of GMA Network, Inc., GMA Holdings, Inc., and Manila Water Company, Inc.; and Regular Director of Philippine Trust Company (Philtrust Bank). His other significant positions are: Chairman and President of Philtrust Bank, Independent Director of Philippine AXA Life Insurance Co., Inc. and of Charter Ping An Insurance Corporation; and Trustee of Cultural Center of the Philippines, St. Paul's University – Quezon City, Ayala Foundation, Inc., Escuela Taller de Filipinas Foundation, Inc., Fundación Santiago, and other non-profit, non-stock corporations. He graduated magna cum laude from University of the Philippines in 1957 with a degree in B.S.B.A. (Accounting) and completed his M.S. in Industrial Management at Georgia Institute of Technology in 1960 and his Ph.D. in Financial Management at Stanford University in 1967. He has served as Minister of Budget, Minister of Education, Culture and Sports, Governor of the Central Bank of the Philippines, Chairman of the National Commission for Culture and the Arts, and Professor and Dean of Business Administration of the University of the Philippines.

Rizalina G. Mantaring, Filipino, 57, has served as an Independent Director of ALI since April 2014. She holds the following positions: Country Head for the Sun Life Financial group of companies in the Philippines, President and CEO of the flagship Sun Life of Canada (Philippines) Inc., Director of Sun Life of Canada (Philippines) Inc., Sun Life Financial Plans, Sun Life Asset Management Co. Inc., Sun Life Financial Philippine Holding Co. Inc., Sun Life Grepa Financial, Inc., and Grepalife Asset Management Corporation; Independent Director of First Philippine Holdings, Corp. and Microventures Foundation Inc. She is also the Chairman of Sun Life Financial-Philippines Foundation, Inc. and a member of the Makati Business Club, Management Association of the Philippines, and Financial Executives of the Philippines. In 2010, she was selected as one of the 100 Most Outstanding Alumni of the past century by the University of the Philippines College of Engineering. In 2011, she was named by Moneysense Magazine as one of the 12 Most Influential in Personal Finance. She is also a recipient of the 2011 CEO EXCEL award given by the International Association of Business Communicators. She is a BS Electrical Engineering, cum laude, graduate of the University of the Philippines. She obtained her MS degree in Computer Science from the State University of New York at Albany.

Nominees to the Board of Directors for election at the stockholders' meeting:

All incumbent directors, except Mr. Francis G. Estrada.

Ma. Angela E. Ignacio, Filipino, 44, is an International Consultant for The World Bank's Public Financial Management Assistance Program in Vietnam for the oversight of state owned enterprises. She is also the Executive Vice President of R.A. Ignacio Construction Corporation and the Managing Director for Corporate Advisory for Avisez Asia, Inc. She is a fellow of the Institute of Corporate Directors. She is a Certified Finance and Treasury Professional in Australia and a Member of the Finance and Treasury Association of Australia. She served as a Commissioner of the Governance Commission for Government-Owned or Controlled Corporations ("GCG") with a rank of Undersecretary from November 2011 to June 2016. Prior to her appointment as GCG member, she served as Vice President under the Office of the Board Chairman at the Philippine Deposit Insurance Corporation and also served concurrently as Special Assistant for Corporate Affairs and Management Information Systems to the Secretary of the Department of Finance ("DOF") from September 2010 to October 2011. In that capacity, she conceptualized and managed the development and implementation of an integrated corporate reporting system for government corporations, represented the DOF in the Task Force for Corporate Compensation, and coordinated and monitored all information technology initiatives of the different agencies attached to DOF. She was a Director of the United Coconut Planters Bank where she was also a member of the Executive, Risk Management and Compensation and Benefits Committees; and a Director of UCPB Savings Bank and UCPB Securities. She obtained her double degree in Applied Economics and Commerce, major in Management of Financial Institutions from De La Salle University in 1994 where she was on the Dean's Honor's List and was awarded Best Thesis by the Economics Department for her work on Financial Distress Prediction Models in the Philippines. She earned a Master's Degree in Applied Finance from the University of Melbourne in 2000 where she was recognized for her outstanding achievement in the program. She also obtained a diploma in Financial Services and Planning from PS146 Training in Australia in 2006.

Management Committee Members / Key Executive Officers

Bernard Vincent O. Dy*	President and Chief Executive Officer
Dante M. Abando	Senior Vice President
Arturo G. Corpuz*	Senior Vice President**
Anna Ma. Margarita B. Dy	Senior Vice President
Jose Emmanuel H. Jalandoni	Senior Vice President
Jaime E. Ysmael	Senior Vice President, Chief Finance Officer, Chief Information Officer & Chief Compliance Officer
Lyle A. Abadia	Vice President
Leovigildo D. Abot	Vice President
Augusto D. Bengzon	Vice President, Treasurer & Deputy Chief Finance Officer
Aniceto V. Bisnar, Jr.	Vice President
Manuel A. Blas II	Vice President
Ruby P. Chiong	Vice President
Myrna Lynne C. Fernandez	Vice President
Jose Juan Z. Jugo	Vice President
Robert S. Lao	Vice President
Michael Alexis C. Legaspi	Vice President
Joselito N. Luna***	Vice President
Christopher B. Maglanoc	Vice President
Romeo T. Menpin, Jr.	Vice President
Carol T. Mills	Vice President
William Thomas F. Mirasol	Vice President
Rodelito J. Ocampo	Vice President
Ginaflor C. Oris	Vice President
Angelica L. Salvador	Vice President

Eliezer C. Tanlapco	Vice President
Maria Rowena Victoria M. Tomeldan	Vice President
Jennylle S. Tupaz	Vice President
Solomon M. Hermosura	Group General Counsel & Corporate Secretary

Member of the Board, **Until December 31, 2016 *Retired effective December 31, 2016*

Dante M. Abando, Filipino, 52, is a Senior Vice President and Member of the Management Committee of ALI. He is concurrently the President of Makati Development Corporation (MDC) and is also a member of MDC's Board of Directors. He is currently the Chairman of MDC BuildPlus, Inc. and Chairman and President of MDC Concrete, Inc. and MDC Equipment Solutions, Inc. He was the past President and Board Member of Alveo Land Corporation. He is currently a Board Member of Avida Land Corporation, Serendra, Inc., and Anvaya Cove Golf & Sports Club, Inc. Since 2014, he has been a member of the Board of Trustees of the Philippine Constructors Association (PCA) and its subsidiaries and is currently its Chairman and President. He has also been a member of the Board of Trustees of the University of the Philippines Alumni Engineers (UPAE) since 2015. He graduated with a degree in Bachelor of Science in Civil Engineering from the University of the Philippines in 1986 and earned his Master's Degree in Business Administration in 1995 from the same university. In 2012, he completed the Executive Program on Real Estate Management at Harvard University Graduate School of Business.

Anna Ma. Margarita B. Dy, Filipino, 47, is a Senior Vice President since January 1, 2015 and a member of the Management Committee of Ayala Land, Inc. since August 2008. She is the Head of the Strategic Landbank Management (SLMG) of ALI. She is also a director of Cebu Holdings, Inc., one of the publicly listed subsidiaries of ALI. Her other significant positions are: Director and Executive Vice President of Fort Bonifacio Development Corporation; Director and President of Nuevocentro, Inc., and Alviera Country Club, Inc.; Director of Aurora Properties, Inc., Vesta Properties Holdings, Inc., CECI Realty, Inc., AyalaLand Medical Facilities Leasing, Inc., and Next Urban Alliance Development Corp. Prior to joining ALI, she was a Vice President of Benpres Holdings Corporation. She graduated magna cum laude from Ateneo De Manila University with BS of Arts Degree in Economics Honors Program. She earned her Master's degree in Economics from London School of Economics and Political Science UK 1991 and MBA at Harvard Graduate School of Business Administration in Boston.

Jose Emmanuel H. Jalandoni, Filipino, 48, is a Senior Vice President and a member of the Management Committee of Ayala Land, Inc. He is the Group Head of commercial businesses including malls, offices, hotels, resorts and the Chairman of ALI Capital Corp. He is the President of Prime Orion Philippines, Inc. and a director of Cebu Holdings, Inc., publicly listed subsidiaries of ALI. His other significant positions are: Chairman of the Board of AyalaLand Offices, AyalaLand Hotels and Resorts Corporation, Cebu Insular Hotel Co., Inc., Ten Knots Philippines, Inc., Ten Knots Development Corporation, Chirica Resorts Corporation, Bacuit Bay Development Corporation, Ecoholdings Company, Inc., Pangulasian Island Resort Corp., Paragua Eco-Resort Ventures, Inc., Sicogon Town Hotel, Inc., Lio Resort Ventures, Inc., North Liberty Resort Ventures, Inc., Asterio Technopad Incorporated, Laguna Technopark, Inc., Arvo Commercial Corporation, Central Block Developers, Inc., Arca South Terminal Inc., and ALI Commercial Center, Inc. He is also a director of OCLP Holdings, Inc., North Triangle Depot Commercial Corporation, Alabang Commercial Corporation, Station Square East Commercial Corporation, Accendo Commercial Corporation, Integrated Eco-Resort, Inc., Philippine Integrated Energy Solutions, Inc., ALI-Eton Property Development Corporation, and Philippine FamilyMart CVS, Inc. He joined ALI in 1996 and held various positions in the Company. He graduated with a degree of Bachelor of Science in Legal Management from Ateneo de Manila University. He earned his Master's Degree in Business Administration from Asian Institute of Management. He is a Chartered Financial Analyst.

Jaime E. Ysmael, Filipino, 56, is a Senior Vice President, Group Chief Finance Officer, Chief Information Officer, Compliance Officer, and a member of the Management Committee of ALI. Concurrently, he is a Managing Director of Ayala Corporation and Chairman, President and Chief Executive Officer of OCLP Holdings, Inc., and Concrete Aggregates Corporation. His other significant positions are: Chairman of the Board and Compliance Officer of Anvaya Cove Beach and Nature Club, Inc.; Chairman of the Board of

Anvaya Golf and Sports Club, Inc. and Aprisa Business Process Solutions, Inc.; Director and Vice Chairman of CMPI Holdings, Inc.; Chairman and President of Tower One and Exchange Plaza Condominium Corporation; Director and Treasurer of Alveo Land Corp., Serendra, Inc., Cebu Holdings, Inc., Cebu Property Ventures and Development Corporation, Philippine Integrated Energy Solutions, Inc., Ayala Property Management Corporation, BGNorth Properties, Inc., BGWest Properties, Inc., BGSouth Properties, Inc. and Alinet.Com, Inc.; Director of Alviera Country Club, Inc., Alabang Commercial Corp., Amaia Land Corp., Avida Land Corp., North Triangle Depot Commercial Corp., Station Square East Commercial Corp., Nuevocentro, Inc., Aurora Properties, Inc., Vesta Properties Holdings, Inc., Ayala Greenfield Development Corporation, AyalaLand Commercial Reit, Inc., Bellavita Land Corp., DirectorPower Services, Inc., Ecozone Power Management, Inc., Laguna Technopark, Inc., Northgate Hotel Ventures, Inc., Portico Land Corp., Southcrest Hotel Ventures, Inc., ALI Eton Property Development Corporation; Director and President of CMPI Land, Inc. He is also a Director of FINEX Research and Development Foundation, Inc. and the Asia Pacific Real Estate Association Ltd. Philippine Chapter. Mr. Ysmael holds a degree in Business Administration, Major in Accounting (Summa Cum Laude) at the University of the East, Manila, Philippines and is a Certified Public Accountant. He earned an MBA, Major in Finance, at The Wharton School and an MBA in International Studies at The School of Arts and Sciences of the University of Pennsylvania in Philadelphia, Pennsylvania, USA, as a fellow of The Joseph H. Lauder Institute of Management and International Studies.

Lyle A. Abadia, Filipino, 59, has served as a Vice President of ALI since November 2016. He is the President of BellaVita Land Corporation and Head of Special Projects of the Strategic Landbank Management Group. Likewise, he is a Board of Director of Amicassa Process Solutions, Inc. Prior to joining Ayala Land, Inc. in 2004, he held various executive positions in two ALI's subsidiaries, commencing in 1982 under Ayala Theatres Management, Inc. and moved to join Laguna Technopark, Inc. in 1991 as one of the pioneering executive officers who crafted the successful transformation of the 650 hectares former sugarcane plantation into what is now known as one of the word- class industrial estates in the country. Mr. Abadia holds a degree in Bachelor of Science in Commerce, Major in Accounting at the Colegio De San Jose – Recoletos. He completed a Basic Management Program at the Asian Institute of Management (AIM) and in-house program for Harvard Leadership Acceleration Program (LEAP).

Leovigildo D. Abot, Filipino, 53, is currently a Vice President and Chief Audit Executive (CAE) of Ayala Land, Inc. He joined ALI in 2000 as Chief Finance Officer (CFO) of Ayala Hotels, Inc. Over the years in ALI, he occupied several CFO positions in other ALI's business units such as Avida Land Corporation, Land and Community Development Group or LCDG (now ALP) and Strategic Landbank Management Group (SLMG). Prior to Audit, he was the Head of ALI's Corporate Accounting Division, concurrent to his CFO assignment in SLMG. As ALI's Principal Accounting Officer, he led the transformation initiative of consolidating the transactional accounting functions of more than 25 ALI companies into Aprisa Business Process Solutions, Inc. He also headed ALI's transition to international accounting and reporting standards (IAS/IFRS). He graduated Magna Cum Laude from University of the East- Manila with BS in Business Administration, major in Accounting (Honors Program) in 1984. A Certified Public Accountant (CPA), he completed his Strategic Business Economics Program (SBEP) at University of Asia and the Pacific from 1999 to 2000. He was accepted as Fellow of the Institute of Corporate Directors (ICD) after his completion of the ICD's Professional Directors Program (PDP) in 2016.

Augusto D. Bengzon, Filipino, 54, joined ALI in December 2004 and currently serves as its Deputy Chief Finance Officer and Treasurer. His other significant positions are: Treasurer of Amaia Land Corp., Aurora Properties Inc., Avida Land Corp., Bellavita Land Corp., Ceci Realty Inc., Hero Foundation Inc., Roxas Land Corporation and Vesta Property Holdings, Inc.; Director of Alviera Country Club, Inc., Anvaya Cove Golf & Sports Club, Inc., AyalaLand Commercial Reit, Inc., and Makati Development Corporation. Prior to joining ALI, he was a Vice President and Credit Officer in Global Relationship Banking at Citibank N.A. where he spent sixteen years in various line management roles covering Treasury, Portfolio Management, Debt Syndication and Relationship Management. He received his Bachelor of Science degree in Business Management from the Ateneo de Manila University and is a graduate of the Philippine Trust Institute. He was granted a full scholarship at the Asian Institute of Management where he received his Master's in Business Management degree.

Aniceto V. Bisnar, Jr., Filipino, 53, is a Vice President of Ayala Land, Inc. since January 2009. He is also the Chief Operating Officer of the Visayas-Mindanao Group of Ayala Land, Inc. He is currently the President of publicly listed companies Cebu Holdings, Inc. and Cebu Property Ventures & Development Corp. His other significant positions are: Chairman of Adauge Commercial Corp. and Amaia Southern Properties, Inc.; Chairman and President of Taft Punta Engano Property, Inc., North Point Estate Association, Inc., Cebu Leisure Company, Inc., and Asian I-Office Properties, Inc.' and Vice Chairman of South Portal Properties, Inc., AvencoSouth Corporation, and Central Block Developers, Inc. He is also the President of CBP Theatre Management Company, Inc. and Lagdigan Land Corporation; and the Vice President of Solinea, Inc. He is a director of Accendo Commercial Corporation, Westview Commercial Ventures Corp., Cagayan de Oro Gateway Corp., Bonifacio Estates Services Corp., Aurora Properties Inc., Ceci Realty, Inc., Vesta Property Holdings, Inc., and a Trustee of the Hero Foundation, Incorporated. He completed his Master's in Business Management (MBM) degree in 1989 from the Asian Institute of Management (AIM) in Makati City and graduated in the top 5% of his class at the Philippine Military Academy in Baguio City in 1985. He also took up Master Planning and Mixed-Use Development at Harvard University School of Urban Design.

Manuel A. Blas II, Filipino, 61, is a Vice President of Ayala Land Inc. since January 2007, and is currently the Head of Commercial Operations in Fort Bonifacio Development Corporation and Head of Project Development for Makati. He is also assigned as Managing Director of Bonifacio Arts Foundation, Inc. He spearheaded the project development of The Mind Museum, the first world class science museum in the country. He also holds other significant positions in Fort Bonifacio Development Corporation subsidiaries: President of Bonifacio Estate Services Corporation, Executive Vice President of Bonifacio Transport Corporation, Director of Bonifacio Global City Estate Association, Bonifacio Water Corporation and Bonifacio Gas Corporation. He graduated Valedictorian, Summa Cum Laude from De La Salle University with a Bachelor's Degree in Liberal Arts, major in Economic and Theology and also completed his Masters in Arts degree in Religious Studies in 2004 and graduated as Summa Cum Laude from Maryhill School of Theology.

Ruby P. Chiong, Filipino, 50, has served as a Vice President of Ayala Land, Inc. since November 2016. She is the Chief Finance Officer of ALI's Commercial Business Group. Her other positions are: Director and Treasurer of ALI Commercial Center, Inc., AyalaLand Offices, Inc., North Triangle Depot Commercial Corporation, Leisure and Allied Philippines, Inc., Ten Knots Development Corporation, Ayala Theatres Management, Inc., Laguna Technopark, Inc., Direct Powers Services, Inc., Ecozone Power Management, Inc., and FLT Prime Insurance Corporation; Director and Vice President of ALI Capital Corp.; Director of AyalaLand Hotels and Resorts Corp. and AyalaLand Malls, Inc.; Treasurer of Alabang Commercial Corporation and Station Square East Commercial Corporation. Prior to being Chief Finance Officer in ALI, she was an Associate Director of Corporate Strategy at Ayala Corporation. She earned a degree of BS in Business Administration and Accountancy from the University of the Philippines, Diliman in 1987 and took her Master's Degree in Management at the Asian Institute of Management in 1996.

Myrna Lynne C. Fernandez, Filipino, 48, is a Vice President since January 1, 2016. She is the Head of Operations, Leasing and Technical of Ayala Malls, President of Ayala Theaters Management Inc., and Senior Vice President of Ayala Land Malls Inc. Her other significant positions are: Director of North Triangle Depot Commercial Corp., North Beacon Commercial Corp., North Ventures Commercial Corp., Ayala Land Malls NorthEast, Inc., and Ayala Land Malls Vismin, Inc.; General Manager and Director of ALI Commercial Center Inc.; President and Director of South Innovative Theater Management, Inc., Cavite Commercial Center Corp. and Five Star Cinema, Inc.; and Vice President of Soltea Commercial Corp. She is a graduate of Bachelor of Science in Business Administration at the University of the Philippines, Diliman. She earned her Master's in Business Management from the Asian Institute of Management.

Jose Juan Z. Jugo, Filipino, 44, has been a Vice President of ALI since January 2013. His is currently the Managing Director of Ayala Land Premier. His other key roles in Ayala Land, Inc. are: Chairman of Ayala Land Sales, Inc., South Portal Properties, Inc., Anvaya Environmental Foundation, Inc., Ayala Club Management, Inc., and Verde Golf Development Corporation. He is also the President and CEO of Ayala

Hotels, Inc., BG West Properties, Inc., Anvaya Cove Beach and Nature Club, Anvaya Cove Golf and Sports Club, and Ayala Greenfield Golf & Leisure Club. He is likewise a Director of Roxas Land Corporation, Ayala Greenfield Development Corporation, BellaVita Land Corporation, Aviana Development Corporation, and Amicassa Process Solutions, Inc. He earned his Bachelor's Degree in Marketing Management from De La Salle University Manila in 1994, and completed his Masteral Studies in ESEM, Madrid, Spain in 1995. Before joining ALI in 2000, he was in the fast moving consumer goods sector.

Robert S. Lao, Filipino, 43, has been a Vice President of Ayala Land Inc. since April 7, 2014. He is concurrently the President and a member of the Board of Directors of Alveo Land Corp. since January 2012. He is also the President and a member of the Board of Directors of Amaia Land Corp since January 2016. He is recently appointed as the Head of the Central Land Acquisition Unit in Ayala Land Inc. He is also a member of the Board of Directors of Serendra, Inc., Alveo-Federal Land Communities, Inc., BGSouth Properties, Inc., and Amaia Southern Properties Inc.; and the Chief Operating Officer of Portico Land Corp. Prior to joining ALI, he served as a Senior Process Engineer of Fujitsu Computer Products Corporation of the Philippines (FCPP) and Lead Process Engineer of PT. Quantum Electronics in Indonesia. He is a licensed Real Estate Broker. He studied at the University of Santo Tomas (UST) and graduated cum laude in Bachelor of Science in Industrial Engineering in 1995. He completed his Master's in Business Management (MBM) degree in 2001 from the Asian Institute of Management (AIM) and attended the International Student Exchange Program from University of Cologne in Germany.

Michael Alexis C. Legaspi, Filipino 59, is the President and CEO of AyalaLand Hotels and Resorts Corporation (AHRC), owner of a portfolio of global hotel brands, and also owner, developer and operator of its home grown Seda Hotels. AHRC currently has 15 hotels and resorts in its portfolio with 15 more under construction. He is concurrently the Chairman of Ten Knots Development Corporation, owner-operator of the world-renowned El Nido Resorts group in Palawan comprised of four eco-tourism island resorts: Miniloc Island Resort, Lagen Island Resort, Apulit Island Resort and Pangalusian Island Resort. He also sits as President of the owning companies of the Fairmont and Raffles Hotels Makati, Holiday inn & Suites Makati, Cebu City Marriott, and the various Seda Hotels in Bonifacio Global City, Nuvali, Davao, Cagayan de Oro, and Iloilo. He serves as Vice President and Director of the Philippine Hotel Owners Association. He graduated with a degree of B.S. Hotel Restaurant Administration from the University of the Philippines, Diliman in 1980.

Joselito N. Luna, Filipino, 53, is a Vice President and member of Ayala Land's Management Committee since August 2008. He is also Ayala Land, Inc.'s Chief Architect and Head of Innovation and Design. His other significant positions include: Director of Vesta Properties Holdings, Inc., Aurora Properties, Inc., Anvaya Cove Beach and Nature Club Inc. and a member of the Board of Trustees of Philippine Green Building Council. He is also a member of ALI's Technical Council and is the Chairman of ALI's Safety Council. He graduated with a degree of B.S. Architecture from the University of the Philippines in 1985. He took graduate studies in the School of Urban and Regional Planning in U.P. Diliman from 1987 to 1989. In 2003 he completed the Executive Education Program of the University of Michigan Business School, Ann Arbor.

Christopher B. Maglanoc, Filipino, 46, is a Vice President of ALI since April 2013 and is currently President of Avida Land Corporation. He was Chief Operating Officer and Head of Project and Strategic Management in Avida Land before he was elected as President of the Company effective January 1, 2012. Prior to his stint in Avida in 2004, he occupied Management positions in various business units in Ayala Land, Inc. (i.e. Commercial Centers, Corporate Planning, and Alveo Land, Inc.). His other significant positions include: Chairman of Avida Sales Corp.; President of Avencosouth Corp.; Director of AmicaSSA Process Solutions, Inc., BellaVita, Blue Horizons Holdings Pte Ltd., and BGNorth Properties, Inc. He graduated from UP Los Baños with degrees in BA Sociology and BS Economics in 1990 and 1992, respectively. He finished his MBA from the Asian Institute of Management and attended the International Student Exchange Program in Copenhagen Business School in Denmark in 1997.

Romeo T. Menpin, Jr., Filipino, 47, is a Vice President of ALI since January 2014. He is currently the Head of the Construction Methods and Support Group (CMSG) of Makati Development Corporation. Before joining MDC, he was a Director, President and Chief Operating Officer of Ayala Property Management Corporation and also the President of Philippine Integrated Energy Solutions Inc. He is also a Director of PhilEnergy. He joined ALI in May 2008 from Kuok Group of Companies where he was a Vice President and Head of Mall Operations of Shangri-la Plaza Corporation. Prior to this, he also held various management positions from APMC and Laguna Technopark, Inc. since 1996. He graduated with a degree of Bachelor of Science in Mechanical Engineering from Mapua Institute of Technology and completed units in Masters in Business Administration from De La Salle University in 2001.

Carol T. Mills, Filipino, 44, has served as a Vice President of Ayala Land, Inc. since November 2016. She is the President of Ayala Land Offices, Inc. She is Chairman and President of various Ayala Land Offices subsidiaries namely UP North Property Holdings, Inc., First Gateway Real Estate Corp., One Dela Rosa Property Development Inc., ALO Prime Realty Corp., Glensworth Development Inc., Hillsford Property Corp., and Sunnyfield E-Office Corp.; President of Asterion Technopod Inc., as well as a Director of North Triangle Depot Commercial Corp. and Central Block Developers Inc. Carol joined Ayala Land in 1993 and prior to her current position, she was the Deputy Head of Business Development for Ayala Malls from 2008 to 2013, General Manager for Alabang Town Center from 2004 to 2008, and Operations Manager for Glorietta from 2000 to 2004. She graduated Magna Cum Laude from the University of the Philippines in 1993 with a Bachelor of Science degree in Business Administration and earned her Master's in Business Administration from the Amos Tuck School of Business, Dartmouth College in New Hampshire, USA in 1998.

William Thomas F. Mirasol, Filipino, 52, is a Vice President of Ayala Land, Inc. since January 2014 and is currently the Chief Operating Officer and Senior Vice President of Ortigas & Co. (OCLP Holdings, Inc.) and a director of a number of Ayala Land subsidiaries. In his 25 years with the company, he has handled various business lines including retail operations, commercial project development, commercial leasing and operations, Land & House development and sales force organization & management for local and international markets. He graduated from De La Salle University Manila with a degree in Commerce in 1989. He finished his MBM from the Asian Institute of Management in 1992.

Rodelito J. Ocampo, Filipino, 53, is a Vice President of ALI since December 2010. He is currently Makati Development Corporation's (MDC) Head of Construction Operations and the President and General Manager of MDC BuildPlus. Before his MDC assignment, he served as Technical Services Head of Avida Land Corp. and Alveo Land Corp., wholly owned subsidiaries of ALI and Head of the Construction Management of ALI Residential Buildings. Prior to joining ALI, he was employed by a construction firm where he held various engineering and project management positions for a period of 10 years. He is a licensed Civil Engineer. He graduated from Mapua Institute of Technology with a degree in BS Civil Engineering in 1983.

Ginaflor C. Oris, Filipino, 49, is a Vice President of ALI and the Chief Finance Officer and Corporate Finance and Procurement Group (CFPG) Head of Makati Development Corporation since November 2016. Prior to her assignment to MDC, she was the Managing Director for Corporate Finance and Asset Management of Ayala Corporation (AC). She was concurrently the CFO of Azalea Group, which held AC's various investments in information and communications technology (ICT), business process outsourcing (BPO), venture capital funds and emerging market funds. Gina brings with her more than 20 years of experience gained from AC and BPI Capital Corporation covering strategic financial management, execution of mergers, acquisitions and divestment transactions, financial reporting, controls, risk management and oversight of some of AC's portfolio investments and other assets. She graduated from Ateneo de Manila University with a degree of B.S Mathematics major in Computer Science in 1987. She completed Master in Business Management at Asian Institute of Management in 1992.

Angelica L. Salvador, Filipino, 54, is a Vice President of Ayala Land, Inc., and is currently the Controller of the Company. Her other key functions are as President of Aprisa Business Process Solutions, Inc. and Member of the Board of Directors of Amaia Land Corp and of AmicaSSa Process Solutions, Inc. Prior to her current assignment, she was the Chief Finance Officer of the ALI Residential Business Group and of various ALI-owned subsidiaries Alveo Land Corp., Ayala Property Management Corp., Ayala Land International Sales, Inc. and Laguna Technopark, Inc. Before joining Ayala Land, she was part of the Internal Audit Team of Ayala Corporation. She graduated cum laude from the University of the Philippines Diliman with Bachelor of Science degree in Business Administration and Accountancy, and obtained her Master's in Business Management (MBM) degree from the Asian Institute of Management.

Eliezer C. Tanlapco, Filipino, 67, is a Vice President and Group Head of Human Resources and Public Affairs and member of the Management Committee of Ayala Land, Inc. (ALI) . Prior to this role, he was a Human Resources Consultant for Ayala Group Counselors Corporation and Ayala Corporation from which he retired as Employee Relations and Services Director. He was previously ALI VP for Human Resources. He is a member of the Board of Directors of Ayala Multi-Purpose Cooperative and was the Vice Chair of Ayala Group HR Council and Champion of Ayala Group Labor Relations Network. He has had extensive work experience as Senior Leader in Human Resources and Community Development for multinational companies locally and abroad. He practiced law with a law firm and with the Office of the President of the Philippines. Atty. Tanlapco holds a Bachelor of Arts degree from the University of the Philippines and earned his Law Degree at Ateneo de Manila University. He completed his Management Development Program from the Asian Institute of Management, and Strategic Business Economics Program from the University of Asia and the Pacific, both with distinction.

Maria Rowena Victoria M. Tomeldan, Filipino, 55, is the Head of the Ayala Malls Group of Ayala Land, Inc. Her other significant positions include: Chairman of the Board of Directors of Ayala Land Malls, Inc. (formerly Solerte), Chairman and President of AyalaLand Malls Synergies, Inc., Orion Maxis, Inc., Orion Solutions, Inc. and FLT Prime Insurance Corporation Primavera Towncentre, Inc., Ayala Theatres Management, Inc., Five Star Cinema, Inc., Leisure and Allied Industries Phils., Inc., Cavite Commercial Town Centre Inc., Subic Bay Town Center, Inc., South Innovative Theatre Management, Inc., and North Beacon Commercial Corporation, Westview Commercial Ventures Corporation, North Ventures Commercial Corporation; Vice Chairman of the Board of Directors of Lagoon Development Corporation, AyalaLand Metro North, Inc.; Director of Director of Prime Orion Philippines Inc. , Bonifacio Global City Estate Association, ALI-CII Development Corporation, Alabang Commercial Corporation and Asterion Technopod Incorporated; Soltea Commercial Corp, Cagayan De Oro Gateway Corporation, Station Square East Commercial Corporation, North Triangle Depot Commercial Corporation, Laguna Technopark, Inc., Ecozone Power Management, Inc., Arvo Commercial Corporation, Summerhill Commercial Ventures Corp; Executive Vice President of Accendo Commercial Corporation; AyalaLand Malls VisMin, Inc. and Governor of the Ayala Center Estate Association, Inc. Presently, she is a board member of the International Council of Shopping Centers (ICSC) - Asia Advisory Board and is a 2015 ICSC Trustees Distinguished Service Awardee. She was a cum laude graduate of Bachelor of Arts in Economics from the University of the Philippines in 1983 and earned her Master's in Business Administration (MBA) degree from the same university in 1988. She finished the Executive Development Program at the Aresty Institute of Executive Education in Wharton University, Pennsylvania, USA in 2005.

Jennylle S. Tupaz, Filipino, 44, is a Vice President of Ayala Land, Inc. (ALI) since November 2016. She is the Chief Operating Officer of ALI's upscale residential brand Alveo Land Corp., after having led the brand's Project Development Group for 6 years. She has 20 years of project development experience in ALI which includes previous stints in Avida, and the Leisure & Lifestyle Communities Group (LLCG) before it was merged with Ayala Land Premier (ALP). Concurrently, she is head of the Project Development Council of ALI's development business group, President and board member of Alveo-Federal Land Communities, Inc. and board member of Solinea Inc. She holds a Bachelor of Science degree in Statistics from the University of the Philippines.

Solomon M. Hermosura, Filipino, 54, has served as the Corporate Secretary of the Company since April 2011 and the Group General Counsel of the Company since April 2015. He was the General Counsel from April 2014 to April 2015. He is a Managing Director of Ayala Corporation and a member of its

Management Committee since 2009 and the Ayala Group Management Committee since 2010. He is also the Group Head of Corporate Governance, General Counsel, Compliance Officer, and Corporate Secretary of Ayala Corporation. He is the CEO of Ayala Group Legal. He serves as Corporate Secretary of Globe Telecom, Inc., Manila Water Company, Inc., Integrated Micro-Electronics, Inc. and Ayala Foundation, Inc.; and a member of the Board of Directors of a number of companies in the Ayala group. He served as a Director of Bank of the Philippine Islands from April 18, 2003 to April 9, 2014 and of Integrated Micro-Electronics, Inc. from April 14, 2009 and April 12, 2012. He graduated valedictorian with Bachelor of Laws degree from San Beda College in 1986 and placed third in the 1986 Bar Examination.

Significant Employees

The Company considers its entire work force as significant employees. Everyone is expected to work together as a team to achieve the Company's goals and objectives.

Family Relationships

Fernando Zobel de Ayala, Chairman of the Board of Directors, and Jaime Augusto Zobel de Ayala, Vice Chairman, are brothers.

Involvement in Certain Legal Proceedings (over the past 5 years)

None of the Directors or Executive Officers is involved in any material pending legal proceedings in any court or administrative agency of the government.

- a. None of them has been involved in any bankruptcy petition.
- b. None of them has been convicted by final judgment in a criminal proceeding or being subject to a pending criminal proceeding, both domestic and foreign.
- c. None of them has been subject to any order, judgment or decree of any court of competent jurisdiction (domestic or foreign) permanently or temporarily enjoining, barring, suspending or otherwise limiting their involvement in any type of business, securities, commodities or banking activities.
- d. None of them has been found by a domestic or foreign court of competent jurisdiction (in a civil action), the Commission or comparable foreign body, or a domestic or foreign exchange or other organized trading market or self regulatory organization, to have violated a securities or commodities law or regulation.

Item 10. Executive Compensation

Directors and Executive Officers

Directors. Article IV Section 17 of the Company's By-Laws provides:

"Section 17 – Each director of the Corporation shall be entitled to receive from the Corporation, pursuant to a resolution of the Board of Directors, fees and other compensation for his services as director. The Board of Directors shall have the sole authority to determine the amount, form, and structure of the fees and other compensation of directors. In no case shall the total yearly compensation of directors exceed one percent (1%) of the net income before income tax of the Corporation during the preceding year.

The compensation and remuneration committee of the Board of Directors shall have the responsibility for recommending to the Board of Directors the fees and other compensation for directors. In discharging this duty, the committee shall be guided by the objective of ensuring that the level of compensation should fairly pay directors for work required in a

company of the Corporation's size and scope." (As amended on April 13, 2011.)

During the 2011 annual stockholders' meeting, the stockholders ratified the resolution increasing the remuneration of non-executive directors as follows:

	<u>From</u>	<u>To</u>
Retainer Fee:	₱ 500,000.00	₱ 1,000,000.00
Board Meeting Fee per meeting attended:	₱ 100,000.00	₱ 200,000.00
Committee Meeting Fee per meeting attended:	₱ 20,000.00	₱ 100,000.00

None of the directors, in their personal capacity, has been contracted and compensated by the Company for services other than those provided as a director.

Officers.

The Company adopts a performance-based compensation scheme. The total annual compensation of the President and top four highly compensated executives amounted to P167.0 million in 2015 and P188 million in 2016. The projected total annual compensation for the current year is P195.0 million.

Total compensation paid to all senior personnel from Manager and up amounted to P1,070.3 million in 2015 and P1,089.80 million in 2016. The projected total annual compensation for the current year is P1,139.46 million.

Name and Principal Position	Year	Salary	Other Variable Pay
Bernard Vincent O. Dy* President & CEO			
Arturo G. Corpuz Senior Vice President**			
Anna Ma. Margarita B. Dy Senior Vice President			
Jose Emmanuel H. Jalandoni Senior Vice President			
Jaime E. Ysmael Senior Vice President			
CEO & Most Highly Compensated Executive Officers	Actual 2015	₱94.7M	₱91.0M
	Actual 2016	₱103.0M	₱85.0M
	Projected 2017	₱110.0M	***₱85.0M
All other officers**** as a group unnamed	Actual 2015	₱697.1M	₱373.2M
	Actual 2016	₱709.5M	₱380.3M
	Projected 2017	₱759.16M	***₱380.3M
* Compensation includes full year effect of CEO and market adjustments to selected officers for retention purposes. ** Senior Vice President until December 31, 2016 *** Exclusive of Stock Option exercise. **** Managers and up.			

The total annual compensation paid to all senior personnel from Manager and up was all paid in cash.

The total annual compensation includes the basic salary and other variable pay (guaranteed bonus and performance bonus).

The Company has no other arrangement with regard to the remuneration of its existing directors and officers aside from the compensation received as herein stated.

Each executive officer executed an employment contract with the Company for an indefinite period (the terms and conditions of which are in accordance with existing laws) and is entitled to receive retirement benefits in accordance with the terms and conditions of the Company's BIR-registered Employees' Retirement Fund. There is no plan or arrangement by which the Executive Officers will receive from the Company any form of compensation in case of a change-in-control of the Company or change in the officers' responsibilities following such change-in-control.

Options Outstanding

Since 1998, the Company has offered its officers options to acquire common shares under its executive stock option plan (ESOP).

There were no ESOP shares available as of end-December 2016

Item 11. Security Ownership of Certain Record and Beneficial Owners and Management

(a) Security Ownership of Record and Beneficial Owners of more than 5% as of January 31, 2017:

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	Percent (of total outstanding shares)
Common Preferred	Ayala Corporation ¹ 32/F to 35/F, Tower One and Exchange Plaza Ayala Triangle Ayala Ave., Makati City	Ayala Corporation ²	Filipino	6,934,509,515 12,163,180,640	24.96298% 43.78524%
Common	PCD Nominee Corporation (Non-Filipino) ³ G/F MSE Bldg. Ayala Ave., Makati City	PCD participants acting for themselves or for their customers ⁴	Various Non-Filipino	5,448,166,643	19.61241%
Common	PCD Nominee Corporation (Filipino) ⁴ G/F MSE Bldg. Ayala Ave., Makati City	PCD participants acting for themselves or for their customers ⁵	Filipino	2,034,866,270	7.33595%

¹ Ayala Corporation ("AC") is the parent of the Company.

² Under the By-Laws and the Corporation Code, the AC Board has the power to decide how AC's shares are to be voted.

³ PCD is not related to the Company.

⁴ Each beneficial owner of shares through a PCD participant is the beneficial owner to the extent of the number of shares in his account with the PCD participant. Out of the 7,486,033,913 common shares registered in the name of PCD Nominee Corporation, 1,955,775,961 or 7.04044% of the voting stock is for the account of The Hongkong and Shanghai Banking Corporation (HSBC) and 1,884,494,591 or 6.78384% of the voting stock is for the account of Deutsche Bank Manila (DB). The Company has no record relating to the power to decide how the shares held by PCD are to be voted. As advised to the Company, none of HSBC, DB or any of its customers beneficially owns more than 5% of the Company's common shares.

(b) Security Ownership of Directors and Management (Executive Officers) as of January 31, 2017.

Title of Class	Name of Beneficial Owner	Amount and Nature of Beneficial Ownership	Citizenship	Percent (of total outstanding shares)
Directors				
Common	Fernando Zobel de Ayala	(direct) 12,000	Filipino	0.00004%
Common	Jaime Augusto Zobel de Ayala	(direct) 12,000	Filipino	0.00004%
Common	Bernard Vincent O. Dy	(direct & indirect) 11,796,540	Filipino	0.04247%
Common	Antonino T. Aquino	(direct & indirect) 20,305,226	Filipino	0.07310%
Common	Arturo G. Corpuz	(direct & indirect) 6,638,724	Filipino	0.02390%
Common	Jaime C. Laya	(direct) 10,000	Filipino	0.00004%
Common	Delfin L. Lazaro	(direct) 1	Filipino	0.00000%
Common	Francis G. Estrada	(direct) 1	Filipino	0.00000%
Common	Rizalina G. Mantaring	(direct) 1	Filipino	0.00000%
CEO and Most Highly Compensated Executive Officers				
Common	Bernard Vincent O. Dy	(direct & indirect) 11,796,540	Filipino	0.04247%
Common	Arturo G. Corpuz*	(direct & indirect) 6,638,724	Filipino	0.02390%
Common	Anna Ma. Margarita B. Dy	(direct & indirect) 6,071,767	Filipino	0.02186%
Common	Jose Emmanuel H. Jalandoni	(direct & indirect) 5,706,152	Filipino	0.02054%
Common	Jaime E. Ysmael	(direct & indirect) 9,302,400	Filipino	0.03349%
Other Executive Officers				
Common	Lyle A. Abadia	(indirect) 443,589	Filipino	0.00160%
Common	Dante M. Abando	(direct & indirect) 4,110,818	Filipino	0.01480%
Common	Leovigildo D. Abot	(direct & indirect) 603,868	Filipino	0.00217%
Common	Augusto D. Bengzon	(indirect) 2,313,116	Filipino	0.00833%
Common	Aniceto V. Bisnar, Jr.	(indirect) 1,615,833	Filipino	0.00582%
Common	Manny A. Blas II	(direct & indirect) 1,784,233	Filipino	0.00642%
Common	Ruby P. Chiong	(indirect) 874,580	Filipino	0.00315%
Common	Anna Ma. Margarita B. Dy	(direct & indirect) 6,071,767	Filipino	0.02186%
Common	Myrna Lynne C. Fernandez	(indirect) 997,568	Filipino	0.00359%
Common	Jose Emmanuel H. Jalandoni	(direct & indirect) 5,706,152	Filipino	0.02054%
Common	Jose Juan Z. Jugo	(indirect) 766,355	Filipino	0.00276%
Common	Robert S. Lao	(indirect) 903,090	Filipino	0.00325%
Common	Michael Alexis C. Legaspi	(indirect) 3,958,439	Filipino	0.01425%
Common	Joselito N. Luna**	(direct & indirect) 3,760,955	Filipino	0.01354%
Common	Christopher B. Maglanoc	(indirect) 710,438	Filipino	0.00256%
Common	Romeo T. Menpin	(direct & indirect) 475,984	Filipino	0.00171%
Common	Carol T. Mills	(indirect) 435,669	Filipino	0.00157%
Common	William Thomas F. Mirasol	(indirect) 186,146	Filipino	0.00067%
Common	Rodelito J. Ocampo	(direct & indirect) 2,186,250	Filipino	0.00787%
Common	Ginaflor C. Oris	(indirect) 339,786	Filipino	0.00122%
Common	Angelica L. Salvador	(direct & indirect) 947,242	Filipino	0.00341%
Common	Eliezer C. Tanlapco	(indirect) 91,717	Filipino	0.00033%
Common	Rowena M. Tomeldan	(direct & indirect) 1,219,579	Filipino	0.00439%
Common	Jennylle S. Tupaz	(indirect) 418,417	Filipino	0.00151%
Common	Jaime E. Ysmael	(direct & indirect) 9,302,400	Filipino	0.03349%
Common	Solomon M. Hermosura	(direct) 480	Filipino	0.00000%
Preferred		(direct) 480		0.00000%
All Directors and Officers as a group		88,999,444		0.32038%
*Senior Vice President until December 31, 2016				
**Retired effective December 31, 2016.				

None of the members of the Company's directors and management owns 2.0% or more of the outstanding capital stock of the Company.

(c) Voting Trust Holders of 5% or more

The Company knows of no persons holding more than 5% of common shares under a voting trust or similar agreement.

(d) Changes in Control

No change of control in the Company has occurred since the beginning of its last fiscal year.

Item 12. Certain Relationships and Related Transactions

Related Party Transactions

The Company and its subsidiaries (the “Group”), in their regular conduct of business, have entered into transactions with associates and other related parties principally consisting of advances and reimbursement of expenses, purchase and sale of real estate properties, construction contracts, and development, management, underwriting, marketing, leasing and administrative service agreements. Sales and purchases of goods and services to and from related parties are made on an arm’s length basis and at current market prices at the time of the transactions.

However, no other transaction, without proper disclosure, was undertaken by the Group in which any director or executive officer, any nominee for election as director, any beneficial owner of more than 5% of the Company’s outstanding shares (direct or indirect) or any member of his immediate family was involved or had a direct or indirect material interest.

ALI employees are required to promptly disclose any business and family-related transactions with the Company to ensure that potential conflicts of interest are surfaced and brought to the attention of management.

Parent Company / Major Holders

As of January 31, 2017, Ayala Corporation owns 68.75% of the total outstanding voting shares of the Company.

PART V – CORPORATE GOVERNANCE

Item 13. Compliance with leading practice on Corporate Governance

Ayala Land has always been committed to strong and transparent corporate governance, going well beyond mere compliance with the code mandated by law. Ayala Land made several important improvements to its governance in 2004, focusing on increasing the involvement of various governance bodies, strengthening performance management, and ensuring compliance with Philippine Accounting Standards. In 2007, the Company adopted several initiatives aimed toward achieving governance excellence. These include conduct of a Self-Assessment Survey by the Board of Directors and Board Committees, development of Business Contingency Plans, adoption of risk-based audit approach and independent quality review of the Internal Audit function. Ayala Land believes that these changes will streamline its existing business models, improve execution, reduce risks, and better safeguard the collective and individual interests of its diverse set of shareholders.

Ayala Land seeks to promote and enhance compliance to good corporate governance. Ayala Land requires the observance of best practices and transparency in all of its subsidiaries, including those that are not listed on the PSE and not covered by the SEC Code of Corporate Governance.

The evaluation system which was established to measure or determine the level of compliance of the Board of Directors and top level management with its Revised Manual of Corporate Governance (the "Revised Manual") consists of a Customer Satisfaction Survey which is filled up by the various functional groups indicating the compliance rating of certain institutional units and their activities. The evaluation process also includes a Board Performance Assessment which is accomplished by the Board of Directors indicating the compliance ratings. The above are submitted to the Compliance Officer who issues the required certificate of compliance with the Revised Manual of the SEC.

To ensure good governance, the Board establishes the vision, strategic objectives, key policies, and procedures for the management of the company, as well as the mechanism for monitoring and evaluating Management's performance. The Board also makes certain the presence and adequacy of internal control mechanisms for good governance.

There were no deviations from the Revised Manual. The Company has adopted in the Revised Manual the leading practices and principles of corporate transparency, and full compliance therewith has been made since the adoption of the Revised Manual.

The Company is taking further steps to further strengthen adherence to principles and practices of good corporate governance.

Item 14. Exhibits and Reports on SEC Form 17-C

(a) Exhibits - See accompanying Index to Exhibits

The following exhibit is incorporated by reference in this report:

2016 Consolidated Audited Financial Statements

The other exhibits, as indicated in the Index to Exhibits are either not applicable to the Company or require no answer.

(b) Reports on SEC Form 17-C

The following current reports have been reported by Ayala Land during the year 2016.

Unstructured Disclosures
<ul style="list-style-type: none"> • Consolidated changes in the 2015 Annual Corporate Governance Report • Ayala Land and subsidiaries and affiliates together with Cebu Holdings, and Cebu Property Ventures and Development Corporation, signs Memorandum of Agreement with Manila Water Philippine Ventures • Ayala Land and LT Group enters into an agreement to develop a township project along C5 corridor • Attendance of key officers in Corporate Governance seminars • PSE Corporate Governance Guidelines Report • Notice and Agenda of the 2016 Annual Stockholders' Meeting • Press Release on FY 2015 Results • Ayala Land and Prime Orion Philippines executed a Deed of Subscription and a Supplement to the Deed of Subscription whereby ALI subscribed to 51.06 percent of the total outstanding shares of POPI • Declaration of Cash Dividends

- ESOWN Grant
- SIAL Specialty Retailers, Inc. (SIAL) joint venture company owned 50% each by Ayala Land entered into a Deed of Absolute Sale with Metro Retail Stores Group, Inc. to sell fixed assets in SIAL's department stores
- SEC Approval of ALI P50B Debt Securities Program, Initial P8B 10-yr Fixed Rate Bond
- PSE CG Guidelines Report
- Results of Annual Stock Holders Meeting
- Analyst Briefing Invitation on 1Q 2016 Results

Clarification of News Reports

- Bidding for Laguna dike project fails (Inquirer)
- ALI issues additional P7B bonds (Philippine Star)
- Ayala Land allots P25 billion for Vertis North (The Standard)
- Ayala, Aboitiz to develop financial district in Cebu (Inquirer)
- Ayala-Mercado tandem plans to build more Qualimed Hospitals (Businessworld)
- Avida eyes more Visayas, Mindanao Projects (Businessworld)
- ALI raises P7B more in fresh funds from bond market (Inquirer)
- ALI spending up to P85 B in 2017 (Philippine Star)
- Bidding for Laguna dike project fails (Inquirer)
- ALI issues additional P7B bonds (Philippine Star)
- Ayala Land allots P25 billion for Vertis North (The Standard)
- Ayala, Aboitiz to develop financial district in Cebu (Inquirer)
- Ayala-Mercado tandem plans to build more Qualimed Hospitals (Businessworld)

(c) Reports under SEC Form 17-C filed

None.

(d) Material events subsequent to the end of the reporting period that have not been reflected in the financial statements of the reporting period

On February 23, 2017, Ayala Land together with BPI Capital Corporation and Kickstart Ventures, Inc. signed an investment agreement to acquire ownership stakes in BF Jade E-Service Philippines, Inc, owner and operator of online fashion platform, Zalora Philippines. ALI will own 1.91% of Zalora Philippines through this transaction.

On February 20, 2017, The Board of Directors during its meeting approved the raising of up to ₱20.00 billion through (i) retail bonds, (ii) corporate notes and/or (iii) bilateral term loans with a term of up to ten (10) years, to partially finance general corporate requirements. The Board also approved the raising of up to ₱10.00 billion through the issuance of short dated notes with a tenor of up to 21 months to refinance the Corporation's short term loans.

SIGNATURES

Pursuant to the requirements of Section 17 of the Code and Section 141 of the Corporation Code, this report is signed on behalf of the issuer by the undersigned, thereunto duly authorized, in Makati City on APR 11 2017.

By:


Bernard Vincent O. Dy
President and Chief Executive Officer


Solomon M. Hermosura
Corporate Secretary


Jaime E. Ysmael
Chief Finance Officer


Angelica L. Salvador
Controller

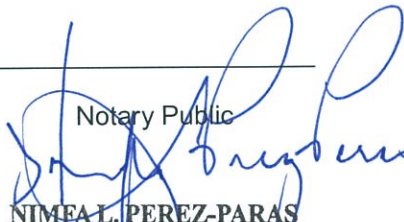
SUBSCRIBED AND SWORN to before me this APR 11 2017 affiants exhibiting to me their respective Passports, as follows:

<u>Names</u>	<u>Passport No.</u>	<u>Date of Issue</u>	<u>Place of Issue</u>
Bernard Vincent O. Dy	EC8377126	July 23, 2016	Manila
Solomon M. Hermosura	EC5542302	September 30, 2015	Manila
Jaime E. Ysmael	P1126409A	December 08, 2016	Manila
Angelica L. Salvador	P2037752A	February 27, 2017	Manila

Doc. No. 315;
Page No. 14;
Book No. I;
Series of 2017.

Notarial DST pursuant to
Sec. 188 of the Tax Code
affixed on Notary Public's copy.




Notary Public
NIMFA L. PEREZ-PARAS

Notary Public – Makati City
Appt. No. M-473 until 31 December 2018
Attorney's Roll No. 37625
PTR No. 5915468MD; 01-09-2017; Makati City
IBP Lifetime Roll No. 011985
MCLE Compliance No. V – 0020970; 03 May 2016
27th Floor, Tower One & Exchange Plaza
Ayala Triangle, Ayala Avenue
Makati City, Philippines

AYALA LAND, INC.
INDEX TO EXHIBITS
Form 17-A – Item 7

No.

(3)	Plan of Acquisition, Reorganization, Arrangement, Liquidation, or Succession	n.a.
(5)	Instruments Defining the Rights of Security Holders, Including Indentures	n.a.
(8)	Voting Trust Agreement	n.a.
(9)	Material Contracts	n.a.
(10)	2016 Consolidated Financial Statements: Ayala Land, Inc. and Subsidiaries (with notarized Statement of Management Responsibility)	
	Attached 2016 Financial Statements of “significant” subsidiaries/affiliates which are not consolidated	n.a.
(13)	Letter re: Change in Certifying Accountant	n.a.
(16)	Report Furnished to Security Holders	n.a.
(18)	Subsidiaries of the Registrant	69
(19)	Published Report Regarding Matters Submitted to Vote of Security Holders	n.a.
(20)	Consent of Experts and Independent Counsel	n.a.
(21)	Power of Attorney	n.a.
(29)	Additional Exhibits	n.a.

n.a. Not applicable or require no answer.

AYALA LAND, INC. – SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES
(As of December 31, 2016)

The consolidated financial statements represent the consolidation of the financial statements of Ayala Land and the following subsidiaries, associates, and joint ventures as of December 31, 2016:

	Effective Ownership %
Real Estate:	
Alveo Land Corporation (Alveo)	100%
Serendra, Inc.	39
Solinea, Inc. (Solinea)	65
BGSouth Properties, Inc. (BGS)	50
Portico Land Corp. (Portico)	60
Serendra, Inc.	28
Amorsedia Development Corporation	100
OLC Development Corporation and Subsidiary	100
HLC Development Corporation	100
Allysonia International Ltd.	100
Avida Land Corporation (Avida)	100
Buklod Bahayan Realty and Development Corp.	100
Avida Sales Corp. and Subsidiaries	100
Amicassa Process Solutions, Inc.	100
Avencosouth Corp. (Avencosouth)	70
BGNorth Properties, Inc. (BGN)	50
Amaia Land Co. (Amaia)	100
Amaia Southern Properties, Inc. (ASPI)	65
Ayala Land International Sales, Inc. (ALISI)	100
Ayalaland International Marketing, Inc. (AIMI)	100
Ayala Land International (Singapore) Pte. Ltd.	100
Ayalaland International Marketing (Hong Kong) Limited (ALIM HK)	100
Ayala Land International Marketing , SRL (ALIM SRL)	100
Ayala Land International Marketing London	100
Ayala Land Sales, Inc.	100
Southportal Properties, Inc.	65
Buendia Landholdings, Inc.	100
Crans Montana Holdings, Inc.	100
Crimson Field Enterprises, Inc.	100
Ecoholdings Company, Inc. (ECI)	100
NorthBeacon Commercial Corporation NBCC)	100
Red Creek Properties, Inc.	100
Regent Time International, Limited (Regent Time) (British Virgin Islands)	100
Asterion Technopod, Incorporated (ATI)	100
Westview Commercial Ventures Corp. (formerly Crestview E-Office Corporation) (Westview)	100
North Ventures Commercial Corp. (formerly Fairview Prime Commercial Corp. (formerly Gisborne Property Holdings, Inc.)	100
Hillsford Property Corporation (HPC)	100
Primavera Towncentre, Inc. (PTI)	100
Summerhill E-Office Corporation (Summerhill)	100
Sunnyfield E-Office Corporation (Sunnyfield)	100
Subic Bay Town Centre, Inc.	100
Regent Wise Investments Limited (Regent Wise) (Hongkong company)	100
AyalaLand Real Estate Investments Inc.	100
AyalaLand Advisory Broadway Inc.	100
AyalaLand Development (Canada) Inc.	100
AyalaLand OpenAsia Holdings PTE, Limited	100
Blue Horizons Holdings PTE, Limited	100
AyalaLand Commercial REIT, Inc. (ALCRI)	100
Arvo Commercial Corporation (Arvo)	100
BellaVita Land Corporation (BellaVita)	100

Nuevo Centro, Inc. (Nuevo Centro)	55
Alviera Country Club, Inc.	50
Cavite Commercial Town Center, Inc.	100
AyalaLand Offices, Inc. (ALO) (formerly ALI Property Partners Corp. (APPCo))	100
One Dela Rosa Property Development, Inc.	100
First Gateway Real Estate Corp.	100
Glensworth Development, Inc. (Glensworth)	100
UP North Property Holdings, Inc.	100
Central Block Developers, Inc.	35
ALO Prime Realty Corporation	100
Laguna Technopark, Inc. (LTI)	75
Ecozone Power Management, Inc.	75
Aurora Properties Incorporated	80
Soltea Commercial Corp.	16
Vesta Property Holdings, Inc.	70
Station Square East Commercial Corporation (SSECC)	69
Accendo Commercial Corp. (Accendo)	67
Avencosouth Corp.	20
Aviana Development Corporation	7
Aviana Development Corporation	50
Cagayan de Oro Gateway Corp. (CDOGC)	70
Ceci Realty, Inc. (Ceci)	60
Soltea Commercial Corp.	12
Soltea Commercial Corp.	60
CMPI Holdings, Inc.	60
CMPI Land, Inc.	36
ALI-CII Development Corporation (ALI-CII)	50
Roxas Land Corporation (RLC)	50
Adauge Commercial Corporation (Adauge)	60
Southgateway Development Corp. (SDC)	100
Ayalaland MetroNorth, Inc. (AMNI)	100
North Triangle Depot Commercial Corporation (NTDCC)	73
BGWest Properties, Inc. (BGW)	50
Lagdigan Land Corporation	60
Cebu Holdings, Inc. (CHI)	67
Cebu District Property Enterprise, Inc.	7
Cebu Property Ventures Development Corp and Subsidiaries	59
Cebu Leisure Company, Inc.	67
CBP Theatre Management Inc.	67
Taft Punta Engaño Property Inc. (TPEPI)	37
Cebu Insular Hotel Company, Inc. (CIHCI)	25
Solinea, Inc.	23
Amaia Southern Properties, Inc. (ASPI)	23
Southportal Properties, Inc.	23
Central Block Developers, Inc.	38
Alabang Commercial Corporation (ACC)	50
South Innovative Theater Management (SITMI)	50
ALI Commercial Center Inc.	100
Prime Orion Properties Inc.	51
Prow Holdings Inc	55
Ayalaland Malls Synergies, Inc.	100
Altaraza Prime Realty Corporation	100
Anvaya Golf Club Inc.	78
Anvaya Beach Club	73
Construction:	
Makati Development Corporation (MDC)	100
MDC – Subic, Inc.	100
MDC - Build Plus, Inc.	100
MDC Concrete, Inc. (MCI)	100
MDC Equipment Solutions, Inc. (MESI)	100

Hotels and Resorts:

Ayala Hotels, Inc. (AHI)	50
AyalaLand Hotels and Resorts Corporation (AHRC) and Subsidiaries	100
ALI Makati Hotel & Residences, Inc. (formerly KHI-ALI Manila, Inc.)	80
ALI Makati Hotel Property, Inc. (formerly KHI Manila Property, Inc.)	80
Asian Conservation Company Limited and Subsidiary	100
Enjay Hotels, Inc. (Enjay)	100
Greenhaven Property Venture, Inc. (GPVI)	100
Cebu Insular Hotel Company, Inc. (CIHCI)	63
Bonifacio Hotel Ventures, Inc.	100
Southcrest Hotel Ventures, Inc.	67
Northgate Hotel Ventures, Inc.	70
North Triangle Hotel Ventures, Inc.	100
Ecosouth Hotel Ventures, Inc.	100
Sentera Hotel Ventures Inc.	100
Econorth Resorts Ventures, Inc.	100
ALI Triangle Hotel Ventures, Inc.	100
Circuit Makati Hotel Ventures, Inc.	100
Capitol Centre Hotel Ventures, Inc.	100
Arca South Hotel Ventures, Inc.	100
Sicogon Town Hotel, Inc.	100
ALI Makati Hotel & Residences, Inc. (formerly KHI-ALI Manila, Inc.)	20
ALI Makati Hotel Property, Inc. (formerly KHI Manila Property, Inc.)	20
Ten Knots Phils., Inc. (TKPI)	60
Bacuit Bay Development Corporation	60
Lio Resort Ventures Inc.	60
North Liberty Resort Ventures Inc.	60
Paragua Eco-Resort Ventures Inc.	60
Ten Knots Development, Corp. (TKDC)	60
Chirica Resorts Corp.	60
Kingfisher Capital Resources Corp.	60
Pangalusian Island Resort Corporation	60

Property Management:

Ayala Property Management Corporation (APMC)	100
Prime Support Services, Inc.	100
Ayala Theatres Management, Inc. and Subsidiaries	100
DirectPower Services, Inc. (DirectPower)	100
Philippine Integrated Energy Solutions, Inc. (PhilEnergy)	100

Entertainment:

Five Star Cinema, Inc.	100
Leisure and Allied Industries Philippines, Inc. (LAIP)	50

Others:

ALInet.com, Inc. (ALInet)	100
First Longfield Investments Limited (First Longfield) (Hongkong company)	100
Green Horizons Holdings Limited	100
Aprisa Business Process Solutions, Inc. (Aprisa)	100
AyalaLand Club Management, Inc.	100
ALI Capital Corp. (formerly Varejo Corp.)	100
Sicogon Island Tourism Estate, Corp.	100
Integrated Eco-resort Inc.	100
Island Transvoyager, Inc.	100
Ayala Land Malls, Inc. (formerly Solerte, Inc.)	100
AyalaLand Malls Vismin, Inc.	100
AyalaLand Malls NorthEast, Inc.	100
Verde Golf Development Corporation	100
Ayalaland Medical Facilities Leasing Inc. (Ayala Land Healthcare Leasing Inc.)	100

Whiteknight Holdings, Inc. (WHI)	100
Mercado General Hospital, Inc.	33
Next Urban Alliance Development Corp.	100
Arca South Integrated Terminal, Inc.	100

AYALA LAND, INC.

INDEX TO SUPPLEMENTARY SCHEDULES
Form 17-A, Item 7

Supplementary Schedules (*For schedules A-M please refer to pages 74-111*)

Report of Independent Public Accountants on Supplementary Schedules

- A. Financial Assets
- B. Amounts Receivable from Directors, Officers, Employees, Related Parties and Principal Stockholders (Other than Related Parties)
- C. Accounts Receivable from Related Parties which are eliminated during the Consolidation Period
- D. Intangible Assets - Other Assets
- E. Long-Term Debt
- F. Indebtedness to Related Parties (Long-Term Loans from Related Companies)
- G. Guarantees of Securities of Other Issuers
- H. Capital Stock
- I. Reconciliation of Retained Earnings Available for Dividend Declaration
- J. Map of Relationships of Companies within the Group
- K. List of Applicable Standards and Interpretations
- L. Financial Ratios
- M. Schedule and Use of Bond Proceeds

INDEPENDENT AUDITOR'S REPORT ON SUPPLEMENTARY SCHEDULES

The Stockholders and the Board of Directors
Ayala Land, Inc.
31st Floor, Tower One and Exchange Plaza, Ayala Triangle
Ayala Avenue, Makati City

We have audited in accordance with Philippine Standards on Auditing, the consolidated financial statements of Ayala Land, Inc. and its subsidiaries as at December 31, 2016 and 2015 and for each of the three years in the period ended December 31, 2016, and have issued our report thereon dated February 20, 2017. Our audits were made for the purpose of forming an opinion on the basic consolidated financial statements taken as a whole. The accompanying Schedules A to K listed in the Index to the Consolidated Financial Statements and Supplementary Schedules are the responsibility of the Company's management. These schedules are presented for purposes of complying with the Securities Regulation Code Rule 68, As Amended (2011) and are not part of the basic consolidated financial statements. These schedules have been subjected to the auditing procedures applied in the audit of the basic consolidated 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 consolidated financial statements taken as a whole.

SYCIP GORRES VELAYO & CO.

Lucy L. Chan

Lucy L. Chan
Partner
CPA Certificate No. 88118
SEC Accreditation No. 0114-AR-4 (Group A),
January 7, 2016, valid until January 6, 2019
Tax Identification No. 152-884-511
BIR Accreditation No. 08-001998-46-2015,
February 27, 2015, valid until February 26, 2018
PTR No. 5908681, January 3, 2017, Makati City

February 20, 2017



AYALA LAND, INC. AND SUBSIDIARIES
INDEX TO CONSOLIDATED FINANCIAL STATEMENTS AND SUPPLEMENTARY SCHEDULES
As of December 31, 2016

- A** Financial Assets
- B** Accounts Receivable from Directors, Officers, Employees, Related Parties and Principal Stockholders (Other than Related Parties)
- C** Accounts Receivable from Related Parties which are eliminated during Consolidation of Financial Statements
- D** Intangible Assets – Other Assets
- E** Long-Term Debt
- F** Indebtedness to Related Parties
- G** Guarantee of Securities of Other Issuers
- H** Capital Stock
- I** Reconciliation of Retained Earnings Available for Dividend Declaration
- J** Map of Relationships of the Companies within the Group
- K** List of Applicable Standards and Interpretations
- L** Financial Ratios

AYALA LAND, INC. AND SUBSIDIARIES
SCHEDULE A - Financial Assets
As of December 31, 2016

NAME OF ISSUING ENTITY AND ASSOCIATION OF EACH ISSUE	NUMBER OF SHARE OR PRINCIPAL AMOUNT	AMOUNT IN THE BALANCE SHEET	INCOME RECEIVED & ACCRUED
Loans and Receivables			
A. Cash in Bank		Php 9,165,619,206	Php 36,784,192
BPI			
Peso		2,603,652,476	9,370,972
Foreign Currency		186,515,407	350,459
Other Banks			
Peso		6,122,976,923	26,991,907
Foreign Currency		252,474,400	70,854
B. Cash Equivalents 1/		11,685,402,708	167,478,109
BPI			
Special Savings Account		-	766,956
Time Deposits		3,361,139,896	49,181,714
Others		-	2,636,823
Other Banks			
Special Savings Account		-	4,463,976
Time Deposits		8,318,616,280	109,842,146
Others		5,646,532	586,495
C. Loans and receivable		102,412,759,303	426,823,651
Trade		88,327,783,608	426,823,651
Advances to other companies		14,084,975,695	-
Investment in bonds classified as loans and receivables 2/			
D . Financial Assets at FVPL		1,964,539,966	891,525
Investment in UITF		1,529,087,776	891,525
Investment in Funds		435,452,190	
E. AFS Financial assets		1,385,171,679	4,297,222
TOTAL :		Php 126,613,492,862	Php 636,274,699

1/ Cash equivalents are short term, highly liquid investments that are made for varying period of up to three (3) months depending on the immediate cash requirements of the group and earn interest at the respective short term rates.

2/ Investment in bonds classified as loans and receivables pertain to the Company's investment in unsecured subordinated notes of Land Bank of the Philippines and Development Bank of the Philippines and Company's investment in collateralized bonds of First Metro Investment Corp.

AYALA LAND, INC. AND SUBSIDIARIES
SCHEDULE B - Amounts Receivable from Directors, Officers, Employees, Related Parties
and Principal Stockholders (Other than Related Parties)
As of December 31, 2016

NAME	BEGINNING BALANCE	ADDITIONS	DEDUCTIONS	ENDING BALANCE		TOTAL
				CURRENT	NON-CURRENT	
Employees						
Notes Receivable	Php 279,423,816	Php 372,826,265	Php 248,864,971	Php 295,445,689	Php 107,939,421	Php 403,385,110
Accounts Receivable	432,184,621	545,199,900	640,943,217	336,441,304	0	336,441,304
	Php 711,608,437	Php 918,026,165	Php 889,808,188	Php 631,886,993	Php 107,939,421	Php 739,826,414

AYALA LAND INC. AND SUBSIDIARIES

Schedule C - Accounts Receivable from Related Parties which are eliminated during the Consolidation Period

As of December 31, 2016

	Amount Owed by Ayala Land, Inc. (ALI) Subsidiaries to ALI PARENT			
	Receivable Balance per ALI Parent	Payable Balance per ALI Subsidiaries	Current	Non-Current
Ayala Land, Inc. (ALI) Subsidiaries:				
ACCENDO COMMERCIAL CORP	1,054,761,327	1,054,761,327	1,054,761,327	
Adauge Commercial Corp.	19,114,208	19,114,208	19,114,208	
ALABANG COMMERCIAL CORP (Conso)	137,072,029	137,072,029	137,072,029	
ALI Commercial Center, Inc.	6,773,952	6,773,952	6,773,952	
ALI-CII DEVELOPMENT CORPO	3,987,782	3,987,782	3,987,782	
ALVED LAND CORPORATION (Conso)	3,909,752,074	3,909,752,074	3,909,752,074	
AMAIA LAND CORPORATION (Conso)	432,831,081	432,831,081	432,831,081	
Arca South Integrated Terminal, Inc	5,360,964	5,360,964	5,360,964	
ARVO COMMERCIAL CORPORATION	88,318,448	88,318,448	88,318,448	
ASTERION TECHNOPOD, INC.	152,695	152,695	152,695	
AURORA PROPERTIES, INC.	70,274,622	70,274,622	70,274,622	
AVIDA LAND CORPORATION (Conso)	5,087,992,199	5,087,992,199	5,087,992,199	
AMORSEDA DEVELOPMENT CORP. (Conso)	931,502,726	931,502,726	931,502,726	
AYALA HOTELS, INC.	2,399,566,636	2,399,566,636	2,399,566,636	
AYALA LAND HOTELS AND RESORTS (Conso)	86,319,707	86,319,707	86,319,707	
AYALA LAND INTERNATIONAL	115,645,975	115,645,975	115,645,975	
AYALA LAND SALES INC.	45,353,165	45,353,165	45,353,165	
AYALA PROPERTY MANAGEMENT	17,302,431	17,302,431	17,302,431	
AYALALAND CLUB MANAGEMENT, INC.	8,560,339	8,560,339	8,560,339	
AYALALAND MALLS SYNERGIES, INC.	11,698,108	11,698,108	11,698,108	
Ayalaland Malls Vismin, Inc	1,088,612	1,088,612	1,088,612	
Ayalaland Medical Facilities L	7,217,874	7,217,874	7,217,874	
Ayalaland Metro North, Inc.	1,194,001,497	1,194,001,497	1,194,001,497	
Ayalaland Offices Inc. (Conso)	661,247,851	661,247,851	661,247,851	
BELAVITA LAND CORPORATIO	356,065,305	356,065,305	356,065,305	
BG WEST PROPERTIES, INC.	2,672,074,360	2,672,074,360	2,672,074,360	
BUENDIA LANDHOLDINGS, INC	27,068	27,068	27,068	
CAGAYAN DE ORO GATEWAY CORPORATION	15,178,290	15,178,290	15,178,290	
CAVITE COMMERCIAL TOWNCENTER	138,653,310	138,653,310	138,653,310	
CEBU HOLDINGS, INC. (Conso)	600,868,931	600,868,931	600,868,931	
CECI REALTY CORPORATION	150,032,361	150,032,361	150,032,361	
Central Block Developers, Inc.	146,959	146,959	146,959	
CRANS MONTANA PROPERTY HO	218,933	218,933	218,933	
CRESTVIEW E-OFFICE CORPORATION	7,853,525	7,853,525	7,853,525	
CRIMSON FIELD ENTERPRISES	176,489,041	176,489,041	176,489,041	
DIRECTPOWER SERVICES, INC	52,424,969	52,424,969	52,424,969	
ECOHOLDINGS COMPANY, INC.	699,597	699,597	699,597	
FIRST LONGFIELD INVESTMENT	6,702	6,702	6,702	
Lagdigan Land Corp.	75,855	75,855	75,855	
LAGUNA TECHNOPARK, INC. (Conso)	5,099,320	5,099,320	5,099,320	
LEISURE AND ALLIED INDUST	18,140,435	18,140,435	18,140,435	
MAKATI DEVELOPMENT CORPORATION (Conso)	12,303,909	12,303,909	12,303,909	
NORTH BEACON COMMERCIAL C	76,501,494	76,501,494	76,501,494	
NORTH TRIANGLE DEPOT	47,065,403	47,065,403	47,065,403	
NORTH VENTURES COMMERCIAL CORP.	62,292,856	62,292,856	62,292,856	
NUEVOCENTRO, INC	1,844,130,860	1,844,130,860	1,844,130,860	
PHIL INTEGRATED ENERGY SOLN., INC	4,394,786	4,394,786	4,394,786	
PRIMAVERA TOWNCENTRE INC.	20,979,978	20,979,978	20,979,978	
RED CREEK PROPERTIES, INC	220,060,582	220,060,582	220,060,582	
REGENT TIME INTERNATIONAL	96,790,963	96,790,963	96,790,963	
REGENT WISE INVESTMENTS LIMITED (Conso)	731,825	731,825	731,825	
ROXAS LAND CORPORATION	69,718,219	69,718,219	69,718,219	
SERENDRA, INC.	146,489,149	146,489,149	146,489,149	
Soitea Commercial Corp.	289,669,467	289,669,467	289,669,467	
SOUTHGATEWAY DEVELOPMENT CORP.	926,339,080	926,339,080	926,339,080	
SOUTHPORTAL PROPERTIES, INC.	255,289,276	255,289,276	255,289,276	
STATION SQUARE EAST COMME	1,117,843,504	1,117,843,504	1,117,843,504	
SUBIC BAY TOWN CENTER INC	141,395	141,395	141,395	
SUMMERHILL E-OFFICE, INC.	236,625,501	236,625,501	236,625,501	
SUNNYFIELD E-OFFICE CORP.	7,885,289	7,885,289	7,885,289	
TEN KNOTS DEVELOPMENT CORPORATION (Conso)	178,361,232	178,361,232	178,361,232	
TEN KNOTS PHILIPPINES, INC.	4,315,802	4,315,802	4,315,802	
VAREJO CORPORATION (Conso)	1,093,554,554	1,093,554,554	1,093,554,554	
Verde Golf Development Corporation	28,446,071	28,446,071	28,446,071	
VESTA PROPERTY HOLDINGS,	7,659,692	7,659,692	7,659,692	
WhiteKnight Holdings, Inc.	23,245,949	23,245,949	23,245,949	
Sub-Total	27,260,788,101	27,260,788,101	27,260,788,101	

	Amount Owed by ALI PARENT to ALI SUBSIDIARIES			
	Receivable Balance per ALI Subsidiaries	Payable Balance per ALI Parent	Current	Non-Current
Ayala Land, Inc. (ALI) Subsidiaries:				
ACCENDO COMMERCIAL CORP	5,539,084	5,539,084	5,539,084	
ALABANG COMMERCIAL CORPORATION (Conso)	8,242,202	8,242,202	8,242,202	
ALI Commercial Center, Inc.	40,854,649	40,854,649	40,854,649	
ALVEO LAND CORP. (Conso)	422,810,587	422,810,587	422,810,587	
AMAIA LAND CORP.	3,369,989	3,369,989	3,369,989	
APRISA BUSINESS PROCESS SOLUTIONS INC.	2,710,099	2,710,099	2,710,099	
ARVO COMMERCIAL CORPORATION	978,363,084	978,363,084	978,363,084	
AURORA PROPERTIES, INC.	59,263,045	59,263,045	59,263,045	
AVIDA LAND CORP. (Conso)	1,483,240,172	1,483,240,172	1,483,240,172	
Amorsedia Development Corporation (Conso)	120,706,662	120,706,662	120,706,662	
AYALA HOTELS, INC.	1,356,030	1,356,030	1,356,030	
AYALA LAND INTERNATIONAL SALES INC.	17,743,229	17,743,229	17,743,229	
AYALA LAND SALES, INC.	42,328,050	42,328,050	42,328,050	
AYALA PROPERTY MANAGEMENT CORP.	8,717,888	8,717,888	8,717,888	
AYALALAND HOTELS AND RESORTS CORP. (Conso)	16,699,743	16,699,743	16,699,743	
Ayalaland Offices Inc. (Conso)	11,541,338	11,541,338	11,541,338	
BellaVita Land Corp	901,619	901,619	901,619	
BG West Properties, Inc	1,400,050	1,400,050	1,400,050	
BUENDIA LANDHOLDINGS	709,316	709,316	709,316	
CAGAYAN DE ORO GATEWAY CORP.	4,745,169	4,745,169	4,745,169	
Cavite Commercial Towncenter,	2,295	2,295	2,295	
CEBU HOLDINGS, INC. (Conso)	22,009,037	22,009,037	22,009,037	
CECI REALTY CORPORATION	9,682,042	9,682,042	9,682,042	
CMPI HOLDINGS, INC.	6,000,000	6,000,000	6,000,000	
CRANS MONTANA PROPERTY HOLDINGS	92,728,430	92,728,430	92,728,430	
DIRECTPOWER SERVICES, INC.	13,560,341	13,560,341	13,560,341	
First Longfield Investments	94,650,907	94,650,907	94,650,907	
FIVE STAR CINEMA, INC.	65,780	65,780	65,780	
LAGUNA TECHNOPARK INC.	3,183,025	3,183,025	3,183,025	
MAKATI DEVELOPMENT CORPORATION (Conso)	6,362,565,128	6,362,565,128	6,362,565,128	
NORTH BEACON COMMERCIAL CORPORATION	6,108,247	6,108,247	6,108,247	
NORTH TRIANGLE DEPOT COMMERCIAL CORPORATION	172,968,552	172,968,552	172,968,552	
North Ventures Commercial Corp	1,019,326	1,019,326	1,019,326	
NUEVOCENTRO, INC	71,405	71,405	71,405	
PRIMAVERA TOWNCENTRE INC.	1,407,328	1,407,328	1,407,328	
REGENT TIME INTERNATIONAL, LIMITED	345,867,561	345,867,561	345,867,561	
REGENT WISE INVESTMENTS LIMITED	108,793,275	108,793,275	108,793,275	
SERENDRA, INC.	55,062,588	55,062,588	55,062,588	
Soltea Commercial Corp.	314,628	314,628	314,628	
STATION SQUARE EAST COMMERCIAL CORP	2,107,128	2,107,128	2,107,128	
SUBIC BAY TOWN CENTER INC	1,598,063	1,598,063	1,598,063	
Verde Golf Development Corporation	142,445	142,445	142,445	
VESTA PROPERTY HOLDINGS, INC.	2,287,338,893	2,287,338,893	2,287,338,893	
Anvaya Golf & Beach Club				
Sub-Total	12,818,488,428	12,818,488,428	12,818,488,428	-

Amount Owed by ALI SUBSIDIARIES TO MAKATI DEVELOPMENT CORP. AND SUBSIDIARIES				
	Receivable Balance per MDC & Subsidiaries	Payable Balance per ALI Subsidiaries	Current	Non-Current
Ayala Land, Inc. (ALI) Subsidiaries:				
Arvo Commercial Corporation	75,224,318	75,224,318	75,224,318	
Avida Land Corp. (Conso)	7,807,398,706	7,807,398,706	7,807,398,706	
Amaia Land Corp. (Conso)	2,123,530,212	2,123,530,212	2,123,530,212	
BellaVita Land Corp.	275,113,722	275,113,722	275,113,722	
BG West Properties, Inc.	970,590,696	970,590,696	970,590,696	
Laguna Technopark Inc. (Conso)	87,046,911	87,046,911	87,046,911	
Aurora Properties, Inc.	22,658,739	22,658,739	22,658,739	
Serendra Inc.	496,799,356	496,799,356	496,799,356	
Vesta Prop. Holdings, Inc.	75,352,147	75,352,147	75,352,147	
Ceci Realty, Inc.	43,200,639	43,200,639	43,200,639	
Roxas Land Corporation	246,656,162	246,656,162	246,656,162	
Ayala Hotels, Inc.	162,883,787	162,883,787	162,883,787	
Southportal Properties	202,468,690	202,468,690	202,468,690	
Alveo Land Corp. (Conso)	3,374,308,777	3,374,308,777	3,374,308,777	
Alabang Commercial Corp.	96,028,997	96,028,997	96,028,997	
Aviana Development Corp.	17,370,203	17,370,203	17,370,203	
Accendo Commercial Corp.	159,848,719	159,848,719	159,848,719	
Adauge Commercial Corp.	34,623,594	34,623,594	34,623,594	
Subic Bay Town Centre Inc.	3,700,405	3,700,405	3,700,405	
Cebu Holdings, Inc. (Conso)	539,889,464	539,889,464	539,889,464	
Cavite Comm'l Town Center	890,218	890,218	890,218	
Ayalaland Metro North Inc.	396,575,889	396,575,889	396,575,889	
Soltea Commercial Corp.	23,271,668	23,271,668	23,271,668	
Westview Comm'l Vents Corp.	14,512,944	14,512,944	14,512,944	
Sunnyfield E-Office Corp.	399,098	399,098	399,098	
Summerhill Com. Ven. Corp.	538,699,555	538,699,555	538,699,555	
Phil Integ Energy Sol, Inc.	49,367,589	49,367,589	49,367,589	
Ayalaland Offices Inc. (Conso)	8,360,999	8,360,999	8,360,999	
Central Block Dev., Inc.	325,632,184	325,632,184	325,632,184	
Ayala Greenfield Devt Corp. (Conso)	131,315,254	131,315,254	131,315,254	
Ayalaland Hotels and Resorts Corp. (Conso)	567,813,331	567,813,331	567,813,331	
Southgateway Dev. Corp.	97,333,761	97,333,761	97,333,761	
Nuevocentro Inc.	253,028,656	253,028,656	253,028,656	
Crans Montana Prop Hold	926,355	926,355	926,355	
CagayanDeOro Gateway Corp.	396,352,616	396,352,616	396,352,616	
Ten Knots Development Corporation	26,506,250	26,506,250	26,506,250	
Ten Knots Philippines, Inc.	61,051,902	61,051,902	61,051,902	
Varejo Corp. (Conso)	54,555,012	54,555,012	54,555,012	
Verde Golf Development Corporation	3,281,879	3,281,879	3,281,879	
Arca South Integrated Terminal, Inc.	864,322	864,322	864,322	
Ayalaland Medical Facilit	150,803,943	150,803,943	150,803,943	
Ayala Property Management Corporation (Conso)	239,536	239,536	239,536	
Sub-Total	19,916,477,205	19,916,477,205	19,916,477,205	

Amount Owed by ALI Subsidiaries to ACCENDO COMMERCIAL CORP.				
	Receivable Balance per Accendo	Payable Balance per ALI Subsidiaries	Current	Non-Current
Ayala Land, Inc. (ALI) Subsidiaries:				
Ayala Property Management Corporation	21,274	21,274	21,274	
AVIDA LAND CORPORATION (Conso)	1,913,314	1,913,314	1,913,314	
Aviana Development Corporation	356,842	356,842	356,842	
North Triangle Depot Commercial Corp.	180	180	180	
CEBU HOLDINGS, INC. (Conso)	66,677	66,677	66,677	
Ayalaland Metro North, Inc.	24,000,361	24,000,361	24,000,361	
Philippine Integrated Energy Solutions, Inc.	361	361	361	
Alabang Commercial Corporation (Conso)	6,365	6,365	6,365	
Cagayan De Oro Gateway Corporation	2,070	2,070	2,070	
Southcrest Hotel Ventures, Inc.	1,529,632	1,529,632	1,529,632	
Sub-Total	27,897,077	27,897,077	27,897,077	

Amount Owed by ALI Subsidiaries to ADAUGE COMMERCIAL CORP.				
	Receivable Balance per Adauge	Payable Balance per ALI Subsidiaries	Current	Non-Current
Ayala Land, Inc. (ALI) Subsidiaries:				
Makati Development Corporation (Conso)	6,635,342	6,635,342	6,635,342	
Avida Land Corporation	151,260,330	151,260,330	151,260,330	
Amaia Land Corporation	50,000,000	50,000,000	50,000,000	
Alveo Land Corporation	10,000,000	10,000,000	10,000,000	
Ayalaland Metro North, Inc.	13,000,000	13,000,000	13,000,000	
Summerhill Commercial Ventures Corp.	15,000,000	15,000,000	15,000,000	
Ayalaland Hotels and Resorts Corp. (Conso)	811,981	811,981	811,981	
Sub-Total	246,707,653	246,707,653	246,707,653	

Amount Owed by ALI Subsidiaries to ALABANG COMMERCIAL CORP. & SUBSIDIARIES				
	Receivable Balance per ACC & Subsidiaries	Payable Balance per ALI Subsidiaries	Current	Non-Current
Ayala Land, Inc. (ALI) Subsidiaries:				
FIVE STAR Cinema Inc.	1,651,101	1,651,101	1,651,101	
Station Square East Commercial Corp	22,445	22,445	22,445	
ALI Commercial Center, Inc.	531,460	531,460	531,460	
Accendo Commercial Corp	20,399	20,399	20,399	
Cebu Holdings, Inc. (Conso)	14,805	14,805	14,805	
Ayala Land Sales, Inc.	571,187	571,187	571,187	
North Beacon Comm'l Corp.	189,227	189,227	189,227	
Cagayan De Oro Gateway Corporation	1,500	1,500	1,500	
Sub-Total	3,002,125	3,002,125	3,002,125	

Amount Owed by ALI Subsidiaries to ALI COMMERCIAL CENTER INC.				
	Receivable Balance per ACCI	Payable Balance per ALI Subsidiaries	Current	Non-Current
Ayala Land, Inc. (ALI) Subsidiaries:				
Ayala Property Management Corporation	8,496,927	8,496,927	8,496,927	
Makati Development Corporation	140,790	140,790	140,790	
Avida Land Corporation	247,941,249	247,941,249	247,941,249	
Amaia Land Corporation	113,000,000	113,000,000	113,000,000	
Laguna Technopark Inc.	1,091	1,091	1,091	
Alabang Commercial Corporation (Conso)	508,343	508,343	508,343	
Station Square East Commercial Corp	99,602	99,602	99,602	
Accendo Commercial Corp	1,156,710	1,156,710	1,156,710	
Subic Bay Town Center Inc.	5,432	5,432	5,432	
Cebu Holdings, Inc. (Conso)	1,013,545	1,013,545	1,013,545	
Cavite Commercial Towncenter Inc.	957	957	957	
Ayalaland Metro North, Inc.	58,569	58,569	58,569	
Soltea Commercial Corp.	36,872	36,872	36,872	
North Beacon Commercial Corporation	1,121,103	1,121,103	1,121,103	
Summerhill Commercial Ventures Corp.	3,902,170	3,902,170	3,902,170	
Cagayan De Oro Gateway Corporation	882,781	882,781	882,781	
Ten Knots Development Corporation (Conso)	83,600,000	83,600,000	83,600,000	
Sub-Total	461,966,141	461,966,141	461,966,141	

Amount Owed by ALI Subsidiaries to ALI-CII DEVELOPMENT CORP				
	Receivable Balance per ALI-CII	Payable Balance per ALI Subsidiaries	Current	Non-Current
Ayala Land, Inc. (ALI) Subsidiaries:				
Arvo Commercial Corporation	1,000,000	1,000,000	1,000,000	
Amaia Land Corporation	8,300,000	8,300,000	8,300,000	
Alveo Land Corporation	9,000,000	9,000,000	9,000,000	
Cebu Holdings, Inc. (Conso)	30,000,000	30,000,000	30,000,000	
Sub-Total	48,300,000	48,300,000	48,300,000	

Amount Owed by ALI Subsidiaries to ALVEO LAND CORP. & SUBSIDIARIES				
	Receivable Balance per Alveo Land Corporation	Payable Balance per ALI Subsidiaries	Current	Non-Current
Ayala Land, Inc. (ALI) Subsidiaries:				
Arvo Commercial Corp	64,000,000	64,000,000	64,000,000	
Ayala Prop. Mngt. Corp	585,363	585,363	585,363	
Makati Development Corp. (Conso)	3,273,272	3,273,272	3,273,272	
Avida Land Corp. (Conso)	2,323,126,176	2,323,126,176	2,323,126,176	
Amaia Land Corporation (Conso)	81,500,000	81,500,000	81,500,000	
BellaVita Land Corp.	48,000,000	48,000,000	48,000,000	
Aurora Properties, Inc.	11,419,925	11,419,925	11,419,925	
Serendra Inc.	178,789,886	178,789,886	178,789,886	
Vesta Prop. Holdings, Inc.	153,073,431	153,073,431	153,073,431	
Accendo Commercial Corp	288,998,097	288,998,097	288,998,097	
Cebu Holdings, Inc.	18,131,298	18,131,298	18,131,298	
Ayala Land Intl Sales, Inc.	550,371	550,371	550,371	
Ayalaland Metro North Inc	35,000,000	35,000,000	35,000,000	
Summerhill Commercial Ventures Corp.	35,000,000	35,000,000	35,000,000	
AyalaLand Hotels and Resorts Corp. (Conso)	4,000	4,000	4,000	
Nuevocentro Inc.	106,339,308	106,339,308	106,339,308	
Crans Montana Prop Hold	9,114,125	9,114,125	9,114,125	
Sub-Total	3,356,905,253	3,356,905,253	3,356,905,253	

Amount Owed by ALI Subsidiaries to AMORSEDIA DEVELOPMENT CORP. & SUBSIDIARIES				
	Receivable Balance per Amorsedia & Subsidiaries	Payable Balance per ALI Subsidiaries	Current	Non-Current
Ayala Land, Inc. (ALI) Subsidiaries:				
Avida Land Corporation (Conso)	63,000,000	63,000,000	63,000,000	
Alveo Land Corporation (Conso)	52,000,000	52,000,000	52,000,000	
Sub-Total	115,000,000	115,000,000	115,000,000	-

Amount Owed by ALI Subsidiaries to AHRC & SUBSIDIARIES				
	Receivable Balance per AHRC & Subsidiaries	Payable Balance per ALI Subsidiaries	Current	Non-Current
Ayala Land, Inc. (ALI) Subsidiaries:				
Ayala Property Management Corporation (Conso)	354,904	354,904	354,904	
Avida Land Corporation (Conso)	6,600	6,600	6,600	
Amaia Land Corporation (Conso)	662,000,000	662,000,000	662,000,000	
BellaVita Land Corp.	2,000	2,000	2,000	
Alveo Land Corporation (Conso)	4,950,138	4,950,138	4,950,138	
Accendo Commercial Corp	12,600	12,600	12,600	
Ayalaland Metro North Inc	37,600,000	37,600,000	37,600,000	
Central Block Dev., Inc.	443	443	443	
Ten Knots Development Corporation	5,231,672	5,231,672	5,231,672	
Ten Knots Philippines, Inc. (Conso)	131,330	131,330	131,330	
Sub-Total	710,289,688	710,289,688	710,289,688	-

Amount Owed by ALI Subsidiaries to AURORA PROPERTIES INC.				
	Receivable Balance per API	Payable Balance per ALI Subsidiaries	Current	Non-Current
Ayala Land, Inc. (ALI) Subsidiaries:				
Avida Land Corporation	13,896,669	13,896,669	13,896,669	
Amaia Land Corporation	84,311,768	84,311,768	84,311,768	
Vesta Properties Incorporated	27,739	27,739	27,739	
Alveo Land Corporation	25,000,000	25,000,000	25,000,000	
Alabang Commercial Corporation	11,500,000	11,500,000	11,500,000	
Cebu Holdings, Inc. (Conso)	215,900,000	215,900,000	215,900,000	
Ayala Land International Sales, Inc	10,000,000	10,000,000	10,000,000	
Ayalaland Metro North, Inc.	198,600,000	198,600,000	198,600,000	
Summerhill Commercial Ventures Corp.	58,000,000	58,000,000	58,000,000	
Sub-Total	617,236,175	617,236,175	617,236,175	

Amount Owed by ALI Subsidiaries to VESTA PROPERTY HOLDINGS, INC.				
	Receivable Balance per VPHI	Payable Balance per ALI Subsidiaries	Current	Non-Current
Ayala Land, Inc. (ALI) Subsidiaries:				
Avida Land Corporation (Conso)	1,382,726,581	1,382,726,581	1,382,726,581	
Amaia Land Corporation	793,000,000	793,000,000	793,000,000	
Alveo Land Corporation	173,482,318	173,482,318	173,482,318	
Cebu Holdings, Inc. (Conso)	68,000,000	68,000,000	68,000,000	
Ayalaland Metro North, Inc.	299,200,000	299,200,000	299,200,000	
Soltea Commercial Corp.	200,500,000	200,500,000	200,500,000	
Summerhill Commercial Ventures Corp.	81,000,000	81,000,000	81,000,000	
Nuevocentro, Inc.	514,000,000	514,000,000	514,000,000	
Ten Knots Development Corporation	82,400,000	82,400,000	82,400,000	
Varejo Corp.	5,000,000	5,000,000	5,000,000	
Ayalaland Medical Facilities Leasing Inc.	100,000,000	100,000,000	100,000,000	
HLC Development Corp.	50,000,000	50,000,000	50,000,000	
Sub-Total	3,749,308,899	3,749,308,899	3,749,308,899	

Amount Owed by ALI Subsidiaries to CECI REALTY, INC.				
	Receivable Balance per CECI	Payable Balance per ALI Subsidiaries	Current	Non-Current
Ayala Land, Inc. (ALI) Subsidiaries:				
Makati Development Corporation	10,406,109	10,406,109	10,406,109	
Avida Land Corporation	105,617,161	105,617,161	105,617,161	
Aurora Properties, Inc.	14,150,465	14,150,465	14,150,465	
Vesta Properties Incorporated	17,128,261	17,128,261	17,128,261	
Alabang Commercial Corporation	30,000,000	30,000,000	30,000,000	
Cebu Holdings, Inc. (Conso)	20,000,000	20,000,000	20,000,000	
Ayalaland Metro North, Inc.	80,000,000	80,000,000	80,000,000	
Soltea Commercial Corp.	37,585,214	37,585,214	37,585,214	
Ayalaland Offices, Inc. (Conso)	2,569,549	2,569,549	2,569,549	
Amorsedia Development Corporation (Conso)	1,350,000	1,350,000	1,350,000	
Ten Knots Development Corporation	97,700,000	97,700,000	97,700,000	
Sub-Total	416,506,759	416,506,759	416,506,759	

Amount Owed by ALI Subsidiaries to CENTRAL BLOCK DEVELOPERS, INC.				
	Receivable Balance per Central Block	Payable Balance per ALI Subsidiaries	Current	Non-Current
Ayala Land, Inc. (ALI) Subsidiaries:				
Avida Land Corporation	13,700,000	13,700,000	13,700,000	
Ayalaland Metro North, Inc.	76,410,987	76,410,987	76,410,987	
Sub-Total	90,110,987	90,110,987	90,110,987	

Amount Owed by ALI Subsidiaries to CRANS MONTANA HOLDINGS, INC.				
	Receivable Balance per Crans Montana	Payable Balance per ALI Subsidiaries	Current	Non-Current
Ayala Land, Inc. (ALI) Subsidiaries:				
Avida Land Corporation	32,500,000.00	32,500,000.00	32,500,000.00	
Amaia Land Corporation	15,000,000.00	15,000,000.00	15,000,000.00	
Ayalaland Metro North, Inc.	29,000,000.00	29,000,000.00	29,000,000.00	
Soltea Commercial Corp.	20,000,000.00	20,000,000.00	20,000,000.00	
Summerhill Commercial Ventures Corp.	5,000,000.00	5,000,000.00	5,000,000.00	
Cebu Holdings, Inc. (Conso)	11,700,000.00	11,700,000.00	11,700,000.00	
HLC Development Corporation	34,000,000.00	34,000,000.00	34,000,000.00	
Varejo Corp. (Conso)	11,000,000.00	11,000,000.00	11,000,000.00	
Ayalaland Medical Facilities Leasing Inc.	27,500,000.00	27,500,000.00	27,500,000.00	
Sub-Total	185,700,000	185,700,000	185,700,000	

Amount Owed by ALI Subsidiaries to AVIDA LAND CORP. & SUBSIDIARIES				
	Receivable Balance per Avida Land Corp. & Subsidiaries	Payable Balance per ALI Subsidiaries	Current	Non-Current
Ayala Land, Inc. (ALI) Subsidiaries:				
Arvo Commercial Corp	10,230,109	10,230,109	10,230,109	
Ayala Prop. Mngt. Corp	3,500,426	3,500,426	3,500,426	
Makati Development Corp. (Conso)	1,899,721	1,899,721	1,899,721	
Amaia Land Corp.	8,791,454	8,791,454	8,791,454	
BellaVita Land Corp.	53,276,537	53,276,537	53,276,537	
Aurora Properties, Inc.	34,310,161	34,310,161	34,310,161	
Serendra Inc.	979,056	979,056	979,056	
Roxas Land Corporation	15,837	15,837	15,837	
Ayala Hotels, Inc.	25,702	25,702	25,702	
Alveo Land Corp. (Conso)	14,059,743	14,059,743	14,059,743	
Cebu Holdings, Inc. (Conso)	23,398,534	23,398,534	23,398,534	
Ayala Land Intl Sales, Inc.	12,333,118	12,333,118	12,333,118	
Summerhill Com. Ven. Corp	10,180	10,180	10,180	
Amorsedia Development Corporation (Conso)	184,898	184,898	184,898	
Southgateway Dev. Corp	25,626,450	25,626,450	25,626,450	
Nuevocentro Inc.	93,395,675	93,395,675	93,395,675	
CagayanDeOro Gateway Corp	109,945,135	109,945,135	109,945,135	
Sub-Total	391,982,737	391,982,737	391,982,737	

Amount Owed by ALI Subsidiaries to AYALA HOTELS, INC.				
	Receivable Balance per ALI	Payable Balance per ALI Subsidiaries	Current	Non-Current
Ayala Land, Inc. (ALI) Subsidiaries:				
Ayalaland Hotels and Resorts Corp. (Conso)	16,769,470.95	16,769,470.95	16,769,470.95	
Ayalaland Metro North, Inc.	80,000,000.00	80,000,000.00	80,000,000.00	
Sub-Total	96,769,471	96,769,471	96,769,471	

Amount Owed by ALI Subsidiaries to AYALA LAND INTERNATIONAL SALES, INC. & SUBS.				
	Receivable Balance per ALISI & Subs	Payable Balance per ALI Subsidiaries	Current	Non-Current
Ayala Land, Inc. (ALI) Subsidiaries:				
Avida Land Corporation (Conso)	40,229,444	40,229,444	40,229,444	
Amaia Land Corp. (Conso)	6,882,502	6,882,502	6,882,502	
BellaVita Land Corp.	1,887,859	1,887,859	1,887,859	
Alveo Land Corp.	13,428,302	13,428,302	13,428,302	
Amorsedia Development Corporation (Conso)	131,936	131,936	131,936	
Sub-Total	62,560,042	62,560,042	62,560,042	

Amount Owed by ALI Subsidiaries to AYALA LAND SALES, INC.				
	Receivable Balance per ALSI	Payable Balance per ALI Subsidiaries	Current	Non-Current
Ayala Land, Inc. (ALI) Subsidiaries:				
Amorsedia Development Corporation (Conso)	2,072,545	2,072,545	2,072,545	
Avida Land Corporation	30,135,007	30,135,007	30,135,007	
Amaia Land Corporation	70,965	70,965	70,965	
BellaVita Land Corp.	52,920	52,920	52,920	
Summerhill Commercial Ventures Corp.	5,000,000	5,000,000	5,000,000	
Sub-Total	37,331,438	37,331,438	37,331,438	

Amount Owed by ALI Subsidiaries to AYALALAND CLUB MANAGEMENT, INC.				
	Receivable Balance per ACMI	Payable Balance per ALI Subsidiaries	Current	Non-Current
Ayala Land, Inc. (ALI) Subsidiaries:				
Verde Golf Development Corporation	2,035,574	2,035,574	2,035,574	
Sub-Total	2,035,574	2,035,574	2,035,574	-

Amount Owed by ALI Subsidiaries to AYALALAND COMMERCIAL REIT, INC.				
	Receivable Balance per ALCRI	Payable Balance per ALI Subsidiaries	Current	Non-Current
Ayala Land, Inc. (ALI) Subsidiaries:				
Ayala Land Corporation	201,700,000	201,700,000	201,700,000	
Amaia Land Corporation	54,300,000	54,300,000	54,300,000	
Soltea Commercial Corp.	25,000,000	25,000,000	25,000,000	
Summerhill Commercial Ventures Corp.	13,000,000	13,000,000	13,000,000	
Amorsedia Development Corporation (Conso)	25,000,000	25,000,000	25,000,000	
Sub-Total	319,000,000	319,000,000	319,000,000	-

Amount Owed by ALI Subsidiaries to AVIANA DEVELOPMENT CORP.				
	Receivable Balance per Aviana	Payable Balance per ALI Subsidiaries	Current	Non-Current
Ayala Land, Inc. (ALI) Subsidiaries:				
Ayala Land Corporation	87,000,000	87,000,000	87,000,000	
Amaia Land Corporation	133,700,000	133,700,000	133,700,000	
Alveo Land Corporation	5,000,000	5,000,000	5,000,000	
Alabang Commercial Corporation	7,500,000	7,500,000	7,500,000	
Ayalaland Metro North, Inc.	33,093,917	33,093,917	33,093,917	
Soltea Commercial Corp.	10,000,000	10,000,000	10,000,000	
Summerhill Commercial Ventures Corp.	49,400,000	49,400,000	49,400,000	
Cebu Holdings, Inc. (Conso)	6,400,000	6,400,000	6,400,000	
Sub-Total	332,093,917	332,093,917	332,093,917	-

Amount Owed by ALI Subsidiaries to SERENDRA, INC.				
	Receivable Balance per Serendra, Inc.	Payable Balance per ALI Subsidiaries	Current	Non-Current
Ayala Land, Inc. (ALI) Subsidiaries:				
Ayala Property Management Corporation	333,119	333,119	333,119	
Ayala Land Corporation (Conso)	1,033,900,000	1,033,900,000	1,033,900,000	
Amaia Land Corporation	1,948,200,000	1,948,200,000	1,948,200,000	
BellaVita Land Corp.	58,000,000	58,000,000	58,000,000	
BG West Properties, Inc.	17,001,618	17,001,618	17,001,618	
Alabang Commercial Corporation	3,200,000	3,200,000	3,200,000	
Leisure and Allied Industries Phils. Inc.	48,800,000	48,800,000	48,800,000	
Station Square East Commercial Corp	281,000,000	281,000,000	281,000,000	
Cebu Holdings, Inc. (Conso)	131,000,000	131,000,000	131,000,000	
Ayalaland Metro North, Inc.	62,000,000	62,000,000	62,000,000	
Soltea Commercial Corp.	202,200,000	202,200,000	202,200,000	
HLC Development Corporation	132,100,000	132,100,000	132,100,000	
Ayalaland Hotels and Resorts Corp. (Conso)	57,000,000	57,000,000	57,000,000	
Sub-Total	3,974,734,736	3,974,734,736	3,974,734,736	-

Amount Owed by ALI Subsidiaries to AMAIA LAND CO. & SUBSIDIARIES				
	Receivable Balance per Amaia Land Co. & Subsidiaries	Payable Balance per ALI Subsidiaries	Current	Non-Current
Ayala Land, Inc. (ALI) Subsidiaries:				
Ayala Prop. Mngt. Corp	81,325	81,325	81,325	
Makati Development Corp. (Conso)	2,661,981	2,661,981	2,661,981	
Ayala Land Corp. (Conso)	7,483,427	7,483,427	7,483,427	
BellaVita Land Corp.	4,196,514	4,196,514	4,196,514	
Alveo Land Corp.	100,000	100,000	100,000	
Ayala Land Sales, Inc.	63,398	63,398	63,398	
Ayala Land Intl Sales, Inc.	105,963	105,963	105,963	
Sub-Total	14,692,609	14,692,609	14,692,609	-

Amount Owed by ALI Subsidiaries to TEN KNOTS PHILS., INC. & SUBSIDIARIES				
	Receivable Balance per TKPI & Subsidiaries	Payable Balance per ALI Subsidiaries	Current	Non-Current
Ayala Land, Inc. (ALI) Subsidiaries:				
Ecoholdings Company, Inc.	429,213.22	429,213.22	429,213.22	
Ten Knots Development Corporation (Conso)	7,905,255.93	7,905,255.93	7,905,255.93	
Regent Horizons Conservation Company, Inc.	403,119.02	403,119.02	403,119.02	
Varejo Corp. (Conso)	657,000.00	657,000.00	657,000.00	
Sub-Total	9,394,588	9,394,588	9,394,588	-

Amount Owed by ALI Subsidiaries to FIRST LONGFIELD INVESTMENT LTD.				
	Receivable Balance per FLIL	Payable Balance per ALI Subsidiaries	Current	Non-Current
Ayala Land, Inc. (ALI) Subsidiaries:				
Varejo Corp.	224,806,297	224,806,297	224,806,297	
Arca South Integrated Terminal, Inc.	8,448,016	8,448,016	8,448,016	
Sub-Total	233,254,313	233,254,313	233,254,313	

Amount Owed by ALI Subsidiaries to VAREJO CORP.				
	Receivable Balance per Varejo	Payable Balance per ALI Subsidiaries	Current	Non-Current
Ayala Land, Inc. (ALI) Subsidiaries:				
Ten Knots Development Corporation (Conso)	11,837,145.73	11,837,145.73	11,837,145.73	
Ten Knots Philippines, Inc.(Conso)	893,864.46	893,864.46	893,864.46	
Arca South Integrated Terminal, Inc.	12,110,153.55	12,110,153.55	12,110,153.55	
Sub-Total	24,841,164	24,841,164	24,841,164	

Amount Owed by ALI Subsidiaries to PRIMAVERA TOWNCENTRE, INC.				
	Receivable Balance per Primavera Towncentre, Inc.	Payable Balance per ALI Subsidiaries	Current	Non-Current
Ayala Land, Inc. (ALI) Subsidiaries:				
Arvo Commercial Corporation	401,905.63	401,905.63	401,905.63	
AyalaLand Offices, Inc. (Conso)	837,583.85	837,583.85	837,583.85	
North Ventures Commercial Corp.	3,749.15	3,749.15	3,749.15	
AyalaLand Malls, Inc.	633.93	633.93	633.93	
Sub-Total	1,243,873	1,243,873	1,243,873	

Amount Owed by ALI Subsidiaries to APRISA BUSINESS PROCESS SOLUTIONS, INC.				
	Receivable Balance per Aprisa	Payable Balance per ALI Subsidiaries	Current	Non-Current
Ayala Land, Inc. (ALI) Subsidiaries:				
Arvo Commercial Corporation	26,656	26,656	26,656	
Makati Development Corporation (Conso)	817,733	817,733	817,733	
Avida Land Corporation (Conso)	23,652,344	23,652,344	23,652,344	
Amaia Land Corporation (Conso)	20,016,800	20,016,800	20,016,800	
Serendra Inc.	1,410,658	1,410,658	1,410,658	
Alveo Land Corporation	15,000,000	15,000,000	15,000,000	
Alabang Commercial Corporation	476,764	476,764	476,764	
Ayalaland Metro North, Inc.	55,679	55,679	55,679	
NorthBeacon Commercial Corporation	44,772	44,772	44,772	
AyalaLand Offices, Inc.	3,071,652	3,071,652	3,071,652	
Central Block Developers, Inc.	100,800	100,800	100,800	
Crans Montana Holdings Inc.	16,800	16,800	16,800	
Cagayan De Oro Gateway Corporation	77,587	77,587	77,587	
Whiteknight Holdings, Inc.	72,135	72,135	72,135	
Ayalaland Medical Facilities Leasing Inc.	167,580	167,580	167,580	
Sub-Total	65,007,961	65,007,961	65,007,961	

Amount Owed by ALI Subsidiaries to ECOHOLDINGS, INC.				
	Receivable Balance per Ecoholdings, Inc.	Payable Balance per ALI Subsidiaries	Current	Non-Current
Ayala Land, Inc. (ALI) Subsidiaries:				
Ten Knots Philippines, Inc.	94,668,752	94,668,752	94,668,752	
Sub-Total	94,668,752	94,668,752	94,668,752	

Amount Owed by ALI Subsidiaries to AYALA PROPERTY MNGT. CORP.				
	Receivable Balance per APMC	Payable Balance per ALI Subsidiaries	Current	Non-Current
Ayala Land, Inc. (ALI) Subsidiaries:				
Avida Land Corp. (Conso)	757,901,272	757,901,272	757,901,272	
Amaia Land Corp. (Conso)	1,582,074	1,582,074	1,582,074	
Serendra Inc.	1,240,116	1,240,116	1,240,116	
Alveo Land Corp. (Conso)	1,252,583	1,252,583	1,252,583	
ALI Commercial Center, Inc.	126,706	126,706	126,706	
Accendo Commercial Corp	1,246,252	1,246,252	1,246,252	
Subic Bay Town Centre Inc	66,429	66,429	66,429	
Cebu Holdings, Inc.	3,550,772	3,550,772	3,550,772	
Ayalaland Metro North Inc	707,601	707,601	707,601	
Soltea Commercial Corp.	32,432	32,432	32,432	
Amorsedia Development Corporation (Conso)	952,497	952,497	952,497	
Ten Knots Development Corporation	24,370	24,370	24,370	
Arca South Integrated Terminal, Inc.	81,331	81,331	81,331	
Sub-Total	768,764,434	768,764,434	768,764,434	

Amount Owed by ALI Subsidiaries to AYALALAND OFFICES, INC. & SUBSIDIARIES				
	Receivable Balance per ALO & Subsidiaries	Payable Balance per ALI Subsidiaries	Current	Non-Current
Ayala Land, Inc. (ALI) Subsidiaries:				
Avida Land Corporation (Conso)	467,500,000	467,500,000	467,500,000	
Amaia Land Corporation (Conso)	194,300,000	194,300,000	194,300,000	
Ceci Realty, Inc.	1,683,608	1,683,608	1,683,608	
Alveo Land Corp.	6,132	6,132	6,132	
Alabang Commercial Corp.	17,000,000	17,000,000	17,000,000	
Ayalaland Metro North Inc	20,000,660	20,000,660	20,000,660	
Soltea Commercial Corp.	23,120,678	23,120,678	23,120,678	
Hillsford Property Corp.	143,000,000	143,000,000	143,000,000	
North Ventures Commercial Corp.	4,796	4,796	4,796	
Sunnyfield E-Office Corp.	35,000,000	35,000,000	35,000,000	
Asian I-Office Properties	9,000,000	9,000,000	9,000,000	
ALO Prime Realty Corporat	957,000,000	957,000,000	957,000,000	
AyalaLand Hotels and Resorts Corp. (Conso)	539,191	539,191	539,191	
Ayalaland Medical Facilities Leasing Inc.	7,000,000	7,000,000	7,000,000	
Sub-Total	1,875,155,066	1,875,155,066	1,875,155,066	

Amount Owed by ALI Subsidiaries to ARVO COMMERCIAL CORPORATION				
	Receivable Balance per ARVO	Payable Balance per ALI Subsidiaries	Current	Non-Current
Ayala Land, Inc. (ALI) Subsidiaries:				
Primavera Towncentre, Inc.	308,275	308,275	308,275	
Cavite Commercial Towncenter Inc.	1,250	1,250	1,250	
Alabang Commercial Corporation (Conso)	1,180	1,180	1,180	
Sub-Total	310,705	310,705	310,705	

Amount Owed by ALI Subsidiaries to BELLAVITA LAND CORP.				
	Receivable Balance per Bellavita	Payable Balance per ALI Subsidiaries	Current	Non-Current
Ayala Land, Inc. (ALI) Subsidiaries:				
Makati Development Corporation (Conso)	10,560	10,560	10,560	
Primavera Towncentre, Inc.	4,138,967	4,138,967	4,138,967	
Sub-Total	4,149,527	4,149,527	4,149,527	

Amount Owed by ALI Subsidiaries to BG West Properties, Inc.				
	Receivable Balance per BG West	Payable Balance per ALI Subsidiaries	Current	Non-Current
Ayala Land, Inc. (ALI) Subsidiaries:				
Avida Land Corporation (Conso)	691,500,000	691,500,000	691,500,000	
Sub-Total	691,500,000	691,500,000	691,500,000	

Amount Owed by ALI Subsidiaries to CAVITE COMMERCIAL TOWNCENTER INC.				
	Receivable Balance per CCTCI	Payable Balance per ALI Subsidiaries	Current	Non-Current
Ayala Land, Inc. (ALI) Subsidiaries:				
Ayala Property Management Corporation	564,520	564,520	564,520	
Makati Development Corporation	39,280	39,280	39,280	
Avida Land Corporation	20,000	20,000	20,000	
Ayalaland Malls Synergies, Inc.	374,022	374,022	374,022	
Amaia Land Corporation (Conso)	-	-	-	
Sub-Total	997,823	997,823	997,823	

Amount Owed by ALI Subsidiaries to CAGAYAN DE ORO GATEWAY CORP.				
	Receivable Balance per CDOGC	Payable Balance per ALI Subsidiaries	Current	Non-Current
Ayala Land, Inc. (ALI) Subsidiaries:				
Avida Land Corporation	1,040	1,040	1,040	
ALI Commercial Center, Inc.	2,125	2,125	2,125	
Accendo Commercial Corp	12,203	12,203	12,203	
Cebu Holdings, Inc.	2,450	2,450	2,450	
Ayalaland Metro North, Inc.	23,000,000	23,000,000	23,000,000	
North Ventures Commercial Corp.	2,500	2,500	2,500	
Philippine Integrated Energy Solutions, Inc.	428,547	428,547	428,547	
AyalaLand Hotels and Resorts Corp. (Conso)	5,905,016	5,905,016	5,905,016	
Sub-Total	29,353,880	29,353,880	29,353,880	

Amount Owed by ALI Subsidiaries to CEBU HOLDING, INC. & SUBSIDIARIES				
	Receivable Balance per CHI & Subsidiaries	Payable Balance per ALI Subsidiaries	Current	Non-Current
Ayala Land, Inc. (ALI) Subsidiaries:				
Ayala Prop. Mngt. Corp.	3,094	3,094	3,094	
Makati Development Corporation (Conso)	1,036,869	1,036,869	1,036,869	
Avida Land Corporation (Conso)	687,278,117	687,278,117	687,278,117	
Amaia Land Corporation (Conso)	192,236,892	192,236,892	192,236,892	
Southportal Properties	375,870,460	375,870,460	375,870,460	
Alveo Land Corp. (Conso)	251,303,725	251,303,725	251,303,725	
Alabang Commercial Corporation (Conso)	10,002,840	10,002,840	10,002,840	
ALI Commercial Center, Inc.	141,660	141,660	141,660	
Accendo Commercial Corp.	9,610	9,610	9,610	
Adauge Commercial Corp.	13,000	13,000	13,000	
Subic Bay Town Centre Inc.	943	943	943	
Ayala Land Sales, Inc.	881,019	881,019	881,019	
Soltea Commercial Corp.	17,000,000	17,000,000	17,000,000	
North Beacon Comm. Corp.	19,354	19,354	19,354	
Summerhill Com. Ven. Corp.	20,000,000	20,000,000	20,000,000	
Central Block Developers, Inc.	71,598,255	71,598,255	71,598,255	
AyalaLand Hotels and Resorts Corp. (Conso)	8,143,558	8,143,558	8,143,558	
CagayanDeOro Gateway Corp.	79,987	79,987	79,987	
Ten Knots Philippines, Inc.	2,200,000	2,200,000	2,200,000	
Ayalaland Medical Facilit	7,000,000	7,000,000	7,000,000	
Amorsedia Development Corporation (Conso)	10,000,000	10,000,000	10,000,000	
Sub-Total	1,654,819,383	1,654,819,383	1,654,819,383	-

Amount Owed by ALI Subsidiaries to DIRECT POWER SERVICES INC.				
	Receivable Balance per DPSI	Payable Balance per ALI Subsidiaries	Current	Non-Current
Ayala Land, Inc. (ALI) Subsidiaries:				
Avida Land Corporation	30,000,000	30,000,000	30,000,000	
Amaia Land Corporation	164,000,000	164,000,000	164,000,000	
Serendra Inc.	10,796,761	10,796,761	10,796,761	
Alveo Land Corporation	58,000,000	58,000,000	58,000,000	
Alabang Commercial Corporation	16,030,310	16,030,310	16,030,310	
ALI-CII Development Corporation	4,083,108	4,083,108	4,083,108	
Station Square East Commercial Corp.	24,935,292	24,935,292	24,935,292	
ALI Commercial Center, Inc.	45,436,116	45,436,116	45,436,116	
North Triangle Depot Commercial Corp.	28,150,795	28,150,795	28,150,795	
Cebu Holdings, Inc. (Conso)	24,389,908	24,389,908	24,389,908	
Philippine Integrated Energy Solutions, Inc.	15,991,983	15,991,983	15,991,983	
AyalaLand Hotels and Resorts Corp. (Conso)	95,000,000	95,000,000	95,000,000	
Ten Knots Philippines, Inc.	226,800,000	226,800,000	226,800,000	
Varejo Corp. (Consolidated)	80,858,571	80,858,571	80,858,571	
AyalaLand Offices, Inc. (Conso)	55,299,302	55,299,302	55,299,302	
Sub-Total	879,772,145	879,772,145	879,772,145	-

Amount Owed by ALI Subsidiaries to NORTH VENTURES COMMERCIAL CORP.				
	Receivable Balance per NVCC	Payable Balance per ALI Subsidiaries	Current	Non-Current
Ayala Land, Inc. (ALI) Subsidiaries:				
Ayala Property Management Corporation	111,749	111,749	111,749	
Makati Development Corporation	2,438,344	2,438,344	2,438,344	
Avida Land Corporation (Conso)	64,754,683	64,754,683	64,754,683	
Amaia Land Corporation	87,700,000	87,700,000	87,700,000	
Leisure and Allied Industries Phils. Inc.	2,983,071	2,983,071	2,983,071	
Ayalaland Metro North, Inc.	45,020,190	45,020,190	45,020,190	
Soltea Commercial Corp.	16,000,000	16,000,000	16,000,000	
Summerhill Commercial Ventures Corp.	7,500,000	7,500,000	7,500,000	
Alabang Commercial Corporation (Conso)	12,150	12,150	12,150	
Cagayan De Oro Gateway Corporation	3,600	3,600	3,600	
Amorsedia Development Corporation (Conso)	3,200,000	3,200,000	3,200,000	
Varejo Corp.	800,000	800,000	800,000	
Ayalaland Medical Facilities Leasing Inc.	10,000,000	10,000,000	10,000,000	
Alveo Land Corporation (Conso)	27,000,000	27,000,000	27,000,000	
Sub-Total	267,523,786	267,523,786	267,523,786	-

Amount Owed by ALI Subsidiaries to FIVE STAR CINEMA INC.				
	Receivable Balance per FSCI	Payable Balance per ALI Subsidiaries	Current	Non-Current
Ayala Land, Inc. (ALI) Subsidiaries:				
Avida Land Corporation	5,000,000	5,000,000	5,000,000	
Leisure and Allied Industries Phils. Inc.	20,000,000	20,000,000	20,000,000	
ALI Commercial Center, Inc.	623,700	623,700	623,700	
Alabang Commercial Corporation (Conso)	843,861	843,861	843,861	
Sub-Total	26,467,561	26,467,561	26,467,561	-

	Amount Owed by ALI Subsidiaries to LAGDIGAN LAND CORPORATION			
	Receivable Balance per Lagdigan	Payable Balance per ALI Subsidiaries	Current	Non-Current
Ayala Land, Inc. (ALI) Subsidiaries:				
Avida Land Corporation	5,000,000	5,000,000	5,000,000	
Sub-Total	5,000,000	5,000,000	5,000,000	

	Amount Owed by ALI Subsidiaries to LAGUNA TECHNOPARK INC. & SUBSIDIARIES			
	Receivable Balance per LTI & Subsidiaries	Payable Balance per ALI Subsidiaries	Current	Non-Current
Ayala Land, Inc. (ALI) Subsidiaries:				
Ayala Prop. Mngt. Corp	1,233	1,233	1,233	
Avida Land Corporation (Conso)	26,000,000	26,000,000	26,000,000	
Amaia Land Corporation (Conso)	15,000,000	15,000,000	15,000,000	
Laguna Technopark Inc. (Conso)	4,997,030	4,997,030	4,997,030	
Alveo Land Corporation (Conso)	70,000,000	70,000,000	70,000,000	
ALI Commercial Center, Inc	2,004	2,004	2,004	
Sub-Total	116,000,266	116,000,266	116,000,266	-

	Amount Owed by ALI Subsidiaries to NORTH BEACON COMMERCIAL CORP.			
	Receivable Balance per NBCC	Payable Balance per ALI Subsidiaries	Current	Non-Current
Ayala Land, Inc. (ALI) Subsidiaries:				
Avida Land Corporation (Conso)	120,751	120,751	120,751	
Amaia Land Corporation	269,316	269,316	269,316	
Alabang Commercial Corporation (Conso)	1,735	1,735	1,735	
ALI Commercial Center, Inc.	27,850	27,850	27,850	
Accendo Commercial Corp	1,150	1,150	1,150	
North Triangle Depot Commercial Corp	2,810	2,810	2,810	
Subic Bay Town Center Inc.	1,401	1,401	1,401	
Ayalaland Metro North, Inc.	68,901	68,901	68,901	
APRISA Business Process Solutions, Inc	1,200	1,200	1,200	
Sub-Total	495,114	495,114	495,114	-

	Amount Owed by ALI Subsidiaries to NORTH TRIANGLE DEPOT COMMERCIAL CORP.			
	Receivable Balance per NTDC	Payable Balance per ALI Subsidiaries	Current	Non-Current
Ayala Land, Inc. (ALI) Subsidiaries:				
Avida Land Corporation (Conso)	1,720,419	1,720,419	1,720,419	
Amaia Land Corporation	177,328,476	177,328,476	177,328,476	
Alveo Land Corporation (Conso)	25,000,000	25,000,000	25,000,000	
ALI Commercial Center, Inc.	765,620	765,620	765,620	
Accendo Commercial Corp	5,747	5,747	5,747	
Cebu Holdings, Inc. (Conso)	10,926,821	10,926,821	10,926,821	
Ayalaland Metro North, Inc.	34,005,253	34,005,253	34,005,253	
Soltea Commercial Corp.	10,200,000	10,200,000	10,200,000	
NorthBeacon Commercial Corporation	98,835	98,835	98,835	
Alabang Commercial Corporation (Conso)	25,402,970	25,402,970	25,402,970	
Cagayan De Oro Gateway Corporation	11,716	11,716	11,716	
Amorsedia Development Corporation (Conso)	20,000,000	20,000,000	20,000,000	
Varejo Corp. (Conso)	6,900,000	6,900,000	6,900,000	
Ayalaland Medical Facilities Leasing Inc.	23,000,000	23,000,000	23,000,000	
Sub-Total	335,365,858	335,365,858	335,365,858	-

	Amount Owed by ALI Subsidiaries to PHILIPPINE INTEGRATED ENERGY SOLUTIONS, INC.			
	Receivable Balance per Phil. Energy	Payable Balance per ALI Subsidiaries	Current	Non-Current
Ayala Land, Inc. (ALI) Subsidiaries:				
Ayala Property Management Corporation	2,394,884	2,394,884	2,394,884	
Avida Land Corporation	35,400,000	35,400,000	35,400,000	
Amaia Land Corporation	42,900,000	42,900,000	42,900,000	
Accendo Commercial Corp	261,477	261,477	261,477	
Cebu Holdings, Inc. (Conso)	33,182,359	33,182,359	33,182,359	
Ayalaland Metro North, Inc.	80,187,202	80,187,202	80,187,202	
Soltea Commercial Corp.	4,900,000	4,900,000	4,900,000	
Summerhill Commercial Ventures Corp.	93,300,000	93,300,000	93,300,000	
Ayalaland Hotels and Resorts Corp. (Conso)	1,482,986	1,482,986	1,482,986	
Cagayan De Oro Gateway Corporation	1,971	1,971	1,971	
Varejo Corp.	11,000,000	11,000,000	11,000,000	
Sub-Total	305,010,879	305,010,879	305,010,879	-

	Amount Owed by ALI Subsidiaries to RED CREEK			
	Receivable Balance per Red Creek	Payable Balance per ALI Subsidiaries	Current	Non-Current
Ayala Land, Inc. (ALI) Subsidiaries:				
Crimson Field Enterprises, Inc.	24,420	24,420	24,420	
Sub-Total	24,420	24,420	24,420	

Amount Owed by ALI Subsidiaries to SUBIC BAY TOWNCENTER INC.				
	Receivable Balance per SBTCL	Payable Balance per ALI Subsidiaries	Current	Non-Current
Ayala Land, Inc. (ALI) Subsidiaries:				
Alveo Land Corporation	101,000,000	101,000,000	101,000,000	
Accendo Commercial Corp	1,155	1,155	1,155	
Soltea Commercial Corp.	14,000,000	14,000,000	14,000,000	
Varejo Corp. (Conso)	10,000,000	10,000,000	10,000,000	
Sub-Total	125,001,155	125,001,155	125,001,155	

Amount Owed by ALI Subsidiaries to SOLTEA				
	Receivable Balance per Soltea	Payable Balance per ALI Subsidiaries	Current	Non-Current
Ayala Land, Inc. (ALI) Subsidiaries:				
Amaia Land Corporation	7,280	7,280	7,280	
ALI Commercial Center, Inc.	120,970	120,970	120,970	
Cavite Commercial Towncenter Inc.	14,122	14,122	14,122	
Sub-Total	142,372	142,372	142,372	

Amount Owed by ALI Subsidiaries to STATION SQUARE EAST COMMERCIAL CORP.				
	Receivable Balance per SSECC	Payable Balance per ALI Subsidiaries	Current	Non-Current
Ayala Land, Inc. (ALI) Subsidiaries:				
Makati Development Corporation (Conso)	369,000	369,000	369,000	
Amaia Land Corporation	24,978	24,978	24,978	
Avida Land Corporation (Conso)	147,048	147,048	147,048	
BellaVita Land Corp.	12,972	12,972	12,972	
Serendra Inc.	19,804	19,804	19,804	
Alabang Commercial Corporation (Conso)	4,700	4,700	4,700	
ALI Commercial Center, Inc.	362,920	362,920	362,920	
North Triangle Depot Commercial Corp	11,630	11,630	11,630	
Cebu Holdings, Inc. (Conso)	4,365	4,365	4,365	
NorthBeacon Commercial Corporation	780	780	780	
Sub-Total	958,198	958,198	958,198	

Amount Owed by ALI Subsidiaries to AYALALAND MALLS, INC. & SUBSIDIARIES				
	Receivable Balance per ALMI & Subsidiaries	Payable Balance per ALI Subsidiaries	Current	Non-Current
Ayala Land, Inc. (ALI) Subsidiaries:				
Alabang Commercial Corporation (Conso)	205,319	205,319	205,319	
Accendo Commercial Corp	868,975	868,975	868,975	
Cebu Holdings, Inc. (Conso)	2,072,422	2,072,422	2,072,422	
Cavite Comm'l Town Center	11,502	11,502	11,502	
North Beacon Comm'l Corp.	1,142,704	1,142,704	1,142,704	
CagayanDeOro Gateway Corp	1,777,451	1,777,451	1,777,451	
Sub-Total	6,078,373	6,078,373	6,078,373	

Amount Owed by ALI Subsidiaries to ARCA SOUTH INTEGRATED TERMINAL, INC.				
	Receivable Balance per ARCA SOUTH	Payable Balance per ALI Subsidiaries	Current	Non-Current
Ayala Land, Inc. (ALI) Subsidiaries:				
Island Transvovager, Inc.	40,196,510	40,196,510	40,196,510	
Sub-Total	40,196,510	40,196,510	40,196,510	

Amount Owed by ALI Subsidiaries to ASTERION TECNOPAD INCORPORATED				
	Receivable Balance per ASTERION	Payable Balance per ALI Subsidiaries	Current	Non-Current
Ayala Land, Inc. (ALI) Subsidiaries:				
Amaia Land Corporation	26,700,000	26,700,000	26,700,000	
Avida Land Corporation (Conso)	6,200,000	6,200,000	6,200,000	
Cebu Holdings, Inc. (Conso)	15,500,000	15,500,000	15,500,000	
Ayalaland Metro North, Inc.	26,879	26,879	26,879	
Summerhill Commercial Ventures Corp.	6,600,000	6,600,000	6,600,000	
Sub-Total	55,026,879	55,026,879	55,026,879	

Amount Owed by ALI Subsidiaries to AYALALAND METRO NORTH INC.				
	Receivable Balance per AMNI	Payable Balance per ALI Subsidiaries	Current	Non-Current
Ayala Land, Inc. (ALI) Subsidiaries:				
Makati Development Corporation	10,751,357	10,751,357	10,751,357	
NorthBeacon Commercial Corporation	1,363	1,363	1,363	
Summerhill Commercial Ventures Corp.	1,994	1,994	1,994	
Sub-Total	10,754,714	10,754,714	10,754,714	

Amount Owed by ALI, ALI-Subsidiaries to PRIME ORION PHILS. INC. & SUBSIDIARIES				
	Receivable Balance per POPI GROUP	Payable Balance per ALI Subsidiaries	Current	Non-Current
Ayala Land, Inc. (ALI) Subsidiaries:				
Avida Land Corporation (Conso)	58,556,950	58,556,950	58,556,950	
Amaia Land Corporation (Conso)	76,900,000	76,900,000	76,900,000	
Soltea Commercial Corp.	25,000,000	25,000,000	25,000,000	
Summerhill Commercial Ventures Corp.	25,500,000	25,500,000	25,500,000	
Ten Knots Development Corporation (Conso)	217,300,000	217,300,000	217,300,000	
AyalaLand Hotels and Resorts Corp. (Conso)	237,500,000	237,500,000	237,500,000	
Varejo Corp. (Conso)	652,664,240	652,664,240	652,664,240	
Ayalaland Metro North Inc	150,000,000	150,000,000	150,000,000	
Sub-Total	1,443,421,190	1,443,421,190	1,443,421,190	-

Amount Owed by ALI-Subsidiaries to SOUTHGATEWAY DEVELOPMENT CORP.				
	Receivable Balance per SOUTHGATEWAY	Payable Balance per ALI Subsidiaries	Current	Non-Current
Ayala Land, Inc. (ALI) Subsidiaries:				
Amaia Land Corporation	33,500,000.00	33,500,000.00	33,500,000.00	
Cebu Holdings, Inc. (Conso)	8,500,000.00	8,500,000.00	8,500,000.00	
Ayalaland Metro North, Inc.	13,000,000.00	13,000,000.00	13,000,000.00	
Sub-Total	55,000,000	55,000,000	55,000,000	-

Amount Owed by ALI, ALI-Subsidiaries to SOUTHPORTAL				
	Receivable Balance per SOUTHPORTAL	Payable Balance per ALI Subsidiaries	Current	Non-Current
Ayala Land, Inc. (ALI) Subsidiaries:				
Alveo Land Corporation	15,000,000	15,000,000	15,000,000	
Sub-Total	15,000,000	15,000,000	15,000,000	-

Amount Owed by ALI, ALI-Subsidiaries to TKDC & SUBSIDIARIES				
	Receivable Balance per TKDC & GROUP	Payable Balance per ALI Subsidiaries	Current	Non-Current
Ayala Land, Inc. (ALI) Subsidiaries:				
AyalaLand Hotels and Resorts Corp. (Conso)	139,198	139,198	139,198	
Alveo Land Corporation (Conso)	13,000,000	13,000,000	13,000,000	
DirectPower Services, Inc	9,458	9,458	9,458	
Ten Knots Philippines, Inc. (Conso)	781,715,854	781,715,854	781,715,854	
Varejo Corp. (Conso)	3,213,525	3,213,525	3,213,525	
Sub-Total	798,078,036	798,078,036	798,078,036	-

Amount Owed by ALI-Subsidiaries to WESTVIEW COMMERCIAL VENTURES CORP.				
	Receivable Balance per WESTVIEW	Payable Balance per ALI Subsidiaries	Current	Non-Current
Ayala Land, Inc. (ALI) Subsidiaries:				
Avida Land Corporation	258,608	258,608	258,608	
Ayalaland Metro North, Inc.	25,000,000	25,000,000	25,000,000	
Sub-Total	25,258,608	25,258,608	25,258,608	-

Amount Owed by ALI-Subsidiaries to WHITEKNIGHT HOLDINGS, INC.				
	Receivable Balance per WHITEKNIGHT	Payable Balance per ALI Subsidiaries	Current	Non-Current
Ayala Land, Inc. (ALI) Subsidiaries:				
Ayalaland Medical Facilities Leasing Inc.	2,928,214	2,928,214	2,928,214	
Alveo Land Corporation (Conso)	10,000,000	10,000,000	10,000,000	
Sub-Total	12,928,214	12,928,214	12,928,214	-

Amount Owed by MAKATI DEVELOPMENT CORP. to ALI & SUBSIDIARIES				
	Receivable Balance per ALI & Subsidiaries	Payable Balance per MDC	Current	Non-Current
Ayala Land, Inc. (ALI) Subsidiaries:				
Ayala Land, Inc.	2,988,165,958	2,988,165,958	2,988,165,958	
Accendo Commercial Corp	3,273,789	3,273,789	3,273,789	
ALABANG COMMERCIAL CORP	2,392,119	2,392,119	2,392,119	
ALVEO LAND CORPORATION (Conso)	2,114,814,505	2,114,814,505	2,114,814,505	
Ayalaland Offices	121,401	121,401	121,401	
AMAIA	410,926,121	410,926,121	410,926,121	
ARVO	26,529,962	26,529,962	26,529,962	
AURORA PROPERTIES, INC.	2,279,447	2,279,447	2,279,447	
AVIDA	640,782,117	640,782,117	640,782,117	
BELLAVITA	18,864,177	18,864,177	18,864,177	
BGWEST	997,377,679	997,377,679	997,377,679	
CAGAYAN DE ORO GATEWAY CORPORATION	94,059,223	94,059,223	94,059,223	
CEBU HOLDINGS, INC. (Conso)	62,944,082	62,944,082	62,944,082	
CECI REALTY CORPORATION	1,300,443	1,300,443	1,300,443	
NUEVO CENTRO	33,133,069	33,133,069	33,133,069	
NORTH VENTURES COMMERCIAL CORP.	486,234	486,234	486,234	
LAGUNA TECHNOPARK, INC. (Conso)	29,216,333	29,216,333	29,216,333	

Philippine Energy	10,548,148	10,548,148	10,548,148	
SUMMERHILL	427,745,897	427,745,897	427,745,897	
SERENDRA INC	147,768,916	147,768,916	147,768,916	
TEN KNOTS DEVELOPMENT CORPORATION	15,751,445	15,751,445	15,751,445	
VESTA PROPERTY HOLDINGS,	35,890,822	35,890,822	35,890,822	
Adauge Commercial Corp.	832,983	832,983	832,983	
Roxas Land Corp.	300,343,680	300,343,680	300,343,680	
South Portal	237,332,506	237,332,506	237,332,506	
SOUTHGATEWAY DEVT CORP	39,934,132	39,934,132	39,934,132	
SOLTEA	13,895,376	13,895,376	13,895,376	
ALMI	10,259,052	10,259,052	10,259,052	
Central Block Developers, Inc.	25,833,736	25,833,736	25,833,736	
Sub-Total	8,692,803,351	8,692,803,351	8,692,803,351	-

Amount Owed by Ayala Land, Inc. (ALI) Subsidiaries to MDC				
	Receivable Balance per MDC	Payable Balance per ALI & Subsidiaries	Current	Non-Current
Ayala Land, Inc. (ALI) Subsidiaries:				
Ayala Land Inc.	8,149,201	8,149,201	8,149,201	
SOLTEA	56,152,891	56,152,891	56,152,891	
Adauge	41,855,632	41,855,632	41,855,632	
ALVEO LAND CORPORATION	359,901,705	359,901,705	359,901,705	
AVIDA LAND CORPORATION	250,643	250,643	250,643	
LTI	2,134,181	2,134,181	2,134,181	
SERENDRA INC	385,534,347	385,534,347	385,534,347	
BGWEST	200,809,747	200,809,747	200,809,747	
AURORA PROPERTIES, INC.	11,419,566	11,419,566	11,419,566	
CECI REALTY CORPORATION	22,320,235	22,320,235	22,320,235	
VESTA PROPERTY HOLDINGS,	2,640,619	2,640,619	2,640,619	
Ayalaland Offices	1,746,315	1,746,315	1,746,315	
ALABANG COMMERCIAL CORP.	50,511,260	50,511,260	50,511,260	
NUEVO CENTRO	28,264,241	28,264,241	28,264,241	
SOUTH PORTAL	6,098,389	6,098,389	6,098,389	
Philippine Energy	19,380,037	19,380,037	19,380,037	
Roxas Land Corp.	100,014,260	100,014,260	100,014,260	
Sub-Total	1,297,183,269	1,297,183,269	1,297,183,269	-

Amount Owed by Ayala Land, Inc. (ALI) Subsidiaries to ALI				
	Receivable Balance per ALI	Payable Balance per ALI Subsidiaries	Current	Non-Current
Ayala Land, Inc. (ALI) Subsidiaries:				
Makati Development Corporation	1,794,000,000	1,794,000,000	1,794,000,000	
LAGUNA TECHNOPARK, INC.	131,159,544	131,159,544	131,159,544	
AYALA THEATRES MANAGEMENT INC.	13,600,000	13,600,000	13,600,000	
Five Star Cinema, Inc.	8,150,000	8,150,000	8,150,000	
Alabang Commercial Corp.	230,000,000	230,000,000	230,000,000	
Sub-Total	2,176,909,544	2,176,909,544	2,176,909,544	-

Amount Owed by ACCENDO to AVIANA				
	Receivable Balance per AVIANA	Payable Balance per ALI Subsidiaries	Current	Non-Current
Ayala Land, Inc. (ALI) Subsidiaries:				
ACCENDO COMMERCIAL CORP	179,889,060	179,889,060	179,889,060	
Sub-Total	179,889,060	179,889,060	179,889,060	-

Amount Owed by ALI to REGENT INTERNATIONAL				
	Receivable Balance per ALI	Payable Balance per ALI Subsidiaries	Current	Non-Current
Ayala Land, Inc. (ALI) Subsidiaries:				
Regent International	52	52	52	
Sub-Total	52	52	52	-

Amount Owed by ALI to POPI				
	Receivable Balance per POPI	Payable Balance per ALI	Current	Non-Current
Ayala Land, Inc. (ALI)				
Ayala Land, Inc. (ALI)	4,218,750,000	4,218,750,000	4,218,750,000	
Sub-Total	4,218,750,000	4,218,750,000	4,218,750,000	-

Amount Owed by ALI to CFEI				
	Receivable Balance per CFEI	Payable Balance per ALI	Current	Non-Current
Ayala Land, Inc. (ALI)				
Ayala Land, Inc. (ALI)	9,375,000	9,375,000	9,375,000	
Sub-Total	9,375,000	9,375,000	9,375,000	-

Total Eliminated Receivables	101,807,761,035	101,807,761,035	101,807,761,035	-
-------------------------------------	------------------------	------------------------	------------------------	---

AYALA LAND, INC. AND SUBSIDIARIES
Schedule D - Intangible Assets - Other Assets
As of December 31, 2016

DESCRIPTION	BEGINNING BALANCE	ADDITIONS AT COST	CHARGED TO COSTS & EXPENSES	CHARGED TO OTHER ACCTS	OTHER CHANGES ADDITIONS (DEDUCTIONS)	ENDING BALANCE
Lease Right 1/	Php 93,467,059	Php -	Php (85,193,788)	Php -	Php 3,611,808,178	Php 3,620,081,449
	Php 93,467,059	Php -	Php (85,193,788)	Php -	Php 3,611,808,178	Php 3,620,081,449

1/ Pertains to the right to use the property in Apulit Island expiring on December 31, 2029.

1/ Through the acquisition of POPI, ALI acquired leasehold rights arising from their lease agreement with Philippine National Railways (PNR)

1/ These intangible assets were included under non-current assets.

AYALA LAND, INC. AND SUBSIDIARIES
SCHEDULE E - LONG-TERM DEBT
As of December 31, 2016

TITLE OF ISSUE & TYPE OF OBLIGATION	AMOUNT AUTHORIZED BY INDENTURE/ FACILITY AGREEMENT	CURRENT PORTION OF LONG-TERM DEBT (in '000)	LONG-TERM DEBT (NET OF CURRENT PORTION) (in '000)	Interest Rate	No. of Periodic Installment	Maturity Date
Ayala Land, Inc.:						
Bonds						
Philippine Peso	9,350,000	-	9,319,055	5.625%	N/A, Bullet	April 27, 2019
Philippine Peso	3,000,000	-	2,987,243	3.000%	N/A, Bullet	October 19, 2019
Philippine Peso	4,000,000	-	3,978,794	4.625%	N/A, Bullet	October 10, 2020
Philippine Peso	5,650,000	-	5,631,301	6.000%	N/A, Bullet	April 27, 2022
Philippine Peso	7,000,000	-	6,945,687	4.500%	N/A, Bullet	April 29, 2022
Philippine Peso	7,000,000	-	6,935,625	3.892%	N/A, Bullet	October 07, 2023
Philippine Peso	15,000,000	-	14,874,523	5.000%	N/A, Bullet	January 30, 2024
Philippine Peso	8,000,000	-	7,919,679	5.625%	N/A, Bullet	April 25, 2025
Philippine Peso	7,000,000	-	6,937,613	4.750%	N/A, Bullet	October 25, 2025
Philippine Peso	8,000,000	-	7,926,123	4.850%	N/A, Bullet	March 23, 2026
Philippine Peso	2,000,000	-	1,983,403	6.000%	N/A, Bullet	October 10, 2033
Fixed rate corporate notes (FXCNs)						
Philippine Peso	3,300,000	33,000	3,215,035	6.875%	6	January 19, 2021
Philippine Peso	5,000,000	50,000	4,850,000	4.500%	33	March 10, 2023
Philippine Peso	1,000,000	10,000	973,783	7.500%	11	January 19, 2026
Bank loan -US Dollar						
Bank Loan (BPI)	1,491,600	447,480	764,445	Variable	14	July 30, 2019
Bank Loan (Chinabank)	2,910,360	7,458	738,342	Variable	6	January 01, 2023
Bank loan -Peso						
Bank Loan (BDO)	10,000,000	-	8,200,000	4.500%	8	February 28, 2026
Bank Loan (BPI)	609,875	30,494	561,520	Variable	Various	Various from 2021 to 2023
Bank Loan (DBP)	4,789,500	249,100	4,249,625	4.725%	Various	Various from 2020 to 2021
Bank Loan (RCBC)	1,900,000	38,000	1,862,000	4.500%	26	March 30, 2023
Sub-Total	107,001,335	865,532	100,833,795			
		Php	Php			
Subsidiaries:						
Bonds						
Fixed rate corporate notes (FXCNs)	5,000,000	-	4,966,530	5.320%	N/A, Bullet	June 06, 2021
Bank loan -Peso	Various	87,500	3,253,672	Various fixed rates	Various	Various from 2018 to 2020
Bank Loan (BPI)	Various	1,714,622	9,563,848	Various fixed and floating rates	Various	Various from 2015 to 2025
Bank Loan (Chinabank)	500,000	425,000	-	5.750%	Various	December 28, 2017
Bank Loan (DBP)	Various	930,000	510,000	Fixed and floating rates	Various	December 28, 2018
Bank Loan (LandBank of the Phil)	Various	184,175	4,499,050	Various fixed rates	Various	Various from 2020 to 2022
Bank Loan (PNB)	Various	200,000	3,612,500	Various fixed rates	Various	Various, 2020
Bank Loan (UBP)	3,000,000	-	3,000,000	5.25%	Various	March 30, 2022
Bank Loan (RCBC)	1,143,000	5,100	130,482	5.000%	12	January 30, 2020
Bank Loan (Security Bank)	Various	775,182	-	Various fixed rates	Various	November 28, 2017
Sub-Total		4,321,579	29,536,082			
		Php	Php			
Sub-Total		5,187,111	130,369,877			
		Php	Php			

AYALA LAND, INC. AND SUBSIDIARIES
SCHEDULE F - Indebtedness to Related Parties
(Long Term Loans from Related Companies)
As of December 31, 2016

NAME OF RELATED PARTY	BALANCE AT BEGINNING OF PERIOD (in '000)	BALANCE AT END OF PERIOD (in '000)
Bank of the Philippine Islands	Php 12,552,323	Php 17,342,089

As of December 31, 2016

NAME OF ISSUING ENTITY OF SECURITIES GUARANTEED BY THE COMPANY FOR W/C THIS STATEMENT IS FILED	TITLE OF ISSUE OF EACH CLASS OF SECURITIES GUARANTEED	TOTAL AMOUNT GUARANTEED & OUTSTANDING	AMOUNT OWNED BY PERSON FOR W/C STATEMENT IS FILED	NATURE OF GUARANTEE

AYALA LAND, INC. AND SUBSIDIARIES
SCHEDULE H- CAPITAL STOCK
As of December 31, 2016

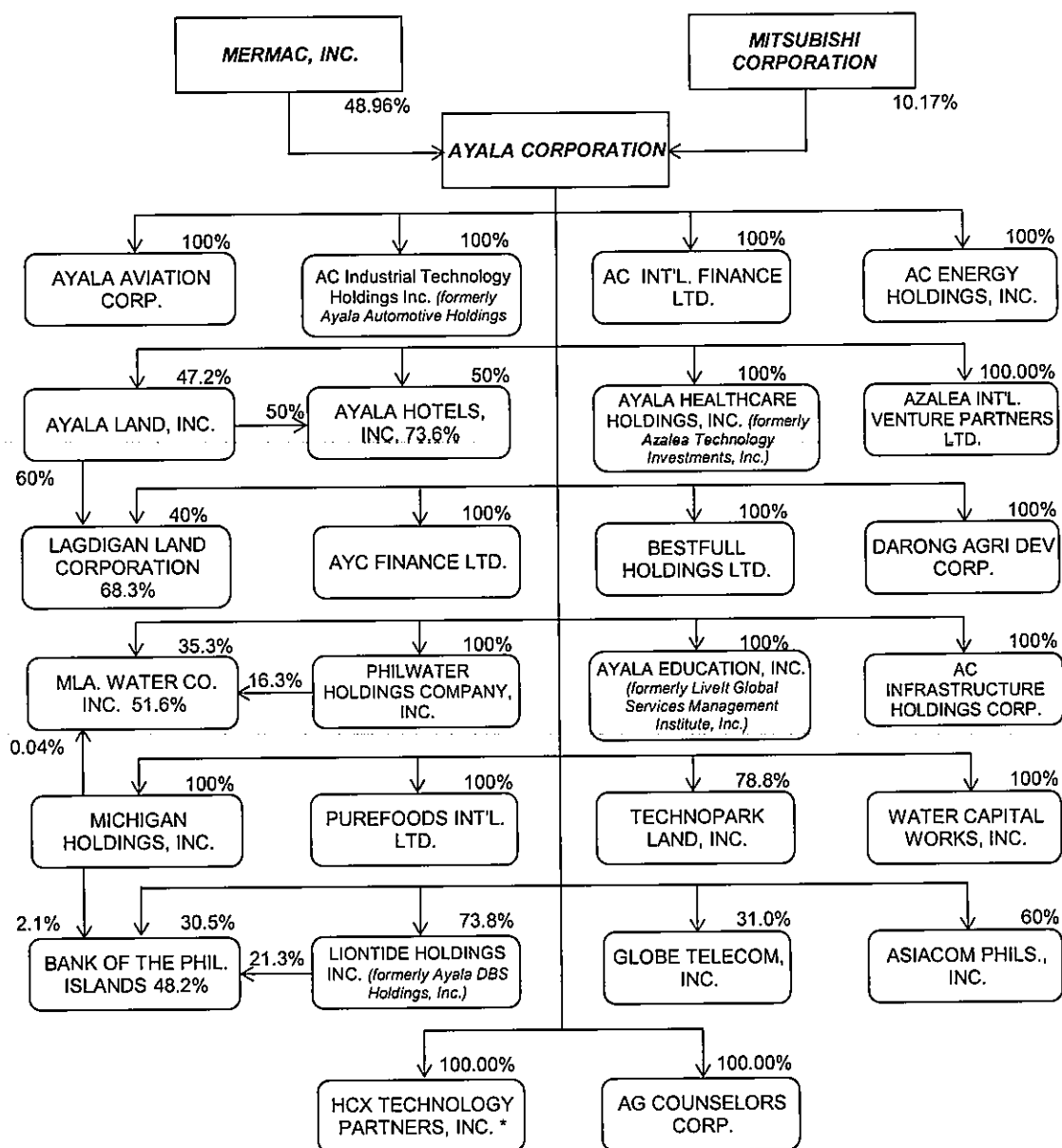
TITLE OF ISSUE	NUMBER OF SHARES AUTHORIZED	NUMBER OF SHARES ISSUED AND OUTSTANDING AT SHOWN UNDER RELATED BALANCE SHEET CAPTION				NUMBER OF SHARES RESERVED FOR OPTIONS, WARRANTS, CONVERSION AND OTHER RIGHTS	NUMBER OF SHARES HELD BY RELATED PARTIES	DIRECTORS, OFFICERS AND EMPLOYEES	OTHERS
		ISSUED	SUBSCRIBED	TREASURY SHARES	TOTAL				
Common Stock	20,000,000,000	14,597,262,520	115,420,068		14,712,682,588	5,995,081	6,934,509,515	127,874,347	
Preferred Stock	15,000,000,000	13,066,494,759			13,066,494,759		12,163,180,640	1,977,714	

AYALA LAND, INC.
SCHEDULE I - RECONCILIATION OF RETAINED EARNINGS AVAILABLE FOR DIVIDEND DECLARATION

December 31, 2016

Items	Amount (In Thousands)
Unappropriated Retained Earnings, beginning	Php 34,618,845,950
Less adjustments:	
Treasury shares	(2,697,475,411)
Deferred tax assets	(593,852,588)
Fair Value adjustment	
Unappropriated Retained Earnings, as adjusted, beginning	31,327,517,952
Net Income based on the face of AFS	Php 14,520,941,501
Less: Non-actual/unrealized income net of tax	
Amount of provision for deferred tax during the year	(315,930,317)
Unrealized foreign exchange gain - net (except those attributable to Cash and Cash Equivalents)	
Unrealized actuarial gain	
Fair value adjustment (M2M gains)	
Fair value adjustment of Investment Property resulting to gain adjustment due to deviation from PFRS/GAAP-gain	
Other unrealized gains or adjustments to the retained earnings as a result of certain transactions accounted for under the PFRS	
Add: Non-actual losses	
Depreciation on revaluation increment (after tax)	
Adjustment due to deviation from PFRS/GAAP – loss	
Loss on fair value adjustment of investment property (after tax)	
Net Income Actual/Realized	Php 14,205,011,184
Less: Other adjustments	
Dividend declarations during the period	(7,061,216,609)
Effects of prior period adjustments	
Reversal of Treasury shares	
Additional Retained Earnings Appropriated	(2,000,000,000)
	5,143,794,575
Unappropriated Retained Earnings, as adjusted, ending	36,471,312,527

AYALA CORPORATION AND SUBSIDIARIES
SCHEDULE J - CORPORATE ORGANIZATIONAL CHART
As of December 31, 2016

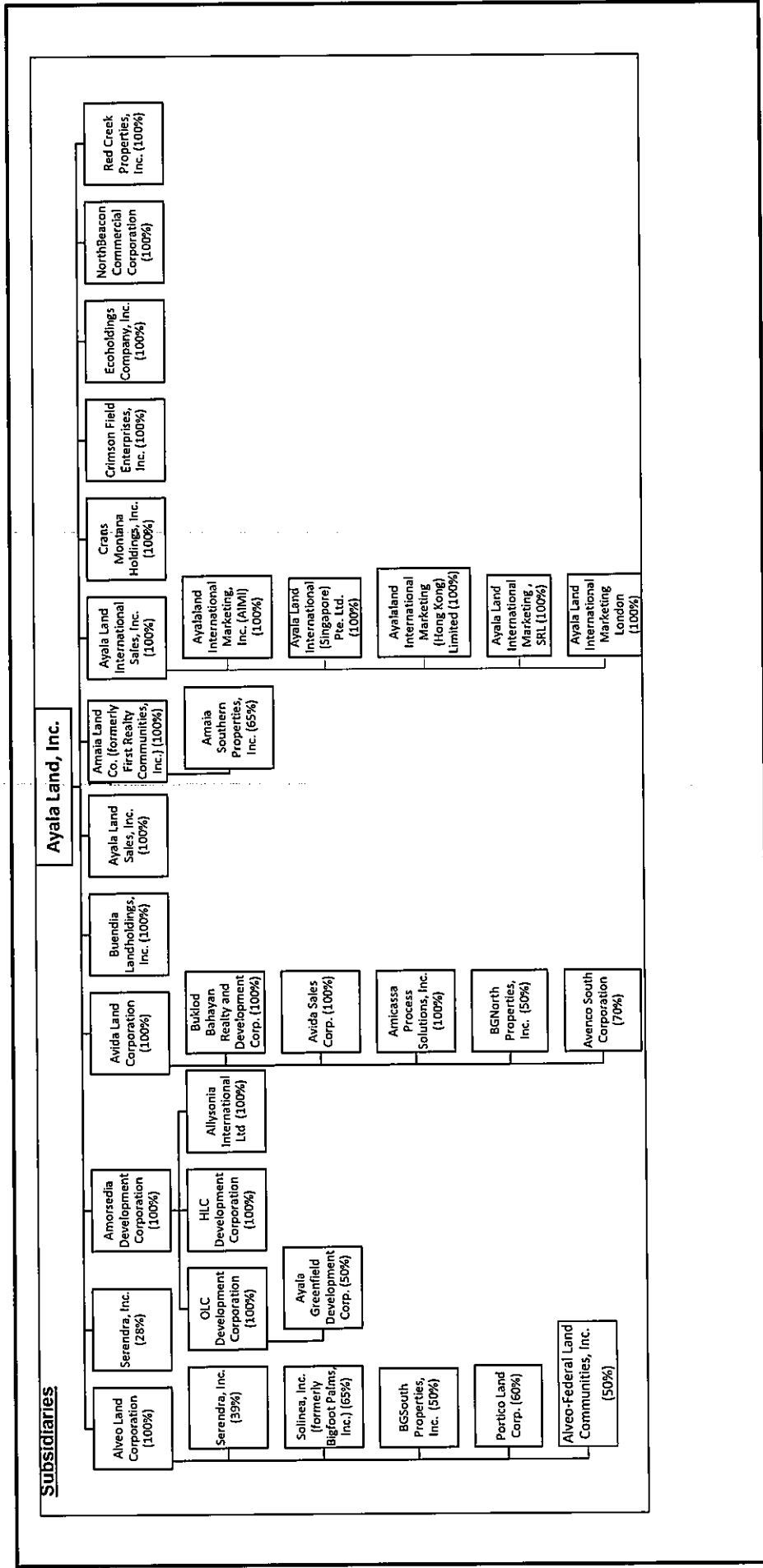


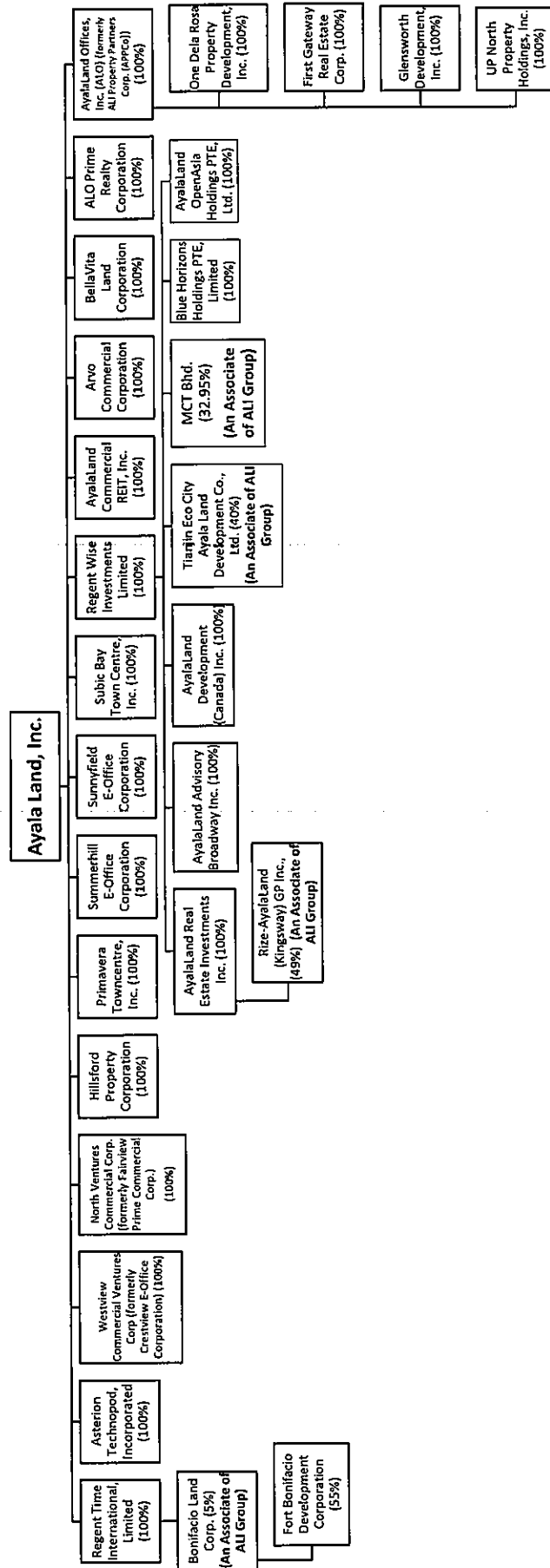
* Investment in HCXI was made in October 2016

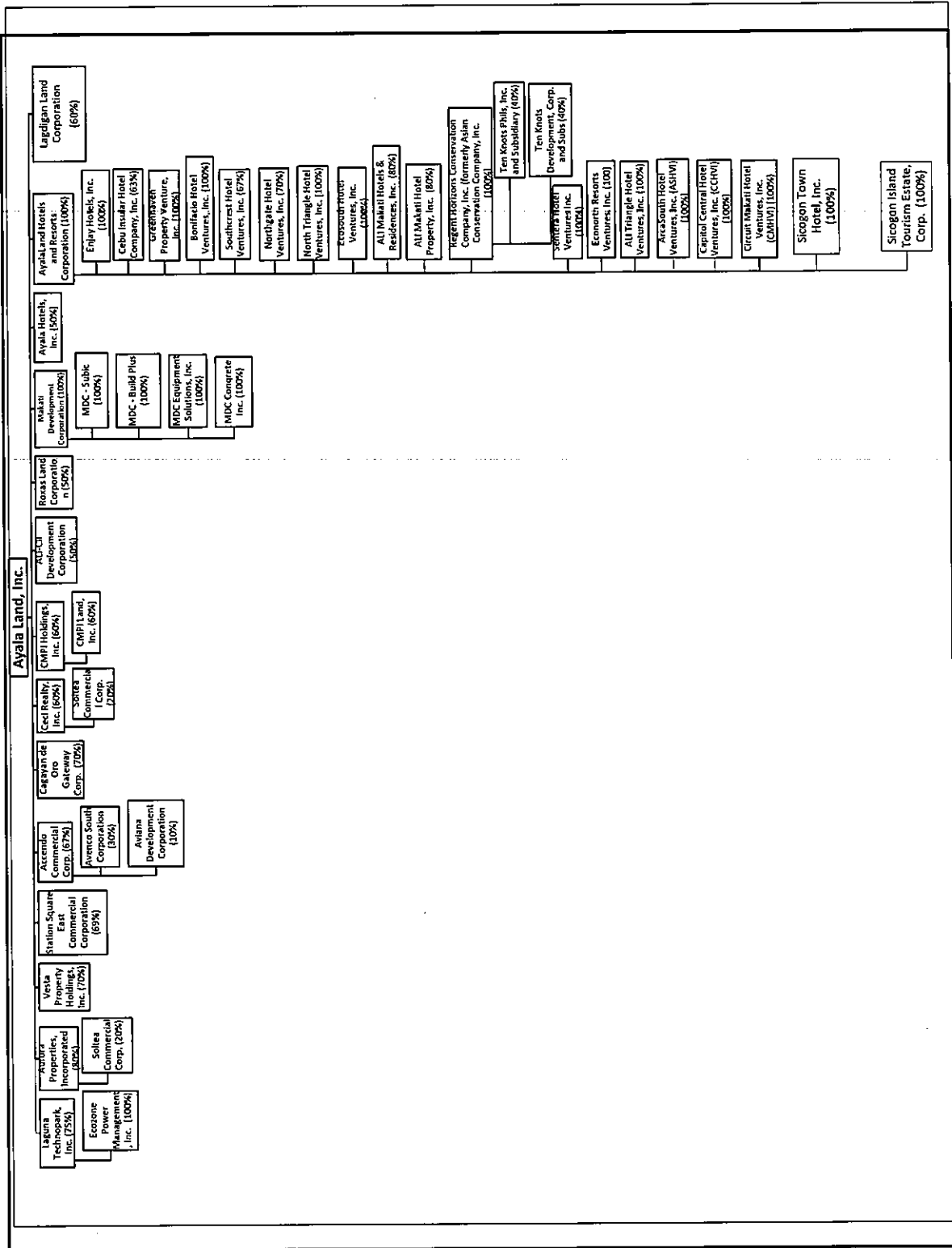
Legend:

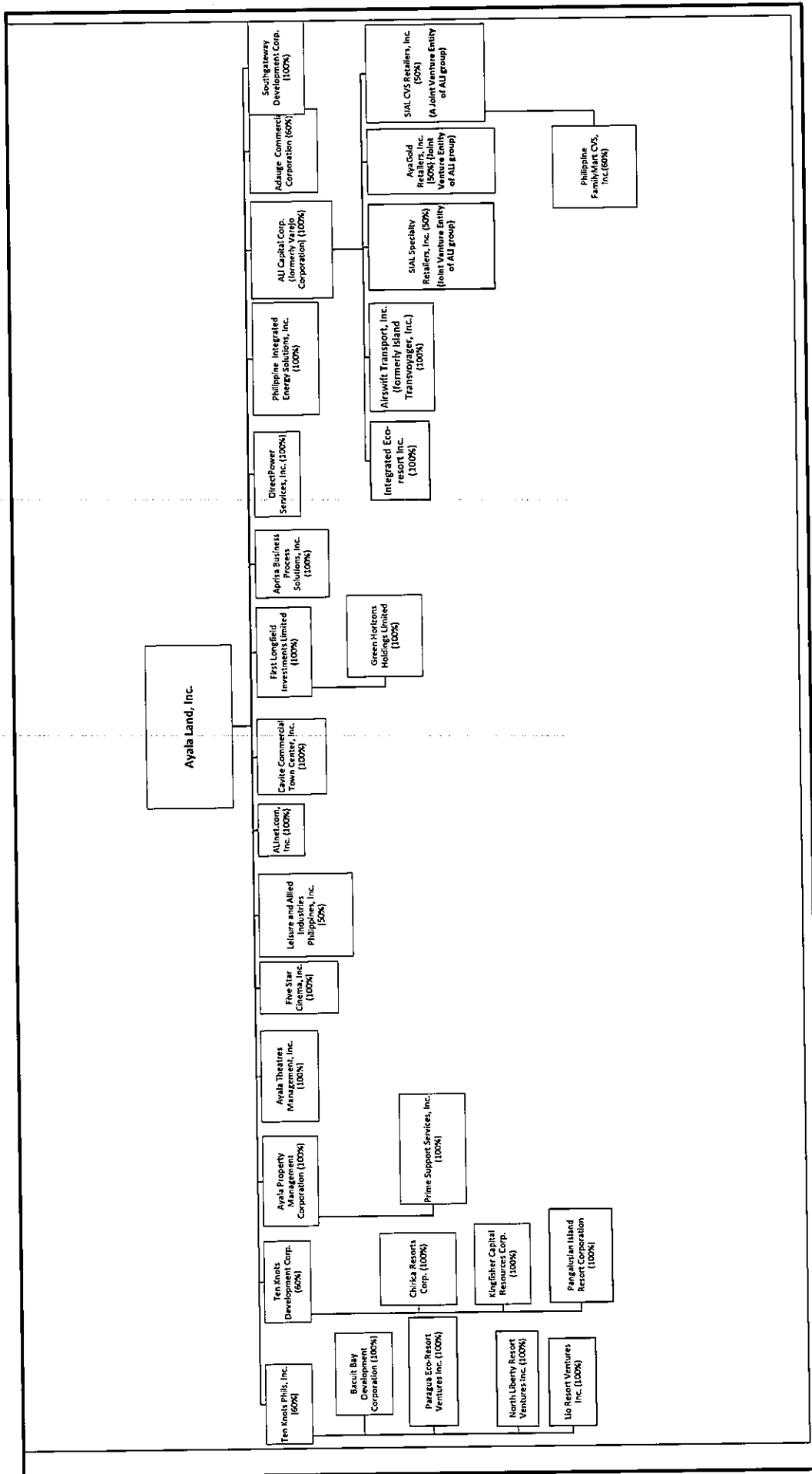
% of ownership appearing on top of the box - direct economic % of ownership
 % of ownership appearing inside the box - effective % of economic ownership

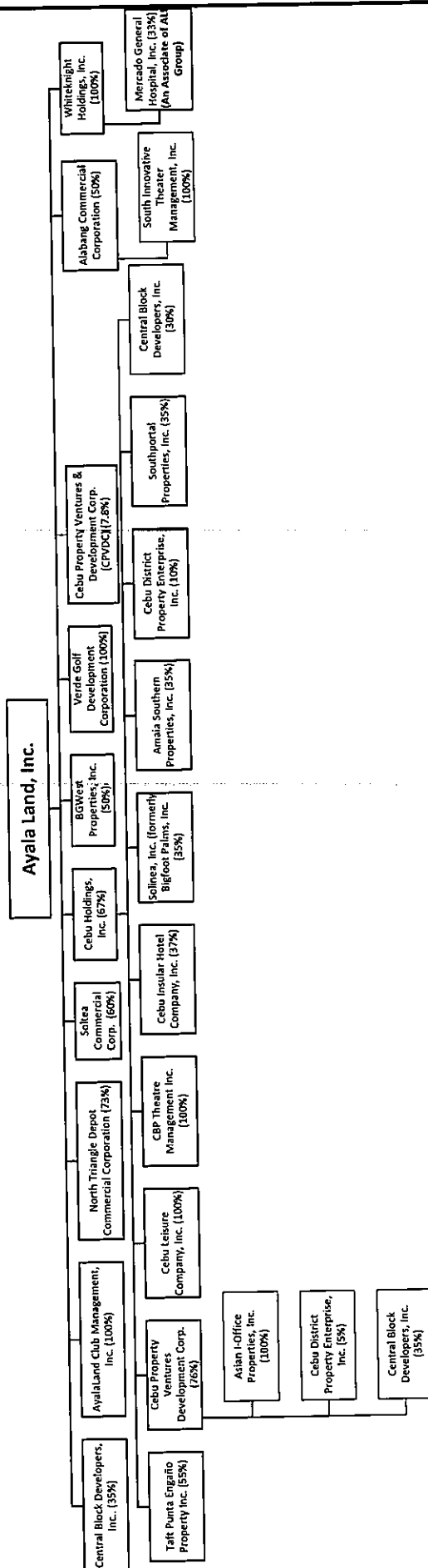
AYALA CORPORATION AND SUBSIDIARIES
SCHEDULE J - CORPORATE ORGANIZATIONAL CHART
As of December 31, 2016

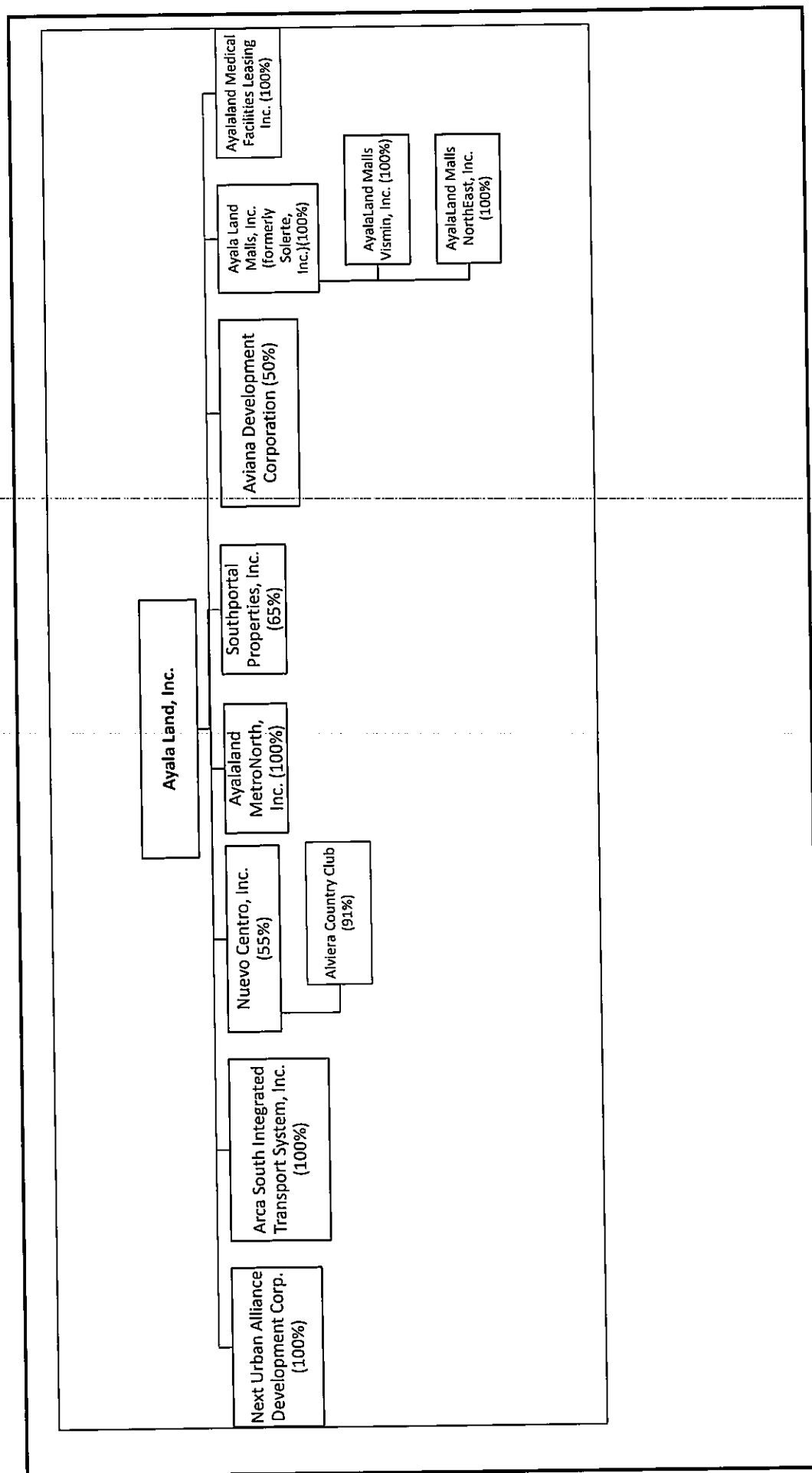


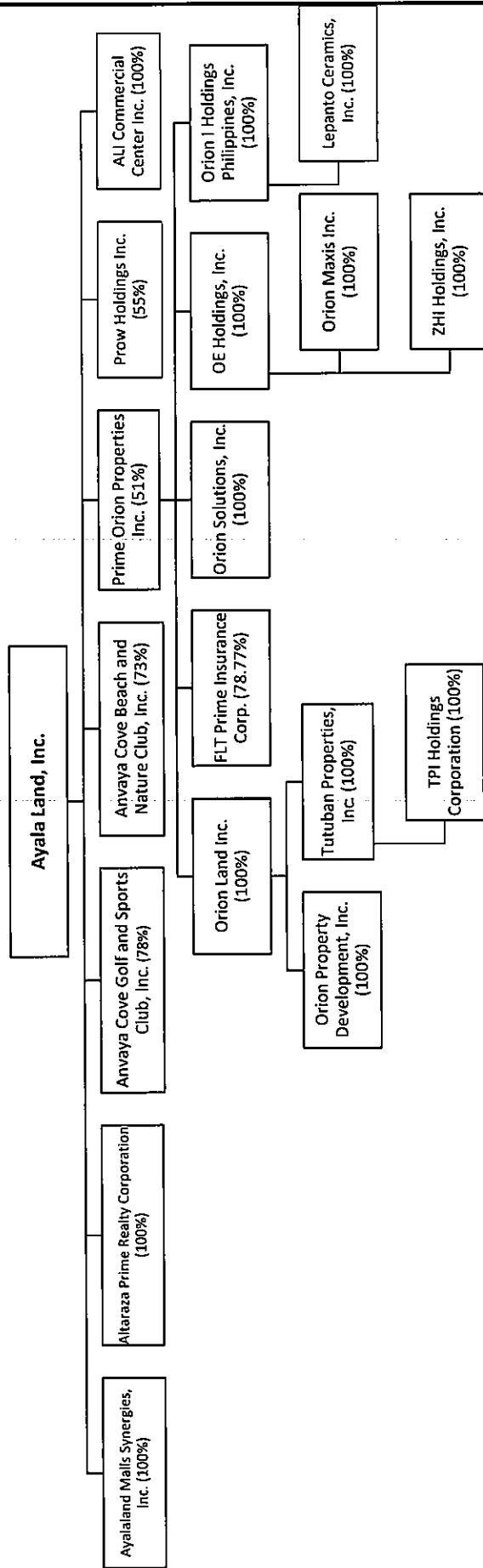






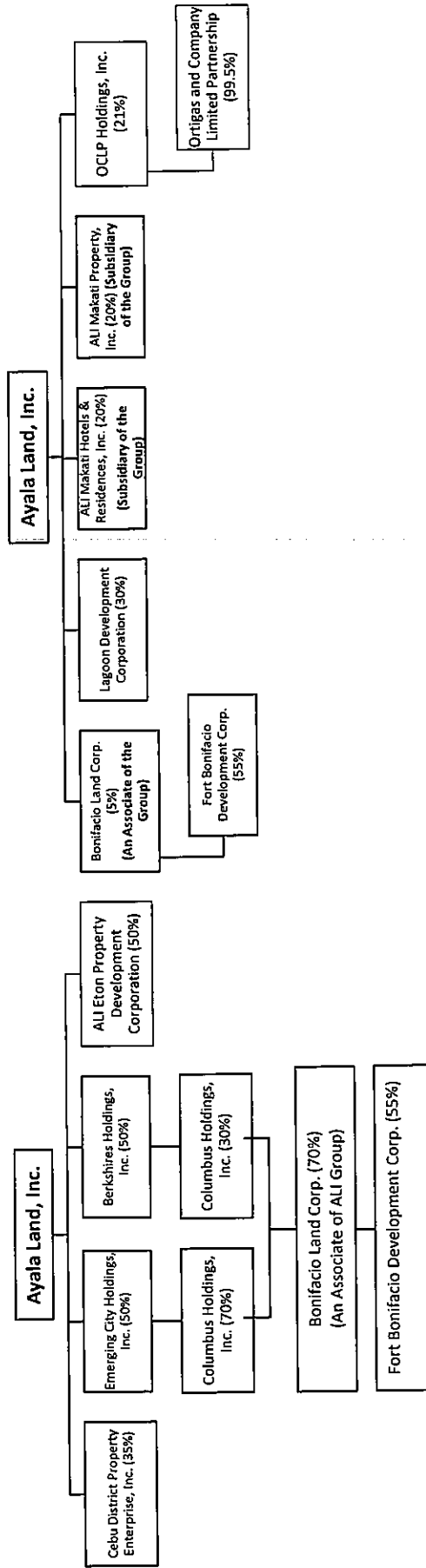






Direct Investments in Joint Ventures

Direct Investments in Associates



AYALA LAND, INC. AND SUBSIDIARIES
SCHEDULE K - LIST OF APPLICABLE STANDARDS AND INTERPRETATIONS
As of December 31, 2016

PHILIPPINE FINANCIAL REPORTING STANDARDS AND INTERPRETATIONS Effective as of December 31, 2016		Adopted	Not Adopted	Not Applicable
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			√
	Amendments to PFRS 1: Borrowing costs			√
	Amendments to PFRS 1: Meaning of 'Effective PFRSs		Not early adopted	
PFRS 2	Share-based Payment	√		
	Amendments to PFRS 2: Vesting Conditions and Cancellations	√		
	Amendments to PFRS 2: Group Cash-settled Share-based Payment Transactions			√
	Amendments to PFRS 2: Definition of Vesting Condition	√		
PFRS 3 (Revised)	Business Combinations	√		
	Amendments to PFRS 3: Accounting for Contingent Consideration in a Business Combination	√		
	Amendments to PFRS 3: Scope Exceptions for Joint Arrangements			√
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	√		
	Amendments to PFRS 5: Changes in Methods of Disposal	√		
PFRS 6	Exploration for and Evaluation of Mineral Resources			√
PFRS 7	Financial Instruments: Disclosures	√		
	Amendments to PFRS 7: Transition	√		
	Amendments to PAS 39 and PFRS 7: Reclassification of Financial Assets	√		
	Amendments to PAS 39 and PFRS 7: Reclassification of Financial Assets – Effective Date and Transition	√		
	Amendments to PFRS 7: Improving Disclosures about Financial Instruments	√		
	Amendments to PFRS 7: Disclosures - Transfers of Financial Assets	√		
	Amendments to PFRS 7: Disclosures – Offsetting Financial Assets and Financial Liabilities	√		
	Amendments to PFRS 7: Amendments to PFRS 7: Servicing Contracts	√		
	Applicability of the Amendments to PFRS 7 to Condensed Interim Financial Statements	√		
PFRS 8	Operating Segments	√		
	Amendments to PFRS 8: Aggregation of Operating Segments and Reconciliation of the Total of the Reportable Segments' Assets to the Entity's Assets	√		
PFRS 9	Financial Instruments (2010 version)		Not early adopted	
	Financial Instruments - Hedge Accounting and amendments to PFRS 9, PFRS 7 and PAS 39 (2013 version)		Not early adopted	
	Financial Instruments (2014 or final version)		Not early adopted	
	Amendments to PFRS 9: Mandatory Effective Date of PFRS 9 and Transition Disclosures		Not early adopted	
PFRS 10	Consolidated Financial Statements	√		
	Amendments to PFRS 10, PFRS 12 and PAS 27: Investment Entities			√
	Amendment to PFRS 10: Investment Entities: Applying the Consolidation Exception			√
	Amendment to PFRS 10 and PAS 28: Sale or Contribution of Assets between an Investor and its Associate or Joint Venture		Deferred	

PHILIPPINE FINANCIAL REPORTING STANDARDS AND INTERPRETATIONS Effective as of December 31, 2016		Adopted	Not Adopted	Not Applicable
	Amendment to PFRS 10: Consolidated Financial Statement: PFRS 12: Disclosure of Interest in Other Entities and PAS 28: Investment in Associates and Joint Ventures – Investment Entities: Applying the Consolidation exception			√
PFRS 11	Joint Arrangements	√		
	Amendment to PFRS 11: Accounting for Acquisitions of Interests in Joint Operations			√
PFRS 12	Disclosure of Interests in Other Entities	√		
	Amendments to PFRS 10, PFRS 12 and PAS 27: Investment Entities			√
PFRS 13	Fair Value Measurement	√		
	Amendments to PFRS 13: Short-term receivable and payables	√		
	Amendments to PFRS 13: Portfolio Exception	√		
PFRS 14	Regulatory Deferral Accounts			√
PFRS 15	Revenue from Contracts with Customers		Not early adopted	
PFRS 16	Leases		Not early adopted	
Philippine Accounting Standards				
	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	√		
PAS 1 (Revised)	Amendments to PAS 1: Presentation of Items of Other Comprehensive Income	√		
	Amendments to PAS 1: Clarification of the requirements for comparative information	√		
	Amendment to PAS 1: Disclosure Initiative	√		
PAS 2	Inventories	√		
PAS 7	Statement of Cash Flows	√		
PAS 8	Accounting Policies, Changes in Accounting Estimates and Errors	√		
PAS 10	Events after the Balance Sheet Date	√		
PAS 11	Construction Contracts	√		
	Income Taxes	√		
PAS 12	Amendment to PAS 12 - Deferred Tax: Recovery of Underlying Assets			√
	Property, Plant and Equipment	√		
	Amendment to PAS 16: Classification of servicing equipment	√		
PAS 16	Amendment to PAS 16 and PAS 38: Revaluation Method - Proportionate Restatement of Accumulated Depreciation			√
	Amendment to PAS 16 and PAS 38: Clarification of Acceptable Methods of Depreciation and Amortization			√
	Amendments to PAS 16 and PAS 41: Bearer Plants			√
PAS 17	Leases	√		
PAS 18	Revenue	√		
	Employee Benefits	√		
PAS 19	Amendments to PAS 19: Actuarial Gains and Losses, Group Plans and Disclosures			√
	Employee Benefits	√		
PAS 19 (Amended)	Amendments to PAS 19: Defined Benefit Plans - Employee Contributions			√
	Amendments to PAS 19: Regional Market Issue regarding Discount Rate	√		
PAS 20	Accounting for Government Grants and Disclosure of Government Assistance			√
PAS 21	The Effects of Changes in Foreign Exchange Rates	√		
	Amendment: Net Investment in a Foreign Operation			√
PAS 23 (Revised)	Borrowing Costs	√		
	Related Party Disclosures	√		
PAS 24 (Revised)	Amendments to PAS 24: Key Management Personnel			√
PAS 26	Accounting and Reporting by Retirement Benefit Plans			√
	Separate Financial Statements	√		
PAS 27 (Amended)	Amendments to PFRS 10, PFRS 12 and PAS 27: Investment Entities			√
	Amendment to PAS 27: Equity Method in Separate Financial Statements			√
PAS 28 (Amended)	Investments in Associates and Joint Ventures	√		
	Amendment to PFRS 10 and PAS 28: Sale or Contribution of Assets between an Investor and its Associate or Joint Venture		Deferred	
PAS 29	Financial Reporting in Hyperinflationary Economies			√
PAS 31	Interests in Joint Ventures	√		
	Financial Instruments: Disclosure and Presentation	√		
	Amendments to PAS 32 and PAS 1: Puttable Financial Instruments and Obligations Arising on Liquidation	√		
PAS 32	Amendment to PAS 32: Classification of Rights Issues	√		

PHILIPPINE FINANCIAL REPORTING STANDARDS AND INTERPRETATIONS Effective as of December 31, 2016		Adopted	Not Adopted	Not Applicable
	Amendment to PAS 32: Presentation – Tax effect of distribution to holders of equity instrument	√		
	Amendments to PAS 32: Offsetting Financial Assets and Financial Liabilities	√		
PAS 33	Earnings per Share	√		
	Interim Financial Reporting	√		
PAS 34	Amendments to PAS 34: Interim financial reporting and segment information for total assets and liabilities	√		
	Amendments to PAS 34: Disclosure of Information 'elsewhere in the interim financial report'	√		
	Impairment of Assets	√		
PAS 36	Amendments to PAS 36: Recoverable Amount Disclosures for Non-Financial Assets	√		
PAS 37	Provisions, Contingent Liabilities and Contingent Assets	√		
	Intangible Assets	√		
PAS 38	Amendments to PAS 16 and PAS 38: Revaluation Method - Proportionate Restatement of Accumulated Amortization			√
	Amendments to PAS 16 and PAS 38: Clarification of Acceptable Methods of Depreciation and Amortization	√		
	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			√
PAS 39	Amendments to PAS 39 and PFRS 7: Reclassification of Financial Assets	√		
	Amendments to PAS 39 and PFRS 7: Reclassification of Financial Assets – Effective Date and Transition	√		
	Amendments to Philippine Interpretation IFRIC-9 and PAS 39: Embedded Derivatives	√		
	Amendment to PAS 39: Eligible Hedged Items			√
	Amendment to PAS 39: Novation of Derivatives and Continuation of Hedge Accounting			√
PAS 40	Investment Property	√		
	Amendment to PAS 40: Interrelationship between PFRS 3 and PAS 40	√		
PAS 41	Agriculture			√
	Amendment 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	Scope of PFRS 2	√		
	Reassessment of Embedded Derivatives	√		
IFRIC 9	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			√
	The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction			√
IFRIC 14	Amendments to Philippine Interpretations IFRIC- 14, Prepayments of a Minimum Funding Requirement			√
IFRIC 15	Agreements for the Construction of Real Estate*			√
IFRIC 16	Hedges of a Net Investment in a Foreign Operation			√
IFRIC 17	Distributions of Non-cash Assets to Owners			√
IFRIC 18	Transfers of Assets from Customers			√
IFRIC 19	Extinguishing Financial Liabilities with Equity Instruments			√
IFRIC 20	Stripping Costs in the Production Phase of a Surface Mine			√
IFRIC 21	Leases			√
IFRIC 22	Foreign Currency Transactions and Advance Consideration	√		
SIC-7	Introduction of the Euro			√
SIC-10	Government Assistance - No Specific Relation to Operating Activities			√

PHILIPPINE FINANCIAL REPORTING STANDARDS AND INTERPRETATIONS Effective as of December 31, 2016		Adopted	Not Adopted	Not Applicable
SIC-12	Consolidation - Special Purpose Entities			√
	Amendment to SIC - 12: Scope of SIC 12			√
SIC-13	Jointly Controlled Entities - Non-Monetary Contributions by Venturers	√		
SIC-15	Operating Leases - Incentives	√		
SIC-25	Income Taxes - Changes in the Tax Status of an Entity or its Shareholders			√
SIC-27	Evaluating the Substance of Transactions Involving the Legal Form of a Lease	√		
SIC-29	Service Concession Arrangements: Disclosures.			√
SIC-31	Revenue - Barter Transactions Involving Advertising Services			√
SIC-32	Intangible Assets - Web Site Costs			√
PIC 2016-02	PAS 32 and PAS 38: Accounting Treatment of Club Shares Held by an Entity	√		

• Effectivity has been deferred by the SEC and FRSC

AYALA LAND, INC. AND SUBSIDIARIES
SCHEDULE L - FINANCIAL RATIOS
December 31, 2016

Schedule L - Financial Ratios

Schedule L - Financial Ratios		
	2016	2015
	(Amounts in Thousands)	
Current / liquidity ratios		
Current Assets	211,012,113	166,203,595
Current liabilities	188,203,171	146,132,855
Current ratios	1.12	1.14
Current Assets	211,012,113	166,203,595
Inventory	66,727,945	59,246,962
Quick assets	144,284,168	106,956,633
Current liabilities	188,203,171	146,132,855
Quick ratios	0.77	0.73

	2016	2015
	(Amounts in Thousands)	
Solvency/ debt-to-equity ratios		
Short-term debt	24,244,350	10,486,258
Current portion of long-term debt	5,187,111	8,807,652
Long-term debt - net of current portion	130,369,877	111,702,201
Debt	159,801,338	130,996,111
Equity *	172,683,187	149,825,411
Less: Unrealized gain - AFS	43,594	(80,800)
Equity, net of unrealized gain	172,639,593	149,906,211
Debt to equity ratio	0.93	0.87
Debt	159,801,338	130,996,111
Cash and cash equivalents	20,904,330	19,087,390
Short term investments	207,671	164,621
Financial assets at FV through P&L	1,529,088	288,229
Net Debt	137,160,249	111,455,871
Equity*	172,683,187	149,825,411
Net Debt to equity ratio	0.79	0.74

	2016	2015
	(Amounts in Thousands)	
Asset to equity ratios		
Total Assets	536,432,995	442,341,800
Total Equity*	172,683,187	149,825,411
Asset to Equity Ratio	3.11	2.95

	2016	2015
	(Amounts in Thousands)	
Interest rate coverage ratio		
Net income after tax	24,431,785	20,896,887
Add:		
Provision for income tax	8,231,662	6,853,917
Interest expense and other financing charges	7,314,387	6,506,261
Other charges	1,053,207	998,860
	16,599,256	14,359,038
Less:		
Interest and investment income	5,713,957	5,980,031
EBIT	35,317,084	29,275,894
Depreciation and amortization	5,874,560	5,069,595
EBITDA	41,191,644	34,345,489
Interest expense	6,952,183	6,231,718
Short-term debt	837,918	959,644
Long-term debt	6,114,265	5,272,074
Interest rate coverage ratio	5.9	5.5

	2016	2015
	(Amounts in Thousands)	
Profitability ratios		
Net Income Attributable to Equity holders of Ayala Land, Inc.	20,908,011	17,630,275
Revenue	124,628,795	107,182,940
Net income margin	16.8%	16.4%
Net income after tax	24,431,785	20,896,887
Total Assets CY	536,432,995	442,341,800
Total Assets PY	442,341,800	388,944,463
Average Total Assets	489,387,398	415,643,132
Return on total assets	5.0%	5.0%
Net income after tax	20,908,011	17,630,275
Total Equity-CY	147,705,095	133,730,704
Total Equity-PY	133,730,704	106,939,836
Average total equity	140,717,900	120,335,270
Return on Equity	14.9%	14.7%

SECURITIES AND EXCHANGE COMMISSION

SEC FORM – ACGR

2016 ANNUAL CORPORATE GOVERNANCE REPORT


- | | |
|---|--|
| 1. Report is Filed for the Year | 2016 |
| 2. Exact Name of Registrant as Specified in its Charter | Ayala Land, Inc. |
| 3. 31st Floor Tower One & Exchange Plaza
Ayala Triangle, Ayala Avenue, Makati City
Address of Principal Office | 1226
Postal Code |
| 4. SEC Identification Number 152747 | 5. (SEC Use Only)
Industry Classification Code |
| 6. BIR Tax Identification Number 000-153-790-000 |  |
| 7. (632) 750 6974
Issuer's Telephone number, including area code | |
| 8. Not applicable
Former name or former address, if changed from the last report | |

TABLE OF CONTENTS

A. BOARD MATTERS	4
1) BOARD OF DIRECTORS	
(a) Composition of the Board	4
(b) Corporate Governance Policy/ies	4
(c) Review and Approval of Vision and Mission	6
(d) Directorship in Other Companies	6
(e) Shareholding in the Company	9
2) CHAIRMAN AND CEO	9
3) PLAN FOR SUCCESSION OF CEO/MANAGING DIRECTOR/PRESIDENT AND TOP KEY POSITIONS	10
4) OTHER EXECUTIVE, NON-EXECUTIVE AND INDEPENDENT DIRECTORS	10
5) CHANGES IN THE BOARD OF DIRECTORS	12
6) ORIENTATION AND EDUCATION PROGRAM	14
B. CODE OF BUSINESS CONDUCT & ETHICS	16
1) POLICIES	16
2) DISSEMINATION OF CODE	18
3) COMPLIANCE WITH CODE	18
4) RELATED PARTY TRANSACTIONS	19
(a) Policies and Procedures	19
(b) Conflict of Interest	21
5) FAMILY, COMMERCIAL AND CONTRACTUAL RELATIONS	22
6) ALTERNATIVE DISPUTE RESOLUTION	22
C. BOARD MEETINGS & ATTENDANCE	22
1) SCHEDULE OF MEETINGS	22
2) DETAILS OF ATTENDANCE OF DIRECTORS	22
3) SEPARATE MEETING OF NON-EXECUTIVE DIRECTORS	23
4) QUORUM REQUIREMENT	23
5) ACCESS TO INFORMATION	23
6) EXTERNAL ADVICE	24
7) CHANGES IN EXISTING POLICIES	24
D. REMUNERATION MATTERS	25
1) REMUNERATION PROCESS	25
2) REMUNERATION POLICY AND STRUCTURE FOR DIRECTORS	25
3) AGGREGATE REMUNERATION	26
4) STOCK RIGHTS, OPTIONS AND WARRANTS	26
5) REMUNERATION OF MANAGEMENT	27
E. BOARD COMMITTEES	27
1) NUMBER OF MEMBERS, FUNCTIONS AND RESPONSIBILITIES	27
2) COMMITTEE MEMBERS	28
3) CHANGES IN COMMITTEE MEMBERS	30
4) WORK DONE AND ISSUES ADDRESSED	30
5) COMMITTEE PROGRAM	32
F. RISK MANAGEMENT SYSTEM	32
1) STATEMENT ON EFFECTIVENESS OF RISK MANAGEMENT SYSTEM	32
2) RISK POLICY	32
3) CONTROL SYSTEM	34
G. INTERNAL AUDIT AND CONTROL	37
1) STATEMENT ON EFFECTIVENESS OF INTERNAL CONTROL SYSTEM	37
2) INTERNAL AUDIT	
(a) Role, Scope and Internal Audit Function	37
(b) Appointment/Removal of Internal Auditor	38
(c) Reporting Relationship with the Audit Committee	38
(d) Resignation, Re-assignment and Reasons	38
(e) Progress against Plans, Issues, Findings and Examination Trends	38
(f) Audit Control Policies and Procedures	38
(g) Mechanisms and Safeguards	39

H. ROLE OF STAKEHOLDERS	40
I. DISCLOSURE AND TRANSPARENCY	44
J. RIGHTS OF STOCKHOLDERS	44
1) RIGHT TO PARTICIPATE EFFECTIVELY IN STOCKHOLDERS' MEETINGS	47
2) TREATMENT OF MINORITY STOCKHOLDERS	53
K. INVESTORS RELATIONS PROGRAM	54
L. CORPORATE SOCIAL RESPONSIBILITY INITIATIVES	55
M. BOARD, DIRECTOR, COMMITTEE AND CEO APPRAISAL	56
N. INTERNAL BREACHES AND SANCTIONS	57

A. BOARD MATTERS

1) Board of Directors

Number of Directors per Articles of Incorporation	9
---	---

Actual number of Directors for the year	9
---	---

(a) Composition of the Board (Definitive Information Statement)

Complete the table with information on the Board of Directors:

Director's Name	Type Executive (ED) Non-Executive (NED) Independent Director (ID)	If nominee, identify the principal	Nominator in the last election (if ID, state the relationship with the nominator)	Date first elected	Date last elected (if ID, state the number of years served as ID)	Elected when (Annual/Special Meeting)	No. of years served as director
Fernando Zobel de Ayala	NED	Ayala Corporation	Michelle T Valbuena	4/1999	04/12/2016	Annual Meeting	17 (Chairman)
Jaime Augusto Zobel de Ayala	NED	Ayala Corporation	Michelle T Valbuena	6/1988	04/12/2016	Annual Meeting	27
Bernard Vincent O Dy	ED	Ayala Corporation	Michelle T Valbuena	4/2014	04/12/2016	Annual Meeting	2
Antonino T Aquino	NED	Ayala Corporation	Michelle T Valbuena	4/2009	04/12/2016	Annual Meeting	7
Delfin L Lazaro	NED	Ayala Corporation	Michelle T Valbuena	4/1996	04/12/2016	Annual Meeting	20
Arturo G Corpuz	NED	Ayala Corporation	Michelle T Valbuena	4/2014	04/12/2016	Annual Meeting	0
Francis G Estrada	ID	NA	Michelle T Valbuena*	4/2008	04/12/2016 (8 years)	Annual Meeting	8
Jaime C Laya	ID	NA	Michelle T Valbuena*	4/2010	04/12/2016 (5 years)	Annual Meeting	6
Rizalina G Mantaring	ID	NA	Michelle T Valbuena*	4/2014	04/12/2016 2 years	Annual Meeting	2

*Not related to independent directors

(b) Provide a brief summary of the corporate governance policy that the board of directors has adopted. Please emphasize the policy/ies relative to the treatment of all shareholders, respect for the rights of minority shareholders and of other stakeholders, disclosure duties, and board responsibilities.

The corporate governance policy of Ayala Land, Inc. ("Ayala Land" or the "Corporation" or the "Company") is principally contained in the Corporation's Articles of Incorporation and By-Laws and their amendments. These constitutive documents indicate and discuss, among others, the basic structure of governance, minimum qualifications of directors, and the principal duties of the Board of Directors and officers of the Corporation. The purpose of the Manual of Corporate Governance is to supplement and complement the Corporation's Articles and By-Laws by setting forth principles of good and transparent governance.

The Board of Directors, Management, Officers and employees of Ayala Land, Inc. commit themselves to the principles and best practices of governance contained in its Corporate Governance Manual which serves as a guide in the attainment of its corporate goals. The Corporation makes a continuous effort to create awareness of good corporate governance within the organization and at the same time, has a continuing commitment to the Vision statement and corporate values of Ayala Land, Inc.

The Board of Directors is the supreme authority in matters of governance and managing the regular and ordinary business of the Corporation. Within their chartered authority, the directors acting as a board have the fullest powers to regulate the concerns of the Corporation according to their best judgment. It is the duty of the directors to promote shareholder rights, remove impediments to the exercise of shareholder rights and recognize lawful mechanisms to seek redress for violation of their rights. They shall encourage the exercise of shareholders' voting rights and the solution of collective action problems through appropriate mechanisms. They shall be instrumental in removing excessive costs and other administrative or practical impediments to shareholders participating in meetings and/or voting in person. The directors shall pave the way for the electronic filing and distribution of shareholder information necessary to make informed decisions subject to legal constraints.

Management shall be primarily responsible for the adequate flow of information to the Board. This information may include the background or explanatory information relating to matters to be brought before the Board, copies of disclosure statements and documents, budgets, forecasts, and monthly internal financial statements. Any variance between projections and actual results should also be disclosed. Moreover, the Investor Relations Division is in charge of formulating a clear policy on communicating relevant and accurate information to stockholders and the investing public in a timely manner as well as preparation of disclosure documents to regulatory bodies.

In accordance with existing law and jurisprudence, minority shareholders shall have access to any and all information relating to matters for which the management is accountable for and to those relating to matters for which the management should include such information and, if not included, then the minority shareholders can propose to include such matters in the agenda of the stockholders' meeting provided always that this right of access is conditioned upon the requesting shareholders having a legitimate purpose for such access.

The Company respects all the rights of all shareholders, especially the minority shareholders, which are as follows:

i) Voting Right

Shareholders have the right to elect, remove and replace directors and vote on certain corporate acts in accordance with the Corporation Code.

The election of Directors shall be by ballot. Cumulative voting shall be used in the election of directors. Each shareholder entitled to vote may cast the vote to which the number of share he or she owns entitles him or her individually or for as many persons as many votes as the number of Directors to be elected multiplied by the number of his or her shares shall equal, or he or she may distribute them on the same principle among as many candidates as he or she may see fit, provided that the whole number of votes cast by him or her shall not exceed the number of shares owned by him or her multiplied by the whole numbers of Directors to be elected.

Directors may be removed with or without cause, but directors shall not be removed without cause if it will deny minority shareholders representation in the Board. Removal of directors requires an affirmative vote of two-thirds (2/3) of the outstanding capital of the Corporation.

ii) Pre-emptive Right

All stockholders have pre-emptive rights, unless there is a specific denial of this right in the Articles of Incorporation or an amendment thereto. They shall have the right to subscribe to the capital stock of the Corporation. The Articles of Incorporation may lay down the specific rights and powers of shareholders with respect to the particular shares they hold, all of which are protected by law so long as they are not in conflict with the Corporation Code.

iii) Right of Inspection

Shareholders shall be allowed to inspect corporate books and records including minutes of Board meetings and stock registries in accordance with the Corporation Code and shall be provided an annual report, including financial statements, without cost or restrictions.

iv) Right to Information

Upon request and for a legitimate purpose, a shareholder shall be provided, with periodic reports which disclose personal and professional information about the directors and officers and certain other matters such as their holdings of the Corporation's shares, dealings with the Corporation, relationships among directors and key officers, and the aggregate compensation of directors and officers. The Information Statement/Proxy Statement where these are stated must be distributed to the shareholders before annual general meetings and in the Registration Statement and Prospectus in case of registration of shares for public offering with the Commission.

The minority shareholders shall have the right to propose the holding of a meeting, and the right to propose items in the agenda of the meeting, provided the items are for legitimate business purposes.

In accordance with existing law and jurisprudence, minority shareholders shall have access to any and all information relating to matters for which the management is accountable for and to those relating to matters for which the management should include such information and, if not included, then the minority shareholders can propose to include such matters in the agenda of stockholders' meeting provided always that this right of access is conditioned upon the requesting shareholder's having a legitimate purpose for such access.

v) Right to Dividends

Shareholders have the right to receive dividends subject to the discretion of the Board. However, the Commission may direct the corporation to declare dividends when its retained earnings is in excess of 100% of its paid-in capital stock, except:

- 1) when justified by definite corporate expansion projects or programs approved by the Board or
- 2) when the Corporation is prohibited under any loan agreement with any financial institution or creditor, whether local or foreign, from declaring dividends without its consent, and such consent has not been secured; or
- 3) when it can be clearly shown that such retention is necessary under special circumstances obtaining in the Corporation, such as when there is a need for a special reserve for probable contingencies.

vi) Appraisal Right

In accordance with the Corporation Code, shareholders may exercise appraisal rights under the following circumstances:

- 1) In case any amendment to the articles of incorporation has the effect of changing or restricting the rights of any stockholders or class of shares, or of authorizing preferences in any respect superior to those of outstanding shares of any class, or of extending or shortening the term of corporate existence;
- 2) In case of sale, lease, exchange, transfer, mortgage, pledge or other disposition of all or substantially all of the corporate property and assets as provided in the Corporation Code; and
- 3) In case of merger or consolidation

(c) How often does the Board review and approve the vision and mission?

The Board conducts a review of the Company's vision and mission, strategies and corporate governance practices on an annual basis and provides for necessary improvements.

(d) Directorship in Other Companies

(i) Directorship in the Company's Group¹

Identify, as and if applicable, the members of the company's Board of Directors who hold the office of director in other companies within its Group:

Director's Name	Corporate Name of the Group Company	Type of Directorship (Executive, Non-Executive, Independent). Indicate if director is also the Chairman.
Fernando Zobel de Ayala	Ayala Corporation (Listed)	Executive
	Manila Water Company, Inc. (Listed)	Non-Executive, Chairman
	AC International Finance LTD.	Non-Executive, Chairman
	Ayala International PTE LTD.	Non-Executive, Chairman
	Accendo Commercial Corporation	Non-Executive, Chairman
	Alabang Commercial Corp.	Non-Executive, Chairman
	Automobile Central Enterprises Inc.	Non-Executive, Chairman
	AC Industrial Holdings, Inc.	Non-Executive, Chairman
	Liontide Holdings, Inc.	Non-Executive, Chairman
	AC Energy Holdings, Inc.	Non-Executive, Chairman
	Ayala Healthcare Holdings, Inc.	Non-Executive, Chairman
	Hero Foundation, Inc.	Non-Executive, Chairman
	Ayala Foundation Inc.	Non-Executive, Co-Chairman
	Ayala Group Club, Inc.	Non-Executive, Co-Chairman
	Ceci Realty Inc.	Non-Executive, Vice Chairman
	Vesta Property Holdings, Inc.	Non-Executive, Vice Chairman
	Aurora Properties, Inc.	Non-Executive, Vice Chairman
	Columbus Holdings, Inc.	Non-Executive, Vice Chairman
	Emerging Holdings, Inc.	Non-Executive, Vice Chairman
	Fort Bonifacio Development Corporation	Non-Executive, Vice Chairman
	Bonifacio Land Corporation	Non-Executive, Vice Chairman
	Livelt Investments, Ltd.	Non-Executive
	Asiacom Philippines Inc.	Non-Executive
	AG Holdings Limited	Non-Executive
	AI North America, Inc.	Non-Executive
	AC Infrastructure Holdings Corporation	Non-Executive
	Ayala Retirement Fund Holdings, Inc.	Non-Executive

¹ The Group is composed of the parent, subsidiaries, associates and joint ventures of the company.

Antonino T Aquino	Manila Water Company, Inc.(Listed) Philam American Life and General Insurance Company Philam Nuevocentro, Inc. Anvaya Beach and Nature Club	Non-Executive Non-Executive Non-Executive Non-Executive
Delfin L Lazaro	Ayala Corporation (Listed) Integrated Micro-Electronics, Inc. (Listed) Manila Water Company, Inc. (Listed) Globe Telecom, Inc. (Listed) Philwater Holdings Company, Inc Atlas Fertilizer & Chemicals Inc Philwater Holdings Company, Inc. A.C.S.T. Business Holdings, Inc. Asiacom Philippines, Inc. Ayala International Holdings, Ltd. Bestfull Holdings Limited Probe Productions, Inc.	Non-Executive Non-Executive Non-Executive Non-Executive Non-Executive, Chair Non-Executive Non-Executive Executive, Vice Chairman Non-Executive Non-Executive Non-Executive
Arturo G Corpuz	Board of Aurora Properties, Inc. Vesta Properties Holdings, Inc. Nuevocentro, Inc. Next Urban Alliance Development Corp. Alviera Country Club, Inc.	Non-Executive Non-Executive Non-Executive Non-Executive Non-Executive
Francis G Estrada	Development Bank of the Philippines Philamlife and General Insurance Co. Armed Forces of the Philippines, Multi-Sectoral Governance Council Investment Committee, De La Salle Philippines Bancom Alumni, Inc Institute of Corporate Directors	Chairman Independent Non-Executive, Chairman Non-Executive Non-Executive, Vice Chairman Chairman
Jaime C Laya	Philippine Trust Company (Listed) GMA Network, Inc.(Listed) GMA Holdings, Inc. (Listed) Manila Water Company, Inc. (Listed) Philippine AXA Life Insurance Co, Inc. and Charter Ping An Insurance Co.	Executive, Chairman & President Independent Independent Independent Independent
Rizalina G Mantaring	Sun Life of Canada (Philippines) Inc. Sun Life Financial – Philippines Foundation Sun Life Financial Plans, Sun Life Asset Management Co. Inc. Sun Life Financial Philippine Holding Co. Inc. Sun Life Grepa Financial, Inc. Grepalife Asset Management Corporation Microventures Foundation, Inc.	Executive, President & CEO Chairman Non-Executive Non-Executive Non-Executive Non-Executive Non-Executive Independent

(ii) Directorship in Other Listed Companies

Identify, as and if applicable, the members of the company's Board of Directors who are also directors of publicly-listed companies outside of its Group:

Director's Name	Name of Listed Company	Type of Directorship (Executive, Non-Executive, Independent). Indicate if director is also the Chairman.
Jaime C. Laya	Philippine Trust Company GMA Network, Inc. GMA Holdings, Inc.	Executive, Chairman Independent Independent

(iii) Relationship within the Company and its Group

Provide details, as and if applicable, of any relation among the members of the Board of Directors, which links them to significant shareholders in the company and/or in its group:

Director's Name	Name of the Significant Shareholder	Description of the relationship
Jaime Augusto Zobel de Ayala	Ayala Corporation	Mr. Zobel is a director and officer of Ayala Corporation.
Fernando Zobel de Ayala	Ayala Corporation	Mr. Zobel is a director and officer of Ayala Corporation.

- (iv) Has the company set a limit on the number of board seats in other companies (publicly listed, ordinary and companies with secondary license) that an individual director or CEO may hold simultaneously? In particular, is the limit of five board seats in other publicly listed companies imposed and observed? If yes, briefly describe other guidelines:

	Guidelines	Maximum Number of Directorships in other companies
Executive Director	A director shall exercise due discretion in accepting and holding directorships outside of Ayala Land, Inc. A director may hold any number of directorships outside of the Company provided that in the director's opinion, these other positions do not detract from the director's capacity to diligently perform his duties as a director of the Corporation.	
Non-Executive Director		
CEO		

(e) Shareholding in the Company

Complete the following table on the members of the company's Board of Directors who directly and indirectly own shares in the company:

Name of Director	Number of Direct shares	Number of Indirect shares /Through (name of record owner)	% of Capital Stock
Fernando Zobel de Ayala	12,000	-	0
Jaime Augusto Zobel de Ayala	12,000	-	0
Bernard Vincent O. Dy	10	10,536,157	0.08
Antonino T. Aquino	4,297,165	16,008,061	0.14
Delfin L. Lazaro	0	1	0
Arturo G. Corpuz	666,149	5,972,575	0.04
Francis G. Estrada	1	0	0
Jaime C. Laya	10,000	0	0
Rizalina G. Mantaring	1	0	0
TOTAL	4,997,326	33,777,167	0.3

2) Chairman and CEO

- (a) Do different persons assume the role of Chairman of the Board of Directors and CEO? If no, describe the checks and balances laid down to ensure that the Board gets the benefit of independent views.

Yes ☒

No ☐

Identify the Chair and CEO:

Chairman of the Board	Fernando Zobel de Ayala
CEO/President	Bernard Vincent O. Dy

(b) Roles, Accountabilities and Deliverables

Define and clarify the roles, accountabilities and deliverables of the Chairman and CEO.

	Chairman	Chief Executive Officer
Role	The Chairman of the Board is responsible for setting the overall business direction.	The Chief Executive Officer is in charge of preparing and executing the business plan as outlined by the Chairman. Minimum internal control mechanisms for management's operational responsibility shall center on the President/CEO, being ultimately accountable for the Corporation's organizational and procedural controls. In addition, to the duties imposed on the President/CEO by the Board of Directors, the President shall:
Deliverables	<p>The Chairman shall, when present, preside at all meetings of the Board and shall render advice and counsel to the President. He shall:</p> <ul style="list-style-type: none"> Schedule meeting to enable the Board to perform its duties responsibly while not interfering with the flow of the Corporation's operations Prepare the meeting agenda in consultation with the CEO Exercise control over quality, quantity and 	<ul style="list-style-type: none"> Have general supervision of the business, affairs, and property of the Corporation, and over its employees and officers See that all orders and resolutions of the Board

	<p>timeliness of the flow of information between Management and the Board</p> <ul style="list-style-type: none"> Assist in ensuring compliance with the Corporation's guidelines on corporate governance <p>The Chairman shall have such other responsibilities as the Board of Directors may impose upon him.</p>	<p>of Directors are carried into effect</p> <ul style="list-style-type: none"> Submit to the Board as soon as possible after the close of each fiscal year, and to stockholders at the annual meeting, a complete report of the operations of the Corporation for the preceding year, and the state of its affairs Report to the Board from time to time all matters within its knowledge which the interest of the Corporation may require to be brought to their notice <p>The President/CEO shall have such other responsibilities as the Board of Directors may impose upon him.</p>
Accountabilities	<p>The Chairman and CEO shall be accountable for willfully and knowingly voting or consenting to patently unlawful acts of the Corporation and gross negligence or bad faith in directing the affairs of the Corporation or acquire any personal or pecuniary interest in conflict with their duties as such Chairman and CEO (as directors). They shall be liable jointly and severally for all damages resulting from these forms suffered by the Corporation, its stockholders and other persons.</p> <p>Furthermore, when they attempt to acquire or acquires, in violation of their duties, any interest adverse to the Corporation, in respect of any matter which has been reposed in them in confidence, as to which equity imposes a disability upon them to deal in their own behalf, they shall be liable as a trustee for the Corporation and must account for the profits which otherwise would have accrued to the Corporation.</p>	

3) Explain how the board of directors plans for the succession of the CEO/Managing Director/President and the top key management positions?

The Company institutes a plan of succession that formalizes the process of identifying, training and selection of successors in key positions in the Corporation. The Board of Directors prioritizes senior officers from within the organization. Strong candidates are usually given expanded roles for a few years prior to assuming a higher post. In the event that the Board opts to hire externally, the Human Resource Department and accredited executive search firms are tasked to source potential candidates.

4) Other Executive, Non-Executive and Independent Directors

Does the company have a policy of ensuring diversity of experience and background of directors in the board? Please explain.

Ayala Land, Inc., through its Nomination Committee, implements and maintains a process which ensures that all directors nominated for election during the Annual Stockholders' Meeting have all the qualifications and none of the disqualifications as stated in the By-Laws and Manual of Corporate Governance. To ensure diversity of experience and sound backgrounds, nominated directors shall have the following qualifications:

- *Ownership of at least one share of the capital stock of the Corporation*
- *A college degree or its equivalent or adequate competence and understanding of the fundamentals of the real estate industry or sufficient experience and competence in managing a business to substitute for such formal education*
- *Membership in good standing in relevant industry and membership in business or professional organizations*
- *Possesses integrity, probity and shall be diligent and assiduous in the performance of his/her functions*

Does it ensure that at least one non-executive director has an experience in the sector or industry the company belongs to? Please explain.

A director of the company is required to have adequate competence and understanding of the fundamentals of the real estate industry or sufficient experience and competence in managing a business to substitute for formal education, as well as to be a member in good standing in relevant industry and professional organizations.

Define and clarify the roles, accountabilities and deliverables of the Executive, Non-Executive and Independent Directors:

	Executive	Non-Executive	Independent Director
Role	<ul style="list-style-type: none"> • <u>Govern and manage the business of the Corporation.</u> 		
Accountabilities	<ul style="list-style-type: none"> • <u>Conduct fair business transactions with the Corporation and ensure that personal interest does not bias Board decisions.</u> A director shall not use his position to make profit or to acquire benefit advantage for himself or his related interests. He should avoid situations that may compromise his impartiality and observe the conflict of interest policy of the Company. 		
Deliverables	<ul style="list-style-type: none"> • <u>Devote time and attention necessary to properly discharge his duties and responsibilities</u> A director should attend and actively participate in Board meetings. • <u>Act judiciously.</u> Before deciding on any matter brought before the Board of Directors, every director should evaluate the issues, ask questions and seek clarifications as appropriate. • <u>Exercise independent judgment.</u> A director should view each problem/situation objectively and support plans and ideas which he believes are beneficial to the Company. • <u>Have a working knowledge of the statutory and regulatory requirements affecting the Corporation.</u> This would include a firm knowledge of the contents of the Articles of Incorporation and By-laws of the Corporation and the amendments thereof, the requirements of the PSE and SEC for the conduct of the Corporation's business, and where applicable, the requirements of other regulatory agencies. • <u>Observe confidentiality.</u> A director shall observe the confidentiality of non-public information acquired by reason of his position as director. He should not disclose any information to any other person without the authority of the Board. • <u>Ensure the continuing soundness, effectiveness and adequacy of the Corporation's control environment.</u> Each director is responsible for assuring that actions taken by the Board maintain the adequacy of the control environment within the Corporation. • <u>Exercise of degree of skill, diligence and care that a reasonably prudent person would exercise in similar circumstances.</u> It shall be sufficient for a director to act on an informed basis in good faith and in an honest belief that the action was taken in the best interest of the Corporation. • <u>Prior to assuming office, attend a seminar on corporate governance which shall be conducted by a duly recognized private or government institution.</u> 		

Provide the company's definition of "independence" and describe the company's compliance to the definition.

Independent directors shall hold no interests or relationships with the Corporation that may hinder their independence from the Corporation or Management and would interfere with the exercise of independent judgment in carrying out the responsibilities of a director.

The Corporation's set of independent directors is in full compliance with its definition of independence. All independent directors of the Corporation have submitted a letter of confirmation to the Corporate Secretary stating that he/she holds no interests affiliated with the corporation, management or controlling shareholder at the time of his/her election, re-election or appointment as director. Moreover, for purposes of compliance with the legal requirement on independent directors:

- *Officers, executives and employees of the Corporation may be elected as directors but cannot and shall not be characterized as independent directors*
- *If a director elected or appointed as an independent director subsequently becomes an officer or employee of the Corporation, the Corporation shall forthwith cease to consider him/her as an independent director*
- *If the beneficial security ownership of an independent director of the Corporation or in its related companies exceeds two percent, the Corporation shall forthwith cease to consider him/her as an independent director until the beneficial security ownership of the director is reduced to two percent or lower.*

Does the company have a term limit of five consecutive years for independent directors?

The Board of Directors shall have nine members who shall be elected by the Corporation's stockholders entitled to vote at the annual meeting, and shall hold office for one year and until their successors are elected and qualified in accordance with the By-Laws of the Corporation.

If after two years, the company wishes to bring back an independent director who had served for five years, does it limit the term for no more than four additional years? Please explain.

Independent directors may serve for a period of not more than nine years. An independent director, after serving for nine years, shall be perpetually barred from being elected as such in the Corporation, without prejudice to being elected as independent director in other companies outside of the business conglomerate, where applicable, under the same conditions provided for in the rules and regulations of the SEC.

5) Changes in the Board of Directors (Executive, Non-Executive and Independent Directors)

(a) Resignation/Death/Removal

Indicate any changes in the composition of the Board of Directors that happened during the period:

None

(b) Selection/Appointment, Re-election, Disqualification, Removal, Reinstatement and Suspension

Describe the procedures for the selection/appointment, re-election, disqualification, removal, reinstatement and suspension of the members of the Board of Directors. Provide details of the processes adopted (including the frequency of election) and the criteria employed in each procedure:

Procedure	Process Adopted	Criteria
a. Selection/Appointment	<p>The Board of Directors is the supreme authority in matters of governance and managing the regular and ordinary business of the Corporation. Within their chartered authority, the directors acting as a board have the fullest powers to regulate the concerns of the Corporation according to their best judgment.</p> <p>The Company's independent directors can serve as such for five consecutive years. He or she may be re-elected after the two year cooling-off period and can serve for another four consecutive years.</p> <p>A director of the Company shall have the following qualifications:</p> <ol style="list-style-type: none"> Ownership of at least one share of the capital stock of the Corporation A college degree or its equivalent or adequate competence and understanding of the fundamentals of the real estate industry or sufficient experience and competence in managing a business to substitute for such formal education Membership in good standing in relevant industry and membership in business or professional organizations Possesses integrity, probity and shall be diligent and assiduous in the performance of his functions <p>The following persons are disqualified from being a Director of the Corporation:</p> <ol style="list-style-type: none"> Any person who has been finally convicted by a competent judicial or administrative body of the following: <ul style="list-style-type: none"> any crime involving the purchase or sale of securities any crime arising out of the person's conduct as an underwriter, broker, dealer, investment Corporation, investment adviser, principal distributor, mutual fund dealer, futures commission merchant, commodity trading advisor and floor broker 	
(i) Executive Directors		
(ii) Non-Executive Directors		
(iii) Independent Directors		
b. Re-appointment		
(i) Executive Directors		
(ii) Non-Executive Directors		
(iii) Independent Directors		
c. Permanent Disqualification		
(i) Executive Directors		
(ii) Non-Executive Directors		
(iii) Independent Directors		
d. Temporary Disqualification		
(i) Executive Directors		
(ii) Non-Executive Directors		
(iii) Independent Directors		
e. Removal		
(i) Executive Directors		

(ii) Non-Executive Directors	<ul style="list-style-type: none"> - any crime arising out of his relationship with a bank, quasi-bank, trust company, investment house or as an affiliated person of any of them <p>b) Any person who, by reason of any misconduct, after hearing or trial, is permanently or temporarily enjoined by order, judgment or decree of the Commission or any court or other administrative body of competent jurisdiction from:</p> <ul style="list-style-type: none"> - acting as an underwriter, broker, dealer, investment adviser, principal distributor, mutual fund dealer, futures commission merchant, commodity trading advisor or a floor broker - acting as a director or officer of a bank, quasi-bank, trust company, investment house, investment company or an affiliated person of any of them - engaging in or continuing any conduct or practice in connection with any such activity or willfully violating laws governing securities and banking activities <p>Such disqualification shall also apply when such person is currently subject to an effective order of the Commission or any court or other administrative body refusing, revoking or suspending any registration, license or permit issued under the Corporation Code, Securities Regulations Code, or any other law administered by the Commission or Bangko Sentral ng Pilipinas, or under any rule of regulation promulgated by the Commission or Bangko Sentral ng Pilipinas, or otherwise restrained to engage in any activity involving securities and banking.</p> <p>Such person is also disqualified when he is currently subject to an effective order of a self-regulatory organization suspending or expelling him from membership or participation or from association with a member or participant of the organization.</p> <p>a) Any person finally convicted judicially of an offense involving moral turpitude or fraudulent acts or transgressions</p> <p>b) Any person finally found by the Commission or a court or other administrative body to have willfully violated, or willfully aided, abetted, counseled, induced or procured the violation of any provision of the Securities Regulation Code, the Corporation Code of the Philippines, or any other law administered by the Commission, or any rule, regulation or order of the Commission or the Bangko Sentral ng Pilipinas</p> <p>c) Any person judicially declared to be insolvent</p> <p>d) Any person finally found guilty by a foreign court or equivalent financial regulatory authority of acts, violations, or misconduct listed in foregoing paragraphs</p> <p>e) Any person convicted by final and executory judgment of an offense punishable by imprisonment for a period exceeding six years, or a violation of the Corporation Code, committed within five years prior to the date of his election or appointment</p> <p>f) No person shall qualify or be eligible for nomination or election to the Board of Directors if he is engaged in any business which competes with or is antagonistic to that of the Corporation, without limiting generality of the foregoing, a person shall be deemed to be so engaged:</p> <p>g) If he is an officer, manager or controlling person or the owner of 10% or more of any outstanding class of shares of any corporation (other than one in which the Corporation owns at least thirty percent of the capital stock) engaged in a business which the Board, by at least three fourths (3/4) vote, determines to be competitive or antagonistic to that of the Corporation</p> <p>h) If he is an officer, manager or controlling person or the owner of 10% or more of any outstanding class of shares of any other corporation or entity engaged in any line of business of the Corporation, when in judgment of the Board, by at least three-fourths (3/4) vote, the laws against combinations in restraint of trade shall be violated by such person's membership in the Board of Directors</p>
(iii) Independent Directors	
f. Re-instatement	
(i) Executive Directors	
(ii) Non-Executive Directors	
(iii) Independent Directors	
g. Suspension	
(i) Executive Directors	
(ii) Non-Executive Directors	
(iii) Independent Directors	

	<p>i) If the Board, in the exercise of its judgment in good faith, determines by at least three-fourths (3/4) vote, that he is the nominee of any person set forth in the above mentioned conditions</p> <p>In determining whether or not a person is a controlling person, beneficial owner, or the nominee of another, the Board may take into account such factors as business and family relations.</p> <p>The following are temporary grounds for temporary disqualification of incumbent directors:</p> <p>a) Refusal to fully disclose the extent of his business interest as required under the Securities Regulation Code and its implementing rules and regulations. This disqualification shall be in effect as long as his refusal persists.</p> <p>b) Absence or non-participation for whatever reasons in more than Fifty Percent of all meetings, both regular and special, of the Board of Directors during his incumbency, or any twelve month period during said incumbency, unless the absence is due to illness, death in the immediate family or serious accident. This disqualification applies for purposes of the succeeding election.</p> <p>c) Dismissal/termination from directorship in another listed corporation for cause. This disqualification shall be in effect until he has cleared himself of any involvement in alleged irregularity</p> <p>d) Being under preventive suspension by the Corporation for any reason</p> <p>e) Conviction that has not yet become final referred to in the grounds for disqualifications of directors</p> <p>Temporary disqualification shall be at the discretion of the Board of Directors and shall require a resolution of a majority of the Board. A temporarily disqualified director shall within sixty days from such disqualification, take the appropriate action to remedy or correct the disqualification. If he fails to do so for unjustified reasons, the disqualification shall become permanent.</p>
--	---

Voting Result of the last Annual General Meeting (as of April 12, 2016)

Name of Director	Votes Received*
Fernando Zobel de Ayala	22,970,577,888 (98.96%)
Jaime Augusto Zobel de Ayala	22,968,607,567 (98.95%)
Bernard Vincent O. Dy	23,178,967,731 (99.86%)
Antonino T. Aquino	22,922,054,382 (98.75%)
Delfin L. Lazaro	22,917,719,621 (98.73%)
Arturo G. Corpuz	23,058,369,731 (99.34%)
Francis G. Estrada (<i>independent</i>)	23,080,927,546(99.44%)
Jaime C. Laya (<i>independent</i>)	23,067,737,306 (99.38%)
Rizalina G. Mantaring (<i>independent</i>)	23,189,335,131 (99.90%)

*Based on the number of shares represented during the meeting.

6) Orientation and Education Program

(a) Disclose details of the company's orientation program for new directors, if any.

New directors are given an orientation program to ensure that they are properly equipped with all the Company information required for them to fulfill their respective roles as members of the Board. Typically, a presentation about Ayala Land's operations, business performance and financial results is provided followed by an optional tour of Ayala Land's various business segments and projects.

(b) State any in-house training and external courses attended by Directors and Senior Management² for the past three (3) years:

All Board members have undergone training in corporate governance and have been certified by the Institute of Corporate Directors (ICD). ICD is a professional organization that is based in the Philippines and is accredited by the Philippine SEC and the PSE. ICD works closely with the Organization for Economic Cooperation and Development (OECD), the Global Corporate Governance Forum, and the International Corporate Governance Network and is committed to promoting world-class corporate governance principles in the East Asia region.

Along with the members of the Board, the Company requires members of the Management Committee and other key officers to receive periodic training in corporate governance.

As of 31 March 2015, eight members of the Board and eighteen members of the Management Committee and key officers have attended an accredited corporate governance training program.

All new employees are given an internal training module for corporate governance to effectively broaden their awareness and ensure the practice of the principles of good corporate governance. Aside from this, the Corporation also conducts regular in-house training through the following programs:

- *Professionals In Development – on boarding program for new hires*
- *New Managers Boot Camp – for new managers*
- *Coaching for Development – training program for senior division managers*
- *GM Mentoring – training program for senior management*

(c) Continuing education programs for Senior Management: programs and seminars and roundtables attended during the year.

Name of Director/Officer	Date of Training	Program	Name of Training Institution
Board of Directors (9)			
Fernando Zobel de Ayala	03/08/2016	Ayala Corporate Governance Summit	ICD
Jaime Augusto Zobel de Ayala	03/08/2016	Ayala Corporate Governance Summit	ICD
Bernard Vincent O. Dy	03/08/2016	Ayala Corporate Governance Summit	ICD
Antonino T. Aquino	03/08/2016	Ayala Corporate Governance Summit	ICD
Arturo G. Corpuz	10/12/2016	Distinguished Corporate Governance Speaker Series	ICD
Delfin L. Lazaro	03/08/2016	Ayala Corporate Governance Summit	ICD
Jaime C. Laya	03/08/2016	Ayala Corporate Governance Summit	ICD
Rizalina G. Mantaring	10/16/2016	Corporate Governance and Risk Management Seminar	ICD
Francis G. Estrada	Exempted		
Management Committee and Key Officers (24)			
Solomon M. Hermosura	03/08/2016	Ayala Corporate Governance Summit	ICD
Jaime E Ysmael	03/08/2016	Ayala Corporate Governance Summit	ICD
Dante M. Abando	03/08/2016	Ayala Corporate Governance Summit	ICD
Anna Ma. Margarita B Dy	03/08/2016	Ayala Corporate Governance Summit	ICD
Ginaflor C. Oris	03/08/2016	Ayala Corporate Governance Summit	ICD
Angelica L Salvador	03/08/2016	Ayala Corporate Governance Summit	ICD

² Senior Management refers to the CEO and other persons having authority and responsibility for planning, directing and controlling the activities of the company.

Aniceto V Bisnar, Jr.	03/08/2016	Ayala Corporate Governance Summit	ICD
Augusto D. Bengzon	03/08/2016	Ayala Corporate Governance Summit	ICD
Christopher B. Maglanoc	03/08/2016	Ayala Corporate Governance Summit	ICD
Jose Emmanuel H. Jalandoni	03/08/2016	Ayala Corporate Governance Summit	ICD
Jose Juan Z. Jugo	03/08/2016	Ayala Corporate Governance Summit	ICD
Laurent P. Lamasuta	03/08/2016	Ayala Corporate Governance Summit	ICD
Leovigildo D. Abot	03/08/2016	Ayala Corporate Governance Summit	ICD
Myrna Lynne C. Fernandez	03/08/2016	Ayala Corporate Governance Summit	ICD
Romeo T. Menpin, Jr.	03/08/2016	Ayala Corporate Governance Summit	ICD
Rowena M. Tomeldan	03/08/2016	Ayala Corporate Governance Summit	ICD
William Thomas F. Mirasol	03/08/2016	Ayala Corporate Governance Summit	ICD
Robert S. Lao	10/12/2016	Distinguished Corporate Governance Speaker Series	ICD
Manuel A. Blas II	12/08/2016	Distinguished Corporate Governance Speaker Series	ICD
June Vee D. Montecarlo-Navarro	03/08/2016	Ayala Corporate Governance Summit	ICD
Nimfa Ambrosia L. Perez-Paras	03/08/2016	Ayala Corporate Governance Summit	ICD
Michael Anthony D. Garcia	03/08/2016	Ayala Corporate Governance Summit	ICD
Albert C. Ong	03/08/2016	Ayala Corporate Governance Summit	ICD
Jinky Aguinaldo	03/08/2016	Ayala Corporate Governance Summit	ICD

B. CODE OF BUSINESS CONDUCT & ETHICS

- 1) Discuss briefly the company's policies on the following business conduct or ethics affecting directors, senior management and employees:

Business Conduct & Ethics	Directors	Senior Management	Employees
(a) Conflict of Interest	<p><u>Conflict of Interest</u></p> <p>The personal interest of directors and officers should never prevail over the interest of the Corporation. They are required to be loyal to the organization so much so that they may not directly or indirectly derive any personal profit or advantage by reason of their position in the Corporation.</p> <p>They must promote the common interest of all shareholders and the Corporation without regard to their own personal and selfish interest. A conflict of interest exists when a director or an officer of the Corporation:</p> <ul style="list-style-type: none"> Supplies or is attempting or applying to supply goods or services to the Corporation Supplies or is attempting to supply goods, services, information to an entity in competition with the Corporation By virtue of his/her office, acquires or is attempting to acquire for himself/herself a business opportunity which should belong to the Corporation Is offered or receives consideration for delivering the Corporation's business to a third party Is engaged or is attempting to engage in a business or activity which competes with or works contrary to the best interests of the Corporation 		
(b) Conduct of Business and Fair Dealings			
(c) Receipt of gifts from third parties			
(d) Compliance with Laws & Regulations			
(e) Respect for Trade Secrets/Use of Non-public Information			
(f) Use of Company Funds, Assets and Information			
(g) Employment & Labor Laws & Policies			
(h) Disciplinary action			
(i) Whistle Blower			
(j) Conflict Resolution			

If an actual or potential conflict of interest should arise on the part of directors, it should be fully disclosed and the concerned director should not participate in the decision making. A director who has continuing conflict of interest of a material nature should either resign or, if the Board deems appropriate, be removed from the Board.

All employees shall avoid conflict of interest. In case an apparent conflict of interest develops, employees shall disclose the facts promptly to their Unit Manager and the Employee Relations Manager, who, when appropriate, will inform the Group Head and the President regarding the proper action.

Conduct of Business and Fair Dealings

A contract of the Corporation with one or more of its directors or officers is voidable, at the option of the Corporation, unless all the following conditions are present:

- The presence of such director in the board meeting in which the contract was approved was not necessary to constitute a quorum for such meeting
- The vote of such director was not necessary for the approval of the contract
- The contract is fair and reasonable under the circumstances
- In case of an officer, the contract has been previously approved by the Board of Directors

Where a director, by virtue of his office, acquires himself a business opportunity which should belong to the Corporation, thereby obtaining profits to the prejudice of the Corporation, the director must account to the latter for all such profits by refunding the same. In the case of a contract with a director, such contract may be ratified by the vote of stockholders representing two-thirds of the outstanding capital stock in a meeting called for that purpose provided that full disclosure of the adverse interest of the director involved is made at such meeting and provided further that the contract is fair and reasonable under the circumstances.

No employee shall engage or continue to be engaged in a business with a competitor, customer or supplier of the Corporation or any of its subsidiaries/affiliates without the prior written approval of the President. Likewise, no employee who is in position to influence the Corporation's business decisions or who is privy to confidential information, or in a position to cause undue preferential treatment in favor of a broker, customer or supplier, shall accept any donation from any of the same, without the prior written approval of the President.

Receipts of Gifts from Third Parties

All employees shall report to their immediate supervisors any offer or gift of any value given to them or their immediate family member that may influence their recommendation of decision on certain proposals or issues affecting the Corporation or its subsidiaries/affiliates.

Compliance with Laws and Regulations

The Corporation is in full compliance with all existing corporate and labor laws in the Philippines.

Respect for Trade Secrets/Use of Non-public Information

The Company strictly enforces and monitors compliance with its policy on insider trading, which prohibits the buying or selling of Company securities during prescribed periods by covered persons, which include members of the Board of Directors, all members of the Management Team, consultants, advisers, and other employees who have been made aware of undisclosed material information with respect to the Company and its operations. This restriction is expanded to include the immediate family members of the parties mentioned.

Use of Company Funds, Assets and Information

No employee shall disclose or use company funds, assets and information gained in the course of employment for personal purposes or that of a third party without prior consent of his/her Unit Manager.

Employment & Labor Laws & Policies

The Corporation observes exemplary employment practices and strong adherence to labor laws and policies. Employee engagement and welfare is an integral part of the Corporation's overall strategy for organizational development. The Corporation's

	<p>personnel development program is anchored on the belief that a highly engaged organization nurtures the most productive, effective and fulfilled employees. Employee occupational health and safety is of utmost priority while training sessions and activities are designed to enhance team and individual performance.</p> <p><u>Disciplinary Action</u> Violation of any company policy, once proven and after due process, may constitute grounds for termination of employment for cause.</p> <p><u>Whistle Blower</u> The Corporation has established business integrity channels that serve as communication facilities such as telephone, email, fax, website and face to face meetings, enabling individuals to freely report fraud, violations of laws, rules and regulations, or misconduct to people at authority without fear of retaliation. The ultimate goal is to give employees, third-party business partners and other stakeholders every possible means for coming forward, so that they report information to top management or to the Board of Directors.</p> <p><u>Conflict Resolution</u> Any report must be made through appropriate reporting channels. A designated committee shall evaluate whether the information provided by the whistleblower is sufficient and within scope. If a case is deemed appropriate, the committee shall escalate all reports received to the recommended investigating unit for the conduct of preliminary investigation. At the conclusion of the investigation, if a report is substantiated, the committee shall conduct a full investigation in accordance with applicable company policies and procedures.</p> <p>All cases within scope of the business integrity channels must be resolved within a reasonable time as determined by the Corporation of its subsidiary from the time all relevant documents have been obtained.</p> <p>The Company has no record of conflicts or differences with its stockholders, regulatory authorities and other third parties. When dispute arises, the Company, however, will meet and discuss the issue and aim to reach a compromise with the other party. If compromise agreement is not reached, final arbitration will be sought.</p>
--	--

2) Has the code of ethics or conduct been disseminated to all directors, senior management and employees?

Yes, the Corporation's Code of Conduct and Ethics has been properly disseminated to all directors, senior management and employees.

3) Discuss how the company implements and monitors compliance with the code of ethics or conduct.

ALI has established a compliance structure which assigns oversight responsibility for the Company's Code of Ethical Behavior program to the Human Resources Group (HRG) Head or his/her designate. SBU and Group Heads are responsible for establishing, implementing and maintaining an effective program, including a system of internal controls, to ensure compliance by everyone with all laws and regulations and the provisions of this Code. People who manage others have a special responsibility to show, through words and actions, personal commitment to the highest standards of integrity. As coaches and leaders, supervisors and managers must:

- Maintain an environment of open communication in which the ALI values and the provisions of this Code and related policies and instructions are shared, discussed and even debated.*
- Ensure that their people understand the ALI values and the provisions of this Code and provide additional training, when appropriate.*
- Take reasonable steps to ensure that unethical conduct within their areas of responsibility is detected and addressed.*
- Consider whether a person lives the ALI values before placing him or her in a position of responsibility. Everyone is responsible for notifying the Human Resources Group, Legal, Audit or the Compliance Officer immediately if he/she suspects, observes or learns of any unethical business conduct or the commission of any dishonest, destructive, or illegal act.*

The appropriate Group will investigate all reports and provide feedback when appropriate. There will be no reprisals against those who report suspected violations in good faith, and their identity will be protected to the extent consistent with law and ALI policy.

Because ALL strongly believes in ethical behavior, employees who do not comply with the provisions of this Code and other Company policies and procedures may be subject to a range of disciplinary actions, up to and including dismissal. Additionally, violations of these standards could result in criminal penalties and/or civil liabilities.

4) Related Party Transactions

(a) Policies and Procedures

Describe the company's policies and procedures for the review, approval or ratification, monitoring and recording of related party transactions between and among the company and its parent, joint ventures, subsidiaries, associates, affiliates, substantial stockholders, officers and directors, including their spouses, children and dependent siblings and parents and of interlocking director relationships of members of the Board.

Related Party Transactions	Policies and Procedures
(1) Parent Company	The Company and its subsidiaries, in their regular conduct of business, have entered into transactions with associates and other related parties principally consisting of advances and reimbursement of expenses, purchase and sale of real estate properties, construction contracts, development, management, and underwriting, marketing, leasing, and administrative service agreements. Sales and purchases of goods and services to and from related parties are made on an arm's length basis and at current market prices at the time of the transactions.
(2) Joint Ventures	
(3) Subsidiaries	
(4) Entities Under Common Control	
(5) Substantial Stockholders	
(6) Officers including spouse/children/siblings/parents	Ayala Land has a Related Party Transaction Policy that aims to define related party relationships and transactions and to set out the guidelines, categories, and thresholds that will govern the review, approval, and ratification of these transactions by the Board of Directors or Shareholders, to ensure that related party relationships have been accounted for and disclosed in accordance with the International Accounting Standards (IAS) 24 on Related Party Disclosures.
(7) Directors including spouse/children/siblings/parents	
(8) Interlocking director relationship of Board of Directors	
	In accordance with the Charter of the Board of Directors, the Related Party Transaction (RPT) Review Committee is constituted as the Committee responsible to oversee and review the propriety of related party transactions and their required reporting disclosures.
	All directors and employees of Ayala Land and its subsidiaries are required to promptly disclose any business and family-related transactions with the Corporation and/or its subsidiaries, to ensure that potential conflicts of interest are surfaced and brought to the attention of management.
	All employees of the Corporation are also required to complete the mandatory form on "Business Interest/Related Party Disclosure" in the month of January of each year. This is duly noted by the employee's strategic business unit or group head, and submitted to the Human Resource Group which collates them in file and monitors compliance thereof.
	Further to this, the Corporation also ensures that its independent directors hold no conflict of interest with the Corporation. Independent directors are required to submit to the Corporate Secretary a letter of confirmation stating that they hold no interest in companies affiliated with the Corporation and the management or controlling shareholders of the Corporation at the time of their election or appointment and/or reelection as director as independent directors.
	The Corporation requires directors and key management personnel to abstain and/or inhibit themselves from participating

	<p>in discussions on a particular agenda when they are conflicted.</p> <p>Before commencement of the related party transaction, Management shall report to the RPT Review Committee each new or proposed related party transaction for review and approval. The report should cover the following:</p> <ol style="list-style-type: none"> The terms, business purpose, benefits and other details of the related party transaction. The nature of the relationship of the party or parties involved in the transaction in relation to the Corporation. The description of the transaction, including the affected periods to be disclosed in the financial statements, including the amounts, and such other information necessary for better understanding of the effect of the proposed transaction in the financial statements, which may include the amounts due to or from related parties to the transaction, if any, and the terms and manner of settlement. <p>The RPT Review Committee shall review all the information reported by Management and shall consider all of the relevant facts and circumstances available, including but not limited to the following:</p> <ol style="list-style-type: none"> The terms of the transaction, which should be fair and to the best interest of the Corporation and no less favorable than those generally available to non-related parties under the same or similar circumstances The aggregate value of the related party transaction. Extent of the Related Party's interest in the transaction Whether the related party transaction would present an improper conflict of interests or special risks or contingencies for the Corporation, or the Related Party taking into account the size of the transaction, the overall financial position of the Related Party, the direct or indirect nature of the Related Party's interest in the transaction and the nature of any proposed relationship Any other relevant information regarding the transaction. <p>The RPT Review Committee shall approve related party transactions before their commencement. However, material or significant related party transactions will have to be endorsed by the RPT Review Committee to the Board for approval. Materiality thresholds applicable to related party transactions are to be defined and endorsed by the RPT Review Committee to the Board.</p> <p>The Board may, at its option, require that a related party transaction that it has approved, be also submitted to the stockholders for consideration and ratification.</p> <p>All employees of the Corporation are also required to complete the mandatory form on "Business Interest/ Related Party Disclosure" in the month of January of each year. This is duly noted by the employee's strategic business unit or group head, and submitted to the Human Resource Group which collates them in file and monitors compliance thereof.</p>
--	--

(b) Conflict of Interest

(i) Directors/Officers and 5% or more Shareholders

Identify any actual or probable conflict of interest to which directors/officers/5% or more shareholders may be involved.

	Details of Conflict of Interest (Actual or Probable)
Name of Director/s	N/A
Name of Officer/s	N/A
Name of Significant Shareholders	N/A

(ii) Mechanism

Describe the mechanism laid down to detect, determine and resolve any possible conflict of interest between the company and/or its group and their directors, officers and significant shareholders.

	Directors/Officers/Significant Shareholders
Company Group	<ul style="list-style-type: none">• It is the responsibility of each director to promote the best interest of the Corporation. Therefore, in making decisions, the directors should only pursue the interest of the Corporation, and must not consider their own personal advantage. Each director shall disclose any conflict of interest, annually through the Ayala Land Disclosure Form. A director with any material conflict of interest that has been determined to be permanent in nature shall be disqualified from the Board.• Notwithstanding the precautions set by the annual disclosure of conflict of interest, each director is required to abstain from participating in the discussion of, and from voting on, any matter where he is in conflict of interest at any point during the course of his service.• In line with the insider trading policy of the Corporation, each director is required to notify the Board at least one day before dealing in the shares of stock in the Corporation.• No person shall qualify or be eligible for nomination or election to the Board of if he is engaged in any business which competes with or is antagonistic to that of the Corporation in accordance with the Corporation's By-laws.• At least once a year, the non-executive directors must meet without any executives present.• Directors shall keep confidential all the information contained in the confidential reports or discussions for a period of at least two years. They shall also ensure that all persons who have access to the same information on their behalf shall likewise comply with this rule.• The personal interest of directors, key officers and employees should never prevail over the interest of the Company. If an actual or potential conflict of interest should arise on the part of directors, it should be fully disclosed and the concerned director should not participate in the decision-making. If a director has an interest in a matter under consideration by the board, then the director should not participate in those discussions and the board should follow any further appropriate processes.• Individual directors should be conscious of shareholder and public perceptions and seek to avoid situations where there might be an appearance of conflict of interest.• The Ayala Land Internal Audit has aligned the policies on conflict of interest of Ayala Land with the subsidiaries and affiliates to facilitate a group-wide implementation.• The amended group-wide policy will continue to require strict compliance by all employees to file their Annual Business Interests and Related Party Disclosure forms with their respective Human Resources Division which will then be submitted for consolidation and filing. IAD will then review the disclosures and conduct audit to check compliance.

5) Family, Commercial and Contractual Relations

- (a) Indicate, if applicable, any relation of a family,³ commercial, contractual or business nature that exists between the holders of significant equity (5% or more), to the extent that they are known to the company:

Names of Related Significant Shareholders	Type of Relationship	Brief Description of the Relationship
N/A	N/A	N/A

- (b) Indicate, if applicable, any relation of a commercial, contractual or business nature that exists between the holders of significant equity (5% or more) and the company:

Names of Related Significant Shareholders	Type of Relationship	Brief Description
N/A	N/A	N/A

- (c) Indicate any shareholder agreements that may impact on the control, ownership and strategic direction of the company:

Name of Shareholders	% of Capital Stock affected (Parties)	Brief Description of the Transaction
N/A	N/A	N/A

6) Alternative Dispute Resolution

Describe the alternative dispute resolution system adopted by the company for the last three (3) years in amicably settling conflicts or differences between the corporation and its stockholders, and the corporation and third parties, including regulatory authorities.

	Alternative Dispute Resolution System
Corporation & Stockholders	The Company has no record of conflicts or differences with its stockholders, regulatory authorities and other third parties. When dispute arises, the Company, however, will meet and discuss the issue and aim to reach a compromise with the other party. If compromise agreement is not reached, final arbitration will be sought.
Corporation & Third Parties	
Corporation & Regulatory Authorities	

C. BOARD MEETINGS & ATTENDANCE

1) Are Board of Directors' meetings scheduled before or at the beginning of the year?

Regular meetings of the full Board are scheduled at the onset of the year and held at least once every quarter

February 26, 2016 (Friday, 230 pm)
 April 12 (Tuesday, immediately after the Annual Stockholders' Meeting)
 May 27 (Friday, 230 pm)
 August 18 (Thursday, 230 pm)
 October 17 (Monday, 230 pm)
 November 22 (Wednesday, 230 pm)

2) Attendance of Directors

Board	Name	Date of Election	No. of Meetings Held during the year*	No. of Meetings Attended	%
Chairman	Fernando Zobel de Ayala	4/6/2015	6	6	100
Vice-Chairman	Jaime Augusto Zobel de Ayala	4/6/2015	6	5	83

³ Family relationship up to the fourth civil degree either by consanguinity or affinity.

President and CEO	Bernard Vincent O. Dy	4/6/2015	6	6	100
Member	Antonino T. Aquino	4/6/2015	6	6	100
Member	Delfin L. Lazaro	4/6/2015	6	5	83
Member	Arturo G. Corpuz	4/6/2015	6	6	100
Independent	Francis G. Estrada	4/6/2015	6	5	83
Independent	Jaime C. Laya	4/6/2015	6	5	83
Independent	Rizalina G. Mantaring	4/6/2015	6	5	83

**In 2016 and during the incumbency of the director.*

3) Do non-executive directors have a separate meeting during the year without the presence of any executive? If yes, how many times?

Non-executive directors hold a meeting without the presence of any executive at least once a year.

4) Is the minimum quorum requirement for Board decisions set at two-thirds of board members? Please explain.

The Executive Committee, in accordance with the authority granted by the Board, or during the absence of the Board, shall act on a minimum quorum of at least two-thirds (2/3) of its members on such specific matters within the competence of the Board of Directors as may from time to time be delegated to the Executive Committee in accordance with the Corporation's ByLaws, except with respect to:

- i. approval of any action for which shareholders' approval is also required; filling of vacancies in the Board or in the Executive Committee;*
- ii. the amendment or repeal of By-Laws or the adoption of new By-Laws;*
- iii. the amendment or repeal of any resolution of the Board of Directors which by its express terms is not so amendable or repealable;*
- iv. distribution of cash dividends; and*
- v. the exercise of powers delegated by the Board exclusively to other committees, if any.*

5) Access to Information

(a) How many days in advance are board papers⁴ for board of directors meetings provided to the board?

Board materials are distributed to the Board of Directors at least five business days prior to the meeting.

(b) Do board members have independent access to Management and the Corporate Secretary?

Board members have separate and independent access to the Corporate Secretary who oversees the adequate flow of information to other Board members prior to meetings and serves as an adviser to the directors on their responsibilities and obligations. They do have access to management on matters that need clarification as part of their oversight functions.

(c) State the policy of the role of the company secretary. Does such role include assisting the Chairman in preparing the board agenda, facilitating training of directors, keeping directors updated regarding any relevant statutory and regulatory changes, etc?

The Corporate Secretary shall be a resident and citizen of the Philippines. He/she is an officer of the Corporation and his/her loyalty to the mission, vision, and specific business objectives of the Corporation must come with his duties. Considering his varied functions and responsibilities, he/she must possess organizational and interpersonal skills, and the legal skills of a Chief Legal Officer. He/she must also have some financial and accounting knowledge.

The Corporate Secretary shall have the following functions:

- Serve as an adviser to the directors on their responsibilities and obligations*
- Keep the minutes of meetings of the stockholders, the Board of Directors, the Executive Committee, and*

⁴ Board papers consist of complete and adequate information about the matters to be taken in the board meeting. Information includes the background or explanation on matters brought before the Board, disclosures, budgets, forecasts and internal financial documents.

all other committees in a book or books kept for that purpose, and shall furnish copies thereof to the Chairman, the President and other members of the Board as appropriate

- *Keep in safe custody the seal of the Corporation and affix it to any instrument requiring the same*
- *Have charge of the stock certificate book and such other books and papers as the Board may direct*
- *Attend to the giving and serving of notices of Board and shareholder meetings*
- *Be fully informed and be part of the scheduling process of other activities of the Board*
- *Prepare an annual schedule of board meetings and the regular agendas of meetings, and put the Board on notice of such agenda at every meeting*
- *Oversee the adequate flow of information to the Board prior to meetings*
- *Ensure fulfillment of disclosure requirements to the Securities and Exchange Commission and the Philippine Stock Exchange*

The Corporate Secretary shall have such other responsibilities as the Board of Directors may impose upon him/her, including the facilitation of trainings for directors when necessary.

(d) Is the company secretary trained in legal, accountancy or company secretarial practices? Please explain should the answer be in the negative.

Ayala Land's Corporate Secretary is trained in legal and company secretarial practices.

(e) Committee Procedures

Disclose whether there is a procedure that Directors can avail of to enable them to get information necessary to be able to prepare in advance for the meetings of different committees:

Yes ☒

No ☐

Committee	Details of the procedures
Executive	Management shall be primarily responsible for the adequate flow of information to the Board. This information may include the background or explanatory information relating to matters to be brought before the Board, copies of disclosure statements and documents, budgets, forecasts and monthly internal financial statements. Board materials are distributed to the Board of Directors, as much as possible, at least five (5) business days prior to the meeting.
Audit	
Nomination	
Remuneration	
Others (specify)	

6) External Advice

Indicate whether or not a procedure exists whereby directors can receive external advice and, if so, provide details:

Procedures	Details
The Corporate Secretary also serves as the Company's General Counsel. As the need arises, directors reserve the right to avail of external advice.	

7) Change/s in existing policies

Indicate, if applicable, any change/s introduced by the Board of Directors (during its most recent term) on existing policies that may have an effect on the business of the company and the reason/s for the change:

Existing Policies	Changes	Reason
N/A	N/A	N/A

D. REMUNERATION MATTERS

1) Remuneration Process

Disclose the process used for determining the remuneration of the CEO and the four (4) most highly compensated management officers:

Process	CEO	Top 4 Highest Paid Management Officers
(1) Fixed remuneration	Determined by the Board of Directors as recommended by the personnel and compensation committee	Determined by the Chairman of the Board of Directors as recommended by the President & CEO
(2) Variable remuneration	Determined by the Board of Directors as recommended by the personnel and compensation committee	Performance Bonus Pool. Determined by the Board of Directors as recommended by the personnel and compensation committee Individual Grant. Determined by the Chairman of the Board of Directors as recommended by the President & CEO
(3) Per diem allowance	None	None
(4) Bonus	Determined by the Board of Directors as recommended by the personnel and compensation committee	Determined by the Chairman of the Board of Directors as recommended by the President & CEO
(5) Stock Options and other financial instruments	Determined by the Board of Directors as recommended by the personnel and compensation committee	Stock Allocation. Determined by the Board of Directors as recommended by the personnel and compensation committee Individual Grant. Determined by the Chairman of the Board of Directors as recommended by the President & CEO
(6) Others (specify)	-	-

2) Remuneration Policy and Structure for Executive and Non-Executive Directors

Disclose the company's policy on remuneration and the structure of its compensation package. Explain how the compensation of Executive and Non-Executive Directors is calculated.

	Remuneration Policy	Structure of Compensation Packages	How Compensation is Calculated
Executive Directors	<ul style="list-style-type: none"> Market competitive Pay for performance orientation delivered through annual variable and long term incentive programs 	Fixed and variable cash compensation, stock options and benefits	Based on size and scope of role and value of individual contribution to organization
Non-Executive Directors	<ul style="list-style-type: none"> Market competitive In no case shall the total yearly compensation of directors exceed one percent (1%) of the net income before income tax of the Corporation during the preceding year 	Annual retainer, board meeting fee, committee meeting fee	Sum of annual retainer, board meeting fees, committee meeting fees

Do stockholders have the opportunity to approve the decision on total remuneration (fees, allowances, benefits-in-kind and other emoluments) of board of directors? Provide details for the last three (3) years.

Remuneration Scheme	Date of Stockholders' Approval
Increase in remuneration of non-executive directors (annual retainer, board meeting fee, committee meeting fee)	13 April 2011

3) Aggregate Remuneration

Complete the following table on the aggregate remuneration accrued during the most recent year:

Remuneration Item	Executive Directors	Non-Executive Directors (other than independent directors)	Independent Directors
(a) Fixed Remuneration	None	P1,000,000 annually	
(b) Variable Remuneration	None	None	None
(c) Per diem Allowance	None	P200,000 for each regular board meeting attended P100,000 for each board committee meeting attended	
(d) Bonuses	None	None	None
(e) Stock Options and/or other financial instruments	None	None	None
(f) Others (Specify)	None	None	None
Total	None	P6,600,000.00	P9,600,000.00

Other Benefits	Executive Directors	Non-Executive Director (other than independent directors)	Independent Directors
1) Advances	None	None	None
2) Credit granted	None	None	None
3) Pension Plan/s Contributions	None	None	None
(d) Pension Plans, Obligations incurred	None	None	None
(e) Life Insurance Premium	None	None	None
(f) Hospitalization Plan	None	None	None
(g) Car Plan	None	None	None
(h) Others (Specify)	None	None	None
Total	-	-	-

4) Stock Rights, Options and Warrants

(a) Board of Directors

Complete the following table, on the members of the company's Board of Directors who own or are entitled to stock rights, options or warrants over the company's shares:

Director's Name	Number of Direct Option/Rights/Warrants	Number of Indirect Option/Rights/Warrants	Number of Equivalent Shares	Total % from Capital Stock
-	None	-	-	-

(b) Amendments of Incentive Programs

Indicate any amendments and discontinuation of any incentive programs introduced, including the criteria used in the creation of the program. Disclose whether these are subject to approval during the Annual Stockholders' Meeting:

Incentive Program	Amendments	Date of Stockholders' Approval
-	None	-

5) Remuneration of Management

Identify the five (5) members of management who are not at the same time executive directors and indicate the total remuneration received during the financial year:

Name of Officer/Position	Total Remuneration
Arturo G. Corpuz Senior Vice President	P143.9M
Anna Margarita B. Dy Senior Vice President	
Jose Emmanuel Jalandoni Senior Vice President	
Jaime E. Ysmael Senior Vice President	
Dante M. Abando Senior Vice President	

E. BOARD COMMITTEES

1) Number of Members, Functions and Responsibilities

Provide details on the number of members of each committee, its functions, key responsibilities and the power/authority delegated to it by the Board:

Committee	No. of Members			Committee Charter	Function s	Key Responsibilities	Power
	Executive Director(E D)	Non-Executive Director (NED)	Independent Director(ID)				
Executive	1	4	-	Please refer to Item #4 below for more details			
Audit	-	1	2				
Risk	-	1	2				
Related Party Transactions Review	-	-	3				
Nomination	-	2	1				
Personnel and Compensation	-	1	2				
Sustainability	2	-	1				
Inspectors of Proxies and Ballots*	-	-	-				

*May not be member of the Board of Directors.

2) Committee Members

(a) Executive Committee

Office	Name	Date of Appointment	No. of Meetings Held*	No. of Meetings Attended	%	Length of Service in the Committee
Chairman	Fernando Zobel de Ayala	04/1999 (as Chairman)	3	2	67	28 years
Member (NED)	Antonino T. Aquino	04/2009	3	3	100	8 years
Vice Chairman	Jaime Augusto Zobel de Ayala	06/1988	3	2	67	29 years
President and CEO	Bernard Vincent O. Dy	04/2014	3	3	100	3 years
Member(NED)	Delfin L. Lazaro	04/2005	3	2	67	12 years

**In 2016 and during the incumbency of the director.*

(b) Audit Committee

Office	Name	Date of Appointment	No. of Meetings Held*	No. of Meetings Attended	%	Length of Service in the Committee
Chairman (ID)	Jaime C. Laya	04/2010	4	4	100	7 years
Member (NED)	Antonino T. Aquino	04/2014	4	4	100	3 years
Member (ID)	Rizalina G. Mantaring	04/2014	4	4	100	3 years

**In 2016 and during the incumbency of the director.*

Disclose the profile or qualifications of the Audit Committee members. All committee members possess the qualifications and none of the disqualifications required to be elected.

Jaime C. Laya, Filipino, 77, has served as an Independent Director of ALI since April 2010. He is a member of the Board of Directors of publicly listed companies, being Independent Director of GMA Network, Inc., GMA Holdings, Inc., and Manila Water Company, Inc.; and Regular Director of Philippine Trust Company (Philtrust Bank). His other significant positions are: Chairman and President of Philtrust Bank, Independent Director of Philippine AXA Life Insurance Co., Inc. and of Charter Ping An Insurance Corporation; and Trustee of Cultural Center of the Philippines, St. Paul's University – Quezon City, Ayala Foundation, Inc., Escuela Taller de Filipinas Foundation, Inc., Fundación Santiago, and other non-profit, non-stock corporations. He graduated magna cum laude from University of the Philippines in 1957 with a degree in B.S.B.A. (Accounting) and completed his M.S. in Industrial Management at Georgia Institute of Technology in 1960 and his Ph.D. in Financial Management at Stanford University in 1967. He has served as Minister of Budget, Minister of Education, Culture and Sports, Governor of the Central Bank of the Philippines, Chairman of the National Commission for Culture and the Arts, and Professor and Dean of Business Administration of the University of the Philippines.

Antonino T. Aquino, Filipino, 69, has served as Director of ALI since April 2009. He is also a Director of Manila Water Company, Inc. (MWC), another publicly listed company, since 1999. He was the President of ALI from April 2009 to April 2014, MWC from April 1999 to April 2009, and Ayala Property Management Corporation from 1989 to 1999. He is a Director of Nuevocentro, Inc. and Anvaya Beach & Nature Club. He is also a Member of the Multi Sectoral Advisory Board of the Philippine Army and the Multi Sector Governance Council of the Armed Forces of the Philippines. He was named "Co-Management Man of the Year 2009" by the Management Association of the Philippines for his leadership role in a very successful waterworks privatization and public-private sector partnership. In 2015, he was elected as Director of The Philippine American Life and General Insurance Company (Philam). He earned a degree in BS Management from the Ateneo de Manila University in 1968 and completed his academic units for the Masters in Business Administration from the Ateneo Graduate School of Business in 1975.

Rizalina G. Mantaring, Filipino, 57, has served as an Independent Director of ALI since April 2014. She holds the following positions: Country Head for the Sun Life Financial group of companies in the Philippines, President and CEO of the flagship Sun Life of Canada (Philippines) Inc., Director of Sun Life of Canada (Philippines) Inc., Sun Life Financial Plans, Sun Life Asset Management Co. Inc., Sun Life Financial Philippine Holding Co. Inc., Sun Life Grepa Financial, Inc., and Grepalife Asset Management Corporation; Independent Director of First Philippine Holdings, Corp. and Microventures Foundation Inc. She is also the Chairman of Sun Life Financial-Philippines Foundation, Inc. and a member of the Makati Business Club, Management Association of the Philippines, and Financial Executives of the Philippines. In 2010, she was selected as one of the 100 Most Outstanding Alumni of the past

century by the University of the Philippines College of Engineering. In 2011, she was named by Moneysense Magazine as one of the 12 Most Influential in Personal Finance. She is also a recipient of the 2011 CEO EXCEL award given by the International Association of Business Communicators. She is a BS Electrical Engineering, cum laude, graduate of the University of the Philippines. She obtained her MS degree in Computer Science from the State University of New York at Albany.

Describe the Audit Committee's responsibility relative to the external auditor.

The Audit Committee assists the Board of Directors in the fulfillment of its oversight responsibility relating to the accuracy of the Company's financial statements and the soundness of its financial reporting process, the robustness of its internal control and risk management systems and processes, internal audit activities, the annual independent audit of the financial statements, and compliance with legal and regulatory requirements. The Audit Committee is also responsible for the appointment and removal of the external auditor. The Committee likewise evaluates and/or approves specific matters presented by the Internal Audit Division and external auditor. In addition, the Committee reviews the Company's enterprise-wide risk management process and risk mitigation plans.

(c) Risk Committee

(On 28 August 2014, the Board of Directors approved, confirmed and ratified the appointment of the Chairman and Members of the Risk Committee)

Office	Name	Date of Appointment	No. of Meetings Held*	No. of Meetings Attended	%	Length of Service in the Committee
Member (ID)	Jaime C. Laya	04/2010	2	2	100	7 years
Member (NED)	Antonino T. Aquino	04/2009	2	2	100	8 years
Chairman (ID)	Rizalina G. Mantaring	04/2014	2	2	100	3 years
*In 2016 and during the incumbency of the director.						

(d) Nomination Committee

Office	Name	Date of Appointment	No. of Meetings Held*	No. of Meetings Attended	%	Length of Service in the Committee
Chairman (ID)	Francis G. Estrada	04/2014	4	4	100	3 years
Member (NED)	Antonino T. Aquino	04/2009	4	4	100	8 years
Member (NED)	Fernando Zobel de Ayala	04/1999	4	4	100	28 years
*In 2016 and during the incumbency of the director.						

(e) Personnel and Compensation Committee

Office	Name	Date of Appointment	No. of Meetings Held*	No. of Meetings Attended	%	Length of Service in the Committee
Chairman (ID)	Francis G. Estrada	04/2014	2	2	100	2 years
Member (NED)	Fernando Zobel de Ayala	04/1999	2	2	100	27 years
Member (ID)	Rizalina G. Mantaring	04/2014	2	2	100	1 year
Member (NED)	Antonino T. Aquino	04/2009	3	3	100	7 years
*In 2016 and during the incumbency of the director.						

(f) Related Party Transactions Review Committee

The creation of a Related Party Transaction (RPT) Review Committee and the Charter of the Committee was approved by the Board last 27 November 2015. The new members of the RPT Review Committee were likewise appointed last 27 November 2015.

Office	Name	Date of Appointment	No. of Meetings Held*	No. of Meetings Attended	%	Length of Service in the Committee
Member (ID)	Jaime C. Laya	04/2010	0	0	100	7 years
Member (ID)	Rizalina G. Mantaring	04/2014	0	0	100	3 years
Chairman (ID)	Francis G. Estrada	04/2014	0	0	100	3 years
<i>*In 2016 and during the incumbency of the director.</i>						

(g) Sustainability Committee

Provide the same information on all other committees constituted by the Board of Directors:

Office	Name	Date of Appointment	No. of Meetings Held	No. of Meetings Attended	%	Length of Service in the Committee
Chairman (ID)	Jaime C. Laya	04/2010	3	3	100	7 years
Member (ED)	Bernard Vincent O. Dy	04/2014	3	3	100	3 years
Member (ED)	Arturo G. Corpuz**	04/2015	3	3	100	1 year
<i>*In 2016 and during the incumbency of the director.</i>						
<i>**Senior Vice President until December 31, 2016.</i>						

3) Changes in Committee Members

Indicate any changes in committee membership that occurred during the year and the reason for the changes:

Name of Committee	Name	Reason
Non-Executive	Arturo G. Corpuz	Mr. Corpuz replaced Mr. Vincent Tan, whose term as an independent director of the Company expired on April 12, 2016.
Audit	n/a	n/a
Risk	n/a	n/a
Related Part Transaction Review Committee	n/a	n/a
Nomination		
Personnel and Compensation	Rizalina G. Mantaring (Member)	Mr. Mantaring replaced Messrs. Jaime Augusto Ayala and Antonino T. Aquino as approved by the board last April 12, 2016.
Sustainability	Arturo G. Corpuz (Member)	Ms. Corpuz replaced Rizalina G. Mantaring as approved by the board last April 12, 2016..
Sustainability	n/a	n/a

4) Work Done and Issues Addressed

Describe the work done by each committee and the significant issues addressed during the year.

Committee	Work Done	Issues Addressed
Executive	<ul style="list-style-type: none"> Acted on specific matters delegated by the Board of Directors except with respect to the following: approval of any action for which shareholders' approval is also required; distribution of cash dividends; filling of vacancies on the Board or in the Executive Committee; amendment or repeal of By-Laws or the adoption of new By-Laws; amendment of or repeal of any resolution of 	

	<p>the Board of Directors which by its terms is not so amenable or repealable; and the exercise of powers delegated by the Board exclusively to other committees.</p> <ul style="list-style-type: none"> Discussed in detail strategic plans and directions. Deliberated on, among others, various projects and business proposals. 	
Audit	<p>Assists the Board of Directors in the fulfilment of its oversight responsibility relating to the accuracy of the Company's financial statements and the soundness of its financial reporting process, the robustness of its internal audit activities, the annual independent audit of the financial statements, and compliance with legal and regulatory requirements.</p>	<ul style="list-style-type: none"> Reviewed and approved the 2016 Audited Financial Statements of the Company as prepared by the external auditors Sycip, Gorres, Velayo & Co. (SGV), as well as the quarterly unaudited financial statements. Recommended on the re-appointment of SGV as the Company's external auditors for 2017 and the corresponding audit fee structure. Reviewed and/or approved the overall scope and the respective audit plans of the Company's Internal Auditors and SGV & Co. and discussed the results of their audits and their assessments of the Company's internal controls and the overall quality of the financial reporting process.
Nomination	<p>Implemented and maintained a process which ensures that all directors nominated for election at the Annual Stockholders' Meeting have all the qualifications and none of the disqualifications for directors as stated in the By-Laws and the Manual of Corporate Governance and relevant rules and regulations.</p>	<ul style="list-style-type: none"> Reviewed and evaluated the qualifications of key executives prior to hiring, re-assignment/movement, promotion or hiring. Reviewed and evaluated the profiles of the nominees for directors for the current year, approved, upon delegation by the Board, the final list of nominees and approved the appointments and promotions of key officers.
Personnel and Compensation Committee	<p>Implemented a formal and transparent process for developing and reviewing policies related to the remuneration of corporate directors, officers and other key personnel.</p>	<ul style="list-style-type: none"> Approved and endorsed the grant of the 2016 performance bonus, 2016 Executive Stock Ownership Plan and 2016 Executive Housing Privilege to qualified officers of the Company. Reviewed the talent management and salary structure of the Management team.
Sustainability	<p>Provided oversight to the sustainability initiatives of the Company, formulated policies for the Company's sustainability program, and ensured full Company support and alignment with the Ayala Group of Companies' commitment to Sustainable Development.</p>	<ul style="list-style-type: none"> Discussed, reviewed and approved the Corporation's sustainability report and the Sustainability Network Launch. Discussed and reviewed the sustainability impact project towards carbon neutrality, and approved the road map.
Related-Party Transaction Review Committee	<p>Assisted the Board of Directors in the fulfilment of its oversight responsibility relating to the review of all Related Party Transactions (RPTs), except pre-approved RPTs, the formulation, revision and approval of policies on RPTs, and the conduct of any investigation required to fulfill its responsibilities on RPTs;</p>	
Inspectors of Proxies and Ballots Committee	<p>Approved by the Board on April 06, 2015 - at least five (5) working days prior to the date of the stockholders' meeting, the Committee shall perform the validation of the proxies submitted by stockholders. The Committee shall only consider proxies</p>	<ul style="list-style-type: none"> Validated, counted and tabulated votes cast at the Corporation's stockholders' meeting Performed such other duties and functions as may be delegated by the Board from time to time

	submitted not later than seven (7) working days prior to the date of the stockholders' meeting. The Committee shall prepare a summary of the valid and invalidated proxies to be submitted to the Office of the Corporate Secretary, together with the proxies.	
--	--	--

5) Committee Program

Provide a list of programs that each committee plans to undertake to address relevant issues in the improvement or enforcement of effective governance for the coming year.

Name of Committee	Planned Programs	Issues to be Addressed
Executive	One of the tools used by the Board to monitor and improve its performance is an annual self-assessment exercise. This is administered in the form of a formal questionnaire that is answered by each member of the Board and where they rate their individual performance and that of the Board as a whole. The results are compiled by the Compliance Officer and submitted back to the Board for discussion and appropriate action through the Corporate Secretary. This self-assessment survey covers four broad areas of Board performance: Fulfillment of the Board's Key Responsibilities, Quality of the Board-Management Relationship, Effectiveness of Board Processes and Meetings, and the Performance of Individual Board Members. The self-assessment survey questions are reviewed regularly and administered every May (after the Annual Stockholders' Meeting). The Board also conducts its annual assessment of the President and CEO. In 2013, a self-evaluation survey of the various Board committees was likewise introduced, consistent with the format and process implemented for the Board performance review.	
Audit		
Risk		
Nomination		
Personnel and Compensation		
Related Party Transactions Review		
Sustainability		

F. RISK MANAGEMENT SYSTEM

1) Disclose the following:

(a) Overall risk management philosophy of the company;

Risk is inherent in our business. The identification, monitoring and effective mitigation of these risks are critical in delivering the Company's business objectives and in creating sustainable shareholder value.

(b) A statement that the directors have reviewed the effectiveness of the risk management system and commenting on the adequacy thereof;

The Risk Committee is expected, through the provision of checks and balances, to support the corporate governance process. Specifically, it shall be responsible for the review of the adequacy of the Enterprise Risk Management framework/process of the Corporation. The Board, thru the Committee, provides oversight by providing continuous input, evaluation and feedback on the effectiveness of the risk management process.

As stated in the report of the Audit Committee to the Board of Directors and published in the Company's 2015 Annual Report, the Audit Committee has reviewed, discussed and confirmed the adequacy of the company's enterprise-wide risk management process, including the major risk exposures, the related risk mitigation efforts and initiatives, and the status of risk mitigation plans. The review was undertaken in the context that management is primarily responsible for the risk management process.

(c) Period covered by the review;

Quarterly

- (d) How often the risk management system is reviewed and the directors' criteria for assessing its effectiveness;

The risk management system is reviewed on a quarterly basis.

- (e) Where no review was conducted during the year, an explanation why not.

Not applicable.

2) Risk Policy

(a) Company

Give a general description of the company's risk management policy, setting out and assessing the risk/s covered by the system (ranked according to priority), along with the objective behind the policy for each kind of risk:

The Company has instituted a formal enterprise-wide risk management system, firmly embedded into its corporate planning process, which constantly seeks to identify, assess and address all the risks inherent and external to the business that could potentially affect the performance of the Company.

The following risks are ranked according to their potential impact to the Company in terms of financial cost, brand reputation, and likelihood of occurrence.

Risk Exposure	Risk Management Policy	Objective
Government / Political Risk	<ol style="list-style-type: none"> 1. Risks faced by ALL and its subsidiaries and affiliates shall be identified, monitored and managed effectively and to the best of our ability at all times. 2. Enterprise Risk Management will be embedded in the Company's critical business activities, functions and processes. 3. A robust risk assessment system, methodology and reporting structure will be used with all risk issues identified, analyzed, assessed, and monitored in a consistent manner. 4. The performance of our Enterprise-wide Risk Management initiatives will be regularly monitored, reviewed and reported. 	<p>Enterprise Risk Management is also an integral element of overall corporate governance and will provide the solid platform that will enable the Company to achieve the following objectives:</p> <ul style="list-style-type: none"> • To establish sustainable competitive advantage, • To optimize its risk management cost, and • To pursue strategic growth opportunities with confidence
Organizational Risk (People, Processes, Systems & Performance Metrics)		
Project Execution / Delivery Risk (Time, Cost, Quality)		
Product / Service Quality and Safety Risk		
Risk of Being Marginalized by Competition		

(b) Group

Give a general description of the Group's risk management policy, setting out and assessing the risk/s covered by the system (ranked according to priority), along with the objective behind the policy for each kind of risk:

The following risks are ranked according to their potential impact to the Company in terms of financial cost, brand reputation, and likelihood of occurrence.

Risk Exposure	Risk Management Policy	Objective
<u>Residential</u> : Resiliency and preparedness to respond to a market downturn	<p>Risk management policy encompasses key risks across the company, as well as group-specific risk</p> <p><i>(Refer to #2. Risk Policy, (a) Company above)</i></p>	<p>Enterprise Risk Management is also an integral element of overall corporate governance and will provide the solid platform that will enable the Company to achieve the following objectives:</p> <ul style="list-style-type: none"> • To establish sustainable competitive advantage, • To optimize its risk
<u>Residential</u> : Financial and Credit Risk		
<u>Residential</u> : Ability of back-end / support processes to keep pace with scale and scope of project delivery		
<u>Leasing</u> : Changing Market Needs		
<u>Leasing</u> : Attracting and retaining merchants, tenants and anchors		

Strategic Land banking Group: Not being able to build land bank		<ul style="list-style-type: none"> management cost, and To pursue strategic growth opportunities with confidence
Strategic Land banking Group: Delays / Inability to use land post acquisition		
Construction: Contractor / Supplier Risk		
Construction: Legal / Regulatory Risk		
Property Management: Failure to maintain standard or quality of service/operations in managed properties		

(c) Minority Shareholders

Indicate the principal risk of the exercise of controlling shareholders' voting power.

Risk to Minority Shareholders
The Company's Corporate Governance Policies follow best practices, specifically with respect to the equitable treatment of all shareholders – particularly the minority. While decisions by the controlling shareholders' are sometimes made, these are done in consultation with the majority of the shareholders. Our sound corporate governance and risk management practices are in place to ensure that all shareholders' views and concerns are addressed and treated fairly.

3) Control System Set Up

(a) Company

Briefly describe the control systems set up to assess, manage and control the main issue/s faced by the company:

Risk Exposure	Risk Assessment (Monitoring and Measurement Process)	Risk Management and Control (Structures, Procedures, Actions Taken)
Government / Political Risk	<ul style="list-style-type: none"> % of Permits acquired and renewed on time LGU Relationship indicators 	<ul style="list-style-type: none"> A corporate framework for managing relationships exists Delineation of SBU-driven and corporate driven government and political initiatives Strategic roles and tactical roles on relationship management are defined
Organizational Risk (People, Processes, Systems & Performance Metrics)	<ul style="list-style-type: none"> Turnover / Attrition rates Percentage of key positions vacant Resolution of Remedy tickets Employee Engagement Surveys 	<ul style="list-style-type: none"> Manpower build-up to cater to SBU needs Job specific boot camps Periodic review of compensation package to ensure competitiveness Employee engagement programs in place
Project Execution / Delivery Risk	<ul style="list-style-type: none"> Time, Cost and quality acceptable thresholds 	<ul style="list-style-type: none"> Enhancing Project Execution Plans Design management programs Partnering agreement programs Non-negotiable items thru Tech Council Contracts Management including monitoring of performance metrics
Product / Service Quality and Safety Risk	<ul style="list-style-type: none"> Compliance rates to H&S regulations S, H&S Incident Reports 	<ul style="list-style-type: none"> Security and safety standards Incident reporting and follow up process EHS programs in place
Risk of Being Marginalized by Competition	<ul style="list-style-type: none"> GLA monitoring vs. competitors vs. internal targets Dev portfolio monitoring vs. competitors vs. internal targets 	<ul style="list-style-type: none"> Mixed-use vs. stand alone buildings Launch schedules subject to minimum take-ups and "red-flag" limits Initiatives to drive down costs and rental rates exist

(b) Group

Briefly describe the control systems set up to assess, manage and control the main issue/s faced by the company:

Risk Exposure	Risk Assessment (Monitoring and Measurement Process)	Risk Management and Control (Structures, Procedures, Actions Taken)
<u>Residential:</u> Resiliency and preparedness to respond to a market downturn	<ul style="list-style-type: none"> Contingent Liability metrics Sales velocity thresholds Ageing of take-ups 	<ul style="list-style-type: none"> Pre-sale strategy to reduce uncertainty on inventory levels Monitoring of key indicators such as contingent liabilities, sales velocity and ageing of take up rate Monitoring of AR through ageing reports Running of scenarios (corporate and project level) to stress-test impact of market downcycles on the balance sheet
<u>Residential:</u> Financial and Credit Risk	<ul style="list-style-type: none"> AR Levels Mortgage rates AR Ageing 	<ul style="list-style-type: none"> Credit Investigations are performed on customers before granting of payment terms Monitoring of AR through ageing reports Process in place for following up on collections
<u>Residential:</u> Ability of back-end / support processes to keep pace with scale and scope of project delivery	<ul style="list-style-type: none"> Resolution of remedy tickets % of backlog items 	<ul style="list-style-type: none"> Document checklist to ensure that sales documentation is complete Implementation of education programme for sellers to impart know-how on sales documentation Service Level Agreement (SLA) for outsourced services
<u>Leasing:</u> Changing Market Needs	<ul style="list-style-type: none"> Growth or contraction indicators (internal) BPAP forecasts 	<ul style="list-style-type: none"> Competitive scan to understand competitors' offerings Account management structure – ongoing engagement of tenants on their current and future business needs; Project team activity/sharing Addressing specifications through flexibility in design
<u>Leasing:</u> Attracting and retaining merchants, tenants and anchors	<ul style="list-style-type: none"> Lease out thresholds Occupancy Rates Occupancy Costs 	<ul style="list-style-type: none"> Pipeline of tenants to backfill vacancies, if any Quarterly pipeline report Lease and payment schemes to assist tenants Tenant feedback mechanisms at property level, with trending and analysis across properties
Strategic Land banking Group: Not being able to build land bank	<ul style="list-style-type: none"> Targets vs. actual land acquired 	<ul style="list-style-type: none"> PD teams in SBUs actively sources for land opportunities All land opportunities are centrally controlled and coordinated to avoid duplication of efforts by SBUs Centrally-driven land acquisition pricing model
Strategic Land banking Group: Delays / Inability to use land post acquisition	<ul style="list-style-type: none"> Unusable land bank vs. Total land bank (size and value) 	<ul style="list-style-type: none"> Extensive Legal and technical due diligence is done before acquisition Systematic tracking of unresolved issues and problem Ensuring early assignment of responsibilities for new land assets in inventory
<u>Construction:</u> Contractor / Supplier Risk	<ul style="list-style-type: none"> Accredited contractors / suppliers database monitoring Contractors / suppliers performance metrics 	<ul style="list-style-type: none"> Programme to develop and widen contractor base, especially specialty contractors, in the provinces. Strategic alliances and partnerships with main contractors Monitoring of concentration risk

<u>Construction:</u> Legal / Regulatory Risk	<ul style="list-style-type: none"> Monitoring of regulatory sanctions and thresholds 	<ul style="list-style-type: none"> Audits conducted to ensure compliance to legal, regulatory requirements (i.e. compliance audits, CQC Internal & Surveillance audits) Monitoring of changes to laws and regulations Contractual Liability established in contracts
<u>Property Management:</u> Failure to maintain standard or quality of service/operations in managed properties	<ul style="list-style-type: none"> Resolution % vs. Pending issues Performance evaluation reports 	<ul style="list-style-type: none"> Service Level Agreement – which includes standards of operations, feedback, incident reporting, etc Monitoring of customer complaints and satisfaction Operational monitoring on performance of properties

(c) Committee

Identify the committee or any other body of corporate governance in charge of laying down and supervising these control mechanisms, and give details of its functions:

Committee/Unit	Control Mechanism	Details of its Functions
Audit Committee and Risk Committee	<ul style="list-style-type: none"> Update on the Quarterly company's risk profile and status thru the report of the company's Chief Risk Officer Risk-based audits conducted by the company's Internal Audit group and reported to Committee on a quarterly basis 	<ul style="list-style-type: none"> Ensure that an overall set of risk management policies and procedures exist for the Corporation. Review the adequacy of the Corporation's enterprise risk management framework/process. The Board, thru the Committee, provides oversight by providing continuous input, evaluation and feedback on the effectiveness of the risk management process. Review the results of the annual risk assessment done by the designated Chief Risk Officer (CRO). The report shall include the identified risks that impact on the Corporation and the corresponding measures in addressing such risks. Evaluate the risk assessment report submitted by the CRO on a periodic basis. The report may include existing and emerging risks identified with the Corporation and its subsidiaries, and the related risk mitigation strategies and action plans of management. Monitor the risk management activities of the Corporation and evaluate the effectiveness of the risk mitigation strategies and action plans, with the assistance of the internal auditors. Meet periodically with Management to discuss the Committee's observations and evaluation on its risk management activities.

G. INTERNAL AUDIT AND CONTROL

1) Internal Control System

Disclose the following information pertaining to the internal control system of the company:

(a) Explain how the internal control system is defined for the company;

The Board establishes the vision, strategic objectives, key policies and procedures for the management of the Company, as well as the mechanism for monitoring and evaluating management's performance. The Board also ensures the adequacy of internal controls and risk management practices, accuracy and reliability of financial reporting, and compliance with applicable laws and regulations.

(b) A statement that the directors have reviewed the effectiveness of the internal control system and whether they consider them effective and adequate;

The Audit Committee of ALI submits to the Board of Directors (BOD) an annual report on the Committee's review of the effectiveness and adequacy of the internal control system of the Company. The same report is included in the Company's Annual Report.

(c) Period covered by the review;

The period covered by the review is one year.

(d) How often internal controls are reviewed and the directors' criteria for assessing the effectiveness of the internal control system; and

Based on annual risk assessments approved by the Audit Committee, the Internal Audit Division (IAD) conducts risk-based audit projects to verify the effectiveness and efficiency of the process under review, determine compliance with applicable internal policies and laws and regulations, and provide recommendations for improvement. As the audit projects are completed, IAD presents to the Audit Committee the results of the engagements, usually on a quarterly basis.

(e) Where no review was conducted during the year, an explanation why not.

The independent review of the Company's internal control system by the Internal Audit Division (IAD) of ALI is based on an annual risk assessment and the results of such activity are included in the annual strategic audit plan of the ALI IAD. The results of the audits conducted by ALI IAD are presented to the Audit Committee on a quarterly basis. Areas not covered by ALI IAD are considered areas of lesser risks to the Company and therefore do not form part of the priority areas of ALI IAD.

2) Internal Audit

(a) Role, Scope and Internal Audit Function

Give a general description of the role, scope of internal audit work and other details of the internal audit function.

Role	Scope	Indicate whether In-house or Outsource Internal Audit Function	Name of Chief Internal Auditor/Auditing Firm	Reporting process
Assurance	All processes within the ALI group of companies	Primarily carried out by the Internal Audit Division (IAD) but complemented by outsourced third parties when needed	Leovigildo D. Abot	Quarterly reporting process to the Audit Committee of ALI
Consulting	As required, based on the needs/requirements of the organization	Primarily carried out by the Internal Audit Division (IAD) but complemented by outsourced third parties when needed	Leovigildo D. Abot	At the end of the consulting engagement

- (b) Do the appointment and/or removal of the Internal Auditor or the accounting /auditing firm or corporation to which the internal audit function is outsourced require the approval of the audit committee?

Yes, approval from the Audit Committee is required.

- (c) Discuss the internal auditor's reporting relationship with the Audit Committee. Does the internal auditor have direct and unfettered access to the board of directors and the Audit Committee and to all records, properties and personnel?

The Internal Audit Division (IAD), headed by Leovigildo D. Abot as Chief Audit Executive (CAE), reports to the Audit Committee of the Board. The IAD provides independent and objective assurance and advisory services to the Company. Through the Audit Committee, the IAD assists the Board in the discharge of its duties and responsibilities as provided for in the SEC's 2014 Revised Code of Corporate Governance.

The IAD has a Charter that has been approved by the Audit Committee. This Charter describes the mission, independence and objectivity, scope and responsibilities, authority, accountability and standards of the IAD including direct and unfettered access to the board of directors and the audit committee and to all records, properties and personnel of the Company.

- (d) Resignation, Re-assignment and Reasons

Disclose any resignation/s or re-assignment of the internal audit staff (including those employed by the third-party auditing firm) and the reason/s for them.

Name of Audit Staff	Reason
Salvador C. Guarino, Jr.	Joined an independent auditing/ consulting firm to assume higher position

- (e) Progress against Plans, Issues, Findings and Examination Trends

State the internal audit's progress against plans, significant issues, significant findings and examination trends.

Progress Against Plans	The IAD prepares and presents to the ARC an annual Audit Plan. The IAD executes and reports to the ARC the results of its engagement projects on a quarterly basis. Likewise, at the end of the reporting year, ALI CAE reports to the AUDIT COMMITTEE the performance of the IAD during the past year.
Issues⁵	
Findings⁶	
Examination Trends	

The relationship among progress, plans, issues and findings should be viewed as an internal control review cycle which involves the following step-by-step activities:

- 1) Preparation of an audit plan inclusive of a timeline and milestones;*
- 2) Conduct of examination based on the plan;*
- 3) Evaluation of the progress in the implementation of the plan;*
- 4) Documentation of issues and findings as a result of the examination;*
- 5) Determination of the pervasive issues and findings ("examination trends") based on single year result and/or year-to-year results;*
- 6) Conduct of the foregoing procedures on a regular basis.*

- (f) Audit Control Policies and Procedures

Disclose all internal audit controls, policies and procedures that have been established by the company

⁵"Issues" are compliance matters that arise from adopting different interpretations.

⁶"Findings" are those with concrete basis under the company's policies and rules.

and the result of an assessment as to whether the established controls, policies and procedures have been implemented under the column "Implementation."

Policies & Procedures	Implementation
Each SBU or subsidiary of ALI has prepared documented policies and procedures that govern its operations. Examples include policies and procedures for financial accounting, human resource administration, information technology, code of ethics/code of conduct, whistle-blowing, AMLA compliance, etc.	These policies and procedures are observed and implemented.

(g) Mechanisms and Safeguards

State the mechanism established by the company to safeguard the independence of the auditors, financial analysts, investment banks and rating agencies (example, restrictions on trading in the company's shares and imposition of internal approval procedures for these transactions, limitation on the non-audit services that an external auditor may provide to the company):

Auditors (Internal and External)	Financial Analysts	Investment Banks	Rating Agencies
<p>The Charter of IAD states:</p> <p>The internal audit activity will remain free from interference by any element in the organization, including matters of audit selection, scope, procedures, frequency, timing, or report content to permit maintenance of a necessary independent and objective mental attitude.</p> <p>To maintain objectivity, the IAD is not involved in day-to-day control procedures. Instead, each ALI subsidiary or strategic business unit is responsible for their own internal control and efficiency.</p> <p>Internal auditors must exhibit the highest level of professional objectivity in gathering, evaluating, and communicating information about the activity or process being examined.</p> <p>Internal auditors must make a balanced assessment of all the relevant circumstances and not be unduly influenced by their own interests or by others in forming judgments.</p> <p>The CAE will confirm to the Board through the Committee, at least annually, the organizational independence of the internal audit activity.</p>	<ul style="list-style-type: none"> • We schedule one-on-one meetings and site visits to our various developments separately for each brokerage house • As a policy, we do not provide profit guidance and allow analysts to generate their own forecasts and estimates based on our disclosures, analyst briefings, and operating stats that we make readily available • We provide the same information to all research analysts, financial institutions, and fund managers 	<p>Underwriting:</p> <ul style="list-style-type: none"> • Securities issued to the public are registered with the SEC • Conduct of due diligence review by investment bank • Underwriting Commitment subject to bank approval • Pricing of securities are subject to auction or book building process • Securities issued are held by a trustee in behalf of the investing public 	<p>Rating</p> <ul style="list-style-type: none"> • Conduct of due diligence review

- (h) **State the officers (preferably the Chairman and the CEO) who will have to attest to the company's full compliance with the SEC Code of Corporate Governance. Such confirmation must state that all directors, officers and employees of the company have been given proper instruction on their respective duties as mandated by the Code and that internal mechanisms are in place to ensure that compliance.**

The Chairman, the CEO and Compliance Officer of the Company will attest to the Company's compliance with the SEC Code of Corporate Governance.

The Board of Directors (led by the Chairman), Management, Officers and employees of Ayala Land, Inc. (led by the President / CEO) commit themselves to the principles and best practices of governance contained in our Manual of Corporate Governance as a guide in the attainment of its corporate goals. The Corporation shall make a continuing effort to create awareness of good corporate governance within the organization. At the same time, the entire organization declares its continuing commitment to the Vision statement and corporate values of Ayala Land, Inc.

The Board of Directors is the supreme authority in matters of governance and managing the regular and ordinary business of the Corporation. Within their chartered authority, the directors acting as a board have the fullest powers to regulate the concerns of the Corporation according to their best judgment.

H. ROLE OF STAKEHOLDERS

1) Disclose the company's policy and activities relative to the following:

	Policy	Activities
Customers' welfare	<ul style="list-style-type: none"> The Company recognizes the significance of customer contributions to its success. We are unrelenting towards further strengthening the trust and confidence of our customers by constantly ensuring on-time delivery of best-in-class products and services. 	<ul style="list-style-type: none"> We continuously sharpen customer focus and accountability and have considerably improved our service levels across all customer-facing units through dedicated service and relationship management teams.
Supplier/contractor selection practice	<ul style="list-style-type: none"> The Company recognizes the rights of all our business partners and we strive to forge long-term and mutually-beneficial relationships with them through impartial dealings and adherence to the highest level of moral and ethical conduct. We grant equal opportunities to, and promote fair and open competition among vendors and trade partners by encouraging the highest level of productivity, efficiency, quality, and cost-competitiveness 	<ul style="list-style-type: none"> We accredit suppliers who share the same vision as the Company along these lines, with preference for those who adopt a green mindset under our greening the supply chain campaign
Environmentally friendly value-chain	<ul style="list-style-type: none"> We strongly adhere to best sustainable practices in the delivery of our products and services. 	<ul style="list-style-type: none"> We have embedded sustainable practices in our day-to-day operations, including partnering and accrediting business partners who adhere to the same environmental sustainable philosophies and practices.
Community interaction	<ul style="list-style-type: none"> We are dedicated to improve the quality of life not only of our customers but also of the families and people in the communities that surround our developments and society as a whole. 	<ul style="list-style-type: none"> We provide livelihood programs, education and trainings to the communities affected by our developments.
Anti-corruption programmes and procedures	<ul style="list-style-type: none"> We consistently work hand in hand with the government, both at the national and local levels, to address various environmental and social issues. 	<ul style="list-style-type: none"> We support the government's anti-money laundering campaign and other laws by complying with all the rules and regulations imposed by the PSE, SEC, PDEx, BSP and other government institutions

	<ul style="list-style-type: none"> We constantly seek to partner with the public sector in developing business solutions, initiatives, and infrastructure platforms that may serve as catalysts for social progress and contribute to raising the standard of living of people in the communities we serve and develop. 	
Safeguarding creditors' rights	<ul style="list-style-type: none"> We acknowledge the rights of creditors as stakeholders and are committed to honoring our contracted financial obligations and any financial covenants these may contain. 	<ul style="list-style-type: none"> We present creditors with readily available information required to evaluate the Company's credit standing.

2) Does the company have a separate corporate responsibility (CR) report/section or sustainability report/section?

A comprehensive Sustainability Report will be released online in September 2015. This new approach will allow Ayala Land to provide more focus on its discussion of its sustainability practices under the Global Reporting Initiative (GRI) standards. This new approach allows the Corporation to address our different set of readers and stakeholders in a more strategic and focused manner, and to communicate our business results more effectively.

The Corporation is one of the first in the Philippines to benchmark on the metrics of the Global Reporting Initiative (GRI) and has been publishing an annual sustainability report since 2007. The Corporation adheres to its four focus areas – Site Resilience, Pedestrian and Transit Connectivity, Contribution to Local Economy/Employment and Eco-efficiency.

3) Performance-enhancing mechanisms for employee participation.

(a) What are the company's policy for its employees' safety, health, and welfare?

In 2014, the Company has established its central Occupational Safety and Health (OSH) Committee to enhance Ayala Land's safety program at a brand level. The Committee was primarily intended to ensure both regulatory compliance and improvement of the Company's performance on safety, as well as protecting the health of its most valuable asset—its people.

As a major start, an overall Ayala Land Corporate OSH Program has been drafted and cascaded for development to the Company's subsidiaries for program alignment and standardization. This OSH program was developed in accordance with the framework of occupational safety and health management which the Department of Labor and Employment (DOLE) of the Philippines through its Bureau of Working Conditions (BWC) is regulating and driving.

To achieve the Company's objectives in safety and health management, the Company's management shall ensure that programs and actions are in place and are being done religiously via the following;

- Ensuring that all employees and engaged workers (including contracted workers) receive proper orientation and needed training on work and workplace safety before and during their employment or service engagement and as deemed necessary, based on the nature or gravity of the hazard/s in the workplace or activity.*
- Putting in place a continuing communications program to keep the level of awareness on occupational safety and health of all employees and contracted workers high, eliminating complacency in job execution and keeping abreast with latest development and learning related to preventing occupational injury and illness and enhancing wellness promotion.*
- Providing a system to properly assess, screen and detect workers psycho-physical state, capability and limitations in performing work safely and efficiently before employment or work engagement as well as to effectively monitor employees health and well being with respect to work and workplace hazard or exposures.*
- Establishing and consistently enforcing a system of motivating positive attitude and recognizing proper behavior towards contributing to safe work conduct, good health protection and maintenance in all workplaces as well as penalizing improper work behavior or negligent action resulting to occupational injury and/or illness.*

- Ensuring that all workplace hazards are proactively and continuously identified and that needed reasonable corrective measures are in place to prevent or control physical, biological, ergonomic and chemical hazards existing in all work areas or those which are developed as a result of operations or day-to-day activities.

To further promote and effectively ensure adherence to the belief and aspirations of the Company towards occupational safety and health, management shall integrate accident prevention and occupational health maintenance in evaluating the performance of both business and support units. A Safety Council was also established in 2013. OSH performance shall be a regular item to be monitored and reported in the Risk Committee meetings and a regular agenda item in the regular Safety Council meetings.

For our construction projects, we mandate the use of personal protective equipment, safety glasses, and dust masks among construction personnel. We have a detailed Emergency Response Plan in place and regular drills for fire, earthquake, and emergency are conducted.

We also urge our employees to undergo annual physical examinations and regular flu, cervical, and pneumonia vaccinations. Employees receive health risk assessments, timely information on prevention of serious diseases.

We also provide extensive health insurance coverage for both employees and eligible family members (inpatient, outpatient, disability and invalidity), medical allowances, retirement provision and leave entitlements such as sick, vacation and parental leaves. We have our clinic with a company nurse and doctor available to employees.

All matters related to the health, safety, and welfare of employees, including training and development programs and rewards and compensation are fully discussed in the Sustainability Report which will be released in September 2015.

(b) Show data relating to health, safety and welfare of its employees.

ALI's construction arm, MDC implemented the Total Safety & Quality Culture Building Program in 2014. Major initiatives were the conduct of the DOLE mandated 8-hr Site Safety Orientation, conduct of the Safety and Quality Summit for Project Managers and Project In-charge, conduct of the 40-hr Construction Operation Safety & Health (COSH) Training, launch of the EHS Summit attended by Subcon Principals to cascade MDC's Safety Policies, implementation of the Safety Management By Walking Around and Pre-Activity Training and Orientation on Safety (PATOS).

MDC recorded a total of 1.135 total recordable incident rate, 152,484,315 safe man-hours for 2015. ALI's Property Management arm, APMC, recorded a zero incidence of work-related injury/illness as reported to DOLE. Provided are the total Parental leaves taken by ALI employees in 2015

Parental Leaves		No. of Employees that Took Parental Leave		No. of Employees who Returned to Work		The Return to Work Rates	
	No. of Employees entitled to Parental Leave	MALE	FEMALE	MALE	FEMALE	MALE	FEMALE
AYALA LAND	429	3	6	3	6	100%	100%
ALVEO LAND	151	0	4	0	4	-	100%
AVIDA LAND	315	0	0	0	0	-	-
AMAIA LAND	227	3	9	3	9	100%	100%
BELLA VITA	68	0	3	0	3	-	100%
AVIDA SALES CORP	52	0	1	0	1	-	100%
ALSI	49	0	0	0	0	-	-
ALISI	33	0	0	0	0	-	-
MDC	415	9	8	9	8	100%	100%
MDC BUILD PLUS	85	1	1	1	1	100%	100%
MDC EQUIPMENT	29	3	0	3	0	100%	-
MDC CONCRETE	29	1	0	1	0	100%	-
APMC	335	9	4	9	3	100%	75%
ALO	18	0	0	0	0	-	-

ALMI	232	0	1	0	1	-	100%
ATMI	13	0	0	0	0	-	-
AYALALAND MALLS VISMINE INC.	60	0	0	0	0	-	-
AHRC	29	0	0	0	0	-	-
EL NIDO RESORTS	338	8	8	8	7	100%	88%
SEDA HOTELS	213	9	3	8	2	89%	67%
HOLIDAY INN	114	14	0	2	0	14%	-
FAIRMONT	328	14	16	12	13	86%	81%
CEBU MARRIOTT	179	4	3	4	3	100%	100%
AMICASSA	363	7	18	7	13	100%	72%
APRISA	265	0	5	0	5	-	100%
TOTAL	4369	85	90	70	79	82%	88%

(c) State the company's training and development programs for its employees. Show the data.

Training sessions and activities are designed to enhance team performance, boost knowledge in sustainability practices, address new issues and challenges, and foster camaraderie.

- Ayala Land and its subsidiaries conducted a total of 104,890 training hours translating to 84 training sessions.
- MDC conducted a total of 2,344 training hours under different programs such as level-based Leadership Development program, Development program for Critical Positions, Skilled Workers TESDA NC II Certification, Safety and Quality Culture Building programs and other Technical and Competency-based training.
- APMC registered a total of 14,747 training hours composed of training sessions under various service improvement programs.

**Ayala Land Parent and subsidiaries
consolidated training hours**

Employee Category	Total Training Hours	Total Employees	Ave. Training Hrs
Senior Management (MTF-UP)	1,311	64	20
Middle Management (MTA-MTE)	35,599	1,138	31
Rank and File	67,981	3,167	22
TOTAL	104,891	4,369	24

(d) State the company's reward/compensation policy that accounts for the performance of the company beyond short-term financial measures

The Company implements an Employee Stock Ownership (ESOWN) Plan to introduce into the Company's performance and rewards systems a long-term perspective to complement the short-term components and mechanisms that are in place. This is meant to encourage decision-makers to balance short-term with long-term goals and objectives.

4) What are the company's procedures for handling complaints by employees concerning illegal (including corruption) and unethical behavior? Explain how employees are protected from retaliation.

All employees, third-party business partners, or other stakeholders are encouraged and empowered to report their concerns should they suspect or become aware of any illegal or unethical activities. This can be done through the Ayala Land Business Integrity Channels.

The Company's business integrity channels are communication facilities that enable individuals to freely report fraud, violations of laws, rules, and regulations, or misconduct to people of authority without fear of retaliation.

These secured channels provide concerned individuals all possible means to come forward and report their concerns either through electronic mail, telephone, fax, post mail, website or face-to-face discussions.

The ultimate goal is to give employees, third-party business partners, and other stakeholders every possible means for

coming forward, so that they report information to top management or to the Board of Directors, rather than turning to the media.

The Ayala Land Business Integrity Channels shall be spearheaded by the Ayala Land Ethics Committee. The Ethics Committee, which has a direct reporting line to the Audit Committee, shall be chaired by the Head of Human Resource Division, and will be composed of selected members from the Internal Audit Division (IAD), Risk Management Division, and Ayala Group Legal Counsel. The committee evaluates and resolves concerns received via the business integrity channels to ensure just and prompt resolution.

The Ayala Land Business Integrity Channels shall receive all reports from whistleblowers about the following:

- Conflicts of Interests
- Misconduct or Policy Violations
- Theft, Fraud or Misappropriation
- Falsification of Documents
- Financial Reporting Concerns
- Retaliation Complaints

The Ayala Land Business Integrity Channels shall accept reports made anonymously. The whistleblower who files a report may choose to provide the manner by which he can be contacted without jeopardizing his anonymity.

Such means shall include, but is not limited to using an e-mail address, or a mobile number, among others. If the whistleblower chooses to identify himself, the recipient of the report from any of the Reporting Channels shall ask the whistleblower if he is willing to be identified in the course of the investigation.

After the investigation has been completed, and the report is substantiated, the Committee shall inform the Respondent's Company HRD about the report for appropriate action. The Respondent's Company HRD shall coordinate with the Committee in conducting full investigation in accordance with applicable Company policies and procedures.

The Committee shall ensure confidentiality of information. It shall treat all reports, including the identity of the whistleblower, confidential, unless compelled by law to reveal such information. By reporting through any of the Ayala Land Business Integrity Channels, a whistleblower is protected from any retaliation against him, provided that the report is made in good faith.

Cases of retaliation against any whistleblower may be reported through any of the Ayala Land Integrity Business Channels. The retaliation complaint shall be dealt with in accordance with this policy, or other relevant Company policies and procedures, and any applicable laws.

I. DISCLOSURE AND TRANSPARENCY

1) Ownership Structure

Holding 5% shareholding or more (As of January 31, 2016)

Shareholder	Number of Shares	Percent	Beneficial Owner
Ayala Corporation*	6,934,509,515 common 12,163,180,640 preferred	24.96298 % 43.78524 %	Ayala Corporation
PCD Nominee Corporation** (Non-Filipino)	5,448,166,643 common	19.61241%	PCD participants acting for themselves of for their customers***
PCD Nominee Corporation** (Filipino)	2,034,866,270 common	7.33595%	PCD participants acting for themselves of for their customers***

*Ayala Corporation ("AC") is the parent of the Company.

**PCD is not related to the Company

*** Each beneficial owner of shares through a PCD participant is the beneficial owner to the extent of the number of shares in his account with the PCD participant. Out of the 4,647,399,363 common shares registered in the name of PCD Nominee Corporation, 2,106,897,110 or 7.58911% of the voting stock is for the account of The Hongkong and Shanghai Banking Corporation (HSBC) and 1,930,632,902 or 6.95420% of the voting stock is for the account of Deutsche Bank Manila (DB). The Company has no record relating to the power to decide how the shares held by PCD are to be voted. As advised to the Company, none of HSBC, DB or any of its customers beneficially owns more than 5% of the Company's common shares.

As of January 31, 2016

Title of Class	Name of Beneficial Owner	Amount and Nature of Beneficial Ownership	Citizenship	Percent (of total outstanding shares)
Directors				
Common	Fernando Zobel de Ayala	(direct) 12,000	Filipino	0.00004%
Common	Jaime Augusto Zobel de Ayala	(direct) 12,000	Filipino	0.00004%
Common	Bernard Vincent O. Dy	(direct & indirect) 11,796,540	Filipino	0.04247%
Common	Antonino T. Aquino	(direct & indirect) 20,305,226	Filipino	0.07310%
Common	Arturo G. Corpuz	(direct & indirect) 6,638,724	Filipino	0.02390%
Common	Jaime C. Laya	(direct) 10,000	Filipino	0.00004%
Common	Delfin L. Lazaro	(direct) 1	Filipino	0.00000%
Common	Francis G. Estrada	(direct) 1	Filipino	0.00000%
Common	Rizalina G. Mantaring	(direct) 1	Filipino	0.00000%
CEO and Most Highly Compensated Executive Officers				
Common	Bernard Vincent O. Dy	(direct & indirect) 11,796,540	Filipino	0.04247%
Common	Arturo G. Corpuz*	(direct & indirect) 6,638,724	Filipino	0.02390%
Common	Anna Ma. Margarita B. Dy	(direct & indirect) 6,071,767	Filipino	0.02186%
Common	Jose Emmanuel H. Jalandoni	(direct & indirect) 5,706,152	Filipino	0.02054%
Common	Jaime E. Ysmael	(direct & indirect) 9,302,400	Filipino	0.03349%
Other Executive Officers				
Common	Lyle A. Abadia	(indirect) 443,589	Filipino	0.00160%
Common	Dante M. Abando	(direct & indirect) 4,110,818	Filipino	0.01480%
Common	Leovigildo D. Abot	(direct & indirect) 603,868	Filipino	0.00217%
Common	Augusto D. Bengzon	(indirect) 2,313,116	Filipino	0.00833%
Common	Aniceto V. Bisnar, Jr.	(indirect) 1,615,833	Filipino	0.00582%
Common	Manny A. Blas II	(direct & indirect) 1,784,233	Filipino	0.00642%
Common	Ruby P. Chiong	(indirect) 874,580	Filipino	0.00315%
Common	Anna Ma. Margarita B. Dy	(direct & indirect) 6,071,767	Filipino	0.02186%
Common	Myrna Lynne C. Fernandez	(indirect) 997,568	Filipino	0.00359%
Common	Jose Emmanuel H. Jalandoni	(direct & indirect) 5,706,152	Filipino	0.02054%
Common	Jose Juan Z. Jugo	(indirect) 766,355	Filipino	0.00276%
Common	Robert S. Lao	(indirect) 903,090	Filipino	0.00325%
Common	Michael Alexis C. Legaspi	(indirect) 3,958,439	Filipino	0.01425%
Common	Joselito N. Luna**	(direct & indirect) 3,760,955	Filipino	0.01354%
Common	Christopher B. Maglanoc	(indirect) 710,438	Filipino	0.00256%
Common	Romeo T. Menpin	(direct & indirect) 475,984	Filipino	0.00171%
Common	Carol T. Mills	(indirect) 435,669	Filipino	0.00157%
Common	William Thomas F. Mirasol	(indirect) 186,146	Filipino	0.00067%
Common	Rodelito J. Ocampo	(direct & indirect) 2,186,250	Filipino	0.00787%
Common	Ginaflor C. Oris	(indirect) 339,786	Filipino	0.00122%
Common	Angelica L. Salvador	(direct & indirect) 947,242	Filipino	0.00341%
Common	Eliezer C. Tanlapco	(indirect) 91,717	Filipino	0.00033%
Common	Rowena M. Tomeldan	(direct & indirect) 1,219,579	Filipino	0.00439%
Common	Jennylle S. Tupaz	(indirect) 418,417	Filipino	0.00151%
Common	Jaime E. Ysmael	(direct & indirect) 9,302,400	Filipino	0.03349%
Common	Solomon M. Hermosura	(direct) 480	Filipino	0.00000%
Preferred		(direct) 480		0.00000%
All Directors and Officers as a group		88,999,444		0.32038%
* Vice President effective January 1, 2016.				
**Retired effective December 31, 2016.				

2) Does the Annual Report disclose the following:

Key risks	Yes
Corporate objectives	Yes
Financial performance indicators	Yes
Non-financial performance indicators	Yes
Dividend policy	Yes

Details of whistle-blowing policy	Yes
Biographical details (at least age, qualifications, date of first appointment, relevant experience, and any other directorships of listed companies) of directors/commissioners	Yes
Training and/or continuing education programme attended by each director/commissioner	Yes
Number of board of directors/commissioners meetings held during the year	Yes
Attendance details of each director/commissioner in respect of meetings held	Yes
Details of remuneration of the CEO and each member of the board of directors/commissioners	No, this is disclosed in the Definitive Information Statement.

Should the Annual Report not disclose any of the above, please indicate the reason for the non-disclosure.

3) External Auditor's fee

Name of auditor	Audit Fee	Non-Audit Fee
Sycip, Gorres, Velayo & Co. (SGV & Co.)	P26.87 million*	P2.43**
*Pertains to audit fees **SGV fees for the validation of stockholders' votes during the annual stockholders' meetings		

4) Medium of Communication

List down the mode/s of communication that the company is using for disseminating information.

We address the various information requirements of the investing public through our Investor Communications and Compliance Division, which reports directly to the Chief Finance Officer (CFO).

- Quarterly Briefings and One-on-one Meetings**
We conduct quarterly briefings for both equity and credit analysts and communicate directly with institutional and individual investors through one-on-one meetings, conference calls and written communications such as electronic mail. Analysts and investors who are unable to attend our quarterly briefings in person are also invited to participate through a teleconference facility. We also have a continuing program of enhancing our Investor Relations website, which includes the podcasts of our quarterly briefings.
- Property Tours and Site Visits**
Ayala Land welcomes analysts and investors to have an actual visit of various Ayala Land property developments on a scheduled basis.
- Roadshows and Conferences**
Throughout the year, our CEO, CFO, Head of Investor Communications and Compliance, and other members of senior management (where appropriate) make themselves available for meetings with institutional investors through pre-arranged company visits, teleconferences, analyst briefings and attendance in local and international investor conferences, corporate days and non-deal roadshows. In 2016, senior management met with institutional investors and fund managers in 18 conferences and corporate day events held in Manila, Singapore, Hong Kong, London, Edinburgh, Boston, San Francisco and New York.
- Company Website**
All information on Corporate Governance and Investor Relations related matters are available online at ir.ayalaland.com.ph.
- Media Briefings**
Our Corporate Communications Division engages the media on a regular basis through multiple channels such as media conferences, briefings, news releases, fact sheets, social gatherings, one-on-one meetings and through third-party consultants. We occasionally support media initiated causes and events that are aligned with our principles and advocacies.

5) Date of release of audited financial report:

The Audit Committee is convened within 6 weeks after the reference year to discuss and evaluate the Company's financial statements. An annual analyst briefing for the full year results of the reference year is likewise conducted and

disclosed to the SEC, PSE and PDEx in the same day.

6) Company Website

Does the company have a website disclosing up-to-date information about the following?

Business operations	Yes
Financial statements/reports (current and prior years)	Yes
Materials provided in briefings to analysts and media	Yes
Shareholding structure	Yes
Group corporate structure	Yes
Downloadable annual report	Yes
Notice of AGM and/or EGM	Yes
Company's constitution (company's by-laws, memorandum and articles of association)	Yes

Should any of the foregoing information be not disclosed, please indicate the reason thereto.

7) Disclosure of RPT

When RPTs are involved, what processes are in place to address them in the manner that will safeguard the interest of the company and in particular of its minority shareholders and other stakeholders?

RPT	Relationship	Nature	Value (In thousands)
Please refer to Note 25. Related Party Transactions of the Audited Financial Statements			

In its regular conduct of business, the Group has entered into transactions with associates and other related parties principally consisting of advances and reimbursement of expenses, purchase and sale of real estate properties, construction contracts, development, management, underwriting, marketing, leasing and administrative service agreements.

Transactions with related parties are made at normal market prices. There have been no guarantees provided or received for any related party receivables or payables. The Group does not provide any allowance relating to receivable from related parties. This assessment is undertaken each financial year through examining the financial position of the related parties and the markets in which the related parties operate.

The details of these RPTs are disclosed annually in the notes accompanying the Company's Annual Audited Financial Statements. In addition, employees of Ayala Land are expected to promote primarily the best interest of the organization and its stakeholders. Annually, employees are required to properly disclose their business interests. For the management team, adherence to ALI's Insider Trading Policy is strictly enforced to continue to uphold transparency and practice corporate governance in the organization.

J. RIGHTS OF STOCKHOLDERS

1) Right to participate effectively in and vote in Annual/Special Stockholders' Meetings

(a) Quorum

Give details on the quorum required to convene the Annual/Special Stockholders' Meeting as set forth in its By-laws.

Quorum Required	Majority
-----------------	----------

A quorum is achieved if over one-half of the stock is present or represented except in cases where the Corporation Law requires a greater number.

(b) System Used to Approve Corporate Acts

Explain the system used to approve corporate acts.

System Used	By poll
Description	Voting shall be by ballot or through electronic voting and each stockholder entitled to vote may cast the vote to which the number of shares he owns entitles him.

(c) Stockholders' Rights

List any Stockholders' Rights concerning Annual/Special Stockholders' Meeting that differ from those laid down in the Corporation Code.

All Stockholders' Rights are consistent with what is indicated in the Corporation Code.

Dividends:

Historical dividends shown below started when the Company shifted to a payout-based dividend policy in 2009 (from a fixed dividend income policy) and back to fixed-dividend income policy in 2015.

Common Shares

Declaration Date	Record Date	Payment Date
February 19, 2013	March 5, 2013	March 19, 2013
August 22, 2013	September 6, 2013	September 20, 2013
February 21, 2014	March 7, 2014	March 21, 2014
August 28, 2014	September 11 2014	September 26, 2014
February 20, 2015	March 6, 2015	March 20, 2015
August 17, 2015	September 2, 2015	September 16, 2015
Feb. 26, 2016	March 11, 2016	March 23, 2016
Aug. 18, 2016	Sep 02, 2016	Sept. 16, 2016

Preferred Shares

Declaration Date	Record Date	Payment Date
February 19, 2013	June 14, 2013	July 1, 2013
February 21, 2014	June 16, 2014	June 30, 2014
February 20, 2015	June 15, 2015	June 29, 2015
February 26, 2016	June 15, 2016	June 29, 2016

(d) Stockholders' Participation

- 1. State, if any, the measures adopted to promote stockholder participation in the Annual/Special Stockholders' Meeting, including the procedure on how stockholders and other parties interested may communicate directly with the Chairman of the Board, individual directors or board committees. Include in the discussion the steps the Board has taken to solicit and understand the views of the stockholders as well as procedures for putting forward proposals at stockholders' meetings.**

Measures Adopted	Communication Procedure
Open Forum	Q&A portion
Motion to second	Stockholders are given the right to move the motion and a corresponding second of the motion
Customer Service Booth	A customer service booth was made available to encourage shareholders to air their comments, feedback and other concerns.

- 2. State the company policy of asking shareholders to actively participate in corporate decisions regarding (kindly refer also to the shareholders' rights enumerated in Section A, 1, b)**

- a. Amendments to the company's constitution:**

These By-Laws may be amended, repealed or modified by the affirmative vote of the stockholders owning or representing a majority of the outstanding capital stock and majority of the Board of Directors at any

regular meeting or at any special meeting duly called for the purpose; Provided, however, that by the affirmative vote of the stockholders owning or representing at least two-thirds (2/3) of the outstanding capital stock, the power and authority to amend or repeal these By-Laws or adopt new By-Laws may be delegated to the Board of Directors; Provided, finally, that the delegation of such powers and authority to the Board shall be considered as revoked whenever stockholders owning or representing a majority of the outstanding capital stock shall so vote at a regular or special meeting called for the purpose.

General Meetings may be regular or special, and shall be held at the office of the Corporation in Metro Manila. Regular meetings shall be held annually on any date in April of each year as may be determined by the Board of Directors. Special General Meetings may be held at any time by resolution of the Board of Directors or at the request of stockholders representing at least one-third of the subscribed and outstanding capital, setting forth the purpose of such meeting in the notice.

Regular or special meeting of stockholders shall be called by written or printed notice and shall be sent by personal delivery or by mail, with postage prepaid, and the notices shall be deposited in the Makati City Post Office, addressed to the address registered in the books of the Corporation at least fifteen (15) business days in advance of the date for which the meeting is called.

Any stockholder entitled to vote may be represented by proxy at any regular or special stockholders' meetings. Proxies shall be in writing and signed and in accordance with the existing laws, rules and regulations of the Securities & Exchange Commission. Duly accomplished proxies must be submitted to the office of the Corporate Secretary not later than seven (7) business days prior to the date of the stockholders' meeting. Validation of proxies shall be conducted by the Proxy Validation Committee at least five (5) business days prior to the date of the stockholders' meeting.

b. Authorization of additional shares:

The stockholders of the Corporation shall have preferred right to subscribe to all new issues of its stocks in the event of issue of additional shares of stock or of any increase in capital. All stockholders have pre-emptive rights, unless there is a specific denial of this right in the Articles of Incorporation or an amendment thereto. They shall have the right to subscribe to the capital stock of the corporation. The Articles of Incorporation may lay down the specific rights and powers of shareholders with respect to the particular shares they hold, all of which are protected by law so long as they are not in conflict with the Corporation Code

c. Transfer of all or substantially all assets, which in effect results in the sale of the company: Shareholders may exercise appraisal right in case of sale, lease, exchange, transfer, mortgage, pledge or other disposition of all or substantially all of the corporate property and assets as provided in the Corporation Code; and in case of merger or consolidation.

It is the duty of the directors to promote shareholders right, remove impediments to the exercise of shareholders rights and recognize lawful mechanisms to seek redress for violation of their rights. They shall encourage the exercise of shareholders' voting rights and the solution of collective action problems through appropriate mechanisms. They shall be instrumental in removing excessive costs and other administrative or practical impediments to shareholders participating in meetings and/or voting in person. The directors shall pave the way for the electronic filing and distribution of shareholder information necessary to make informed decisions subject to legal constraints.

3. Does the company observe a minimum of 21 business days for giving out of notices to the AGM where items to be resolved by shareholders are taken up?

The Company sends out notices to the AGM at least fifteen business days in advance of the date for which the meeting is called.

a. Date of sending out notices: March 11, 2016

b. Date of the Annual/Special Stockholders' Meeting: April 19, 2017

4. State, if any, questions and answers during the Annual/Special Stockholders' Meeting.

The following are the relevant and significant comments and inquiries of the stockholders during the Annual Stockholders' Meeting held last April 12, 2016. (This will be updated once minutes of the April 19, 2017 is completed)

- *Mr. Philip Turner congratulated the Board for its excellent performance in the previous year and commended the Corporation for setting a good example on how to do business. He also inquired on the Corporation's long-term plan regarding the procedures on the demolition works emphasizing the danger and citing as an example the Mandarin Hotel in Makati. He also asked if there are other high-rise buildings that will be demolished in the future.*

The President told Mr. Turner that demolition work is now being handled by the Corporation's subsidiary, Makati Development Corporation. The take-over is the Corporation's way of ensuring that further incidents will be avoided and safety standards are observed. He further stated that the site of the Intercontinental Manila will be redeveloped and the demolition of the building will commence sometime this year.

- *Mr. Turner also commented that although he is impressed with the audio-visual presentation, addressing the problems on transportation and availability of access points, specifically in the BGC, seem to be missing in the Corporation's plans. He noted that beautiful places and projects are being developed, but access points to and from these projects are very minimal. He also suggested to make a different approach on the future projects to avoid access point problems similar to the BGC projects.*

In reply, the President noted that since the traffic situation is Metro-wide, the focus is now given on how the Corporation's estate could improve the pedestrian experience and improve the transport terminals. This includes encouraging people to walk or to take public transportation. A transport study is being conducted before developing a project and making more access points is always considered. He further stated that the Bases Conversion Development Authority has plans of adding an access ramp going to BGC. The Chairman, on the other hand, noted that Ayala Corporation's involvement in the Light Railway Transit 1 project will add ways on how to fix traffic and transportation problems.

- *Mr. Joseph Sy, another stockholder, inquired why there was no mention of the Corporation's four (4) board seats and equity holdings in Ortigas & Company Limited Partnership (OCLP). The President replied that the Corporation was invited by the Rafael Ortigas Group for a strategic alliance to become an equity holder in OCLP Holdings, Inc. (OHI). He confirmed that ALL and the Rafael Ortigas Group hold four (4) board seats in OHI. OHI is the sole general partner and the owner of approximately 99% of the limited partner shares in OCLP. The Corporation's Chief Finance Officer, Mr. Jaime E. Ysmael, currently acts as OCLP's President and Chief Executive Officer and Mr. Thomas F. Mirasol, one of the Corporation's key officers, acts as OCLP's Chief Operating Officer. The President noted that the Corporation holds around 20% stake in OHI.*

Mr. Sy also asked if the Corporation could convince the government to decongest EDSA and relocate Camps Crame and Aguinaldo. He believes that the relocation is the best solution to decongest the traffic along EDSA which is also affecting the Ortigas and Ayala areas. The 212-hectare property of Concrete Aggregates Corporation (an Ortigas subsidiary) in Angono, Rizal, would be an alternative in the future. The President answered that the decision to relocate belongs to the government and agreed that the property in Angono could be a good possible location for the camps if the government decided to relocate them.

- *Mr. Alfred Reiterer of the Philippine Active Shareholders Association Inc. commented that the property market has been good for the past few years and he asked how long the favorable market conditions would last. He also inquired if there are other future plans to go to other markets aside from Malaysia like Indonesia or Vietnam where the group also has a water business. He also inquired on the development plans for Family Mart.*

On the property market, the President stated that affordable mortgage rates are still present and the industry remains to be vital although there has been a little slowdown in Metro Manila sales in the last two (2) years. Sales in 2013 reached PhP190 Billion and it went down by 11% in 2014 and by 13% in 2015 resulting to PhP150 Billion sales last year. He stated further that there has been tapering in the demand, but the Corporation still sees an opportunity in this sector primarily because of the increase in population and in household formation. On sales overseas, the President mentioned that the Corporation has been aggressively expanding in the last seven (7) years and the Corporation will be interested if there are any new growth opportunities in Jakarta or Ho Chi Minh City. On Family Mart, he commented that the company operating Family Mart is a joint venture with Stores Specialist, Inc. and Japan Family Mart. Family Mart has over 100 stores located primarily in Metro Manila. Expansion is also being planned mostly in central business districts or places near educational institutions.

5. Result of Annual/Special Stockholders' Meeting's Resolutions*

Resolution and Matters for Approval	Approving	Dissenting	Abstaining
Minutes of Previous Meeting	99.99%	0.000006%	0.000001%
Annual Report	99.91%	0.00%	0.08%
Ratification of All Acts and Resolutions of the Board of Directors and of the Executive Committee Adopted During the Preceding Year	99.87%	0.00%	0.13%
Election of Directors			
Fernando Zobel de Ayala	98.96%	1.02%	0.00%
Jaime Augusto Zobel de Ayala	98.95%	1.03%	0.00%
Bernard Vincent O. Dy	99.86%	0.13%	0.00%
Antonino T. Aquino	98.75%	1.23%	0.00%
Delfin L. Lazaro	99.73%	1.25%	0.00%
Arturo G. Corpuz (Newly elected)	99.34%	0.45%	0.20%
Francis G. Estrada (independent)	99.44%	0.49%	0.06%
Jaime C. Laya (independent)	99.38%	0.61%	0.00%
Rizalina G. Mantaring (independent)	99.90%	0.02%	0.06%
Election of External Auditors and Fixing of their Remuneration	99.46%	0.32%	0.20%

*Percentage based on the shares represented at the April 12, 2016 Annual Stockholders' Meeting.

6. Date of publishing of the result of the votes taken during the most recent AGM for all resolutions:

April 13, 2016 or one day after the Annual Stockholders Meeting.

(e) Modifications

State, if any, the modifications made in the Annual/Special Stockholders' Meeting regulations during the most recent year and the reason for such modification:

Modifications	Reason for Modification
N/A	N/A

(f) Stockholders' Attendance

(i) Details of Attendance in the Annual/Special Stockholders' Meeting Held:

Type of Meeting	Names of Board members / Officers present	Date of Meeting	Voting Procedure (by poll, show of hands, etc.)	% of SH Attending in Person	% of SH in Proxy	Total % of SH attendance
Annual	1. Fernando Zobel de Ayala 2. Jaime Augusto Zobel de Ayala 3. Bernard Vincent O. Dy 4. Antonio T. Aquino 5. Delfin L. Lazaro 6. Vincent Y. Tan 7. Jaime C. Laya 8. Francis G. Estrada 9. Rizalina G. Mantaring	April 12, 2016	By poll	69.24%	13.37%	86.61%
Special	Not Applicable	None	-	-	-	-

(ii) Does the company appoint an independent party (inspectors) to count and/or validate the votes at

the ASM/SSMs?

The Company has engaged the services of Sycip, Gorres, Velayo & Co. to count and validate the results of the votes of the company's annual stockholders' meeting since 2013.

(iii) Do the company's common shares carry one vote for one share? If not, disclose and give reasons for any divergence to this standard. Where the company has more than one class of shares, describe the voting rights attached to each class of shares.

Yes, the Company's preferred and common shares carry one vote each.

(g) Proxy Voting Policies

State the policies followed by the company regarding proxy voting in the Annual/Special Stockholders' Meeting.

	Company's Policies
Execution and acceptance of proxies	<p>The Company follows Securities Regulations Code Rule 20 of the Securities Exchange Commission on proxy solicitation and voting.</p> <ul style="list-style-type: none"> - Proxies must be issued and proxy solicitation must be made in accordance with rules and regulations to be issued by the Commission - Proxies must be in writing, signed by the stockholder or his duly authorized representative and filed before the scheduled meeting with the corporate secretary - Unless otherwise provided in the proxy, it shall be valid only for the meeting for which it is intended. No proxy shall be valid and effective for a period longer than five (5) years at one time - No broker or dealer shall give any proxy, consent or authorization, in respect of any security carried for the account of a customer, to a person other than the customer, without the express written authorization of such customer - A broker or dealer who holds or acquires the proxy for at least ten percent (10%) or such percentage as the Commission may prescribe of the outstanding share of the issuer, shall submit a report identifying the beneficial owner within ten (10) days after such acquisition, for its own account or customer, to the issuer of the security, to the Exchange where the security is traded and to the Commission
Notary	
Submission of Proxy	
Several Proxies	
Validity of Proxy	
Proxies executed abroad	
Invalidated Proxy	
Validation of Proxy	
Violation of Proxy	

(h) Sending of Notices

State the company's policies and procedure on the sending of notices of Annual/Special Stockholders' Meeting.

Policies	Procedure
Regular or special meeting of stockholders shall be called by written or printed notice and shall be sent by personal delivery or by mail, with postage prepaid, and the notices shall be deposited in the Makati City Post Office, addressed to the address registered in the books of the Corporation at least fifteen (15) business days advance of the date for which the meeting is called. Notice of regular or special meeting shall contain in addition to the date, hour and place of the meeting, a statement of the matters to be transacted at the meeting, and no business other than that specified in the call shall be transacted at such meeting.	The notice of stockholders' shall also set the date, time and place of the validation of proxies, which in no case, shall be less than five (5) business days prior to the annual stockholders' meeting to be held.

(i) **Definitive Information Statements and Management Report**

Number of Stockholders entitled to receive Definitive Information Statements and Management Report and Other Materials	12,321
Date of Actual Distribution of Definitive Information Statement and Management Report and Other Materials held by market participants/certain beneficial owners	March 11, 2016
Date of Actual Distribution of Definitive Information Statement and Management Report and Other Materials held by stockholders	March 12, 2016
State whether CD format or hard copies were distributed	CD format, hard copies and link to website were made available
If yes, indicate whether requesting stockholders were provided hard copies	Yes, requesting shareholders were provided with their preferred formats (i.e. hard copies or CDs)

(j) **Does the Notice of Annual/Special Stockholders' Meeting include the following:**

Each resolution to be taken up deals with only one item.	Yes
Profiles of directors (at least age, qualification, date of first appointment, experience, and directorships in other listed companies) nominated for election/re-election.	Yes
The auditors to be appointed or re-appointed.	Yes
An explanation of the dividend policy, if any dividend is to be declared.	Yes
The amount payable for final dividends.	Yes
Documents required for proxy vote.	Yes

Should any of the foregoing information be not disclosed, please indicate the reason thereto.

2) Treatment of Minority Stockholders

(a) State the company's policies with respect to the treatment of minority stockholders.

Policies	Implementation
Shareholders have the right to elect, remove and replace directors and vote on certain corporate acts in accordance with the Corporation Code. Cumulative voting shall be used in the election of directors. Directors may be removed with or without cause, but directors shall not be removed without cause if it will deny minority shareholders representation in the Board.	
Removal of directors requires an affirmative vote of two-thirds of the outstanding capital of the Corporation. Minority shareholders shall have the right to propose the holding of a meeting, and the right to propose items in the agenda of the meeting, provided the items are legitimate business purposes.	
In accordance with existing law and jurisprudence, minority shareholders shall have access to any and all information relating to matters for which the management is accountable for and to those relating to matters for which the management should include such information and, if not included, then the minority shareholders can propose to include such matters in the agenda of the stockholders' meeting provided always that this right of access is conditioned upon the requesting shareholders having a legitimate purpose for such access.	

(b) Do minority stockholders have a right to nominate candidates for board of directors?

Yes, minority stockholders maintain the right to nominate candidates for Board of Directors.

K. INVESTORS RELATIONS PROGRAM

- 1) Discuss the company's external and internal communications policies and how frequently they are reviewed. Disclose who reviews and approves major company announcements. Identify the committee with this responsibility, if it has been assigned to a committee.

The Company utilizes an email blast service as a primary medium for all internal communications. Information carried through this platform is directed at specific recipients and should not be disseminated or forwarded to external addresses. All records and data pertaining to corporate plans and objectives, personnel, resources, organizational structures and other similar or related records and data are considered classified information. Employees must not share propriety information in social media without the explicit approval of the Human Resources Division.

All official media statements and public disclosures require the approval of authorized officers of the Company prior to release. The Company's internal and external communications policies are reviewed by the Human Resources Division on a quarterly basis.

- 2) Describe the company's investor relations program including its communications strategy to promote effective communication with its stockholders, other stakeholders and the public in general. Disclose the contact details (e.g. telephone, fax and email) of the officer responsible for investor relations.

	Details
(1) Objectives	The Company has created and continues to implement an investor relations (IR) program that reaches out to all shareholders and fully informs stakeholders of corporate activities. The IR desk formulates a clear policy on communicating or relating relevant information to Corporation stockholders and to the broader investor community accurately, effectively and sufficiently. It also prepares disclosure statements to the Philippine Securities and Exchange Commission and the Philippine Stock Exchange. The Company ensures that the Manual of Corporate Governance is properly disseminated and orientation programs are conducted for the Board, Management and new employees.
(2) Principles	The Company is committed to the highest standards of disclosure, transparency and fairness in information dissemination. We provide the public with strategic, operating and financial information through adequate and timely disclosures submitted to regulatory authorities. Along with regular periodic reports, we disclose any and all material information about the Company that may have an impact on the Company's valuation and therefore its stock price and the trading volume of its securities.
(3) Modes of Communications	We conduct annual shareholders' meeting, quarterly analyst briefings and communicate directly with institutional and individual investors through one-on-one discussions, conference calls and written platforms such as electronic mail. Analysts and investors who are unable to attend our quarterly briefings in person are also invited to participate through a teleconference facility. A playback facility on our website is available for three business days after each briefing. We also have a continuing program of enhancing our Investor Relations website, which includes podcasts of our quarterly briefings.
(4) Investors Relations Officer	Michael Anthony L Garcia Head, Investor Communications & Compliance Division Tel. No: 9083677 Fax: 7506790 Email: garcia.mike@ayalaland.com.ph

- 3) What are the company's rules and procedures governing the acquisition of corporate control in the capital markets, and extraordinary transactions such as mergers, and sales of substantial portions of corporate assets?

The funds of the Corporation other than the sums necessary for current expenses shall be invested as may be directed by the Board of Directors in accordance with the Articles of Incorporation and subject to the limitations provided by existing laws. Under the Company's Amended Articles of Incorporation, the purpose or purposes for which said Corporation is formed are as follows:

To acquire for itself or in behalf of other parties, and to invest in, hold, sell or otherwise dispose of, stocks, bonds, debentures, certificates or other securities of any corporation, domestic or foreign, or other persons, in the same manner and to the same extent as juridical persons might or could do, and while the owner or holder of such stocks, bonds or other securities, to exercise all rights, privileges and powers appurtenant thereto; without dealing in securities or engaging in stock brokerage business.

In accordance with the Corporation Code, shareholders may exercise appraisal rights in case of sale, lease, exchange, transfer, mortgage, pledge or other disposition of all or substantially all of the corporate property and assets as provided in the Corporation Code and of merger or consolidation

In cases of mergers, acquisitions and/or takeovers requiring shareholders' approval, the Board of Directors may appoint an independent party to evaluate the fairness of the transaction price whenever deemed necessary.

Name of the independent party the board of directors of the company appointed to evaluate the fairness of the transaction price.

The Company engaged various accredited independent parties to issue fairness opinion reports for the Company's mergers, acquisitions of assets and divestment transactions.

L. CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

Discuss any initiative undertaken or proposed to be undertaken by the company.

Initiative	Beneficiary
INSTITUTIONAL	
Sustainable development <ul style="list-style-type: none"> - ALI is committed to its dictum of "Enhancing land and enriching lives for more people" by building masterplanned communities that are integrated, mixed-use, and sustainable. Working with this framework gives the Company enough latitude to build sustainably considering the economic, environmental and social conditions of the area. - The four sustainability focus areas help us create long-term value for our customers, investors and various stakeholders. <ul style="list-style-type: none"> - Site Resilience. - Pedestrian and Transit Connectivity. - Eco-efficiency. - Local Employment. 	Customers, nearby communities, general public (by way of increased economic activity in the city or province where ALI is located)
Alay sa Komunidad <ul style="list-style-type: none"> - <u>Alay sa Edukasyon (Education)</u> Refurbishing of Taguig library; book donations; Brigada Eskwela; Seminars for LGUs; school kit program - <u>Alay sa Kabuhayan (Livelihood)</u> Livelihood seminars (in cooperation with TESDA) Support for community cooperatives, livelihood programs such as basket-weaving and pavers-making, have been implemented successfully in NUVALI 	Surrounding communities affected by development
PARTNERSHIPS	
Ayala Foundation Inc. – ALI supports the foundation's various initiatives through donations and active participation in programs such as the yearly <u>Ayala</u>	The Filipino Youth

Young Leaders Congress and CENTEX, a private school for academically gifted but under-resourced children.	
HERO Foundation – ALI, in 2009, helped lay the foundations that will enable HERO to achieve its goal of building its existing endowment fund to provide educational support to military orphans. The Company helped revitalize HERO back-end operations and continue to support various fund-raising activities. Mr. Jaime Zobel de Ayala was one of the founders of HERO in 1988.	Orphans of Filipino soldiers killed or incapacitated in the line of duty
Worldwide Fund for Nature (WWF) – ALI has partnered with WWF in many projects such as its global Earth Hour program. The Ayala Malls is particularly supportive to the NGO by way of providing free space at the malls to promote their cause.	General public (in line with environmental protection and climate change awareness)
Habitat for Humanity – ALI has partnered with Habitat to provide homes for qualified families that were relocated from the banks of the Pasig River in line with the Pasig Rehabilitation project initiated by the business community.	Marginalized sector needing shelter
Children's Hour - The Ayala Malls supports the foundation by way of providing free space at the malls to promote their cause.	Underprivileged young children needing education, protection, health and nutrition

M. BOARD, DIRECTOR, COMMITTEE AND CEO APPRAISAL

Disclose the process followed and criteria used in assessing the annual performance of the board and its committees, individual director, and the CEO/President.

	Process	Criteria
Board of Directors	One of the tools used by the Board to monitor and improve its performance is an annual self-assessment exercise. This is administered in the form of a formal questionnaire that is answered by each member of the Board and where they rate their individual performance and that of the Board as a whole. The results are compiled by the Compliance Officer and submitted back to the Board for discussion and appropriate action through the Corporate Secretary. This self-assessment survey covers four broad areas of Board performance: Fulfillment of the Board’s Key Responsibilities, Quality of the Board–Management Relationship, Effectiveness of Board Processes and Meetings, and the Performance of Individual Board Members. The self-assessment survey questions are reviewed regularly and administered every May (after the Annual Stockholders’ Meeting). An assessment of the Board committees will be added in future surveys.	
Board Committees		
Individual Directors		
President and CEO	The Board also conducts its annual assessment of the President and CEO’s performance in the previous year vs. the set company targets.	

N. INTERNAL BREACHES AND SANCTIONS

Discuss the internal policies on sanctions imposed for any violation or breach of the corporate governance manual involving directors, officers, management and employees

Violations	Sanctions
<p>To strictly observe and implement the provisions of the Manual of Corporate Governance, the following penalties shall be imposed after notice and hearing, on the Corporation's directors, officers, staff, in case of violation of any provisions of the Manual of Corporate Governance:</p> <ul style="list-style-type: none">▪ In case of first violation, the subject person shall be reprimanded▪ In case of second violation, suspension from office shall be imposed. The duration shall be at the reasonable discretion of the Board, depending on the gravity of the violation▪ For third violation, removal from office. The commission of a third violation of the Manual of Corporate Governance by any member of the Board shall be sufficient cause from removal from directorship.	

Ayala Land, Inc. and Subsidiaries

Consolidated Financial Statements
December 31, 2016 and 2015
and Years Ended December 31, 2016,
2015 and 2014

and

Independent Auditor's Report



INDEPENDENT AUDITOR'S REPORT

The Board of Directors and Stockholders
Ayala Land, Inc.
31st Floor, Tower One and Exchange Plaza, Ayala Triangle
Ayala Avenue, Makati City

Opinion

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

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

Basis for Opinion

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

Key Audit Matters

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

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

SGVFS021416

Recognition of real estate revenue and costs

The Group is involved in real estate project developments under the Ayala Land Premier, Alveo, Avida and Amaia brands for which it applies the percentage of completion (POC) method in determining real estate revenue and costs. The POC is based on the physical proportion of work and the cost of sales is determined based on the estimated project development costs applied with the respective project's POC. The assessment process for the POC and the estimated project development costs requires technical determination by management's specialists (project engineers) and involves significant management judgment as disclosed in Note 3 to the consolidated financial statements.

Audit Response

We obtained an understanding of the Group's process for determining the POC, including the cost accumulation process, and for determining and updating the total estimated project development costs, and performed tests of the relevant controls. We obtained the certified POC reports prepared by the project engineers and assessed the competence, capabilities and objectivity of the project engineers by considering their qualifications, experience and reporting responsibilities. For selected projects, we compared the certified POC against supporting documents such as the accomplishment reports from the contractors. We conducted ocular inspections of selected projects, together with the project managers, and made relevant inquiries.

For selected projects, we obtained the project reserve memorandum indicating the work breakdown structure and total project development costs as estimated by the project engineers. For changes in estimated cost components, we compared these against the special budget appropriations request form and supporting contractor's change order form. For changes in total project development costs, we obtained the revised project reserve memorandum, compared this against the supporting documents and inquired about the rationale for such changes with the project engineers.

Accounting for business combination

As disclosed in Note 24 to the consolidated financial statements, Ayala Land, Inc. acquired 51.4% of Prime Orion Philippines, Inc. (POPI) for a total consideration of ₱5,625.0 million. The negative goodwill recognized based on the provisional purchase price allocation performed was ₱188.1 million. We consider the accounting for this acquisition to be a key audit matter because it required a significant amount of management judgment and estimation in identifying the underlying acquired assets and liabilities and in determining their fair values, specifically the acquired real estate properties and intangible assets.

Audit Response

We reviewed the purchase agreement covering the acquisition, the consideration paid and the provisional purchase price allocation. We reviewed the identification of POPI's underlying assets and liabilities, specifically the real estate properties and intangible assets, based on our understanding of POPI's business and management's explanations on the rationale for the acquisition. We assessed the competence, capabilities and objectivity of the external appraiser who prepared the appraisal report by considering their qualifications, experience and reporting responsibilities. We involved our internal specialist in evaluating the methodologies and assumptions used in arriving at the fair values of the real estate properties and leasehold rights. We compared the key assumptions used such as the list prices and adjustment factors by reference to relevant market data. We tested the forecasted cash flows by reference to the existing contractual terms such as contract period and lease rates. We tested the parameters used in the derivation of the discount rate against market data.

Concession Agreement for the South Integrated Transport System

On January 26, 2016, Arca South Integrated Terminal Inc. (ASITI), a subsidiary, entered into a Concession Agreement (CA) with the Department of Transportation (DOTr) regarding the South Integrated Transport System (Terminal), as further discussed in Note 35 to the consolidated financial statements. Assessing whether this agreement falls under the scope of Philippine Interpretation IFRIC 12, *Service Concession Arrangements*, requires significant management judgment. Furthermore, accounting for concession arrangements under Philippine Interpretation IFRIC 12, requires analysis of the provisions of the concession agreement and significant judgment in assessing and selecting the appropriate accounting model to be implemented. The accounting model that will be implemented affects the various asset accounts in the consolidated statements of financial position and revenue account in the consolidated statements of income.

Audit Response

We reviewed the CA between ASITI and DOTr and evaluated management's assessment on whether the criteria under Philippine Interpretation IFRIC 12 were met by reference to the responsibilities of ASITI and DOTr, as provided under the CA. In addition, we focused our analysis on management's assumptions regarding the projected revenue, costs of construction and operating costs and expenses of the Terminal and commercial assets, as well as management's assessment on whether these assets are physically separable and capable of being operated separately. We also considered the payment provisions required of DOTr under the agreement in assessing the accounting model that ASITI selected to use.

Consolidation Process

The consolidated financial statements of the Group represents the consolidation of the financial statements of Ayala Land, Inc. and its numerous direct and indirect subsidiaries as summarized in Note 1 to the consolidated financial statements. We consider the Group's consolidation process as a significant risk area because of the complexity involved due to the numerous component entities within the Group requiring layers of consolidation, voluminous intercompany transactions that require elimination and subsequent realization of profit or revenue, monitoring of fair value adjustments arising from business combinations, and adjustments to non-controlling interests.

Audit Response

We obtained an understanding of the Group's consolidation process with the assistance of our internal specialist. We obtained an understanding of the Group's process for identifying related parties and related party transactions and the reconciliation of intercompany balances, and performed testing of the relevant controls. We tested significant consolidation adjustments, including elimination, deferral and realization of intercompany transactions and balances, amortization/depreciation/reversal of fair value adjustments arising from business combinations, and recognition of non-controlling interests and other equity transactions.

Other Information

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

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

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

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

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

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

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

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

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is Lucy L. Chan.

SYCIP GORRES VELAYO & CO.



Lucy L. Chan
Partner
CPA Certificate No. 88118
SEC Accreditation No. 0114-AR-4 (Group A),
January 7, 2016, valid until January 6, 2019
Tax Identification No. 152-884-511
BIR Accreditation No. 08-001998-46-2015,
February 27, 2015, valid until February 26, 2018
PTR No. 5908681, January 3, 2017, Makati City

February 20, 2017

SGVFS021416

AYALA LAND, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
(Amounts in Thousands)

	December 31	
	2016	2015
ASSETS		
Current Assets		
Cash and cash equivalents (Notes 4 and 29)	₱20,904,330	₱19,087,390
Short-term investments (Notes 5 and 29)	207,671	164,621
Financial assets at fair value through profit or loss (Notes 6 and 29)	1,964,540	731,677
Accounts and notes receivable (Notes 7 and 29)	97,467,753	64,960,745
Inventories (Note 8)	66,727,945	59,246,962
Other current assets (Note 9)	23,739,874	22,012,200
Total Current Assets	211,012,113	166,203,595
Noncurrent Assets		
Noncurrent accounts and notes receivable (Notes 7 and 29)	35,133,216	41,256,656
Available-for-sale financial assets (Notes 10 and 29)	1,385,172	500,359
Land and improvements (Note 11)	101,456,799	93,302,506
Investments in associates and joint ventures (Note 12)	24,985,317	17,521,517
Investment properties (Note 13)	107,931,032	80,464,775
Property and equipment (Note 14)	26,504,386	24,246,455
Deferred tax assets - net (Note 23)	9,878,550	7,911,634
Other noncurrent assets (Notes 15 and 26)	18,146,410	10,934,303
Total Noncurrent Assets	325,420,882	276,138,205
	₱536,432,995	₱442,341,800
LIABILITIES AND EQUITY		
Current Liabilities		
Accounts and other payables (Notes 16 and 29)	₱141,713,114	₱114,085,940
Short-term debt (Notes 17 and 29)	24,244,350	10,486,258
Income tax payable	1,470,573	1,283,535
Current portion of long-term debt (Notes 17 and 29)	5,187,111	8,807,652
Deposits and other current liabilities (Note 18)	15,588,023	11,469,470
Total Current Liabilities	188,203,171	146,132,855
Noncurrent Liabilities		
Long-term debt - net of current portion (Notes 17 and 29)	130,369,877	111,702,201
Pension liabilities (Note 26)	1,498,840	1,502,247
Deferred tax liabilities - net (Note 23)	4,356,530	1,782,061
Deposits and other noncurrent liabilities (Notes 19 and 29)	39,321,390	31,397,025
Total Noncurrent Liabilities	175,546,637	146,383,534
Total Liabilities	363,749,808	292,516,389

(Forward)

SGVFS021416

	December 31	
	2016	2015
Equity (Note 20)		
Equity attributable to equity holders of Ayala Land, Inc.		
Paid-in capital	P61,562,170	P61,072,448
Retained earnings	91,798,555	77,951,761
Stock options outstanding (Note 28)	89,697	190,747
Remeasurement loss on defined benefit plans (Note 26)	(356,918)	(432,487)
Net unrealized gain (loss) on available-for-sale financial assets (Note 10)	43,594	(80,800)
Equity reserves (Notes 2 and 20)	(5,432,003)	(4,970,965)
	147,705,095	133,730,704
Non-controlling interests	24,978,092	16,094,707
Total Equity	172,683,187	149,825,411
	P536,432,995	P442,341,800

See accompanying Notes to Consolidated Financial Statements.

AYALA LAND, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF INCOME
(Amounts in Thousands, Except Earnings Per Share Figures)

	Years Ended December 31		
	2016	2015	2014
REVENUE			
Real estate (Notes 21 and 25)	P117,700,488	P100,660,792	P89,027,534
Interest and investment income (Notes 6, 7 and 25)	5,713,957	5,980,031	4,816,980
Equity in net earnings (losses) of associates and joint ventures (Note 12)	554,414	(140,488)	646,537
Other income (Notes 22 and 24)	659,936	682,605	705,995
	124,628,795	107,182,940	95,197,046
COSTS AND EXPENSES			
Real estate (Note 22)	76,566,404	65,335,060	59,395,613
General and administrative expenses (Notes 22, 26 and 28)	7,031,350	6,591,955	6,203,133
Interest and other financing charges (Note 22)	7,314,387	6,506,261	5,365,716
Other charges (Note 22)	1,053,207	998,860	375,797
	91,965,348	79,432,136	71,340,259
INCOME BEFORE INCOME TAX	32,663,447	27,750,804	23,856,787
PROVISION FOR INCOME TAX (Note 23)			
Current	10,070,055	8,561,600	7,010,602
Deferred	(1,838,393)	(1,707,683)	(868,273)
	8,231,662	6,853,917	6,142,329
NET INCOME	P24,431,785	P20,896,887	P17,714,458
Net income attributable to:			
Equity holders of Ayala Land, Inc. (Note 27)	P20,908,011	P17,630,275	P14,802,642
Non-controlling interests	3,523,774	3,266,612	2,911,816
	P24,431,785	P20,896,887	P17,714,458
Earnings Per Share (Note 27)			
Net income attributable to equity holders of Ayala Land, Inc.			
Basic	P1.43	P1.20	P1.05
Diluted	1.43	1.20	1.05

See accompanying Notes to Consolidated Financial Statements.

AYALA LAND, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(Amounts in Thousands)

	Years Ended December 31		
	2016	2015	2014
Net income	P24,431,785	P20,896,887	P17,714,458
Other comprehensive income (loss)			
<i>Item that may be reclassified to profit or loss in subsequent years:</i>			
Net unrealized gain (loss) on available-for-sale financial assets (Note 10)	124,932	(164,648)	118,111
<i>Item that will not be reclassified to profit or loss in subsequent years:</i>			
Remeasurement gain (loss) on pension liabilities (Note 26)	107,956	199,864	(70,123)
Income tax effect	(32,387)	(59,959)	21,037
	200,501	(24,743)	69,025
Total comprehensive income	P24,632,286	P20,872,144	P17,783,483
Total comprehensive income attributable to:			
Equity holders of Ayala Land, Inc.	P21,107,974	P17,601,457	P14,869,751
Non-controlling interests	3,524,312	3,270,687	2,913,732
	P24,632,286	P20,872,144	P17,783,483

See accompanying Notes to Consolidated Financial Statements.

SGVFS021416

AYALA LAND, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

(Amounts in Thousands, Except Par Value and Cash Dividends Per Share Figures)

	Years Ended December 31		
	2016	2015	2014
EQUITY ATTRIBUTABLE TO EQUITY HOLDERS OF AYALA LAND, INC.			
Preferred Shares - P0.10 par value (Note 20)			
Balance at beginning and end of year	P1,306,649	P1,306,649	P1,306,649
Common Shares - P1.00 par value (Note 20)			
Issued:			
Balance at beginning of year	14,586,068	14,088,208	14,063,902
Issuance of shares	11,195	497,860	24,306
Balance at end of year	14,597,263	14,586,068	14,088,208
Subscribed:			
Balance at beginning of year	109,563	102,281	109,385
Additions	17,051	505,142	17,202
Issuance of shares	(11,195)	(497,860)	(24,306)
Balance at end of year	115,419	109,563	102,281
Additional Paid-in Capital			
Balance at beginning of year	46,217,696	30,200,324	29,712,336
Additions (Notes 20 and 28)	710,825	16,017,372	487,988
Balance at end of year	46,928,521	46,217,696	30,200,324
Subscriptions Receivable			
Balance at beginning of year	(1,147,528)	(845,994)	(737,229)
Additions	(418,492)	(363,968)	(176,671)
Collections	180,338	62,434	67,906
Balance at end of year	(1,385,682)	(1,147,528)	(845,994)
Total Paid-in Capital	61,562,170	61,072,448	44,851,468
Retained Earnings (Note 20)			
Appropriated:			
Balance at beginning of year	6,000,000	6,000,000	6,000,000
Appropriation during the year	2,000,000	–	–
Balance at end of year	8,000,000	6,000,000	6,000,000
Unappropriated:			
Balance at beginning of year	71,951,761	60,478,250	51,608,700
Cash dividends			
Common share - P0.48 per share in 2016, P0.42 per share in 2015 and P0.41 per share in 2014	(6,999,179)	(6,094,726)	(5,871,054)
Preferred share - P0.005 per share or 4.64%	(62,038)	(62,038)	(62,038)
Net income	20,908,011	17,630,275	14,802,642
Appropriation during the year	(2,000,000)	–	–
Balance at end of year	83,798,555	71,951,761	60,478,250
	91,798,555	77,951,761	66,478,250
Stock Options Outstanding (Note 28)			
Balance at beginning of year	190,747	185,604	198,274
Cost of stock options	9,889	17,262	11,844
Stock options exercised	(110,939)	(12,119)	(24,514)
Balance at end of year	89,697	190,747	185,604

(Forward)

SGVFS021416

	Years Ended December 31		
	2016	2015	2014
Remeasurement Gain (Loss) on Defined Benefit Plans (Note 26)			
Balance at beginning of year	(P432,487)	(P572,392)	(P524,678)
Net changes during the year	75,569	139,905	(47,714)
Balance at end of year	(356,918)	(432,487)	(572,392)
Net Unrealized Gain (Loss) on Available-for-Sale Financial Assets (Note 10)			
Balance at beginning of year	(80,800)	135,815	32,105
Net changes during the year	124,394	(216,615)	103,710
Balance at end of year	43,594	(80,800)	135,815
Equity Reserves (Notes 2 and 20)			
Balance at beginning of year	(4,970,965)	(4,138,909)	(3,299,669)
Movement during the year	(461,038)	(832,056)	(839,240)
Balance at end of year	(5,432,003)	(4,970,965)	(4,138,909)
Total Equity attributable to Equity Holders of Ayala Land, Inc.	147,705,095	133,730,704	106,939,836
NON-CONTROLLING INTERESTS			
Balance at beginning of year	16,094,707	15,055,622	13,627,791
Net income	3,523,774	3,266,612	2,911,816
Net increase in non-controlling interests	7,666,883	1,201,856	525,736
Dividends paid to non-controlling interests	(1,559,064)	(2,775,786)	(1,342,623)
Acquisition of non-controlling interests	(748,746)	(654,384)	(650,367)
Net gain (loss) on available-for-sale financial assets	538	787	(15,359)
Remeasurement loss on pension liabilities	-	-	(1,372)
Balance at end of year	24,978,092	16,094,707	15,055,622
	P172,683,187	P149,825,411	P121,995,458
Total Comprehensive Income			
Net income attributable to:			
Equity holders of Ayala Land, Inc.	P20,908,011	P17,630,275	P14,802,642
Non-controlling interests	3,523,774	3,266,612	2,911,816
	24,431,785	20,896,887	17,714,458
Net gain (loss) on available-for-sale financial assets attributable to (Note 10):			
Equity holders of Ayala Land, Inc.	124,394	(168,723)	114,823
Non-controlling interests	538	4,075	3,288
	124,932	(164,648)	118,111
Remeasurement gain (loss) on pension liabilities attributable to:			
Equity holders of Ayala Land, Inc.	75,569	139,905	(47,714)
Non-controlling interests	-	-	(1,372)
	75,569	139,905	(49,086)
	P24,632,286	P20,872,144	P17,783,483

See accompanying Notes to Consolidated Financial Statements.

AYALA LAND, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Amounts in Thousands)

	Years Ended December 31		
	2016	2015	2014
CASH FLOWS FROM OPERATING ACTIVITIES			
Income before income tax	₱32,663,447	₱27,750,804	₱23,856,787
Adjustments for:			
Depreciation and amortization (Notes 13, 14, 15 and 22)	5,874,560	5,069,595	4,990,465
Interest and other financing charges (Note 22)	7,314,387	6,506,261	5,365,716
Dividends received from investees (Note 12)	232,950	286,739	1,019,885
Cost of share-based payments (Note 28)	208,335	213,587	196,088
Unrealized loss on financial assets at fair value through profit or loss (Note 22)	(2,422)	(11,996)	(96,702)
Realized gain on financial assets at fair value through profit or loss (Note 22)	(6,305)	(78,364)	(164,977)
Gain on sale of property and equipment (Note 22)	(37,447)	(34,338)	(1,097)
Gain on business combination (Note 24)	(188,086)	–	–
Equity in net earnings of associates and joint ventures (Note 12)	(554,414)	140,488	(646,537)
Interest income	(5,695,312)	(5,979,695)	(4,777,787)
Provision for impairment losses (Note 22)	412,259	494,878	139,627
Operating income before changes in working capital	40,221,952	34,357,959	29,881,468
Changes in operating assets and liabilities:			
Decrease (increase) in:			
Accounts and notes receivable – trade	(14,135,347)	(14,949,793)	(17,165,303)
Inventories	(5,043,649)	(3,285,156)	6,718,045
Other current assets (Note 9)	(1,406,487)	1,743,404	(4,290,975)
Increase (decrease) in:			
Accounts and other payables	20,194,269	12,074,006	27,139,642
Deposits and other current liabilities (Note 18)	3,976,821	(1,821,438)	452,795
Pension liabilities (Note 26)	(3,646)	57,378	383,657
Net cash generated from operations	43,803,913	28,176,360	43,119,329
Interest received	5,661,647	6,475,543	4,563,198
Income tax paid	(8,859,232)	(7,846,135)	(7,187,490)
Interest paid	(7,566,031)	(6,624,035)	(5,330,270)
Net cash provided by operating activities	33,040,297	20,181,733	35,164,767
CASH FLOWS FROM INVESTING ACTIVITIES			
Proceeds from:			
Sale/redemption of short term investments	171,694	929,311	–
Sale/redemption of financial assets at fair value through profit or loss	2,948,650	28,117,351	41,234,788
Sale of available-for-sale financial assets (Note 10)	562	226,632	30,000
Disposal of property and equipment (Note 14)	280,775	92,745	213,744
Disposal of investment properties (Note 13)	550,255	483,257	793,047

(Forward)

SGVFS021416

	Years Ended December 31		
	2016	2015	2014
Additions to:			
Short-term investments	(P214,744)	(P792,191)	(P284,677)
Financial assets at fair value through profit or loss	(2,760,693)	(22,494,099)	(33,878,342)
Available-for-sale financial assets (Note 10)	(837,168)	(67,957)	(330,240)
Land and improvements (Note 11)	(5,063,518)	(21,061,610)	(28,358,401)
Investments in associates and joint ventures (Note 12)	(7,142,335)	(6,985,562)	(2,017,757)
Investment properties (Note 13)	(27,697,545)	(14,354,449)	(13,271,609)
Property and equipment (Note 14)	(3,721,845)	(6,839,235)	(3,251,225)
Accounts and notes receivable - nontrade (Note 7)	(10,712,931)	(1,733,723)	(12,210,428)
Net increase in other noncurrent assets (Note 15)	(3,502,623)	(3,926,779)	(174,133)
Acquisition of subsidiary, net of cash acquired (Note 24)	-	(481,241)	-
Net decrease in cash from business combination (Note 24)	(105,381)	-	-
Net cash used in investing activities	(57,806,847)	(48,887,550)	(51,505,233)
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from short and long-term debt (Note 17)	51,937,179	54,210,245	33,075,483
Payments of short and long-term debt (Note 17)	(23,131,953)	(47,879,804)	(10,311,699)
Increase in deposits and other noncurrent liabilities	5,254,678	5,707,932	2,158,242
Increase in non-controlling interests	2,095,156	1,350,824	820,343
Redemption of non-controlling interests in consolidated subsidiaries	-	(147,395)	(388,439)
Acquisition of non-controlling interest (Note 20)	(1,209,784)	(1,486,440)	(1,411,130)
Proceeds from capital stock subscriptions	180,338	16,012,536	187,666
Dividends paid to non-controlling interests	(1,559,064)	(2,775,786)	(1,342,623)
Dividends paid to equity holders of Ayala Land, Inc. (Note 20)	(6,983,060)	(5,876,187)	(5,736,233)
Net cash provided by financing activities	26,583,490	19,115,925	17,051,610
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	1,816,940	(9,589,892)	711,144
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR	19,087,390	28,677,282	27,966,138
CASH AND CASH EQUIVALENTS AT END OF YEAR (Note 4)	P20,904,330	P19,087,390	P28,677,282

See accompanying Notes to Consolidated Financial Statements.

AYALA LAND, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Corporate Information

Ayala Land, Inc. (the Company or ALI) is domiciled and was incorporated on June 30, 1988 in the Republic of the Philippines. The Company's parent is Ayala Corporation (AC). AC is a publicly-listed company, 48.96%-owned by Mermac, Inc., 10.17%-owned by Mitsubishi Corporation (MC) and the rest by the public. The Company's registered office and principal place of business is 31st Floor, Tower One and Exchange Plaza, Ayala Triangle, Ayala Avenue, Makati City.

The Company and its Subsidiaries (the Group) are incorporated to hold, develop, manage, administer, sell, convey, encumber, purchase, acquire, rent or otherwise deal in and dispose of, for itself or for others, residential including, but not limited to, all kinds of housing projects, commercial, industrial, urban or other kinds of real property; to acquire, purchase, hold, manage, develop and sell subdivision lots, with or without buildings or improvements; to erect, construct, alter, manage, operate, lease, in whole or in part, buildings and tenements of the Group or of other persons; and to engage or act as real estate broker. The Group is also involved in hotels and resorts operations.

The consolidated financial statements of Ayala Land, Inc. and Subsidiaries as of December 31, 2016 and 2015, and for each of the three years in the period ended December 31, 2016 were endorsed for approval by the Audit Committee on February 15, 2017 and were approved and authorized for issue by the Board of Directors (BOD) on February 20, 2017.

The consolidated financial statements represent the consolidation of the financial statements of the Company and the following domestic and foreign subsidiaries:

	December 31	
	2016*	2015*
Real Estate:		
Alveo Land Corporation (Alveo)	100%	100%
Serendra, Inc.	39	39
Solinea, Inc. (Solinea)	65	65
BGSouth Properties, Inc. (BGS)	50	50
Portico Land Corp. (Portico)	60	60
Serendra, Inc.	28	28
Amorsedia Development Corporation (ADC)	100	100
OLC Development Corporation and Subsidiary	100	100
HLC Development Corporation	100	100
Allysonia International Ltd.	100	100
Avida Land Corporation (Avida)	100	100
Buklod Bahayan Realty and Development Corp.	100	100
Avida Sales Corp. and Subsidiaries	100	100
Amicassa Process Solutions, Inc.	100	100
Avencosouth Corp. (Avencosouth)	70	70
BGNorth Properties, Inc. (BGN)	50	50
Amaia Land Co. (Amaia)	100	100
Amaia Southern Properties, Inc. (ASPI)	65	65
Ayala Land International Sales, Inc. (ALISI)	100	100
Ayala Land International Marketing, Inc. (AIMI)	100	100
Ayala Land International (Singapore) Pte. Ltd	100	100
Ayala Land International Marketing (Hong Kong) Ltd	100	100
Ayala Land International Marketing, SRL	100	100
Ayala Land International Marketing, London	100	100

(Forward)

SGVFS021416

	December 31	
	2016*	2015*
Ayala Land Sales, Inc.	100%	100%
Southportal Properties, Inc. (Southportal)	65	65
Buendia Landholdings, Inc.	100	100
Crans Montana Holdings, Inc.	100	100
Crimson Field Enterprises, Inc.	100	100
Ecoholdings Company, Inc. (ECI)	100	100
NorthBeacon Commercial Corporation (NBCC)	100	100
Red Creek Properties, Inc.	100	100
Regent Time International, Limited (Regent Time) (British Virgin Islands)	100	100
Asterion Technopod Incorporated (ATI)	100	100
Westview Commercial Ventures Corp. (formerly Crestview E-Office Corporation) (Westview)	100	100
North Ventures Commercial Corp. (formerly Fairview Prime Commercial Corp.)	100	100
Hillsford Property Corporation (HPC)	100	100
Primavera Towncentre, Inc. (PTI)	100	100
Summerhill E-Office Corporation (Summerhill)	100	100
Sunnyfield E-Office Corporation (Sunnyfield)	100	100
Subic Bay Town Centre, Inc.	100	100
Regent Wise Investments Limited (Regent Wise) (Hongkong Company)	100	100
AyalaLand Real Estate Investments, Inc.	100	100
AyalaLand Advisory Broadway, Inc.	100	100
AyalaLand Development (Canada), Inc.	100	100
AyalaLand OpenAsia Holdings PTE, Ltd.	100	100
Blue Horizons Holdings PTE, Limited.	100	100
AyalaLand Commercial REIT, Inc. (ALCRI)	100	100
Arvo Commercial Corporation (Arvo)	100	100
BellaVita Land Corporation (BellaVita)	100	100
Nuevo Centro, Inc. (Nuevo Centro)	55	100
Alviera Country Club (Alviera)***	50	—
Cavite Commercial Town Center, Inc.	100	100
AyalaLand Offices, Inc. (ALO) (formerly ALI Property Partners Corp. (APPCo)) (Note 24)	100	100
One Dela Rosa Property Development, Inc.	100	100
First Gateway Real Estate Corp.	100	100
Glensworth Development, Inc. (Glensworth)	100	100
UP North Property Holdings, Inc.	100	100
ALO Prime Realty Corporation (Note 24)	100	100
Laguna Technopark, Inc. (LTI)	75	75
Ecozone Power Management, Inc.	75	75
Aurora Properties Incorporated (API)	80	80
Soltea Commercial Corp.	16	16
Vesta Property Holdings, Inc.	70	70
Altaraza Prime Realty Corporation (Altaraza)	100	—
Prow Holdings, Inc. (Prow)	55	—
Station Square East Commercial Corporation (SSECC)	69	69
Next Urban Alliance Development Corp.	100	100
Accendo Commercial Corp. (Accendo)	67	67
Avencosouth Corp.	20	20
Aviana Development Corporation	7	7

(Forward)

SGVFS021416

	December 31	
	2016*	2015*
Aviana Development Corporation	50%	50%
Cagayan de Oro Gateway Corp. (CDOGC)	70	70
Ceci Realty, Inc. (Ceci)	60	60
Soltea Commercial Corp.	12	12
Soltea Commercial Corp.	60	60
CMPI Holdings, Inc	60	60
CMPI Land, Inc.	36	36
ALI-CII Development Corporation (ALI-CII)	50	50
Roxas Land Corporation (RLC)	50	50
Adauge Commercial Corporation (Adauge)	60	60
Southgateway Development Corp. (SDC)	100	100
Ayalaland MetroNorth, Inc. (AMNI)	100	100
Verde Golf Development Corporation	100	100
North Triangle Depot Commercial Corporation (NTDCC)	73	73
BGWest Properties, Inc. (BGW)	50	50
Lagdigan Land Corp. (Lagdigan)	60	60
Central Block Developers, Inc. (CBDI)	35	35
Cebu Holdings, Inc. (CHI)	67	56
Cebu Property Ventures Development Corp (CPVDC) and Subsidiary	59	43
Cebu Leisure Company, Inc.	67	56
CBP Theatre Management, Inc.	67	56
Taft Punta Engaño Property, Inc. (TPEPI)	37	31
Cebu Insular Hotel Company, Inc. (CIHCI)	25	21
Solinea, Inc.	23	20
Amaia Southern Properties, Inc. (ASPI)	23	20
Southportal Properties, Inc. (Southportal)	23	20
Central Block Developers, Inc. (CBDI)**	38	32
Alabang Commercial Corporation (ACC)	50	50
South Innovative Theater Management (SITMI)	50	50
ALI Commercial Center, Inc.	100	100
Prime Orion Philippines, Inc.(POPI) (Note 24)	51	—
FLT Prime Insurance Corporation	37	—
Orion Solutions, Inc.	51	—
Orion I Holdings Philippines, Inc.	51	—
OE Holdings, Inc	51	—
Orion Land, Inc.	51	—
Ayalaland Malls Synergies, Inc. (AMSI)	100	—
Ayala Land Malls, Inc. (formerly Solerte, Inc.)	100	100
Ayalaland Malls Vismin, Inc.	100	100
Ayalaland Malls NorthEast, Inc.	100	100
Construction:		
Makati Development Corporation (MDC)	100	100
MDC Subic, Inc.	100	100
MDC Build Plus, Inc.	100	100
MDC Concrete, Inc. (MCI)	100	100
MDC Equipment Solutions, Inc. (MESI)	100	100
Hotels:		
Ayala Hotels, Inc. (AHI)	50	50
AyalaLand Hotels and Resorts Corporation (AHRC) and Subsidiaries	100	100
(Forward)		

	December 31	
	2016*	2015*
ALI Makati Hotel & Residences, Inc. (AMHRI) (formerly KHI-ALI Manila, Inc.) (Note 24)	80%	80%
ALI Makati Hotel Property, Inc. (AMHPI) (formerly KHI Manila Property, Inc.) (Note 24)	80	80
Regent Horizons Conservation Company, Inc. and Subsidiary (formerly Asian Conservation Company Limited and Subsidiary)	100	100
Enjay Hotels, Inc. (Enjay)	100	100
Greenhaven Property Venture, Inc. (GPVI)	100	100
Cebu Insular Hotel Company, Inc. (CIHCI)	63	63
Bonifacio Hotel Ventures, Inc.	100	100
Southcrest Hotel Ventures, Inc.	67	67
Northgate Hotel Ventures, Inc.	70	70
North Triangle Hotel Ventures, Inc.	100	100
Ecosouth Hotel Ventures, Inc.	100	100
Sentera Hotel Ventures, Inc.	100	100
Econorth Resorts Ventures, Inc.	100	100
ALI Triangle Hotel Ventures, Inc.	100	100
Circuit Makati Hotel Ventures, Inc.	100	100
Capitol Centre Hotel Ventures, Inc.	100	100
Arca South Hotel Ventures, Inc.	100	100
Sicogon Town Hotel, Inc.	100	100
ALI Makati Hotels & Residences, Inc. (formerly KHI-ALI Manila, Inc.) (Note 24)	20	20
ALI Makati Hotel Property, Inc. (formerly KHI Manila Property, Inc.) (Note 24)	20	20
Ten Knots Phils., Inc. (TKPI) (Note 24)	60	60
Bacuit Bay Development Corporation	60	60
Lio Resort Ventures, Inc.	60	60
North Liberty Resort Ventures, Inc.	60	60
Paragua Eco-Resort Ventures, Inc.	60	60
Ten Knots Development Corp. (TKDC) (Note 24)	60	60
Chirica Resorts Corp.	60	60
Kingfisher Capital Resources Corp.	60	60
Pangulasian Island Resort Corporation	60	60
Sicogon Island Tourism Estate Corp. (SITE Corp.)	100	—
Property Management:		
Ayala Property Management Corporation (APMC)	100	100
Prime Support Services, Inc.	100	100
Ayala Theatres Management, Inc. and Subsidiaries	100	100
DirectPower Services, Inc. (DirectPower)	100	100
Philippine Integrated Energy Solutions, Inc. (PhilEnergy)	100	100
Entertainment:		
Five Star Cinema, Inc.	100	100
Leisure and Allied Industries Philippines, Inc. (LAIP)	50	50
Others:		
ALInet.com, Inc. (ALInet)	100	100
First Longfield Investments Limited (First Longfield) (Hongkong Company)	100	100
Green Horizons Holdings Limited	100	100
Aprisa Business Process Solutions, Inc. (Aprisa)	100	100
AyalaLand Club Management, Inc.	100	100
(Forward)		

	December 31	
	2016*	2015*
ALI Capital Corp. (formerly Varejo Corp.)	100%	100%
Sicogon Island Tourism Estate Corp. (SITE Corp.)	—	100
Integrated Eco-resort Inc.	100	100
Airswift Transport, Inc. (formerly Island Transvoyager, Inc.) (Airswift)	100	100
Arca South Integrated Terminal, Inc.	100	100
Whiteknight Holdings, Inc. (WHI)	100	100
Ayalaland Medical Facilities Leasing Inc.	100	100
Anvaya Cove Beach and Nature Club, Inc. (Anvaya Cove Beach)***	73	73
Anvaya Cove Golf and Sports Club, Inc. (Anvaya Cove Golf)***	78	78

*represents the Group's percentages of effective ownership

**includes CPVDC interest in CBDI

*** consolidated in compliance with Philippine Interpretations Committee (PIC) Q&A 2016-02 PAS 32 and PAS 38 - Accounting Treatment of Club Shares Held by an Entity

AC owns the other 50.0% of AHI. The Company exercises control over AHI. Likewise, the Company, through its 50.0% effective ownership and by virtue of a management contract or shareholders' agreement, exercises control over the operations and management of ACC, BGWest, BGNorth, BGSouth, RLC, ALI-CII and LAIP. Accordingly, the accounts of AHI, ACC, BGWest, BGNorth, BGSouth, RLC, ALI-CII and LAIP are consolidated to the accounts of the Company (see Note 3).

The following were the changes in the group structure during 2016:

On June 3, 2016, ALI Capital Corp. (formerly Varejo Corp.), has sold all of its rights, titles and interests in SITE Corp. to AHRC. As a result of this transaction, SITE Corp. became a subsidiary of AHRC.

AMSI is a wholly owned subsidiary of the Company and was incorporated on June 1, 2016. AMSI will house the Commercial Business Group's allied businesses such as but not limited to the partnership with Meralco, LED, operation of upcoming mall's foodcourt.

In April 2016, ALI purchased 6,000,000 common shares and 24,000,000 preferred redeemable shares of Prow with par value of ₱10.00 per share each for ₱300.0 million. Subsequently, on May 23, 2016, additional 3,000,000 common shares and 12,000,000 preferred redeemable shares with par value of ₱10.00 per share were acquired by ALI for ₱150.0 million. Furthermore, in August 2016, a total of 9,150,931 common shares and 12,876,456 preferred redeemable shares were purchased for a total consideration of ₱220.3 million which brought ALI's ownership to 55.0% of the total outstanding capital stock of Prow. The transactions were entered based on the governing joint venture agreement between ALI and Leonio Land Holdings, Inc. (LLHI) for the development of Alviera Estate in Porac, Pampanga. The series of subscriptions was accounted for as a linked transaction as the transaction was negotiated as a whole.

From March 2016 to July 2016, LLHI subscribed to 18,150,931 common and 48,876,456 preferred shares of Nuevo Centro or equivalent to 45.0% stake of NCI's total outstanding capital. This transaction brought ALI's interest in Nuevo Centro to 55.0% as of December 31, 2016.

Altaraza is a wholly owned subsidiary of the Company and was incorporated on March 9, 2016 to develop, invest, own, acquire, lease, hold, mortgage, administer or otherwise deal with commercial, residential or agricultural lands, buildings, structures or apertures, or in any other profitable business enterprise, venture or establishment, alone or jointly with other persons, natural or artificial. Altaraza handles the project development in Altaraza IT Park, Bulacan.

On February 24, 2016, ALI and POPI executed a Deed of Subscription and Supplement to the Deed of Subscription whereby the Company subscribed to 2.5 billion of common shares of POPI stock at ₱2.25 per share or representing 51.4% of the total outstanding shares of POPI to be taken out of the increase in capital stock of POPI. On July 4, 2016, SEC approved such increase in POPI and issued a Certificate of Increase in Capital Stock.

In February 2016, ALI purchased additional 906,000 common shares of CHI from BPI Securities Corporation totaling ₱4.1 million which brought ALI's ownership from 56.36% to 56.40%. Subsequently, on March 14, 2016, ALI bought additional 200,953,364 CHI's common shares from First Metro Securities Brokerage Corporation for ₱1,200.0 million resulting into an increase to 66.9% of the total outstanding capital stock of CHI.

The following were the changes in the group structure during 2015:

On December 1, 2015, ALI Capital Corp. (formerly Varejo Corp.), a wholly owned subsidiary of ALI, acquired 100.0% interest in Airswift Transport, Inc. following the purchase of all outstanding shares from existing shareholders, in the amount of ₱15.0 million (see Note 24). Airswift was incorporated on October 2, 2002 with the primary purpose of carrying on the general business of a common carrier and/or private carrier. It was granted the Air Carrier Operating Certificate by the Air Transportation Office to enable it to operate as a scheduled domestic air transportation service provider. Airswift is the only airline commercially flying from Manila to Lio in El Nido, Palawan. On November 26, 2015, Airswift launched "AirSwift" as its new brand and introduced its new Cebu-El Nido-Cebu route. In January 2016, a newly acquired ATR 42(02)-500 was delivered to Airswift. In September 2016, a new ATR 42(03)-500 was acquired as trade in for the old ATR 42(00)-500. As of December 31, 2016, the leased ATR 42(01)-500 and the traded in aircraft have ceased to operate and shall be returned to the supplier once the required maintenance have been sufficed. Airswift currently operates a fleet of two (2) ATR-42-500 that can seat a maximum of 50 passengers each, and operates 3x-4x daily flights to Manila-El Nido-Manila and Cebu-El Nido-Cebu routes.

On August 19, 2015, ALI purchased additional 20 million common shares of CHI through BPI Securities amounting to ₱110.3 million. This brought ALI's ownership from 49.8% to 50.8% of total outstanding capital stock of CHI.

Subsequently, on November 6 and 13, 2015, ALI bought 41,024,400 and 32,772,600, respectively, additional common shares of CHI amounting to ₱209.8 million and ₱167.1 million, respectively, which increased ALI's ownership from 50.8% to 53.1% of total outstanding capital stock of CHI.

Then, on December 7, 2015, ALI bought additional CHI shares consisting of 32,071,000 common shares amounting to ₱163.6 million which brought ALI's stake to 56.4% of total outstanding capital stock of CHI.

Arca South Integrated Terminal, Inc. is a wholly owned subsidiary of ALI which was incorporated on November 27, 2015. It is organized to finance, design, construct and manage the South Transport System Terminal Project located in Bicutan (formerly FTI). It is a project to be rolled out by the Department of Transportation and Communications which involves the development of mass transportation intermodal terminal at the southern outskirts of Metropolitan Manila to provide effective interconnection between transport modes and services.

Paragua Eco-Resort Ventures, Inc., North Liberty Resort Ventures, Inc. and Lio Resort Ventures, Inc. are wholly owned subsidiaries of TKPI and were incorporated on October 27, 2015. They were primarily organized to own, use, improve, develop, subdivide, sell, lease and hold for investment or otherwise real estate of all kinds.

Ayalaland Malls NorthEast, Inc. (AMNI) and Ayalaland Malls Vismin, Inc. (ALVI) were registered on October 15, 2015. AMNI and ALVI are wholly owned subsidiaries of ALMI with primary purpose of conducting general contracting services and other support service, including performance of technical support services to North East Manila malls and Vismin malls, respectively.

Prime Support Services, Inc. is a wholly owned subsidiary of APMC and was incorporated on October 14, 2015. It is a company that provides technical and administrative services but not limited to the maintenance and the improvement of the physical aspects of the administered properties.

Pangulasian Island Resort Corporation is a wholly owned subsidiary of TKPI. The company was incorporated on September 18, 2015 and was primarily organized to plan, develop, construct, own and operate sports, vacation, recreation and resort facilities and other related business activities.

Sicogon Town Hotel, Inc., a wholly owned subsidiary of AHRC, was registered on September 29, 2015 with primary purpose of engaging in the general business in hotel in Sicogon Island, Iloilo.

Central Block Developers, Inc (CBDI) is a subsidiary of the Company with pro-rata ownership by the Group's Cebu Companies, CPVDC and CHI. The project of CBDI is called Central Bloc and is located at the core of Cebu IT Park. The development includes two BPO towers, an Ayala branded hotel, and a 5-storey mall. On July 28, 2015, CBDI was registered with the Securities and Exchange Commission (SEC) and has not yet started commercial operations. CBDI was organized to develop, sell, invest, own, acquire, lease, hold, mortgage, administer, or otherwise deal with commercial, residential, industrial, or agricultural lands, buildings, structures or apertures, or in any other profitable business enterprise, venture or establishment, including to own, hold in ownership, manage deal and engage in the general business of a hotel, apartment hotel, inn, resort, restaurant, café, bar, entertainment and other allied businesses and to the limit and extent permitted by law, alone or jointly with other persons, natural or artificial.

In July 2015, ALI acquired 258,155 shares of API from Coromandel Inc. amounting to P58.2 million. The transaction brought the Company's ownership from 77.8% to 79.7% of the total outstanding capital stock of API (Note 20).

Sicogon Island Tourism Estate Corp. is a wholly owned subsidiary of ALI Capital Corp. and which was incorporated with SEC on July 8, 2015. The company was organized to engage in land and real estate business development in Sicogon Island, Iloilo.

Integrated Eco-Resort, Inc. was incorporated with SEC on May 27, 2015. It is a wholly-owned subsidiary of ALI Capital Corp. and was incorporated to engage in land and real estate business development particularly the Caliraya Lake project.

Next Urban Alliance Development Corp. is a wholly owned subsidiary of ALI and was incorporated on May 4, 2015. Its purpose is to develop, invest, own or acquire commercial, residential or agricultural lands.

Ayalaland Medical Facilities Leasing, Inc. is a wholly owned subsidiary of ALI. It was incorporated with SEC on April 13, 2015 to engage primarily in developing and lease of Built-to-suit structure for ALI's hospital operations and retail.

In April 2015, ALI made proportionate acquisition of Soltea shares amounting to P544.5 million which consists of 54,449,999 common shares and 490,050,000 preferred shares. Similarly, an infusion amounting to P181.4 million was made by Ceci to Soltea consisting of 18,135,000 common shares and 163,215,000 preferred shares. Moreover, additional shares of Soltea comprising of 18,165,000 common shares and 163,485,000 preferred shares was bought by API for a total value of P181.6 million.

On March 11, 2015, ALI acquired from Aegis Philippines, Inc. a 3,621 sqm land located along Inez Villa Street, Cebu IT Park, Brgy. Apas, Cebu City, where building owned by Aegis PeopleSupport Realty Corporation is situated, for P152.1 million. On April 8, 2015, ALI purchased all of the 8,200,000 common shares of Equinox Technoparks Ltd, Inc. in Aegis PeopleSupport Realty Corporation for a total consideration of P513.7 million (see Note 24). On April 14, 2015, the BOD of Aegis PeopleSupport Realty Corporation approved the change of its corporate name to ALO Prime Realty Corporation (APRC). APRC which is a PEZA-registered entity, owns the Aegis building along Villa Street, Cebu IT Park, Lahug, Cebu City. The building is a certified LEED-Gold Office with a gross leasable area of 18,092 square meters and is largely occupied by Teleperformance under a long-term lease.

On February 6, 2015, ALI purchased the remaining interest of Anglo Philippine Holdings Corporation (Anglo) in North Triangle Depot Commercial Corporation (NTDCC) consisting of 382,072 common shares and 1,605,169 preferred shares amounting to P523.0 million. The transaction brought the Company's ownership from 63.8% to 70.4% of the total outstanding capital stock of NTDCC which owns and operates the Trinoma commercial centre in North Triangle, Quezon City.

Subsequently, the Group purchased the combined remaining interest of Allante Realty and Development Corporation (Allante) and DBH, Inc. (DBH) in NTDCC consisting of 167,548 common shares and 703,904 preferred shares amounting to P229.0 million which brought the Company's ownership in NTDCC from 70.4% to 73.2% of the total outstanding capital stock of NTDCC. This acquisition is aligned with the Company's thrust of expanding its leasing business.

On January 23, 2015, ALI purchased additional shares in Adauge consisting of 15,000,000 common shares and 135,000,000 preferred shares for a total value of P150.0 million which brought the Group's ownership to 77.6%. Subsequently, in 2015, Adauge issued 226,336,443 shares comprised of 22,633,644 common shares and 203,702,799 preferred shares to Kapideco Holdings, Inc., Socoped Development Corporation and Dasa Realty Corporation for a total value of P226.3 million. This resulted to the Group's 60.0% ownership in the total outstanding capital stock of Adauge.

2. Summary of Significant Accounting Policies

Basis of Preparation

The consolidated financial statements of the Group have been prepared using 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. The consolidated financial statements are presented in Philippine Peso (P), which is also the Company's functional currency and all values are rounded to the nearest thousand (P000), except when otherwise indicated.

Statement of Compliance

The consolidated financial statements of the Group have been prepared in compliance with Philippine Financial Reporting Standards (PFRSs). PFRSs include Philippine Financial Reporting Standards, Philippine Accounting Standards and Interpretations issued by the Philippine Interpretations Committee (PIC).

Basis of Consolidation

The consolidated financial statements comprise the financial statements of the Group as of December 31, 2016 and 2015 and for each of the three years in the period ended December 31, 2016.

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 that return 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
- 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 or excluded in the consolidated financial statements from the date the Group gains control or until the date the Group ceases to control the subsidiary.

The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. All intra-group balances, transactions, unrealized gains and losses resulting from intra-group transactions and dividends are eliminated in full.

Non-controlling interests represent the portion of profit or loss and net assets in subsidiaries not wholly owned and are presented separately in the consolidated statement of income, consolidated statement of comprehensive income and consolidated statement of changes in equity and within equity in the consolidated statements of financial position, separately from the Company's equity. Total comprehensive income within a subsidiary is attributed to the non-controlling interests even if that results in a deficit balance.

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, the carrying amount of any non-controlling interest and the cumulative translation differences recorded in equity.
- Recognizes the fair value of the consideration received, the fair value of any investment retained and 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.

Adoption of New and Amended Accounting Standards and Interpretations

The accounting policies adopted in the preparation of the Group's consolidated financial statements are consistent with those of the previous financial year except for the adoption of the following new and amended PFRSs which became effective January 1, 2016.

The nature and impact of each new standard and amendment are described below:

- *PAS 1, Presentation of Financial Statements – Disclosure Initiative (Amendments)*
The amendments are intended to assist entities in applying judgment when meeting the presentation and disclosure requirements in PFRSs. They clarify the following:
 - That entities shall not reduce the understandability of their financial statements by either obscuring material information with immaterial information; or aggregating material items that have different natures or functions
 - That specific line items in the statement of income and OCI and the statement of financial position may be disaggregated
 - That entities have flexibility as to the order in which they present the notes to financial statements
 - That the share of OCI of associates and joint ventures accounted for using the equity method must be presented in aggregate as a single line item, and classified between those items that will or will not be subsequently reclassified to profit or loss.

These amendments do not have any material impact on the Group.

- *PFRS 10, Consolidated Financial Statements, PFRS 12, Disclosure of Interests in Other Entities, and PAS 28, Investments in Associates and Joint Ventures – Investment Entities: Applying the Consolidation Exception (Amendments)*
These amendments clarify that the exemption in PFRS 10 from presenting consolidated financial statements applies to a parent entity that is a subsidiary of an investment entity that measures all of its subsidiaries at fair value and that only a subsidiary of an investment entity that is not an investment entity itself and that provides support services to the investment entity parent is consolidated. The amendments also allow an investor (that is not an investment entity and has an investment entity associate or joint venture), when applying the equity method, to retain the fair value measurement applied by the investment entity associate or joint venture to its interests in subsidiaries. These amendments are not applicable to the Group since none of the entities within the Group is an investment entity nor does the Group have investment entity associates or joint venture.
- *PAS 27, Separate Financial Statements - Equity Method in Separate Financial Statements (Amendments)*
The amendments 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 PFRSs and electing to change to the equity method in its separate financial statements will have to apply that change retrospectively. These amendments do not have any impact on the Group's consolidated financial statements.
- *PFRS 11, Joint Arrangements - Accounting for Acquisitions of Interests in Joint Operations (Amendments)*
The amendments to PFRS 11 require a joint operator that is accounting for the acquisition of an interest in a joint operation, in which the activity of the joint operation constitutes business (as defined by PFRS 3), to 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. These amendments do not have any impact to the Group as there has been no interest acquired in a joint operation during the period.

- PFRS 14, *Regulatory Deferral Accounts*
PFRS 14 is an optional standard that allows an entity, whose activities are subject to rate-regulation, to continue applying most of its existing accounting policies for regulatory deferral account balances upon its first-time adoption of PFRS. Entities that adopt PFRS 14 must present the regulatory deferral accounts as separate line items on the statement of financial position and present movements in these account balances as separate line items in the statement of income and other comprehensive income. The standard requires disclosures on the nature of, and risks associated with, the entity's rate-regulation and the effects of that rate-regulation on its financial statements. Since the Group is an existing PFRS preparer, this standard would not apply.
- PAS 16, *Property, Plant and Equipment*, and PAS 41, *Agriculture - Bearer Plants (Amendments)*
The amendments change the accounting requirements for biological assets that meet the definition of bearer plants. Under the amendments, biological assets that meet the definition of bearer plants will no longer be within the scope of PAS 41. Instead, PAS 16 will apply. After initial recognition, bearer plants will be measured under PAS 16 at accumulated cost (before maturity) and using either the cost model or revaluation model (after maturity). The amendments also require that produce that grows on bearer plants will remain in the scope of PAS 41 measured at fair value less costs to sell. For government grants related to bearer plants, PAS 20 Accounting for Government Grants and Disclosure of Government Assistance will apply. These amendments are not expected to have any impact to the Group as the Group does not have any bearer plants.
- PAS 16, *Property, Plant and Equipment*, and PAS 38, *Intangible Assets - Clarification of Acceptable Methods of Depreciation and Amortization (Amendments)*
The amendments clarify the principle in PAS 16 and PAS 38 that revenue reflects a pattern of economic benefits that are generated from operating a business (of which the asset is part) rather than the economic benefits that are consumed through use of the asset. As a result, a revenue-based method cannot be used to depreciate property, plant and equipment and may only be used in very limited circumstances to amortize intangible assets. These amendments do not have any impact to the Group given that the Group has not used a revenue-based method to depreciate its non-current assets.
- PIC Q&A No. 2016-02
In 2016, the PIC issued Q&A No. 2016-02 to clarify the accounting treatment of club shares held by an entity as follows:

PAS 32 and PAS 38 – *Accounting Treatment of Club Shares Held by an Entity*

Club shares as financial assets

Equity instruments of another entity are considered as financial assets of the investor/holder in accordance with PAS 32.11. Furthermore, PAS 32.11 defines an equity instrument as any contract that evidences a residual interest in the assets after deducting its liabilities. A proprietary club share entitles the shareholder to a residual interest in the net assets upon liquidation which justifies that such instrument is an equity instrument and thereby qualifies as a financial asset to be accounted for under PAS 39, *Financial Instruments: Recognition and Measurement*.

Club shares as intangible assets

PAS 38 defines an intangible asset as an identifiable non-monetary asset without physical substance. The key characteristics of intangible assets are that they are resources controlled by the entity from which the entity expects to derive future economic benefits, lack physical substance and are identifiable to be distinguished from goodwill.

A non-proprietary club share, though an equity instrument in its legal form, is not an equity instrument in the context of PAS 32. Furthermore, it does not entitle the holder to a contractual right to receive cash or another financial asset from the issuing corporation. The holder of the share, in substance, only paid for the privilege to enjoy the club facilities and services but not for ownership of the club. In such case, the holder must account for the share as an intangible asset under PAS 38.

The Company has evaluated the accounting treatment of its club shares following the guidance under the above PIC Q&A and has concluded that it exercises control over Anvaya Cove Beach, Anvaya Cove Golf and Alviera Country Club. Accordingly, these three (3) club entities were consolidated as of and for the year December 31, 2016. For the other club shares it holds where the Company does not exercise significant influence or joint control, the Company reclassified these from "Real estate inventories" to "AFS". Prior year financial statements have not been restated and a third balance sheet has not been presented since the impact of the application of this interpretation is deemed to be not material.

Annual Improvements to PFRSs (2012-2014 cycle)

The *Annual Improvements to PFRSs (2012-2014 cycle)* are effective January 1, 2016 and the Group has applied these amendments for the first time in these consolidated financial statements. Unless otherwise stated, these amendments have no material impact on the Group's consolidated financial statements. They include:

- *PFRS 5, Non-current Assets Held for Sale and Discontinued Operations - Changes in Methods of Disposal (Amendments)*
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 (Amendments)*
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 for continuing involvement 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 (Amendments)*
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 (Amendments)*
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' (Amendments)*

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).

Standards and interpretation issued but not yet effective

Pronouncements issued but not yet effective are listed below. Unless otherwise indicated, the Group does not expect that the future adoption of the said pronouncements to have a significant impact on its consolidated financial statements. The Group intends to adopt the following pronouncements when they become effective.

Effective beginning on or after January 1, 2017

- Amendment to PFRS 12, *Clarification of the Scope of the Standard (Part of Annual Improvements to PFRSs 2014 - 2016 Cycle)*
The amendments clarify that the disclosure requirements in PFRS 12, other than those relating to summarized financial information, apply to an entity's interest in a subsidiary, a joint venture or an associate (or a portion of its interest in a joint venture or an associate) that is classified (or included in a disposal group that is classified) as held for sale.

The amendments do not have any impact on the Group's financial position and results of operation. The Group will include the required disclosures in its 2017 consolidated financial statements.

- Amendments to PAS 7, *Statement of Cash Flows, Disclosure Initiative*
The amendments to PAS 7 require an entity to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes (such as foreign exchange gains or losses). On initial application of the amendments, entities are not required to provide comparative information for preceding periods. Early application of the amendments is permitted.

Application of amendments will result in additional disclosures in the 2017 consolidated financial statements of the Group.

- Amendments to PAS 12, *Income Taxes, Recognition of Deferred Tax Assets for Unrealized Losses*
The amendments clarify that an entity needs to consider whether tax law restricts the sources of taxable profits against which it may make deductions on the reversal of that deductible temporary difference. Furthermore, the amendments provide guidance on how an entity should determine future taxable profits and explain the circumstances in which taxable profit may include the recovery of some assets for more than their carrying amount.

Entities are required to apply the amendments retrospectively. However, on initial application of the amendments, the change in the opening equity of the earliest comparative period may be recognized in opening retained earnings (or in another component of equity, as appropriate), without allocating the change between opening retained earnings and other components of equity. Entities applying this relief must disclose that fact. Early application of the amendments is permitted.

These amendments are not expected to have any impact on the Group.

Effective beginning on or after January 1, 2018

- Amendments to PFRS 2, *Share-based Payment, Classification and Measurement of Share-based Payment Transactions*

The amendments to PFRS 2 address three main areas: the effects of vesting conditions on the measurement of a cash-settled share-based payment transaction; the classification of a share-based payment transaction with net settlement features for withholding tax obligations; and the accounting where a modification to the terms and conditions of a share-based payment transaction changes its classification from cash settled to equity settled.

On adoption, entities are required to apply the amendments without restating prior periods, but retrospective application is permitted if elected for all three amendments and if other criteria are met. Early application of the amendments is permitted.

The Group is assessing the potential effect of the amendments on its consolidated financial statements.

- Amendments to PFRS 4, *Insurance Contracts, Applying PFRS 9, Financial Instruments, with PFRS 4*

The amendments address concerns arising from implementing PFRS 9, the new financial instruments standard before implementing the forthcoming insurance contracts standard. They allow entities to choose between the overlay approach and the deferral approach to deal with the transitional challenges. The overlay approach gives all entities that issue insurance contracts the option to recognize in other comprehensive income, rather than profit or loss, the volatility that could arise when PFRS 9 is applied before the new insurance contracts standard is issued. On the other hand, the deferral approach gives entities whose activities are predominantly connected with insurance an optional temporary exemption from applying PFRS 9 until the earlier of application of the forthcoming insurance contracts standard or January 1, 2021.

The overlay approach and the deferral approach will only be available to an entity if it has not previously applied PFRS 9.

The amendments are not applicable to the Group since none of the entities within the Group have activities that are predominantly connected with insurance or issue insurance contracts.

- PFRS 15, *Revenue from Contracts with Customers*

PFRS 15 establishes a new five-step model that will apply to revenue arising from contracts with customers. Under PFRS 15, revenue is recognized at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer. The principles in PFRS 15 provide a more structured approach to measuring and recognizing revenue.

The new revenue standard is applicable to all entities and will supersede all current revenue recognition requirements under PFRSs. Either a full or modified retrospective application is required for annual periods beginning on or after January 1, 2018.

The Group is currently assessing the impact of IFRS 15 and plans to adopt the new standard on the required effectivity date.

- PFRS 9, *Financial Instruments*

PFRS 9 reflects all phases of the financial instruments project and replaces PAS 39, *Financial Instruments: Recognition and Measurement*, and all previous versions of PFRS 9. The standard introduces new requirements for classification and measurement, impairment, and hedge accounting. PFRS 9 is effective for annual periods beginning on or after January 1, 2018, with early application permitted. Retrospective application is required, but providing comparative information is not compulsory. For hedge accounting, the requirements are

generally applied prospectively, with some limited exceptions.

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 and on the amount of its credit losses. The Group is currently assessing the impact of adopting this standard.

- Amendments to PAS 28, *Measuring an Associate or Joint Venture at Fair Value* (Part of *Annual Improvements to PFRSs 2014 - 2016 Cycle*)
The amendments clarify that an entity that is a venture capital organization, or other qualifying entity, may elect, at initial recognition on an investment-by-investment basis, to measure its investments in associates and joint ventures at fair value through profit or loss. They also clarify that if an entity that is not itself an investment entity has an interest in an associate or joint venture that is an investment entity, the entity may, when applying the equity method, elect to retain the fair value measurement applied by that investment entity associate or joint venture to the investment entity associate's or joint venture's interests in subsidiaries. This election is made separately for each investment entity associate or joint venture, at the later of the date on which (a) the investment entity associate or joint venture is initially recognized; (b) the associate or joint venture becomes an investment entity; and (c) the investment entity associate or joint venture first becomes a parent. The amendments should be applied retrospectively, with earlier application permitted.

The Group does not expect the amendments to have material impact on its consolidated financial statements.

- Amendments to PAS 40, *Investment Property, Transfers of Investment Property*
The amendments clarify when an entity should transfer property, including property under construction or development into, or out of investment property. The amendments state that a change in use occurs when the property meets, or ceases to meet, the definition of investment property and there is evidence of the change in use. A mere change in management's intentions for the use of a property does not provide evidence of a change in use. The amendments should be applied prospectively to changes in use that occur on or after the beginning of the annual reporting period in which the entity first applies the amendments. Retrospective application is only permitted if this is possible without the use of hindsight.

The Group does not expect the amendments to have material impact on its consolidated financial statements.

- Philippine Interpretation IFRIC-22, *Foreign Currency Transactions and Advance Consideration*
The interpretation clarifies that in determining the spot exchange rate to use on initial recognition of the related asset, expense or income (or part of it) on the derecognition of a non-monetary asset or non-monetary liability relating to advance consideration, the date of the transaction is the date on which an entity initially recognizes the nonmonetary asset or non-monetary liability arising from the advance consideration. If there are multiple payments or receipts in advance, then the entity must determine a date of the transactions for each payment or receipt of advance consideration. The interpretation may be applied on a fully retrospective basis. Entities may apply the interpretation prospectively to all assets, expenses and income in its scope that are initially recognized on or after the beginning of the reporting period in which the entity first applies the interpretation or the beginning of a prior reporting period presented as comparative information in the financial statements of the reporting period in which the entity first applies the interpretation.

The Group does not expect the amendments to have material impact on its consolidated financial statements.

Effective beginning on or after January 1, 2019

- **PFRS 16, Leases**

Under the new standard, lessees will no longer classify their leases as either operating or finance leases in accordance with PAS 17, *Leases*. Rather, lessees will apply the single-asset model. Under this model, lessees will recognize the assets and related liabilities for most leases on their balance sheets, and subsequently, will depreciate the lease assets and recognize interest on the lease liabilities in their profit or loss. Leases with a term of 12 months or less or for which the underlying asset is of low value are exempted from these requirements.

The accounting by lessors is substantially unchanged as the new standard carries forward the principles of lessor accounting under PAS 17. Lessors, however, will be required to disclose more information in their financial statements, particularly on the risk exposure to residual value.

Entities may early adopt PFRS 16 but only if they have also adopted PFRS 15. When adopting PFRS 16, an entity is permitted to use either a full retrospective or a modified retrospective approach, with options to use certain transition reliefs.

The Group is currently assessing the impact of adopting PFRS 16.

Deferred effectivity

- **Amendments to PFRS 10 and PAS 28, *Sale or Contribution of Assets between an Investor and its Associate or Joint Venture***

The amendments address the conflict between PFRS 10 and PAS 28 in dealing with the loss of control of a subsidiary that is sold or contributed to an associate or joint venture. The amendments clarify that a full gain or loss is recognized when a transfer to an associate or joint venture involves a business as defined in PFRS 3, *Business Combinations*. Any gain or loss resulting from the sale or contribution of assets that does not constitute a business, however, is recognized only to the extent of unrelated investors' interests in the associate or joint venture.

On January 13, 2016, the Financial Reporting Standards Council postponed the original effective date of January 1, 2016 of the said amendments until the International Accounting Standards Board has completed its broader review of the research project on equity accounting that may result in the simplification of accounting for such transactions and of other aspects of accounting for associates and joint ventures.

Fair Value Measurement

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

- In the principal market for the asset or liability, or
 - In the absence of a principal market, in the most advantageous market for the asset or liability
- The principal or the most advantageous market must be accessible to the Group.

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

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

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

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

External valuers are involved for valuation of significant assets, such as investment properties. Involvement of external valuers is decided upon annually by corporate finance after discussion with and approval by the Company's audit committee. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained.

The Group, in conjunction with the external valuers, also compares each of the changes in the fair value of each asset with relevant external sources to determine whether the change is reasonable.

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

Cash and Cash Equivalents

Cash includes cash on hand and in banks. Cash equivalents are short-term, highly liquid investments that are readily convertible to known amounts of cash with original maturities of three (3) months or less from dates of placement and that are subject to an insignificant risk of change in value.

Financial Instruments

Date of recognition

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. Purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace are recognized on the settlement date.

Initial recognition of financial instruments

All financial assets and financial liabilities are initially recognized at fair value. Except for financial assets and financial liabilities at FVPL, the initial measurement of financial instruments includes transaction costs. The Group classifies its financial assets in the following categories: financial assets at FVPL, held-to-maturity (HTM) investments, AFS financial assets and loans and receivables. The Group classifies its financial liabilities into financial liabilities at FVPL and other financial liabilities. The classification depends on the purpose for which the investments were acquired or liabilities incurred and whether they are quoted in an active market. Management determines the classification of its investments at initial recognition and, where allowed and appropriate, re-evaluates such designation at every reporting date.

“Day 1” difference

Where the transaction price in a non-active market is different from the fair value from other observable current market transactions in the same instrument or based on a valuation technique whose variables include only data from observable market, the Group recognizes the difference between the transaction price and fair value (a “Day 1” difference) in the consolidated statement of income under “Interest and investment income” and “Interest and other financing charges” accounts unless it qualifies for recognition as some other type of asset or liability. In cases where fair value is determined using 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’ difference amount.

Financial assets and financial liabilities at FVPL

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

Financial assets and financial liabilities are classified as held for trading if they are acquired for the purpose of selling and repurchasing in the near term. Derivatives, including separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments or a financial guarantee contract. Fair value gains or losses on investments held for trading, net of interest income accrued on these assets, are recognized in the consolidated statement of income under “Other income” or “Other charges”.

Financial assets may be designated at initial recognition as FVPL if any of the following criteria are met:

- The designation eliminates or significantly reduces the inconsistent treatment that would otherwise arise from measuring the assets or liabilities or recognizing gains or losses on them on a different basis; or
- 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 or investment strategy; or
- The financial instrument contains an embedded derivative that would need to be separately recorded.

As of December 31, 2016 and 2015, the Group holds its investment in Unit Investment Trust Fund (UITF) and investment in ARCH Capital Asian Partners L.P. (ARCH Capital Fund) as held for trading and classified these as financial assets at FVPL. Management takes the view that these are held for trading and such portfolios are managed by professional managers.

HTM investments

HTM investments are quoted nonderivative financial assets with fixed or determinable payments and fixed maturities for which management 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. After initial measurement, these investments are measured at amortized cost using the effective interest method, less impairment in value. 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.

The amortization is included in “Interest and investment income” in the consolidated statement of income. Gains and losses are recognized in the consolidated statement of income under “Other income” or “Other charges” when the HTM investments are derecognized and impaired, as well as through the amortization process.

As of December 31, 2016 and 2015, the Group has no HTM investments.

Loans and receivables

Loans and receivables are financial assets with fixed or determinable payments and fixed maturities 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 designated as AFS financial assets or financial assets at FVPL. This accounting policy relates to the consolidated statement of financial position captions "Short-term investments" and "Accounts and notes receivable" except for "Advances to contractors and suppliers" and "Advances to other companies".

After initial measurement, loans and receivables are subsequently measured at amortized cost using the effective interest method, less allowance for impairment. 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. The amortization is included in the "Interest and investment income" in the consolidated statements of income. The losses arising from impairment of such loans and receivables are recognized in the consolidated statement of income under the "Other charges" account.

Loans and receivables are included in current assets if maturity is within 12 months from the reporting date, otherwise these are classified as noncurrent assets.

AFS financial assets

AFS financial assets are those which are designated as such or do not qualify to be classified or designated as at FVPL, HTM, or loans and receivables.

Financial assets may be designated at initial recognition as AFS if they 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. The unrealized gains and losses arising from the fair valuation of AFS financial assets are excluded from reported earnings and are reported as "Net unrealized gain on available-for-sale financial assets" in the equity section of the consolidated statement of financial position.

When the security is disposed of, the cumulative gain or loss previously recognized in equity is recognized in the consolidated statement of income under "Other income" account or "Other charges" account. Where the Group holds more than one investment in the same security, these are deemed to be disposed on a weighted average basis. The losses arising from impairment of such investments are recognized in the consolidated statement of income under the "Other charges" account.

When the fair value of the AFS financial assets cannot be measured reliably because of lack of reliable estimation of future cash flows and discount rates necessary to calculate the fair value of computed equity instruments, these investments are carried at cost less allowance for impairment losses. AFS financial assets are classified as noncurrent assets unless the intention is to dispose such assets within 12 months from reporting date.

Other financial liabilities

Issued financial instruments or their components, which are not designated as 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. 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 method. Amortized cost is calculated by taking into account any discount or premium on the issue and fees that are integral parts 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 the Group's "Accounts and other payables" (other than "Taxes payable" which is covered by other accounting standard), "Short-term and long-term debts," and other obligations that meet the above definition.

Deposits and Retentions Payable

Deposits and retentions payable are measured initially at fair value. After initial recognition, deposits and retentions payable are subsequently measured at amortized cost using the effective interest method.

For deposits, the difference between the cash received and its fair value is deferred and amortized using the straight-line method under the "Real estate revenue" account in the consolidated statement of income.

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 financial assets) is derecognized when:

- a. the rights to receive cash flows from the asset have expired;
- b. 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
- c. the Group has transferred its right 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 the risks and rewards of the asset but has transferred the control of the asset.

Where the Group has transferred its rights to receive cash flows from an asset or has entered into a 'pass-through' arrangement, and has neither transferred nor retained substantially all the risks and rewards of the asset nor has 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 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 has expired, or is discharged or has cancelled. 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 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 the 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.

Loans and receivables

For loans and receivables carried at amortized cost, the Group first assesses whether objective evidence of impairment exists individually for financial assets that are individually significant, or collectively for financial assets that are not individually significant. If the Group determines that no objective evidence of impairment exists for individually assessed financial asset, whether significant or not, it includes the asset in a group of financial assets with similar credit risk characteristics and collectively assesses for impairment. Those characteristics are relevant to the estimation of future cash flows for groups of such assets by being indicative of the debtors' ability to pay all amounts due according to the contractual terms of the assets being evaluated. 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 for impairment.

If there is objective evidence that an impairment loss has been incurred, the amount of loss is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows (excluding future credit losses that have not been incurred). The carrying amount of the asset is reduced through the use of an allowance account and the amount of loss is charged to the consolidated statement of income under "Other charges" account.

Interest income continues to be recognized based on the original effective interest rate of the asset. Receivable, together with the associated allowance accounts, are written off when there is no realistic prospect of future recovery and all collateral has been realized. If, in a subsequent year, the amount of the estimated impairment loss decreases because of an event occurring after the impairment was recognized, the previously recognized impairment loss is reversed. 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.

For the purpose of a collective evaluation of impairment, financial assets are grouped on the basis of such credit risk characteristics such as customer type, payment history, past-due status and term.

Future cash flows in a group of financial assets that are collectively evaluated for impairment are estimated on the basis of historical loss experience for assets with credit risk characteristics similar to those in the group. Historical loss experience is adjusted on the basis of current observable data to reflect the effects of current conditions that did not affect the period on which the historical loss experience is based and to remove the effects of conditions in the historical period that do not exist currently. The methodology and assumptions used for estimating future cash flows are reviewed regularly by the Group to reduce any difference between loss estimates and actual loss experience.

Financial asset 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 a financial asset or group of financial assets is impaired.

In the case of equity investments classified as AFS financial assets, this would include a significant or prolonged decline in the fair value of the investments 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. 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 (see Note 10). 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 in the "Other charges" account. 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 through the consolidated statement of comprehensive income.

In the case of debt instruments classified as AFS financial assets, 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 using the rate of interest used to discount future cash flows for the purpose of measuring impairment loss and is recorded as part of "Interest and investment income" account 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.

Offsetting Financial Instruments

Financial assets and financial liabilities are offset and the net amount 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.

Concession Financial Receivable

The Company accounts for its concession arrangement with the DOTr under the Financial Asset model as it has an unconditional contractual right to receive cash or other financial asset for its construction services from or at the direction of the grantor. Under the concession arrangement, the Company is awarded the right to build and operate an integrated transport terminal for Metro Manila and its adjacent provinces. The legal title to these assets shall be transferred to the government at the end of the concession period.

The "Concession Financial Receivable" pertains to the fair value of the Annual Grantor Payment related to the operating and maintenance services and recovery of construction costs of the terminal facility. These are amortized using the effective interest rate over the life of the related concession.

In addition, the Company recognizes and measures construction revenues and costs in accordance with PAS 11, *Construction Contracts*, and PAS 18, *Revenue*, for the services it performs. Recognition of revenue is by reference to the 'stage of completion method,' also known as the 'percentage of completion method' as provided under PAS 11. Contract revenue and costs from construction works are recognized as "Construction Revenue" and "Construction Expense" in profit or loss in the period in which the work is performed.

Inventories

Property acquired or being constructed for sale in the ordinary course of business, rather than to be held for rental or capital appreciation, is held as inventory and is measured at the lower of cost and net realizable value (NRV).

Cost includes:

- Land cost
- Land improvement cost

- Amounts paid to contractors for construction and development
- Planning and design costs, costs of site preparation, professional fees, property transfer taxes, construction overheads and other related costs.

NRV is the estimated selling price in the ordinary course of the business, based on market prices at the reporting date, less estimated costs of completion and the estimated costs of sale.

The cost of inventory recognized in the consolidated statement of income on disposal is determined with reference to the specific, including estimated costs incurred on the property and costs allocated to saleable area based on relative size.

Prepaid Expenses

Prepaid expenses are carried at cost less the amortized portion. These typically comprise prepayments for commissions, marketing fees, advertising and promotions, taxes and licenses, rentals and insurance.

Input Value-Added Tax (VAT)

Input VAT arises from the purchase of goods and services. These are applied against output VAT. The remaining balance is recoverable in future periods. These are carried at cost less allowance for impairment loss, if any. Impairment loss is recognized when input VAT can no longer be recovered.

Deposits in Escrow

Deposits in escrow pertain to the proceeds from the sale of the Group's projects that have only been granted temporary License to Sell (LTS) as of reporting date. These proceeds are deposited in a local bank and earn interest at prevailing bank deposit rates.

Materials, Parts and Supplies

Materials, parts and supplies are valued at the lower of cost or NRV. Cost is determined using the moving average method. NRV is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

An allowance for inventory losses is provided for slow-moving, obsolete and defective materials, parts and supplies based on management's physical inspection and evaluation. When inventories are sold, the cost and related allowance is removed from the account and the difference is charged against operations.

Advances to Other Companies and Advances to Contractors and Suppliers

Advances to other companies and advances to contractors and suppliers are carried at cost less impairment losses, if any.

Land and Improvements

Land and improvements consist of properties for future development and are carried at the lower of cost or NRV. NRV is the estimated selling price in the ordinary course of business, less estimated cost of completion and estimated costs necessary to make the sale. Cost includes those costs incurred for development and improvement of the properties.

Investments in Associates and Joint Ventures

Investments in associates and joint ventures (investee companies) are accounted for under the equity method of accounting. An associate is an entity in which the Group has significant influence and which is neither a subsidiary nor a joint venture. A joint arrangement is a contractual arrangement whereby two or more parties undertake an economic activity that is subject to joint control, and a joint venture is a joint arrangement that involves the establishment of a separate entity in which each venturer has an interest.

An investment is accounted for using the equity method from the day it becomes an associate or joint venture. On acquisition of investment, the excess of the cost of investment over the investor's

share in the net fair value of the investee's identifiable assets, liabilities and contingent liabilities is accounted for as goodwill and included in the carrying amount of the investment and not amortized. Any excess of the investor's share of the net fair value of the investee's identifiable assets, liabilities and contingent liabilities over the cost of the investment is excluded from the carrying amount of the investment, and is instead included as income in the determination of the share in the earnings of the investees.

Under the equity method, the investments in the investee companies are carried in the consolidated statement of financial position at cost plus post-acquisition changes in the Group's share in the net assets of the investee companies, less any impairment in values. The consolidated statement of income reflects the share of the results of the operations of the investee companies. The Group's share of post-acquisition movements in the investee's equity reserves is recognized directly in equity. Profits and losses resulting from transactions between the Group and the investee companies are eliminated to the extent of the interest in the investee companies and for unrealized losses to the extent that there is no evidence of impairment of the asset transferred. Dividends received are treated as a reduction of the carrying value of the investment.

The Group discontinues applying the equity method when their investments in investee companies are reduced to zero. Accordingly, additional losses are not recognized unless the Group has guaranteed certain obligations of the investee companies. When the investee companies subsequently report net income, the Group will resume applying the equity method but only after its share of that net income equals the share of net losses not recognized during the period the equity method was suspended.

The reporting dates of the investee companies and the Group are identical and the investee companies' accounting policies conform to those used by the Group for like transactions and events in similar circumstances.

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

Interest in Joint Operation

Makati Development Corporation (MDC), a subsidiary of the Company, has an interest in joint arrangement, whereby the parties have a contractual arrangement that establishes joint control. MDC recognizes its share of jointly held assets, liabilities, income and expenses of the joint operation with similar items, line by line, in its financial statements.

The financial statements of the joint operation are prepared for the same reporting period as the Group. Adjustments are made where necessary to bring the accounting policies in line with those of the Company.

Investment Properties

Investment properties comprise completed property and property under construction or re-development that are held to earn rentals or capital appreciation or both and that are not occupied by the companies in the Group.

The Group uses the cost model in measuring investment properties since this represents the historical value of the properties subsequent to initial recognition. Investment properties, except for land, are carried at cost less accumulated depreciation and amortization and any impairment in residual value. Land is carried at cost less any impairment in value.

Expenditures incurred after the investment property has been put in operation, such as repairs and maintenance costs, are normally charged against income in the period in which the costs are incurred.

Constructions-in-progress are carried at cost (including borrowing cost) and transferred to the related investment property account when the construction and related activities to prepare the property for its intended use are complete, and the property is ready for occupation.

Depreciation of investment properties are computed using the straight-line method over the estimated useful lives of the assets. The estimated useful lives and the depreciation method are reviewed periodically to ensure that the period and method of depreciation are consistent with the expected pattern of economic benefits from items of investment properties.

The estimated useful lives of investment properties follow:

	Years
Land improvements	8-40
Buildings	20-40

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

A transfer is made to investment property when there is a change in use, evidenced by ending of owner-occupation, commencement of an operating lease to another party or ending of construction or development. A transfer is made from investment property when and only when there is a change in use, evidenced by commencement of owner-occupation or commencement of development with a view to sale. A transfer between investment property, owner-occupied property and inventory does not change the carrying amount of the property transferred nor does it change the cost of that property for measurement or disclosure purposes.

The Group discloses the fair values of its investment properties in accordance with PAS 40. The Group engaged independent valuation specialist to assess fair value as at December 31, 2016 and 2015. The Group's investment properties consist of land and building pertaining to land properties, retail (malls) and office properties. These were valued by reference to market-based evidence using comparable prices adjusted for specific market factors such as nature, location and condition of the property.

Property and Equipment

Property and equipment, except for land, are carried at cost less accumulated depreciation and amortization and any impairment in value. Land is carried at cost less any impairment in value. The initial cost of property and equipment comprises its construction cost or purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use, including borrowing costs.

Major repairs are capitalized as part of property and equipment only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the items can be measured reliably. All other repairs and maintenance are charged against current operations as incurred.

Depreciation and amortization of property and equipment commences once the property and equipment are available for use and are computed on a straight-line basis over the estimated useful lives of the property and equipment as follows:

	Years
Buildings and improvements	20-40
Machinery and construction equipment	5
Furniture, fixtures and equipment	3-10
Transportation equipment	3-5
Hotel property and equipment	20-50

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

When property and equipment are retired or otherwise disposed of, the cost and the related accumulated depreciation and amortization and accumulated provision for impairment losses, if any, are removed from the accounts and any resulting gain or loss is credited to or charged against current operations.

Intangible Assets

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is its fair value as at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortization and accumulated impairment losses, if any. Internally generated intangible assets, excluding capitalized development costs, are not capitalized and expenditure is reflected in the consolidated statement of income in the year in which the expenditure is incurred.

Leasehold rights with finite lives are amortized using the straight-line method over the useful economic life of 20 to 23 years and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and the amortization method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset is accounted for by changing the amortization period or method, as appropriate, and are treated as changes in accounting estimates. The amortization expense on intangible assets with finite lives is recognized in the consolidated statement of income in the expense category consistent with the function of the intangible assets.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the income statement when the asset is derecognized.

As of December 31, 2016 and 2015 intangible asset pertaining to leasehold right is included under "Other noncurrent assets".

Business Combinations and Goodwill

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred, measured at acquisition date fair value and the amount of any non-controlling interest in the acquiree. For each business combination, the acquirer measures the non-controlling interest in the acquiree at fair value of the acquiree's identifiable net assets. Acquisition costs incurred are expensed and included in administrative expenses.

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

If the business combination is achieved in stages, the acquisition date fair value of the acquirer's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date through profit or loss.

Any contingent consideration to be transferred by the acquirer will be recognized at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration which is deemed to be an asset or liability will be recognized in accordance with PAS 39 either in profit or loss or as a change to other comprehensive income. If the contingent consideration is classified as equity, it should not be remeasured until it is finally settled within equity.

Goodwill is initially measured at cost being the excess of the aggregate of the consideration transferred and the amount recognized for non-controlling interest over the net identifiable assets acquired and liabilities assumed. If this consideration is lower than the fair value of the net assets of the subsidiary acquired, the difference is recognized in profit or loss as bargain purchase gain. The Group reassesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure amounts to be recognized at the acquisition date.

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

Where goodwill forms part of a cash-generating unit and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on disposal of the operation. Goodwill disposed of in this circumstance is measured based on the relative values of the operation disposed of and the portion of the cash-generating unit retained.

If the initial accounting for a business combination can be determined only provisionally by the end of the period in which the combination is effected because either the fair values to be assigned to the acquiree's identifiable assets, liabilities or contingent liabilities or the cost of the combination can be determined only provisionally, the acquirer shall account for the combination using those provisional values. The acquirer shall recognize any adjustments to those provisional values as a result of completing the initial accounting within twelve months of the acquisition date as follows: (i) the carrying amount of the identifiable asset, liability or contingent liability that is recognized or adjusted as a result of completing the initial accounting shall be calculated as if its fair value at the acquisition date had been recognized from that date; (ii) goodwill or any gain recognized shall be adjusted by an amount equal to the adjustment to the fair value at the acquisition date of the identifiable asset, liability or contingent liability being recognized or adjusted; and (iii) comparative information presented for the period before the initial accounting for the combination is complete shall be presented as if the initial accounting has been completed from the acquisition date.

Combinations of entities under common control

Business combinations of entities under common control are accounted for using the pooling of interests method. The pooling of interests method is generally considered to involve the following:

- The assets and liabilities of the combining entities are reflected in the consolidated financial statements at their carrying amounts. No adjustments are made to reflect fair values, or recognize any new assets or liabilities, at the date of the combination. The only adjustments that are made are those adjustments to harmonize accounting policies.
- No new goodwill is recognized as a result of the combination. The only goodwill that is recognized is any existing goodwill relating to either of the combining entities. Any difference between the consideration paid or transferred and the equity acquired is reflected within equity.
- The consolidated statement of income reflects the results of the combining entities for the full year, irrespective of when the combination took place.
- Comparatives are presented as if the entities had always been combined.

The effects of intercompany transactions on current assets, current liabilities, revenues, and cost of sales for the current period presented and on retained earnings at the beginning of the current period presented are eliminated to the extent possible.

Asset Acquisitions

If the assets acquired and liabilities assumed in an acquisition transaction do not constitute a business as defined under PFRS 3, the transaction is accounted for as an asset acquisition. The Group identifies and recognizes the individual identifiable assets acquired (including those assets

that meet the definition of, and recognition criteria for, intangible assets) and liabilities assumed. The acquisition cost is allocated to the individual identifiable assets and liabilities on the basis of their relative fair values at the date of purchase. Such transaction or event does not give rise to goodwill. Where the Group acquires a controlling interest in an entity that is not a business, but obtains less than 100% of the entity, after it has allocated the cost to the individual assets acquired, it notionally grosses up those assets and recognizes the difference as non-controlling interests.

Impairment of Nonfinancial Assets

The Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any such indication exists, or when annual impairment testing for an asset is required, the Group makes an estimate of the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or CGU's fair value less 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. Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Impairment losses of continuing operations are recognized in the consolidated statement of income in those expense categories consistent with the function of the impaired asset.

For 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 any 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 recoverable amount since the last impairment loss was recognized. If such is the case, the carrying amount of the asset is increased to its recoverable amount. That increased amount cannot exceed the carrying amount that would have been determined, net of depreciation and amortization, 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 revalued amount, in which case, the reversal is treated as a revaluation increase. After such reversal, the depreciation and amortization charge is adjusted in future periods to allocate the asset's revised carrying amount, less any residual value, on a systematic basis over its remaining useful life.

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

Investments in associates and joint ventures

After application of the equity method, the Group determines whether it is necessary to recognize any additional impairment loss with respect to the Group's net investment in the investee companies. The Group determines at each reporting date whether there is any objective evidence that the investment in associates or joint ventures is impaired. If this is the case, the Group calculates the amount of impairment as being the difference between the fair value and the carrying value of the investee company and recognizes the difference in the consolidated statement of income.

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 a provision to be reimbursed, the reimbursement is recognized as a separate asset but only when the reimbursement is virtually certain. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability. Where discounting is used, the

increase in the provision due to the passage of time is recognized as interest expense. Provisions are reviewed at each reporting date and adjusted to reflect the current best estimate.

Pension Cost

Pension cost is actuarially determined using the projected unit credit method. This method reflects services rendered by employees up to the date of valuation and incorporates assumptions concerning employees' projected salaries. Actuarial valuations are conducted with sufficient regularity, with option to accelerate when significant changes to underlying assumptions occur. Pension cost includes a) service costs comprising current service costs, past-service costs b) gains and losses on curtailments and non-routine settlements, and c) net interest cost on benefit obligation.

Remeasurements, comprising of actuarial gains or losses, the effect of the asset ceiling, excluding net interest cost and the return on plan assets (excluding net interest), are recognized immediately in the statement of financial position with a corresponding debit or credit to OCI in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.

The liability recognized in the consolidated statement of financial position in respect of defined benefit pension plans is the present value of the defined benefit obligation at the reporting date less fair value of the plan assets. The defined benefit obligation is calculated annually by independent actuaries using the projected unit credit method. The present value of the defined benefit obligation is determined by using risk-free interest rates of long-term government bonds that have terms to maturity approximating the terms of the related pension liabilities or applying a single weighted average discount rate that reflects the estimated timing and amount of benefit payments.

Share-based Payments

The Group has equity-settled, share-based compensation plans with its employees.

PFRS 2 Options

For options granted after November 7, 2002 that have not vested on or before January 1, 2005, the cost of equity-settled transactions with employees is measured by reference to the fair value at the date on which they are granted. The fair value is determined using the Black-Scholes model, further details of which are given in Note 28.

The cost of equity-settled transactions is recognized, together with a corresponding increase in equity, over the period in which the performance conditions are fulfilled, ending on the date on which the relevant employees become fully entitled to the award (vesting date). The cumulative expense recognized for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instrument that will ultimately vest. The income or expense for a period represents the movement in cumulative expense recognized as at the beginning and end of that period.

No expense is recognized for awards that do not ultimately vest, except for awards where vesting is conditional upon a market condition, which are treated as vesting irrespective of whether or not the market condition is satisfied, provided that all other performance conditions are satisfied.

Where the terms of an equity-settled award are modified, as a minimum, an expense is recognized as if the terms had not been modified. In addition, an expense is recognized for any increase in the value of the transaction as a result of the modification, as measured at the date of modification. Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognized for the award is recognized immediately. However, if a new award is substituted for the cancelled award, and designated as a replacement award on the date that it is granted, the cancelled and new awards are treated as if they were a modification of the original award, as described in the previous paragraph.

Pre-PFRS 2 Options

For options granted before November 7, 2002 that has vested before January 1, 2005, the intrinsic value of stock options determined as of grant date is recognized as expense over the vesting period.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share (see Note 27).

Employee Stock Ownership Plan

The Company has an employee stock ownership plan (ESOWN) which allows the grantees to purchase the Company's shares at a discounted price. The Company recognizes stock compensation expense over the holding period. The Company treats its ESOWN plan as option exercisable within a given period. These are accounted for similar to the PFRS 2 options. Dividends paid on the awards that have vested are deducted from equity and those paid on awards that are unvested are charged to profit or loss. For the unsubscribed shares where the employees still have the option to subscribe in the future, these are accounted for as options.

Equity

When the shares are sold at a premium, the difference between the proceeds and the par value is credited to "Additional paid-in capital" account. Direct costs incurred related to equity issuance are chargeable to "Additional paid-in capital" account. If additional paid-in capital is not sufficient, the excess is charged against retained earnings. When the Group issues more than one class of stock, a separate account is maintained for each class of stock and the number of shares issued. Subscriptions receivable pertains to the uncollected portion of the subscribed shares.

Retained earnings represent accumulated earnings of the Group less dividends declared.

Equity reserves pertain to gains or losses resulting from increase or decrease in ownership without loss of control.

Own equity instruments which are reacquired (treasury shares) are recognized at cost and deducted from equity. No gain or loss is recognized in the profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments. Any difference between the carrying amount and the consideration, if reissued, is recognized in additional paid-in capital. Voting rights related to treasury shares are nullified for the Group and no dividends are allocated to them respectively. When the shares are retired, the capital stock account is reduced by its par value and the excess of cost over par value upon retirement is debited to additional paid-in capital when the shares were issued and to retained earnings for the remaining balance.

Revenue and Cost Recognition

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.

For real estate sales, the Group assesses whether it is probable that the economic benefits will flow to the Group when the sales prices are collectible. Collectibility of the sales price is demonstrated by the buyer's commitment to pay, which in turn is supported by substantial initial and continuing investments that give the buyer a stake in the property sufficient that the risk of loss through default motivates the buyer to honor its obligation to the seller. Collectibility is also assessed by considering factors such as the credit standing of the buyer, age and location of the property.

Revenue from sales of completed real estate projects is accounted for using the full accrual method. In accordance with PIC Q&A 2006-01, the percentage-of-completion method is used to recognize income from sales of projects where the Group has material obligations under the sales contract to complete the project after the property is sold, the equitable interest has been transferred to the buyer, construction is beyond preliminary stage (i.e., engineering, design work, construction contracts execution, site clearance and preparation, excavation and the building

foundation are finished), and the costs incurred or to be incurred can be measured reliably. Under this method, revenue is recognized as the related obligations are fulfilled, measured principally on the basis of the physical proportion of contract work. The percentage of completion is determined by the Company's project engineers.

Any excess of collections over the recognized receivables are included in the "Deposits and other current liabilities" account in the liabilities section of the consolidated statement of financial position.

If any of the criteria under the full accrual or percentage-of-completion method is not met, the deposit method is applied until all the conditions for recording a sale are met. Pending recognition of sale, cash received from buyers are presented under the "Deposits and other current liabilities" account in the liabilities section of the consolidated statement of financial position.

Cost of real estate sales is recognized consistent with the revenue recognition method applied. Cost of residential and commercial lots and units sold before the completion of the development is determined on the basis of the acquisition cost of the land plus its project development costs, which include estimated costs for future development works, as estimated by the Company's project engineers.

Revenue from construction contracts included in the "Real estate" account in the consolidated statement of income is recognized using the percentage-of-completion method, based on the completion of a physical proportion of the contract work inclusive of the uninstalled goods and materials delivered to the site.

Contract costs include all direct materials and labor costs and those indirect costs related to contract performance. Expected losses on contracts are recognized immediately when it is probable that the total contract costs will exceed total contract revenue. Changes in contract performance, contract conditions and estimated profitability, including those arising from contract penalty provisions, and final contract settlements which may result in revisions to estimated costs and gross margins are recognized in the year in which the changes are determined.

Rental income under noncancellable and cancellable leases on investment properties is recognized in the consolidated statement of income on a straight-line basis over the lease term and the terms of the lease, respectively, or based on a certain percentage of the gross revenue of the tenants, as provided under the terms of the lease contract.

Marketing fees, management fees from administration and property management are recognized when services are rendered.

Rooms revenue from hotel and resort operations is recognized when the services are rendered.

Revenue from banquets and other special events are recognized when the events take place. Interest income is recognized as it accrues using the effective interest method.

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

Commissions

Commissions paid to sales or marketing agents on the sale of pre-completed real estate units are deferred when recovery is reasonably expected and are charged to expense in the period in which the related revenue is recognized as earned. Accordingly, when the percentage of completion method is used, commissions are likewise charged to expense in the period the related revenue is recognized. Commission expense is included in the "Real estate costs and expenses" account in the consolidated statement of income.

Expense Recognition

Expenses are recognized in the statement of income when decrease in future economic benefit related to a decrease in an asset or an increase in a liability has arisen that can be measured reliably.

Expenses are recognized in the statement of income:

- On the basis of a direct association between the costs incurred and the earning of specific items of income;
- On the basis of systematic and rational allocation procedures when economic benefits are expected to arise over several accounting periods and the association can only be broadly or indirectly determined; or
- Immediately when expenditure produces no future economic benefits or when, and to the extent that, future economic benefits do not qualify or cease to qualify, for recognition in the statement of financial position as an asset.

Direct operating expenses and general and administrative expenses are recognized as they are incurred.

Borrowing Costs

Borrowing costs directly attributable to the acquisition or construction of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective assets (included in "Inventories", "Investment properties" and "Property and equipment" accounts in the consolidated statement of financial position). All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

The interest capitalized is calculated using the Group's weighted average cost of borrowings after adjusting for borrowings associated with specific developments. Where borrowings are associated with specific developments, the amounts capitalized is the gross interest incurred on those borrowings less any investment income arising on their temporary investment. Interest is capitalized from the commencement of the development work until the date of practical completion. The capitalization of borrowing costs is suspended if there are prolonged periods when development activity is interrupted. If the carrying amount of the asset exceeds its recoverable amount, an impairment loss is recorded.

Leases

The determination of whether an arrangement is, or contains, a lease is based on the substance of the arrangement at inception date whether the fulfillment of the arrangement is dependent on the use of a specific asset or assets or the arrangement conveys a right to use the asset. 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 the term of the renewal or extension was initially included in the lease term;
- (c) There is a change in the determination of whether fulfillment is dependent on a specified asset; or
- (d) There is substantial change to the asset.

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

Group as lessee

Leases where the lessor retains substantially all the risks and benefits of ownership of the asset are classified as operating leases. Fixed lease payments are recognized as an expense in the consolidated statement of income on a straight-line basis while the variable rent is recognized as an expense based on terms of the lease contract.

Group as lessor

Leases where the Group does not transfer substantially all the risk and benefits of ownership of the assets are classified as operating leases. Lease payments received are recognized as an income in the consolidated statement of income on a straight-line basis over the lease term. Initial direct costs incurred in negotiating operating leases are added to the carrying amount of the leased asset and recognized over the lease term on the same basis as the rental income. Contingent rents are recognized as revenue in the period in which they are earned.

Current Tax

Current tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the tax authority. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted as at the end of the reporting period.

Deferred Tax

Deferred tax is provided, using the liability method, on all temporary differences, with certain exceptions, at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognized for all taxable temporary differences, with certain exceptions. Deferred tax assets are recognized for all deductible temporary differences, carryforward benefits of unused tax credits from excess of minimum corporate income tax (MCIT) over the regular corporate income tax and unused 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 carryforward benefits of unused tax credits and NOLCO can be utilized.

Deferred tax liabilities are not provided on nontaxable temporary differences associated with investments in domestic associates and interests in joint ventures.

The carrying amount of deferred 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 tax assets to be utilized. Unrecognized deferred 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 all or part of the deferred tax assets to be recovered.

Deferred tax assets and liabilities are measured at the tax rate that is expected to apply to the period when the asset is realized or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted at the reporting date. Movements in the deferred income tax assets and liabilities arising from changes in tax rates are charged against or credited to income for the period.

Deferred tax assets and liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred income taxes relate to the same taxable entity and the same taxation authority.

Foreign Currency Transactions

Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Transactions in foreign currencies are initially recorded using the exchange rate at the date of the transactions. Monetary assets and liabilities denominated in foreign currencies are restated using the closing exchange rate prevailing at the reporting date. Exchange gains or losses arising from foreign exchange transactions are credited to or charged against operations for the year.

Investments in foreign associates are translated to Philippine Peso using the closing exchange rate prevailing at reporting date. The Group's share in the results of operations of the foreign investee is translated using the exchange rate at the dates of the transactions or, where practicable, the rate that approximates the exchange rates at the dates of the transactions, such as the average rate for the period. Any resulting exchange difference is recognized as a separate component of equity.

Earnings Per Share (EPS)

Basic EPS is computed by dividing net income for the year attributable to common equity holders of the Company by the weighted average number of common shares issued and outstanding during the year adjusted for any subsequent stock dividends declared. Diluted EPS is computed by dividing net income for the year attributable to common equity holders of the Company by the weighted average number of common shares issued and outstanding during the year plus the weighted average number of common shares that would be issued on conversion of all the dilutive potential common shares into common shares. The calculation of diluted earnings per share does not assume conversion, exercise, or other issue of potential common shares that would have an antidilutive effect on 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. Financial information on business segments is presented in Note 30 of the consolidated financial statements.

Contingencies

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

Events after the Reporting Period

Post year-end events that provide additional information about the Group's 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 consolidated financial statements when material.

3. Significant Accounting Judgments and Estimates

The preparation of the accompanying consolidated financial statements in conformity with PFRSs requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. The estimates and assumptions used in the accompanying consolidated financial statements are based upon management's evaluation of relevant facts and circumstances as of the date of the consolidated financial statements. Actual results could differ from such estimates.

Judgments

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

Distinction between real estate inventories and land and improvements

The Group determines whether a property will be classified as real estate inventories or land and improvements. In making this judgment, the Group considers whether the property will be sold in the normal operating cycle (real estate inventories) or whether it will be retained as part of the Group's strategic landbanking activities for development or sale in the medium or long-term (land and improvements).

Property acquisitions and business combinations

The Group acquires subsidiaries that own real estate properties. At the time of acquisition, the Group considers whether the acquisition represents the acquisition of a business. The Group accounts for an acquisition as a business combination where an integrated set of activities is acquired in addition to the property. More specifically, consideration is made with regard to the extent to which significant processes are acquired and, in particular, the extent of ancillary services provided by the Group (e.g., maintenance, cleaning, security, bookkeeping, hotel services, etc.). The significance of any process is judged with reference to the guidance in PAS 40 on ancillary services.

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

In 2016, the Company accounted for its acquisition of 55% interest in Prow as an acquisition of an asset. Management has made its judgment in determining whether Prow is a business as defined in PFRS 3. Management has considered whether Prow has inputs and processes that have the ability to create outputs.

Consolidation of entities in which the Group holds only 50% or less than majority of voting rights

The Group considers that it controls the following entities even though it owns 50% or less than majority of the voting rights.

ACC

For ACC, ALI holds 50% of the voting rights, and is also the single largest shareholder and the remaining 50% of the equity shares are held by several shareholders. The second largest stockholder of ACC holds 8.3% share while the other shareholders' equity interest ranges from 2.1% to 8.3%. In addition, ALI has an existing management services agreement with ACC which gives ALI the exclusive control and decision over the relevant activities of ACC.

BG Entities (BGWest, BGNorth and BGSouth)

For the BG entities, wherein ALI and the other shareholder each own 50% of the voting rights, ALI controls the investee through exercise of its exclusive project development and marketing agreement as well as the ability to decide on the financing, operating and strategic policies of the investees. This enabled ALI to conclude that it has control.

AHI, RLC, ALI-CII and LAIP

ALI has an existing management services agreement with AHI, RLC, ALI-CII and LAIP which gives ALI the exclusive control and decision over the relevant activities of AHI, RLC, ALI-CII and LAIP.

Significant influence on BLC

The Group considers that it has significant influence over investees when it has board representation which allows them to participate in the financial and operating policy decisions but is not control or joint control of those policies (see Note 12).

Collectibility of the sales price

In determining whether the sales prices are collectible, the Group considers that the initial and continuing investments by the buyer of about 10% would demonstrate the buyer's commitment to pay.

Service concession agreement

The Group has made a judgment that the concession agreement with DOTr qualifies under Philippine Interpretation IFRIC 12, Service Concession Arrangements. Management has assessed that DOTr controls and regulates the service, determines to whom this service will be provided and controls the price. In addition, management has also determined that the DOTr has the significant control over the residual interest of the Terminal at the end of the term.

Management has also made a judgment that the Terminal and commercial assets (mall facilities) are physically separable and are capable of being operated independently.

Management has further assessed that said concession agreement qualifies under the Financial Asset model as it has an unconditional contractual right to receive cash or other financial assets (i.e. the Annual Grantor Payment) for its construction, operating and maintenance services directly from DOTr.

Contingencies

The Group is currently involved in various legal proceedings. The estimate of the probable costs for the resolution of these claims has been developed in consultation with outside counsel handling the defense of these matters and is based upon an analysis of potential results. The Group currently does not believe that these proceedings will have a material effect on the Group's consolidated financial statements (see Note 34).

Management's Use of Estimates

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

Revenue and cost recognition

The Group's revenue recognition and cost policies require management to make use of estimates and assumptions that may affect the reported amounts of revenues and costs. The Group's revenue from real estate and construction contracts is recognized based on the percentage of completion are measured principally on the basis of the estimated completion of a physical proportion of the contract work. See Notes 21 and 22 for the related balances.

In addition, the Company's project development costs used in the computation of the cost of real estate sales, are based on estimated cost components determined by the Company's project engineers.

Accounting for business combination

In 2016, the Company purchased 2.5 billion common shares or 51.4% interest in POPI for a total consideration ₱5,625.0 million. In identifying the assets acquired and liabilities assumed, management has determined that part of the assets being acquired pertains to the leasehold rights of POPI arising from its land lease with Philippine National Railways (PNR).

Further, management has measured the leasehold rights and investment properties that were acquired using the appraisal report that was prepared by the external appraiser. These appraisals involve selecting the appropriate valuation methodology and making various assumptions such as price per sqm, adjustment factors, discount rate, rental growth rate, location, size and time element factors. The investment properties comprising of building and property and equipment were valued using the cost approach, specifically reproduction cost (new) less depreciation for physical deterioration, functional and economic obsolescence. Significant estimates were made in relation to the reproduction cost (new) using the unit-in-place method which combines direct and indirect costs for a building component. Adjustments were made to the reproduction cost to reflect depreciation. The land was valued using the sales comparison approach. Significant assumptions used include comparable property prices adjusted for nature, location and condition of the land to which the leasehold right is attributed to. In addition, in determining the lease interest, assumptions were made as to rental growth rate and discount rate.

Estimating allowance for impairment losses

The Group maintains allowance for impairment losses based on the result of the individual and collective assessment under PAS 39. Under the individual assessment, the Group is required to obtain the present value of estimated cash flows using the receivable's original effective interest rate. Impairment loss is determined as the difference between the receivables' carrying balance and the computed present value. Factors considered in individual assessment are payment

history, past due status and term. The collective assessment would require the Group to classify its receivables based on the credit risk characteristics (customer type, payment history, past-due status and term) of the customers. Impairment loss is then determined based on historical loss experience of the receivables grouped per credit risk profile. The methodology and assumptions used for the individual and collective assessments are based on management's judgment and estimate. Therefore, the amount and timing of recorded expenses for any period would differ depending on the judgments and estimates made for the year. See Note 7 for the related balances.

Evaluation of net realizable value of real estate inventories

The Group adjusts the cost of its real estate inventories to net realizable value based on its assessment of the recoverability of the inventories. NRV for completed real estate inventories is assessed with reference to market conditions and prices existing at the reporting date and is determined by the Group in the light of recent market transactions. NRV in respect of real estate inventories under construction is assessed with reference to market prices at the reporting date for similar completed property, less estimated costs to complete construction and less estimated costs to sell. The amount and timing of recorded expenses for any period would differ if different judgments were made or different estimates were utilized. See Note 8 for the related balances.

Share-based payments

The expected life of the options is based on the expected exercise behavior of the stock option holders and is not necessarily indicative of the exercise patterns that may occur. The volatility is based on the average historical price volatility which may be different from the expected volatility of the shares of stock of the Group. See Note 28 for the related balances.

Estimating pension liabilities and other retirement benefits

The determination of the Group's obligation and cost for pension and other retirement benefits is dependent on selection of certain assumptions used by actuaries in calculating such amounts. These include the determination of the discount rates, future salary increases, mortality rates and future pension increases. Significant assumptions are disclosed in Note 26 and include among others, discount rate and salary increase rate.

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

The mortality rate is based on 1994 Group Annuity Mortality Table and is modified accordingly with estimates of mortality improvements. Future salary increases and pension increases are based on expected future inflation rates.

While the Group believes that the assumptions are reasonable and appropriate, significant differences in actual experience or significant changes in assumptions could materially affect retirement obligations. See Note 26 for the related balances.

Fair value of financial instruments

When the fair values of financial assets and financial liabilities recorded or disclosed 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. These estimates may include considerations of liquidity, volatility and correlation. Certain financial assets and liabilities were initially recorded at their fair values by using the discounted cash flow methodology. See Note 29 for the related balances.

4. Cash and Cash Equivalents

This account consists of:

	2016	2015
	(In Thousands)	
Cash on hand	P53,308	P55,769
Cash in banks	9,165,619	9,364,159
Cash equivalents	11,685,403	9,667,462
	P20,904,330	P19,087,390

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

The annual interest rates of the cash equivalents follow:

	2016	2015
Philippine Peso	1.2% to 2.8%	0.6% to 2.3%
US Dollar	1.3% to 2.0%	0.2% to 2.0%

5. Short-term Investments

Short-term investments consist of money market placements made for varying periods of more than three (3) months and up to one (1) year and earn interest at the respective short-term investment rates.

The annual interest rates of the short-term investments in US Dollar is 1.6% and 2.1% in 2016 and 2015, respectively.

6. Financial Assets at FVPL

This account consists of:

	2016	2015
	(In Thousands)	
Investment in Unit Investment Trust Fund (UITF)	P1,529,088	P288,229
Investment in ARCH Capital Fund (Note 12)	435,452	443,448
	P1,964,540	P731,677

The Group has investments in the BPI Short Term Fund (STF), BPI Money Market Fund (MMF) and BDO Institutional Cash Reserve Fund (ICRF) (the Funds). The Funds, which are structured as a money market UITF, aims to generate liquidity and stable income by investing in a diversified portfolio of primarily short-term fixed income instruments. The Funds have no minimum holding period. As of December 31, 2016 and 2015, the total Net Asset Value (NAV) of the Funds were: (i) BPI STF P67,692.0 million with duration of 33 days and P51,986.0 million with duration of 66 days, respectively; (ii) BPI MMF P6,281.6 million with duration of 37 days and P4,133.3 million with duration of 66 days, respectively; and (iii) BDO ICRF P79,935.0 million with duration of 106 days and P46,307.0 million with duration of 54 days, respectively. The fair value of the Group's total investment in the Fund amounted to P1,529.1 million and P288.2 million as of December 31, 2016 and 2015, respectively.

Investment in ARCH Capital Fund pertains to monetary interest in a fund in which the management takes the view that these are held for trading and it is a portfolio of identified property funds invested and managed by professional managers.

The following table provides the fair value hierarchy of the Group's financial assets at FVPL which are measured at fair value as of December 31, 2016:

2016

2016

	Date of Valuation	Total	Fair value measurement using		
			Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
(In Thousands)					
Investment in Unit Investment Trust Fund (UITF)	December 31, 2016	P1,529,088	P-	P1,529,088	P-
Investment in ARCH Capital Fund	September 30, 2016	435,452	-	-	435,452

2015

2015

		Fair value measurement using			
	Date of Valuation	Total	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
(In Thousands)					
Investment in Unit Investment Trust Fund (UITF)	December 31, 2015	P288,229	P–	P288,229	P–
Investment in ARCH Capital Fund	September 30, 2015	443,448	–	–	443,448

The fair value of the investment in UITF is determined by using the valuation techniques. These valuation techniques maximize the use of observable market data where it is available such as quoted market prices or dealer quotes for similar instruments.

The fair value of the investment in ARCH Capital Fund is determined using the discounted cash flow (DCF) method. Under the DCF method in fund fair valuation, it is estimated using assumptions regarding the benefits and liabilities of ownership over the underlying asset's life including an exit or terminal value. This method involves the projection of a series of cash flows on a real property interest. To this projected cash flow series, a market-derived discount rate is applied to establish the present value of the income stream, associated with the underlying asset. The exit yield is normally separately determined and differs from the discount rate. Significant inputs considered were rental, growth and discount rates. The higher the rental and growth rates, the higher the fair value. The higher the discount rates, the lower the fair value.

Reconciliation of fair value measurement of Investment in Arch Fund is shown below:

	2016	2015
	(In Thousands)	
Balance at beginning of year	P443,448	P656,731
Redemptions	(9,514)	(280,852)
Additions	566	32,264
Unrealized gains included under "Interest and investment income"	952	35,305
Balance at end of year	P435,452	P443,448

7. Accounts and Notes Receivable

This account consists of:

	2016	2015
	(In Thousands)	
Trade:		
Residential and office development	P79,299,678	P65,833,104
Construction contracts	2,710,548	2,635,587
Shopping centers	2,558,391	2,124,332
Corporate business	2,541,996	1,113,385
Management fees	309,331	116,649
Others	907,841	1,242,658
Advances to contractors and suppliers	26,166,066	13,277,594
Advances to other companies	14,084,976	15,514,459
Accrued receivables	3,355,418	3,162,248
Receivables from related parties (Note 25)	1,116,745	1,012,585
Investment in bonds classified as loans and receivables	—	258,000
Receivables from employees	739,826	711,608
	133,790,816	107,002,209
Less allowance for impairment losses	1,189,847	784,808
	132,600,969	106,217,401
Less noncurrent portion	35,133,216	41,256,656
	P97,467,753	P64,960,745

The classes of trade receivables of the Group are as follows:

- Residential and office development - pertain to receivables from the sale of high-end, upper middle-income and affordable residential lots and units; economic and socialized housing units and sale of commercial lots; sale of office units; and leisure community developments
- Construction contracts - pertain to receivables from third party construction projects
- Corporate business - pertain to lease receivables from office and factory buildings and receivables from sale of industrial lots
- Shopping centers - pertain to lease receivables from retail spaces
- Management fees - pertain to receivables from facilities management services
- Others - pertain to receivables from hotel operations and other support services

Sales contract receivables, included under residential development, are collectible in monthly installments over a period of one (1) to ten (10) years and with annual interest rates ranging from 1.75% to 18.00% computed on the diminishing balance of the principal. Titles to real estate properties are transferred to the buyers only once full payment has been made.

Receivables from shopping centers, construction contracts and management fees are due within 30 days upon billing.

Corporate business receivables are collectible on a monthly or quarterly basis depending on the terms of the lease contracts.

Advances to contractors and suppliers are recouped upon every progress billing payment depending on the percentage of accomplishment or delivery.

Advances to other companies includes advances made to joint venture partners that have been made in consideration of project costs and purchases of land that are still subject to completion. The Group does not intend that these advances will be repaid, but will instead be recorded as part of the project costs upon development or as part of consideration for purchases of land. The

documentation for these advances provides that these will be payable over a fixed term or on demand in order to allow for repayment of the advances when closing does not occur.

Advances to other companies also includes receivables from MRT Development Corporation (MRTDC) shareholders which pertains to interest-bearing advances made by NTDC to MRTDC equivalent to the Pre-2006 Development Rights Payment (DRP) Payables and the Residual Depot DRP which is due more than one year, in relation to the funding and repayment agreement. As of December 31, 2016 and 2015, receivables from MRTDC shareholders for both years amounted to P432.1 million and P522.6 million, respectively.

On December 17, 2014, NTDC and MRTDC shareholders executed a "funding and repayment agreement" wherein the latter agrees to repay NTDC, for the account of MRTDC, its respective pro rata share in the Total Depot DRP Advances (the Pre-2006 DRP Payables and the Residual Depot DRP, including 15% interest rate accrued on such DRP payables).

Commencing on January 1, 2015, the MRTDC Shareholders (except Fil Estate Properties, Inc. and Metro Global Holdings Corporation who are also MRTDC Shareholders as of date) shall effect the repayment of their respective pro rata share in the Total Depot DRP Payables, through a set-off against their respective share in the commercial center royalties to be received from the Group.

Set off shall be effective as of the beginning of every calendar month, commencing January 30, 2015 and shall result in the settlement of the portion of the Total DRP Payables to the extent of the amount of the commercial center royalties then the balance will fall due to the relevant MRTDC Shareholders.

Accrued receivables and receivables from related parties are due and demandable. Receivables from employees pertain to housing, car, salary and other loans granted to the Group's employees which are collectible through salary deduction, are interest-bearing (6.0% per annum) and payable on various maturity dates.

Investment in bonds classified as loans and receivables pertain to the Group's investments in various notes and bonds as follows:

- P100.0 million investment in 5.9% unsecured subordinated notes of Land Bank of the Philippines (LBP) due 2022, callable in 2017. In December 2015, LBP issued an irrevocable early redemption notice wherein all of the outstanding notes will be redeemed at issue price on January 27, 2016. As of December 31, 2016, the Company has no outstanding investment in LBP notes as of December 31, 2016 due to early redemption.
- P200.0 million investment in 5.8% unsecured subordinated notes of Development Bank of the Philippines (DBP) due 2022, callable in 2017. The Company sold P42.0 million worth of bonds at carrying value with net gain of P0.1 million and an early redemption on the remaining balance of P158.0 million. As of December 31, 2016, the Company has no outstanding investment in DBP notes.
- P500.0 million investment in 5.8% collateralized bonds of First Metro Investment Corp. (FMIC) due 2019, callable in 2017. The Company sold P350.0 million worth of bonds at carrying value with net gain of P6.9 million in 2014 and the remaining balance of P150.0 million at a net gain of P4.5 million in 2015. As of December 31, 2016, the Company has no outstanding investment in FMIC bonds.

Receivables amounting to ₱1,189.8 million and ₱784.8 million as of December 31, 2016 and 2015, respectively, were impaired and fully provided for. Movements in the allowance for impairment losses follow:

2016

	Trade						Advances to Other Companies	Total
	Residential and office Development	Shopping Centers	Construction Contracts	Corporate business	Management Fees	Others		
	(In Thousands)							
Balance at beginning of year	₱23,110	₱409,230	₱45,297	₱44,888	₱3,012	₱83,019	₱176,252	₱784,808
Acquisition through business combination (Note 24)	-	67,739	-	-	-	-	-	67,739
Provisions during the period (Note 22)	-	80,531	-	12,735	-	28,878	277,280	399,424
Translation adjustment	-	1,283	-	-	-	1,702	-	2,985
Reversal (Note 22)	-	-	-	-	-	(903)	-	(903)
Accounts written off	(9,555)	(31,032)	(18,750)	-	-	-	(4,869)	(64,206)
Balance at end of year	₱13,555	₱527,751	₱26,547	₱57,623	₱3,012	₱112,696	₱448,663	₱1,189,847
Individually impaired	₱-	₱345,106	₱26,547	₱57,623	₱2,614	₱81,362	₱447,649	₱960,901
Collectively impaired	13,555	182,645	-	-	398	31,334	1,014	228,946
Total	₱13,555	₱527,751	₱26,547	₱57,623	₱3,012	₱112,696	₱448,663	₱1,189,847
Gross amounts of receivables individually determined to be impaired	₱-	₱345,106	₱26,547	₱57,623	₱2,614	₱81,362	₱447,649	₱960,901

2015

	Trade						Advances to Other Companies	Total
	Residential and office Development	Shopping Centers	Construction Contracts	Corporate business	Management Fees	Others		
	(In Thousands)							
Balance at beginning of year	₱23,110	₱299,652	₱45,297	₱-	₱3,012	₱59,266	₱169,529	₱599,866
Provisions during the period (Note 22)	-	121,560	-	33,004	-	25,381	7,683	187,628
Translation adjustment	-	-	-	-	-	1,447	-	1,447
Reversal (Note 22)	-	-	-	11,884	-	(356)	-	11,528
Accounts written off	-	(11,982)	-	-	-	(2,719)	(960)	(15,661)
Balance at end of year	₱23,110	₱409,230	₱45,297	₱44,888	₱3,012	₱83,019	₱176,252	₱784,808
Individually impaired	₱9,555	₱217,217	₱45,297	₱44,888	₱2,614	₱53,890	₱175,924	₱549,385
Collectively impaired	13,555	192,013	-	-	398	29,129	328	235,423
Total	₱23,110	₱409,230	₱45,297	₱44,888	₱3,012	₱83,019	₱176,252	₱784,808
Gross amounts of receivables individually determined to be impaired	₱9,555	₱217,217	₱45,297	₱44,888	₱2,614	₱53,890	₱175,924	₱549,385

As of December 31, 2016 and 2015, nominal amounts of trade receivables from residential and office development, advances to other companies and receivables from employees totaling ₱101,572.5 million and ₱86,920.2 million, respectively, were recorded initially at fair value. The fair values of the receivables were obtained by discounting future cash flows using the applicable rates of similar types of instruments.

Movements in the unamortized discount of the Group's receivables as of December 31, 2016 and 2015 follow:

	2016	2015
	(In Thousands)	
Balance at beginning of year	₱4,860,991	₱4,762,256
Additions during the year	6,662,005	3,890,725
Accretion for the year (Note 22)	(4,074,948)	(3,791,990)
Balance at end of year	₱7,448,048	₱4,860,991

The Group entered into agreements with BPI Asset Management and Trust Group in 2016 and BPI Family Savings Bank, a related party, in 2015, for the assignment of interest-bearing employee receivables amounting to ₱99.6 million and ₱71.5 million, respectively. The transactions were without recourse and did not result to any gain or loss.

In December 2016, the Group sold real estate receivables on a without recourse basis to BPI Family Savings Bank, a related party, amounting to ₱2,008.3 million. These were sold at an effective discount rate of 3.98% p.a. with total proceeds of ₱1,894.2 million. The Group recognized loss on sale (under "Other charges") amounting to ₱114.1 million.

8. Inventories

This account consists of:

	2016	2015
	(In Thousands)	
Real estate:		
Residential and commercial lots:		
At cost	₱24,808,753	₱23,652,367
At NRV	936,183	936,183
	25,744,936	24,588,550
Residential and condominium units - at cost	39,304,715	30,883,793
Offices	1,678,294	2,145,973
Club shares - at cost	–	1,628,646
	₱66,727,945	₱59,246,962

A summary of the movement in inventories is set out below:

2016

	Residential and commercial lots	Residential and condominium units	Offices	Club shares	Total
	(In Thousands)				
Balances at beginning of year	₱24,588,550	₱30,883,793	₱2,145,973	₱1,628,646	₱59,246,962
Land acquired during the year	34,124	–	–	–	34,124
Land cost transferred from land and improvements (Notes 11 and 36)	581,172	4,214,326	–	–	4,795,498
Acquired through business combination (Note 24)	273,299	–	–	–	273,299
Construction/development costs incurred	12,425,216	34,944,645	366,848	–	47,736,709
Borrowing costs capitalized	–	62,507	–	–	62,507
Disposals (recognized as cost of real estate sales) (Note 22)	(11,487,472)	(30,249,463)	(834,527)	–	(42,571,462)
Transfers to investment properties (Notes 13 and 36)	(553,425)	(511,900)	–	–	(1,065,325)
Other adjustments/reclassifications (Note 10)	(116,528)	(39,193)	–	(1,628,646)	(1,784,367)
Balances at end of year	₱25,744,936	₱39,304,715	₱1,678,294	₱–	₱66,727,945

2015

	Residential and commercial lots	Residential and condominium units	Offices	Club shares	Total
	(In Thousands)				
Balances at beginning of year	P26,742,089	P18,765,608	P1,022,810	P1,648,684	P48,179,191
Land acquired during the year	815,568	57,927	-	-	873,495
Land cost transferred from land and improvements (Notes 11 and 36)	1,978,739	4,761,054	1,100,000	-	7,839,793
Construction/development costs incurred	7,773,816	26,515,912	2,738,862	-	37,028,590
Borrowing costs capitalized	-	77,461	-	-	77,461
Disposals (recognized as cost of real estate sales) (Note 22)	(12,576,574)	(19,049,000)	(2,715,699)	(20,038)	(34,361,311)
Transfers to investment properties (Notes 13 and 36)	(52,007)	-	-	-	(52,007)
Other adjustments/ reclassifications	(93,081)	(245,169)	-	-	(338,250)
Balances at end of year	P24,588,550	P30,883,793	P2,145,973	P1,628,646	P59,246,962

The cost of the inventories carried at NRV amounted to P2,255.9 million and P2,606.6 million as of December 31, 2016 and 2015, respectively.

Club shares held as inventory were either reclassified into AFS or consolidated in the current year (see Notes 2 and 10).

9. Other Current Assets

This account consists of:

	2016	2015
	(In Thousands)	
Value-added input tax	P10,494,022	P5,643,543
Prepaid expenses	10,381,829	8,679,932
Creditable withholding taxes	1,837,920	3,253,690
Materials, parts and supplies - at cost	542,461	1,753,891
Deposits in escrow	-	2,096,089
Others	483,642	585,055
	P23,739,874	P22,012,200

Value-added input tax is applied against value-added output tax. The remaining balance is recoverable in future periods.

Prepaid expenses consist of prepayments for commissions, marketing fees, advertising and promotions, taxes and licenses, rentals and insurance and current project costs.

Creditable withholding taxes are applied against income tax payable.

Materials, parts and supplies pertain to inventories to be used in the construction and maintenance of projects.

Deposits in escrow pertain to the proceeds from the sale of the Group's projects that have only been granted temporary LTS as of reporting date.

10. Available-for-Sale Financial Assets

This account consists of investments in:

	2016	2015
	(In Thousands)	
Shares of stock:		
Unquoted	P537,094	P350,765
Quoted	799,871	226,319
	1,336,965	577,084
Net unrealized gain (loss)	48,207	(76,725)
	P1,385,172	P500,359

Investments in unquoted shares of stock include unlisted shares of public utility companies which the Group will continue to carry as part of the infrastructure that it provides to its real estate projects. These are carried at cost less impairment, if any.

Investments in quoted shares of stock include shares held for clubs wherein the Group does not exercise control or demonstrate significant influence.

In 2015, the Group recorded provision for impairment losses on investments in unquoted shares amounting to P28.1 million which was included under "Other charges" in the consolidated statements of income (see Note 22).

Movements in the net unrealized gain on AFS financial assets follow:

	2016	2015
	(In Thousands)	
Balance at beginning of year	(P76,725)	P139,103
Fair value changes during the year	124,932	(164,648)
Fair value loss transferred to profit or loss	–	(51,180)
Balance at end of year	P48,207	(P76,725)

As of December 31, 2016 and 2015, unrealized gain on AFS attributable to non-controlling interests amounted to P0.6 million and P4.1 million, respectively.

The following table provides the fair value hierarchy of the Group's available-for-sale financial assets which are measured at fair value as of December 31, 2016 and 2015:

2016

		Fair value measurement using			
			Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
	Date of Valuation	Total			
(In Thousands)					
Shares of stock:					
Quoted					
Real estate	December 31, 2016	P777,388	P777,388	P—	P—
Tourism and leisure	December 31, 2016	70,050	70,050	—	—
Utilities and energy	December 31, 2016	626	626	—	—
Telecommunication	December 31, 2016	14	14	—	—
Unquoted					
Tourism and leisure	Various	504,527	—	—	504,527
Utilities and energy	Various	20,431	—	—	20,431
Real estate	Various	P11,888	P	P	P11,888
Telecommunication	Various	248	—	—	248
		P1,385,172	P848,078	P—	P537,094

2015

			Fair value measurement using		
	Date of Valuation	Total	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
			(In Thousands)		
Shares of stock:					
Quoted					
Retail	December 31, 2015	P92,334	P92,334	P—	P—
Tourism and leisure	December 31, 2015	57,260	57,260	—	—
Unquoted					
Tourism and leisure	Various	317,557	—	—	317,557
Utilities and energy	Various	21,058	—	—	21,058
Real estate	Various	11,888	—	—	11,888
Telecommunication	Various	262	—	—	262
		P500,359	P149,594	P—	P350,766

11. Land and Improvements

The rollforward analysis of this account follows:

	2016	2015
	(In Thousands)	
Cost		
Balance at beginning of year	P94,009,199	P80,954,667
Additions	13,493,335	21,061,610
Transfers (Notes 8, 13 and 36)	(5,339,042)	(7,898,343)
Donation (Note 22)	—	(108,735)
Balance at end of year	102,163,492	94,009,199
Allowance for impairment losses		
Balance at beginning of year	706,693	510,125
Provision during the year (Note 22)	—	196,568
Balance at end of year	706,693	706,693
	P101,456,799	P93,302,506

In 2016, Alveo acquired properties located in Las Piñas City and Makati City for a total amount of P3,640.8 million.

On November 24, 2016, BellaVita acquired a property located in Lian, Batangas with a total area of 43,020 square meters (sqm) for a total value of P20.4 million.

On September 8, 2016, Accendo acquired parcels of land located in Toril, Davao City with an aggregate area 682,195 sqm for a total acquisition cost of P511.7 million.

On August 17, 2016, BellaVita executed the Deed of Absolute Sale (DOAS) for the purchase of property located in Brgy. San Jose, San Miguel, Iloilo with total land area of 10,975 sqm for a total acquisition cost of P5.5 million.

On August 3, 2016, the Group acquired control of Prow wherein part of the acquisition are various parcels of land located in Porac, Pampanga held by the Company for future use and improvements totaling to P2,748.0 million.

On June 24, 2016, Avida executed the DOAS with Wyeth Philippines, Inc. for the acquisition of 11,000 sqm parcel of land located along Chino Roces Avenue, Makati City amounting to P1,981.4 million.

SGVFS021416

On April 11, 2016, Aviana Development Corporation acquired parcels of land with a total acquisition cost of ₱1,205.4 million comprising 252,410 sqm in total. This land is for the development of Azuela Cove, a high-end horizontal residential project, located at Lanang, Davao City.

On February 9, 2016, CHI purchased parcels of land located in Mandaue City, Cebu amounting to ₱266.8 million consisting of 8,261 sqm.

On November 6, 2015, the Company executed the DOAS for the acquisition of 95,620 sqm property located along Barangay Talipapa, Novaliches, Quezon City amounting to ₱1,090.0 million purchase price (net of capital gains tax). The acquisition is in pursuant to the Terms of Reference (TOR) as of March 4, 2015 between the Company and the SEC-appointed Liquidator of Rubberworld Philippines, Inc.

On October 12, 2015, the Company donated 60,000 sqm of real properties to De La Salle Santiago Zobel School which is located in Cavite and with carrying amount of ₱108.7 million. In July 2015, Avida entered into a contract with AC for the purchase of land in San Antonio, Makati City with the purchase price amounted to ₱644.1 million, inclusive of VAT. Payments were made in two tranches, with the first one in July 2015 amounting to ₱471.6 million (inclusive of VAT and CWT) and the balance of ₱172.5 million in October 2015.

On June 30, 2015, the Group, through SM-ALI Group consortium, participated and won the bidding for Lot No. 8-B-1, containing an area of 263,384 sqm, which is a portion of Cebu City-owned lot located at the South Road Properties, Cebu City covered by Transfer Certificate of Title No. 107-2011000963. SM and ALI shouldered the total consideration amounting to ₱10,010.0 million by 56.99% and 43.01% proportion, respectively. SM-ALI Group consortium is a consortium among SM Prime Holdings, Inc. (SM), ALI and Cebu Holdings, Inc.. The SM-ALI Group will co-develop the property pursuant to a joint master plan.

In 2012, the Group won the public bidding at an amount of ₱24,313.0 million for the purchase of the 74-hectare FTI property in Taguig City. The bid was conducted in accordance with the Asset Specific Bidding Rules dated July 4, 2012 and in accordance with the provisions of Executive Order No. 323. In October 2012, the Company entered into a Purchase Agreement wherein FTI (the Seller) agrees to sell, convey, assign, transfer and deliver to the Company, all of the Seller's rights and interests in the FTI property. The property is designed to be a mixed-use development.

In 2014, the Company launched Arca South, transforming the 74-hectare FTI property into a mixed-use destination for contemporary lifestyles. To date, three (3) of the Company's residential brands have launched their respective projects, while construction works are ongoing for a lifestyle mall, corporate offices and a Seda Hotel.

On August 27, 2009, the Company and the National Housing Authority (NHA) signed a Joint Venture Agreement to develop the 29.1-hectare North Triangle Property in Quezon City as a priming project of the government and the private sector. The joint venture represents the conclusion of a public bidding process conducted by the NHA which began on October 3, 2008.

The Company's proposal, which has been approved and declared by the NHA as compliant with the Terms of Reference of the public bidding and the National Economic Development Authority (NEDA) Joint Venture Guidelines, features the development of a new Central Business District (CBD) in Quezon City. The CBD will be developed as the Philippines' first transit-oriented, mixed-use central business district that will be a new nexus of commercial activity. The proposal also aims to benefit the NHA in achieving its mandate of providing housing for informal settlers and transforming a non-performing asset into a model for urban renewal. The development is expected to generate jobs and revenue both for the local and national governments.

The Company's vision for the property is consistent with the mandate of the Urban Triangle Development (TriDev) Commission to rationalize and speed up the development of the East and North Triangles of Quezon City into well-planned, integrated and environmentally balanced, mixed-use communities. The joint venture also conforms with the NHA's vision of a private sector-led and managed model for the development of the property, similar to the development experience in Fort Bonifacio.

The total project cost is estimated at P22,000.0 million, inclusive of future development costs and the current value of the property, which the Company and the NHA will contribute as their respective equity share in the joint venture. The development of Phase 1 commenced in the second quarter of 2012. Ongoing residential projects are Avida Vita and Sola and Alveo's High Park. Meanwhile, opening of Seda Hotel and Ayala Malls Vertis, as well as turnover of Office Tower 1 units is expected in 2017.

The property, which is now known as the Vertis North Project was launched in 2013. Projects already launched in Vertis North are Avida Towers Sola and Vita for residential units, meanwhile Seda Hotel and Ayala Malls Vertis North and Offices which is to be launched 3rd quarter and 2nd quarter this year, respectively.

The Group recorded provision for impairment amounting to nil and P196.6 million in 2016 and 2015, respectively.

12. Investments in Associates and Joint Ventures

This account consists of:

	2016	2015
	(In Thousands)	
Acquisition cost	P20,766,514	P13,624,178
Accumulated equity in net earnings:		
Balance at beginning of year	3,897,339	4,324,566
Equity in net earnings (losses) during the year	554,414	(140,488)
Dividends received during the year	(232,950)	(286,739)
Balance at end of year	4,218,803	3,897,339
	P24,985,317	P17,521,517

Details of the Group's investments in associates and joint ventures and the related percentages of ownership are shown below:

	Percentages of Ownership		Carrying Amounts	
	2016	2015	2016	2015
	(In Thousands)			
Joint ventures:				
Emerging City Holdings, Inc. (ECHI)	50%	50%	P4,159,444	P4,110,969
Berkshires Holdings, Inc. (BHI)	50	50	1,833,775	1,813,402
Cebu District Property Enterprise, Inc. (CDPEI)	42	42	1,487,279	1,490,511
Alveo-Federal Land Communities, Inc.	50	50	604,634	572,132
SIAL Specialty Retailers, Inc. (SIAL Specialty)	50	50	190,203	417,409
SIAL CVS Retailers, Inc. (SIAL CVS)	50	50	113,588	263,629
AyaGold Retailers, Inc. (AyaGold)	50	50	110,851	115,813
ALI-ETON Property Development Corporation	50	—	14,472	—
			8,514,246	8,783,865

(Forward)

	Percentages of Ownership		Carrying Amounts	
	2016	2015	2016	2015
(In Thousands)				
Associates:				
OCLP Holdings, Inc.(OHI)	21	—%	₱7,320,660	₱—
Modular Construction Technology Bhd (MCT)	33	33	6,399,685	6,067,560
Bonifacio Land Corp. (BLC)	10	10	1,369,646	1,353,477
Rize-Ayalaland (Kingsway) GP, Inc. (Rize-Ayalaland)	49	49	623,967	546,324
Mercado General Hospital, Inc. (MGHI)	33	33	372,984	373,238
Tianjin Eco-City Ayala Land Development Co., Ltd. (Tianjin Eco-City)	40	40	341,789	347,909
Lagoon Development Corporation	30	30	39,409	48,144
Others	Various	Various	2,931	1,000
			16,471,071	8,737,652
			₱24,985,317	₱17,521,517

As of December 31, 2016 and 2015, the Group had total commitments relating to the Group's interests in the joint ventures amounting to ₱39.0 million and ₱341.0 million, respectively.

The Company considers a subsidiary as a subsidiary with material NCI, an associate and a joint venture with material interest if its net assets exceed 5% of its total consolidated net assets of the Group as of reporting period and considers the relevance of the nature of activities of the subsidiary compared to other operations of the Group. There are no significant restrictions on the Company's ability to use assets and settle liabilities of the Group.

Financial information of the associates with material interest

OHI

OHI owns 99.5% interest in Ortigas & Company Limited Partnership (OCLP), an entity engaged in real estate development and leasing businesses. In 2016, ALI acquired a 21.1% stake in OHI consistent with its thrust of expanding its operations to other areas within and outside of Metro Manila through partnerships. The acquisition was made possible via the purchase of shares from existing OHI shareholders, and this was recorded under "Investments in associates and joint ventures" account for ₱7,320.7 million. For purposes of the provisional purchase price allocation, the Group assumed that the purchase price is equal to the proportionate share of the Group in the fair value of assets and liabilities of OHI.

Below is the summarized financial information for OHI (in Thousands):

Current assets	₱12,591,279
Noncurrent assets	9,425,958
Current liabilities	5,134,495
Noncurrent liabilities	12,732,080
Equity	₱4,150,662
Proportion of Group's ownership	21.1%
Group's share in identifiable net assets	875,790
Carrying amount of the investment	₱7,320,660
Fair value adjustment	6,444,870
Dividends received	₱100,000

Net assets attributable to the equity holders of OHI amounted to P4,130.3 million as of December 31, 2016.

Revenue	P5,610,180
Cost and expenses	(4,861,262)
Net income (continuing operations)	748,918
Group's share in net income for the year	130,418
Total comprehensive income	748,918
Group's share in total comprehensive income for the year	130,418

MCT

On April 6, 2015, the Group, through its wholly-owned subsidiary, RWIL, has acquired 9.16% of the shares of Modular Construction Technology (MCT) Bhd. (formerly Malaysian company GW Plastics Holdings Bhd.), through a private placement for a total amount of US\$43.0 million or P1,900.0 million. MCT, first established in 1999 as a construction company, is a property development company specializing in mixed-use projects that include retail, office, hotel, and mid-to affordable residential. The company is able to deliver projects at lower costs by adhering to a modular construction technique and by being an integrated builder with an in-house design team, inhouse trading company, direct execution of specialist works and its own pre-cast and ready-mixed concrete plants.

In May 2015, the Group entered into call option agreements with the two founders and majority shareholders of MCT, Barry Goh Ming Choon and Tong Seech Wi, that will give the Group the opportunity to increase its shareholdings in MCT up to a maximum of 32.95%. Then, on October 15, 2015, the Group exercised its option to acquire additional shares of MCT for a total cost of US\$92.0 million to bring its total shareholding from 9.16% to 32.95%. The increase in stake will provide the Company with the opportunity to establish a stronger foothold in the Real Estate sector in Malaysia. RWIL received dividends from MCT on October 19, 2015 which amounted to US\$0.58 million or P26.6 million.

Set out below is the summarized financial information for MCT:

	2016	2015
	(In Thousands)	
Current assets	P7,816,983	P8,398,560
Noncurrent assets	6,935,143	6,377,760
Current liabilities	4,130,767	4,389,660
Noncurrent liabilities	2,203,962	2,125,296
Equity	P8,417,397	P8,261,364
Proportion of Group's ownership	33%	33%
Group's share in identifiable net assets	2,777,741	2,726,250
Carrying amount of the investment	6,399,685	6,067,560
Notional goodwill	3,621,944	3,341,310
Dividends received	P—	P26,645

Net assets attributable to the equity holders of MCT amounted to P8,417.4 million and P8,261.4 million as of December 31, 2016 and 2015, respectively.

	2016	2015
	(In Thousands)	
Revenue	P6,979,340	P8,038,259
Cost and expenses	(6,077,833)	(7,270,993)
Net income (continuing operations)	901,507	767,266
Group's share in net income for the year	297,046	143,752
Total comprehensive income	901,507	767,266
Group's share in total comprehensive income for the year	297,046	143,752

BLC

The Group has a 10% interest in BLC, which is involved in the purchase, subscription or otherwise disposal of real and personal properties. BLC is a private company incorporated on October 20, 1994 and there is no quoted market price available for its shares. Its registered office and principal place of business is Taguig, Philippines.

Set out below is the summarized financial information for BLC:

	2016	2015
	(In Thousands)	
Current assets	P14,012,604	P15,083,884
Noncurrent assets	30,254,770	30,376,970
Current liabilities	4,276,972	3,629,028
Noncurrent liabilities	7,783,821	7,887,621
Equity	P32,206,581	P33,944,205
Proportion of Group's ownership	10%	10%
Group's share in identifiable net assets	3,220,658	3,394,421
Carrying amount of the investment	1,369,646	1,353,477
Negative goodwill	(1,851,012)	(2,040,944)
Dividends received	P24,612	P55,475

Net assets attributable to the equity holders of BLC amounted to P32,206.6 million and P33,944.2 million as of December 31, 2016 and 2015, respectively.

	2016	2015
	(In Thousands)	
Revenue	P4,115,990	P3,640,368
Cost and expenses	(2,495,881)	(2,294,133)
Net income (continuing operations)	1,620,109	1,346,235
Group's share in net income for the year	162,011	134,624
Total comprehensive income	1,629,770	1,346,235
Group's share in total comprehensive income for the year	162,977	134,624

Aggregate financial information on associates with immaterial interest (Rize-Ayalaland, Tianjin Eco-City, LDC, MGHl and others) is as follows:

	2016	2015
	(In Thousands)	
Carrying amount	P1,381,080	P1,316,614
Share in income (loss) from continuing operations	78,989	(131,567)
Share in total comprehensive income (loss)	78,989	(131,567)

Aggregate financial information on joint ventures with immaterial interest (ECHI, BHI, CDPEI, Alveo-Federal, ALI-Eton, SIAL CVS, SIAL Specialty and AyaGold) is as follows:

	2016	2015
	(In Thousands)	
Carrying amount	P8,514,245	P8,783,865
Share in loss from continuing operations	(24,816)	(62,090)
Share in total comprehensive loss	(24,816)	(62,090)

The following are the significant transactions affecting the Group's investments in associates and joint ventures:

Investments in ECHI, BHI and BLC

The Company's 5.3% direct investment in BLC and 4.8% through Regent Time are accounted for using the equity method because the Company has significant influence over BLC.

On April 17, 2003, the following transactions were consummated pursuant to the terms and conditions of the Assignment Agreement (Agreement), dated February 8, 2003, among the Company, Evergreen Holdings, Inc. (EHI), Greenfield Development Corporation and Larouge, B.V. (Larouge), as amended, and the Agreement, dated November 23, 2002, among the Company, EHI and Neo Oracle Holdings, Inc. [formerly Metro Pacific Corporation (MPC)] as amended:

- (a) The assignment to the Company and EHI of the rights and obligations of Larouge under the loan agreement between Larouge and MPC, pursuant to which, Larouge extended MPC a loan in the principal amount of US\$90.0 million, together with all the rights, title and interests of Larouge in the pledge constituted on 50.4% of the outstanding shares in BLC. The consideration paid by the Company and EHI for such assignment was approximately US\$90.0 million, subject in part to foreign exchange adjustment.
- (b) The assignment to the Company and EHI, acting in this instance through the joint venture corporation, Columbus Holdings, Inc. (Columbus), of the controlling interest in BLC representing 50.4% of BLC's outstanding capital stock. This assignment was effected by MPC under a dacion en pago arrangement, and included an assignment of payables of BLC in the principal amount of P655.0 million together with its underlying security in the form of shares in Fort Bonifacio Development Corporation (FBDC) representing 5.6% of its outstanding capital stock.

The Agreement, as amended, also provides for the constitution of a pledge over 5.0% of BLC's unencumbered shares as security for contingent liabilities and breach of representation and warranties. The pledge lien over the 5.0% BLC shares shall continue to subsist until the third anniversary of the closing date.

The Company and EHI jointly hold the 50.4% equity interest in BLC through ECHI and BHI. The Company and EHI assigned the notes receivable from MPC to ECHI and BHI, which acquired the shares of stock of Columbus. Columbus directly owns the 50.4% interest in BLC. BLC owns 55.0% interest in FBDC, the primary developer of certain areas in Fort Bonifacio Global City for residential, commercial and business development. Columbus accounted for the acquisition of the 50.4% interest in BLC using the purchase method.

Subsequent to this, the Company and EHI acquired additional shares of BLC through a combination of direct acquisition and through its associates at varying dates:

On July 31, 2008, the Group acquired, through the Company, Regent Time and Columbus, additional 4,360,178 shares of BLC from FBDC amounting to P689.0 million, equivalent to 7.7% ownership in BLC. In January and October 2009, a total of 2,295,207 BLC shares were acquired from Development Bank of the Philippines and MPC, pertaining to the pledged shares, through Columbus amounting to P362.6 million. This resulted in an increase in the Group's effective interest in BLC to 45.1% as of December 31, 2009.

In 2011, BLC redeemed its 3,485,050 preferred shares with an aggregate redemption price of P500.0 million.

Investment in ARCH Capital Fund

In 2006, the Company and AC entered into a Shareholders' Agreement with ARCH Capital and Great ARCH Co. Limited, wherein the Company and AC committed to invest a total of US\$75.0 million in a private equity fund that will explore property markets in Asia, excluding Japan and the Philippines. On the same year, an Amendment and Adherence Agreement was entered into by the same parties, together with Fine State Group Limited (Fine State) and Green Horizons Holdings Limited (Green Horizons), a wholly owned subsidiary of First Longfield, transferring the interests of AC and the Company in ARCH Capital into Fine State and Green Horizons, respectively. Fine State and First Longfield are 100%-owned Hong Kong subsidiaries of AC and the Company, respectively.

The Company (through Green Horizons) and AC (through Fine State) both have interests in the fund management company, ARCH Capital, which is tasked to raise third party capital and pursue investments for the Fund. The Company (through Green Horizon) and AC (through Fine State) owned interest of 7.6% and 15.2%, respectively in ARCH Capital.

In 2007, the private equity fund, called ARCH Capital Asian Partners, L.P. (Fund) was established. As at December 31, 2007, the Fund achieved its final closing, resulting in a total investor commitment of US\$330.0 million. As a result, portion of the funds disbursed by the Company and AC and invested into the Fund have been returned in 2007, reducing the Company's overall capital invested to P214.5 million as of December 31, 2007. In 2009, 2010 and 2011, the Fund made a capital call where the Company's share amounted to \$2.1 million, and \$9.1 million and \$2.2 million, respectively.

On March 7, 2011, the Company, AC and TRG completed an exchange of ownership interests in Arch Capital and ARCH Capital Asian Partners G.P. (a Cayman Islands company), with proceeds and carrying value of the investments as of the date of exchange amounting to US\$3.8 million and US\$0.4 million, respectively, resulted to a gain of US\$2.9 million, net of transaction costs, lodged in "Interest and investment income" account. The exchange in ownership interest resulted in TRG acquiring the Company's 17% stake and AC's 33.0% interest. The completed exchange of ownership interests did not change the activities, management, focus, and shareholder structure of the ARCH Fund, with the Company retaining its current 8% interest in the fund.

In 2012, the Company's investment over the Fund was reclassified from associate to FVPL. The Company lost significant influence over the Fund since its investments pertain to monetary interest and no longer equity interest.

As of December 31, 2016 and 2015, the Company's remaining capital commitment with the Fund both amounted to nil.

Investment in AMHRI

In December 2007, the Company entered into a joint venture with Kingdom Hotel Investments, Inc. (KHI) to develop a 7,377-square meter property along Makati Avenue corner Arnaiz Avenue (formerly Pasay Road) into a luxury hotel complex comprised of a 300-room Fairmont Hotel, a 30-suite Raffles Hotel and 189 Raffles branded private residences.

The 7,377-square meter property developed was conveyed by the Company to AMHRI in exchange for 37,250 common shares, 38,250 redeemable preferred shares A and 16,758 preferred shares.

In 2012, the Group obtained control over AMHRI and AMHPI through step acquisition as discussed in Note 24.

Investment in ALI-ETON Property Development Corporation

ALI-ETON Property Development Corporation was incorporated on March 13, 2016. The company is a joint venture between Ayala Land, Inc. LT Group, Inc.. The ALI and LT Group, Inc. entered into an agreement on January 21, 2016 to jointly develop a project along the C5 corridor. The project is envisioned to be a township development that spans portions of Pasig City and Quezon City.

Investment in Alveo-Federal Land Communities, Inc.

Alveo Land Corp. signed a Joint Venture Agreement (JVA) with Federal Land, Inc. last April 29, 2015 for equal ownership over AFLCI. The JV is for the development of project Lexus located in Laguna near Nuvali.

Investment in SIAL Specialty

SIAL Specialty was incorporated on September 27, 2012 as a joint venture between ALI Capital Corp. and Store Specialist, Inc. (SSI). Varejo is a wholly owned subsidiary of the Company. SSI is one of the largest specialty retail companies in the Philippines with the exclusive distribution rights to a variety of brands from around the world. On March 1, 2016, the SIAL entered into a Deed of Absolute Sale with Metro Retail Stores Group, Inc. (Purchaser) to sell assets in its two department stores for a total purchase price of ₱498.81 million.

The partnership, which combines the Company's expertise in developing mixed-use developments and SSI's proven track record in retail, is aimed at pursuing retail solutions to address the growing and changing lifestyle needs of the market.

SIAL Specialty was organized primarily for the investment and operation of mid-market department stores and to pursue other investment opportunities in the Philippine retail sector.

Investment in SIAL CVS

SIAL CVS is an equally-owned joint venture between ALI Capital Corp., the Company's wholly owned subsidiary and SII, SSI's wholly owned subsidiary.

SIAL CVS shall be the vehicle for the investment in the operation of convenience stores in the Philippines. SIAL CVS capitalizes on the Company's expertise in mixed-use developments and SSI's experience in the Philippine retail market. The Parties agreed to incorporate a special purpose vehicle that shall form a partnership with FamilyMart Co. Ltd. and Itochu Corporation for the operation of FamilyMart convenience stores in the Philippines.

Investment in AyaGold Retailers, Inc.

AyaGold Retailers, Inc., a joint venture between Entenso Equities Incorporated (EEI, a wholly owned subsidiary of Puregold Price Club, Inc.) and ALI Capital Corp. (a wholly owned subsidiary of the Company and the holding company for its retail-related initiatives), was incorporated in October 2, 2013. It is organized primarily to finance, build and operate mid-market supermarkets for some of Company's new integrated and mixed-use developments. The mid-market supermarkets will be carried under a new brand to be jointly developed by both ALI Capital Corp. and EEI. The partnership with EEI will enable the Company to support its mixed-use developments and, at the same time, grow its recurring income portfolio.

Investment in MGHI

In July 2013, the Company entered into an agreement with the Mercado Family to acquire Whiteknight Holdings, Inc. (WHI), a 33% equity stockholder of MGHI. Its acquisition of WHI will allow the Company to build a strategic partnership with the Mercado Group and support MGHI's future growth. This partnership also enhances the potential of Ayala Land's development of mixed-use communities by offering the critical component of medical services to complement the residential, shopping centers, office and hotel developments therein.

Investment in Rize-Ayalaland

Rize-Ayalaland (Kingsway) GP, Inc. was incorporated on January 25, 2013 under the laws of British Columbia, Canada. The Company's effective ownership is 49.0% through its Vancouver-based subsidiary, AyalaLand Real Estate Investments, Inc.

Investment in Cebu District Property Enterprise, Inc.

Cebu District Property Enterprise, Inc. (CDPEI) was incorporated on February 20, 2014 and is a 50:50 joint venture between the Company and Aboitiz Land, Inc. CDPEI's main purpose is to create a mixed-use commercial and residential district with the 15.4 hectare property in Subangdaku, Mandaue. On April 11, 2014, ALI's 50% equity was further broken down to 35% ALI, 10% CHI and 5% CPVDC.

13. Investment Properties

The rollforward analysis of this account follows:

2016

	Land	Buildings	Construction in Progress	Total
	(In Thousands)			
Cost				
Balance at beginning of year	P11,772,009	P79,819,764	P9,854,402	P101,446,175
Additions	1,441,802	2,217,354	24,167,927	27,827,083
Acquisitions through business combinations (Note 24)	801,288	760,810	—	1,562,098
Disposals	(220,465)	(314,282)	—	(534,747)
Transfers (Note 36)	687,867	1,949,774	(1,208,418)	1,429,223
Retirement	—	(20,546)	—	(20,546)
Balance at end of year	14,482,501	84,412,874	32,813,911	131,709,286
Accumulated Depreciation				
Balance at beginning of year	—	20,981,400	—	20,981,400
Depreciation	—	2,834,555	—	2,834,555
Disposals	—	(1,896)	—	(1,896)
Transfers	—	(45,495)	—	(45,495)
Retirement	—	(3,144)	—	(3,144)
Impairment losses	—	12,834	—	12,834
Balance at end of year	—	23,778,254	—	23,778,254
Net Book Value	P14,482,501	P60,634,620	P32,813,911	P107,931,032

2015

	Land	Buildings	Construction in Progress	Total
	(In Thousands)			
Cost				
Balance at beginning of year	P8,951,515	P71,142,177	P5,936,777	P86,030,469
Additions	2,795,057	5,333,981	6,264,639	14,393,677
Acquisitions through business combinations (Note 24)	—	1,584,929	—	1,584,929
Disposals	(566)	(745,835)	—	(746,401)
Transfers (Note 36)	26,003	2,504,512	(2,347,014)	183,501
Balance at end of year	11,772,009	79,819,764	9,854,402	101,446,175
Accumulated Depreciation				
Balance at beginning of year	—	18,132,527	—	18,132,527
Depreciation	—	3,071,420	—	3,071,420
Disposals	—	(263,143)	—	(263,143)
Transfers	—	40,596	—	40,596
Balance at end of year	—	20,981,400	—	20,981,400
Net Book Value	P11,772,009	P58,838,364	P9,854,402	P80,464,775

SGVFS021416

Certain parcels of land are leased to several individuals and corporations. Some of the lease contracts provide, among others, that within a certain period from the expiration of the contracts, the lessee will have to demolish and remove any and all improvements (such as buildings) introduced or built within the leased properties. Otherwise, the lessor will cause the demolition and removal thereof and charge the cost to the lessee unless the lessor occupies and appropriates the same for its use and benefit.

Construction in progress pertain to buildings under construction to be leased as retail and office spaces upon completion.

The aggregate fair value of the Group's investment properties amounted to P290,996.7 million and P249,100.0 million as of December 31, 2016 and 2015, respectively.

The fair values of the investment properties were determined by independent professionally qualified appraisers.

The following table provides the fair value hierarchy of the Group's investment properties as of December 31, 2016 and 2015:

2016

2016

		Fair value measurement using			
			Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
	Date of Valuation	Total			
(In Thousands)					
Land properties	Various	P177,003,922	P–	P–	P177,003,922
Retail properties	Various	70,188,689	–	–	70,188,689
Office properties	Various	42,852,840	–	–	42,852,840
Hospital properties	Various	951,285	–	–	951,285

2015

		Fair value measurement using			
			Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Date of Valuation		Total	(In Thousands)		
Land properties	Various	P171,619,875	P—	P—	P171,619,875
Retail properties	Various	49,200,907	—	—	49,200,907
Office properties	Various	27,921,658	—	—	27,921,658
Hospital properties	Various	357,545	—	—	357,545

The values of the land and buildings were arrived at using the Market Data Approach and Cost Approach. Market Data Approach provides an indication of value by comparing the subject asset with identical or similar assets for which price information is available. This approach was used for the land and condominium unit as it is commonly used in the property market since inputs and data for this approach are available. Cost Approach provides an indication of value using the economic principle that a buyer will pay no more for an asset than the cost to obtain an asset of equal utility, whether by purchase or by construction. The valuation used Cost Approach using the Depreciated Replacement Cost Method. This was used by computing for the replacement cost of the assets and applying appropriate adjustments for physical deterioration, functional obsolescence and economic obsolescence.

For Market Data Approach, the higher the price per sqm., the higher the fair value. For Cost Approach, whose unobservable inputs include price information on construction materials, labor and installation and indirect costs, the higher these costs, the higher the fair value.

Interest capitalized amounted to P129.5 million, P39.2 million and P76.1 million in 2016, 2015 and 2014, respectively. The capitalization rates are 3.20-4.75%, 4.75-5.32% and 5.49% in 2016, 2015 and 2014, respectively (see Note 17).

SGVFS021416

Consolidated rental income from investment properties amounted to ₱21,319.0 million, 18,928.0 million and ₱16,380.0 million in 2016, 2015 and 2014, respectively (see Note 21). Consolidated direct operating expenses arising from the investment properties in 2016, 2015 and 2014 amounted to ₱4,436.9 million, ₱4,200.2 million and ₱4,076.0 million, respectively (see Note 22).

Depreciation and amortization expense pertaining to investment properties amounted to ₱2,834.6 million, ₱3,071.4 million and ₱3,056.4 million in 2016, 2015 and 2014, respectively (see Note 22).

14. Property and Equipment

The rollforward analysis of this account follows:

2016

	Land, Buildings and Improvements	Machinery and Construction Equipment	Furniture, Fixtures and Equipment	Transportation Equipment	Hotel Property and Equipment	Total
(In Thousands)						
Cost						
Balance at beginning of year	₱6,593,562	₱10,084,278	₱3,888,375	₱2,008,272	₱13,213,766	₱35,788,253
Additions	529,771	1,660,259	347,357	612,262	382,614	3,532,263
Additions through consolidation of club shares	319,880	—	1,498,349	—	—	1,818,229
Acquisitions through business combination (Note 24)	7,863	78,459	2,554	—	—	88,876
Disposals	(8,416)	(261,300)	(49,942)	(74,895)	(1,578,554)	(1,973,107)
Transfers (Note 36)	—	—	62,197	—	—	62,197
Balance at end of year	7,442,660	11,561,696	5,748,890	2,545,639	12,017,826	39,316,711
Accumulated Depreciation and Amortization						
Balance at beginning of year	1,809,442	3,599,518	2,530,444	600,889	3,001,505	11,541,798
Depreciation and amortization (Note 22)	414,788	1,595,572	375,128	190,838	378,485	2,954,811
Disposals	(1,287)	(234,379)	(7,136)	(71,674)	(1,415,303)	(1,729,779)
Transfers	—	—	45,495	—	—	45,495
Balance at end of year	2,222,943	4,960,711	2,943,931	720,053	1,964,687	12,812,325
Net Book Value	₱5,219,717	₱6,600,985	₱2,804,959	₱1,825,586	₱10,053,139	₱26,504,386

2015

	Land, Buildings and Improvements	Machinery and Construction Equipment	Furniture, Fixtures and Equipment	Transportation Equipment	Hotel Property and Equipment	Total
(In Thousands)						
Cost						
Balance at beginning of year	₱4,237,101	₱7,663,533	₱2,969,076	₱1,223,177	₱12,655,055	₱28,747,942
Additions	2,268,904	2,823,392	974,918	213,308	558,711	6,839,233
Acquisitions through business combination (Note 24)	—	—	—	721,411	—	721,411
Disposals/Write-offs	(67,313)	(75,961)	(97,640)	(149,624)	—	(390,538)
Transfers (Note 36)	154,870	(326,686)	42,021	—	—	(129,795)
Balance at end of year	6,593,562	10,084,278	3,888,375	2,008,272	13,213,766	35,788,253
Accumulated Depreciation and Amortization						
Balance at beginning of year	1,463,276	2,960,079	2,253,441	606,851	2,639,382	9,923,029
Depreciation and amortization (Note 22)	407,412	705,908	387,302	128,754	362,123	1,991,499
Disposals	(61,246)	(66,469)	(69,702)	(134,716)	—	(332,133)
Transfers	—	—	(40,597)	—	—	(40,597)
Balance at end of year	1,809,442	3,599,518	2,530,444	600,889	3,001,505	11,541,798
Net Book Value	₱4,784,120	₱6,484,760	₱1,357,931	₱1,407,383	₱10,212,261	₱24,246,455

SGVFS021416

The consolidated depreciation and amortization of property and equipment (included under various consolidated statements of income accounts) amounted to ₱2,954.8 million, ₱1,991.5 million and ₱1,927.4 million in 2016, 2015 and 2014, respectively. No interest was capitalized in 2016 and 2015. (see Note 17).

15. Other Noncurrent Assets

This account consists of:

	2016	2015
	(In Thousands)	
Prepaid expenses	₱10,456,452	₱7,383,461
Leasehold rights	3,620,081	93,467
Deposits - others	2,477,202	1,972,105
Deferred input VAT	1,132,812	993,848
Net pension assets (Note 26)	73,512	64,204
Others	386,351	427,218
	₱18,146,410	₱10,934,303

Prepaid expenses consist of project costs incurred for unlaunched projects of the Group, advance rental payments, noncurrent prepaid management fees, commissions and advertising and promotions.

Leasehold rights consist of the following:

- Through the acquisition of POPI, ALI acquired leasehold rights arising from their lease agreement with Philippine National Railways (PNR) (see Notes 24 and 32).
- TKPI's leasehold rights pertains to the right to use the property in Apulit Island.

The movements during the year follow:

	2016	2015
	(In Thousands)	
Balance at beginning of year	₱93,467	₱100,143
Additions through business combination (Note 24)	3,611,808	–
Amortization	(85,194)	(6,676)
Balance at end of year	₱3,620,081	₱93,467

Deposits - others pertain to various utility deposits and security deposits for leases.

Deferred input VAT is applied against output vat. The remaining balance is recoverable in future periods.

Others pertain to prepayments for expenses that is amortized for more than one year.

16. Accounts and Other Payables

This account consists of:

	2016	2015
	(In Thousands)	
Accounts payable	₱84,689,671	₱65,325,054
Taxes payable	16,023,579	10,724,843
Accrued project costs	15,219,497	16,655,458
Liability for purchased land	6,257,097	5,875,204
Accrued salaries and employee benefits	4,840,268	2,796,416
Accrued professional and management fees	3,021,032	2,535,687
Accrued utilities	2,182,743	2,115,225
Accrued repairs and maintenance	1,877,553	2,779,655
Interest payable	1,525,867	1,511,793
Accrued rentals	1,391,679	1,204,094
Accrued advertising and promotions	1,243,341	900,046
Payable to related parties (Note 25)	668,977	662,862
Dividends payable	426,244	348,087
Retentions payable	344,561	28,763
DRP obligation	223,401	261,590
Other accrued expenses	1,777,604	361,163
	₱141,713,114	₱114,085,940

Accounts payable and accrued expenses are noninterest-bearing and are normally settled on 30- to 60-day terms, except for accrued project costs.

Accrued project cost are expenses related to materials, overhead and subcontractor cost not yet billed by the contractor.

Liability for purchased land pertains to the portion of unpaid unsubdivided land acquired payable during the year. These are normally payable in quarterly or annual installment payments or upon demand.

DRP obligation pertains to the current portion of the liability arising from the assignment agreement between the Group and MRTDC of the latter's development rights (see Note 34). In consideration of the lease, the Group will be charged an annual rent related to the original DRP obligation on the MRTDC and 5% of the rental income from the Group's commercial center business. Of the 5% variable amount due, 2.42% shall be directly paid by the Group to the minority shareholders of Monumento Rail Transit Corporation, 28.47% shall be paid directly to Metro Global Holdings Corporation and the remaining 69.11% shall be applied against receivables (see Note 7).

Other accrued expenses consist mainly of accruals from commissions, royalty, transportation and travel, janitorial and security, postal and communication and other expenses.

17. Short-term and Long-term Debts

The short-term debt of ₱24,244.4 million and ₱10,486.3 million as of December 31, 2016 and 2015, respectively, represents unsecured peso-denominated bank loans and dollar-denominated bank loans. In compliance with BSP rules on directors, officers, stockholders and related interests, certain short-term and long-term debt with a carrying value of ₱5,669.1 million and ₱12,585.0 million as of December 31, 2016 are secured by a real estate mortgage dated September 2, 2014 covering both land and building of Greenbelt. Net book value of the property amounted to ₱2,982.4 million and ₱3,207.5 million as of December 31, 2016 and 2015, respectively which is accounted as part of the "Investment properties" account.

Dollar-denominated short-term loans amounted to nil and ₱1,053.0 million in 2016 and 2015, respectively.

Interest rates for these short-term loans are as follows:

	2016	2015
Philippine Peso	2.3% to 3.0%	2.1% to 3.1%
US Dollar	–	1.1% to 1.3%

Long-term debt consists of:

	2016	2015
	(In Thousands)	
Company:		
Bonds:		
Due 2016	₱–	₱2,182,850
Due 2019	12,350,000	9,350,000
Due 2020	4,000,000	4,000,000
Due 2022	12,650,000	12,650,000
Due 2023	7,000,000	–
Due 2024	14,980,000	15,000,000
Due 2025	14,989,000	8,000,000
Due 2026	8,000,000	–
Due 2033	2,000,000	2,000,000
Fixed rate corporate notes (FXCNs)	9,157,000	14,328,400
Floating rate corporate notes (FRCNs)	–	1,000,000
Php - denominated long term loan	15,190,739	15,442,250
US Dollar - denominated long term loan	1,957,725	1,882,400
	102,274,464	85,835,900
Subsidiaries:		
Bonds	5,000,000	5,000,000
Bank loans - Philippine Peso	25,558,232	25,153,105
Bank loans - US Dollar	–	1,508,861
Fixed rate corporate notes	3,362,500	3,450,000
	33,920,732	35,111,966
	136,195,196	120,947,866
Less unamortized transaction costs	638,208	438,013
	135,556,988	120,509,853
Less current portion	5,187,111	8,807,652
	₱130,369,877	₱111,702,201

ALI

Philippine Peso Homestarter Bond due 2016

In October 2012, the Company issued a ₱1,000.0 million bond due 2015 at a fixed rate equivalent to 5.00% p.a. As of December 31, 2015, the Company's total payment amounted to ₱780.3 million and the remaining balance of ₱219.7 million was settled on January 7, 2016. In May 2013, the Company issued the second tranche of the bonds registered with the SEC in 2012, at an aggregate principal amount of ₱2,000.0 million. The bonds have a term of three (3) years from the issue date, and will bear interest on its principal amount at a fixed rate of 4.00% p.a. Interest will not be compounded and shall be payable on maturity date or on the date of effectivity of an Early Downpayment Application, as may be applicable, less the amount of any applicable withholding taxes. The total payments of the Company as of December 31, 2015 amounted to ₱36.8 million and the remaining balance of the bonds amounting to ₱1,963.2 million matured and was paid on May 31, 2016.

Philippine Peso 3-Year Homestarter Bond due 2019 and 7-year Bonds due 2023

In October 2016, the Company issued a total of ₱10,000.0 million bonds, broken down into a ₱3,000.0 million Homestarter bond due 2019 at a fixed rate of 3.0% p.a. and a ₱7,000.0 million fixed rate bond due 2023 at a rate equivalent to 3.8915% p.a. The Bonds represent the first tranche of Homestarter Bonds series and the third tranche of the Fixed-rate Bonds Series issued under the Company's ₱50,000.0 million Debt Securities Program registered with the SEC, and listed in the Philippine Dealing & Exchange Corp. (PDEX). The Bonds have been rated PRS Aaa with a Stable Outlook by Philippine Rating Services Corporation ("PhilRatings"). Obligations rated PRS Aaa are of the highest quality with minimal credit risk. The obligor's capacity to meet its financial commitment on the obligation is extremely strong. PRS Aaa is the highest rating assigned by PhilRatings. On the other hand, an Outlook is an indication as to the possible direction of any rating change within a one year period and serves as a further refinement to the assigned credit rating for the guidance of investors, regulators, and the general public. A Stable Outlook indicates that the rating is likely to be maintained or to remain unchanged in the next twelve months.

Philippine Peso 7-Year and 10-year Bonds due 2019 and 2022

In April 2012, the Company issued a total of ₱15,000.0 million bonds, broken down into a ₱9,350.0 million bond due 2019 at a fixed rate equivalent to 5.6% p.a. and a ₱5,650.0 million bond due 2022 at a fixed rate equivalent to 6.0% p.a. The Philippine Rating Services Corporation ("PhilRatings") assigned a PRS AAA rating on the bonds indicating that it has the smallest degree of investment risk. Interest payments are protected by a large or by an exceptionally stable margin and principal is assured. While the various protective elements are likely to change, such changes as can be visualized are most unlikely to impair the fundamentally strong position of such issues. PRS AAA is the highest credit rating possible on PhilRatings' rating scales for long-term issuances.

Philippine Peso 7-Year and 20-year Bonds due 2020 and 2033

In October 2013, the Company issued a total of ₱6,000.0 million bonds, broken down into a ₱4,000.0 million bond due 2020 at a fixed rate equivalent to 4.6% p.a. and a ₱2,000.0 million bond due 2033 at a fixed rate equivalent to 6.0% p.a. CRISP assigned a "AAA" rating on the bonds indicating that it has a minimal credit risk owing to the Company's capacity to repay its debt obligations. AAA is the highest rating assigned by CRISP.

Philippine Peso 10-year and 6-month Bonds due 2024

In July 2013, the company issued a total of ₱15,000.0 million bonds due 2024 at a fixed rate equivalent to 5.0% p.a. Credit Rating and Investors Services Philippines, Inc. (CRISP) assigned a "AAA" on the bonds indicating that it has a minimal credit risk owing to the Company's capacity to repay its debt obligations. AAA is the highest rating assigned by CRISP.

Philippine Peso 11-year Bonds due 2025

In April 2014, the Company issued a total of ₱8,000.0 million bonds due 2025 at a fixed rate equivalent to 5.6% p.a. The Bonds have been rated PRS Aaa by PhilRatings, indicating that obligor's capacity to meet its financial commitment on the obligation is extremely strong.

Philippine Peso 9-year and 6-month Bonds due 2025

In April 2016, the Company issued a total of ₱7,000.0 million bonds due 2025 at a fixed rate equivalent to 4.75% p.a. The Bonds is the second tranche of the Fixed-rate Bonds Series under the Company's ₱50,000.0 million Debt Securities Program registered in the SEC. The Bonds were assigned an issue credit rating of PRS Aaa, with a Stable Outlook, by Philippine Rating Services Corporation (PhilRatings). Obligations rated PRS Aaa are of the highest quality with minimal credit risk. The obligor's capacity to meet its financial commitment on the obligation is extremely strong. PRS Aaa is the highest rating assigned by PhilRatings.

Philippine Peso 10-year Bonds due 2026

In March 2016, the Company issued a total of ₱8,000.0 million bonds due 2026 at a fixed rate equivalent to 4.85% p.a. The Bonds is the first tranche of the Fixed-rate Bonds Series under the Company's ₱50,000,000,000 Debt Securities Program registered in the SEC. The Bonds was

assigned an issue credit rating of PRS Aaa, with a Stable Outlook, by Philippine Rating Services Corporation (PhilRatings). Obligations rated PRS Aaa are of the highest quality with minimal credit risk. The obligor's capacity to meet its financial commitment on the obligation is extremely strong. PRS Aaa is the highest rating assigned by PhilRatings.

Philippine Peso 7.0 Billion Fixed Rate Bonds due 2022

In April 2015, the Company issued a total of ₱7,000.0 million bonds due 2022 at a fixed rate equivalent to 4.5% p.a. The Bonds have been rated PRS Aaa by PhilRatings, indicating that obligor's capacity to meet its financial commitment on the obligation is extremely strong.

Philippine Peso 7-year FRCN due 2016

In October 2009, the Company executed a ₱1,000.0 million committed FRCN facility with a local bank, of which an initial ₱10.0 million was drawn on October 12, 2009. The balance of ₱990.0 million was subsequently drawn on November 18, 2011. The FRCN bears a floating interest rate based on the 3-month PDST-R1 plus a spread of 0.96%, repriced quarterly. The FRCNs matured on October 12, 2016, the seventh anniversary of the initial drawdown date.

Philippine Peso 5-, 7- and 10-year FXCNs due 2011, 2013 and 2016

In September 2006, the Company issued ₱3,000.0 million FXCNs consisting of 5-, 7- and 10-year notes issued to various financial institutions and will mature on various dates up to 2016. The FXCNs bear fixed interest rates ranging from 7.25% to 7.75% p.a. depending on the term of the notes. In January 2011, simultaneous to a new corporate note offering, the Company undertook a liability management exercise by offering to prepay holders of the corporate notes issued in 2006 while inviting the same institutions to participate in the new issuance. A number of investors holding up to ₱875.0 million of notes maturing in 2013 and 2016 accepted the offer to be prepaid. On September 23, 2011, the 5-year and one (1) day FXCNs amounting to ₱1,830.0 million matured and were fully repaid by the Company. Subsequently in September 2013, the balance of the 7-year FXCNs amounting to ₱195.0 million matured and was fully repaid by the Company. In September 2016, the balance of the 10-year FXCNs amounting to ₱100 million matured and was fully repaid by the Company. As of December 31, 2016, the specified FXCNs has zero outstanding balance.

Philippine Peso 5-, 7- and 10-year FXCN due 2014, 2016 and 2019

In January 2009, the Company issued an aggregate ₱2,380.0 million in 5-, 7- and 10-year notes to various financial institutions and retail investors. The notes will mature on various dates up to 2019. The FXCNs bear fixed interest rates ranging from 7.8% to 8.9%. ₱220.0 million and ₱830.0 million notes due in 2014 and 2016, respectively were prepaid on January 28, 2013. Subsequently, the ₱1,330.0 million note due in 2019 was prepaid on January 28, 2016. As of December 31, 2016, the specified FXCNs has zero outstanding balance.

Philippine Peso 5-, 10-, 15-Year FXCN due on 2016, 2021 and 2026

In January 2011, the Company issued ₱10,000.0 million FXCNs to various financial institutions and retail investors. The notes will mature on various dates up to 2026. The FXCNs bear fixed interest rates ranging from 5.6% to 7.5% p.a. depending on the term of the notes. The Company prepaid ₱1,950.0 million of notes due in 2016 on January 19, 2013. In 2014, the Company paid ₱43.0 million for the matured portion of the loan. In January 2016, the Company paid ₱3,750 million notes for the matured portion of the loan. As of December 31, 2016, the remaining balance of the FXCN amounted to ₱4,257.0 million.

Philippine Peso 10-year Note due 2022

In December 2012, the Company executed a ₱5,000.0 million committed Corporate Note facility with a local bank, of which an initial ₱3,500.0 million was drawn in 2012. The balance of ₱1,500.0 million was subsequently drawn in January 2013. Notes currently bear a fixed interest rate of 4.5%. The Corporate Notes will mature on the third month succeeding the tenth anniversary of the initial drawdown date. In 2015, the ₱50.0 million was prepaid by the Company. In 2016, another ₱50.0 million was prepaid by the Company. As of December 31, 2016, the remaining balance of the note amounted to ₱4,900.0 million.

US Dollar-denominated Long-term Loans

In October 2012, the Company executed and had fully withdrawn a US\$58.5 million long-term facility. The loan bears a floating interest rate based on a credit spread over the three-month US Dollar London Interbank Offered Rate (LIBOR), repriced quarterly. The loan will mature on the third month succeeding the tenth anniversary of the initial drawdown date. In January 2014 and October 2015, the Company made partial prepayments on the loan in the amount of US\$5.8 million and US\$12.8 million, respectively. Subsequently in March 2016, a US\$30.0 million long-term facility was assigned by ALI Makati Hotel Property, Inc. to the Company. The assigned loan bears a floating interest rate based on a credit spread over the three-month US Dollar London Interbank Offered Rate (LIBOR), repriced quarterly and had a remaining term of 3 years and 4 months from the time of assignment.

Peso-denominated Long-term Loans

In August to September 2015, the Company assumed an aggregate of P15,442.3 million various long-term facilities of some subsidiaries from various banks. The loans bear fixed interest rates ranging from 4.5% to 4.7% p.a. and terms ranging from 4.4 years to 10.5 years. In 2016, the P251.5 million current portion of the loans was paid. As of December 31, 2016, the outstanding balance of peso-denominated long-term loans amounted to P15,190.7 million.

Subsidiaries

The subsidiaries' loans will mature on various dates up to 2025. Peso-denominated loans bear various floating interest rates at 60 bps to 80 bps spread over the benchmark 91-day PDST-R1/R2 or and fixed interest rates ranging from 3.56% to 5.75% p.a. Certain loans which are subject to floating interest rates are subject to floor floating interest rates equivalent to 95.0% or par of the Overnight Reverse Repurchase Agreement Rate of the Bangko Sentral ng Pilipinas (BSP Overnight Rate) or at the BSP Overnight Rate plus a spread of 20 bps to 75 bps p.a.. Dollar-denominated loans bear floating interest rates at a credit spread over the benchmark three-month US Dollar LIBOR, repriced quarterly. The total outstanding balance of the subsidiaries' loans as of December 31, 2016 and 2015 amounted to P33,920.7 million and P35,112.0 million loans, respectively. Movements are due to peso-denominated loans amounting to P1,436.5 million availed by AMPHI in 2016. The subsidiaries also paid P1,508.9 million dollar-denominated loans, P1,031.4 million peso-denominated loans and P87.5 million fixed rate corporate notes in 2016.

In compliance with BSP rules on directors, officers, stockholders and related interests, certain short-term and long-term debt with a carrying value of P5,669.1 million and P12,585.0 million as of December 31, 2016 are secured by a real estate mortgage dated September 2, 2014 covering both land and building of Greenbelt. Net book value of the property amounted to P2,982.4 million and P3,207.5 million as of December 31, 2016 and 2015, respectively which is accounted as part of the "Investment properties" account.

Philippine Peso 5.0 Billion Fixed Rate Bonds due 2021

In June 2014, Cebu Holdings, Inc. a total of P5,000.0 million bonds due 2021 at a fixed rate equivalent to 5.3% p.a. The Bonds have been rated PRS Aaa by PhilRatings, indicating that obligor's capacity to meet its financial commitment on the obligation is extremely strong.

The loan agreements contain some or all of the following restrictions: material changes in nature of business; maintenance of debt-to-equity ratio; payment of dividends and additional loans maturing beyond a year which will result in a violation of the required debt-to-equity ratios; merger or consolidation where the Company/subsidiary is not the surviving corporation; guarantees or advances; encumbrance for borrowed money; and sale of substantially all assets. These restrictions and requirements were complied with by the Group as of December 31, 2016 and 2015.

Interest capitalized amounted to P265.7 million and P116.7 million in 2016 and 2015, respectively. The capitalization rates are 3.2-6.5% in 2016 and 4.8-5.3% in 2015 (see Notes 8, 13 and 14).

Transaction costs capitalized amounted to P263.7 million and P65.0 million in 2016 and 2015, respectively. Amortization amounted to P63.5 million and P61.3 million in 2016 and 2015, respectively and included under "Interest and other financing charges" (see Note 22).

18. Deposits and Other Current Liabilities

This account consists of:

	2016	2015
	(In Thousands)	
Customers' deposits	P7,905,405	P4,267,279
Security deposits	7,245,837	7,157,526
Others	436,781	44,665
	P15,588,023	P11,469,470

Customers' deposits consist of collections from real estate customers which have not reached the 10% threshold to qualify for revenue recognition and excess of collections over the recognized receivables based on percentage of completion.

Security deposits are equivalent to one (1) to three (3) months' rent of tenants with cancellable lease contracts and whose lease term will end in the succeeding year. This will be refunded to the lessees at the end of the lease term or be applied to the last months' rentals on the related contracts.

Other current liabilities mostly pertain to unearned income and unreleased checks.

19. Deposits and Other Noncurrent Liabilities

This account consists of:

	2016	2015
	(In Thousands)	
Deposits	P19,542,253	P16,573,055
Contractors payable	9,266,399	8,272,014
Retentions payable	6,485,226	5,122,306
Liability for purchased land	2,099,051	110,475
DRP obligation	656,638	551,182
Subscriptions payable	498,175	16,500
Other liabilities	773,648	751,493
	P39,321,390	P31,397,025

Deposits include security deposits from tenants of retail and office spaces and deferred credits arising from sale of real estate properties. Security deposits are equivalent to one (1) to three (3) months' rent of long-term tenants with noncancellable leases. This will be refunded to the lessees at the end of the lease term or be applied to the last months' rentals on the related contracts. Deferred credits pertain to advances from buyers of real estate properties to cover various processing fees including, but not limited to, fees related to transfer of title such as registration fees, documentary taxes and transfer taxes. Payments made by the Group for the processing of title are charged to this account.

Contractors payable are estimates for additional project cost to be incurred for project development.

Retentions payable pertains to the amount withheld by the Group on contractors' billings to be released after the guarantee period, usually one (1) year after the completion of the project. The retention serves as a security from the contractor should there be defects in the project.

Liability for purchased land pertains to the portion of unpaid unsubdivided land acquired during the year. These are normally payable in quarterly or annual installment payments within three (3) or five (5) years.

DRP obligation pertains to the liability arising from the assignment agreement between NTDC and MRTDC of the latter's development rights (see Note 34). In consideration of the lease, the Company will be charged an annual rent related to the original DRP obligation on the MRTDC and 5% of the rental income from the Company's commercial center business.

The Group's subscription payable pertains to POPI's investment in Cyber Bay.

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

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

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

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

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

With the nullification of the AJVA, Central Bay has suspended all Project operations. On August 10, 2007, in view of the failure by the PRA to comply with its obligations and representations under the AJVA, Cyber Bay and Central Bay have filed their claims for reimbursement of Project expenses in the amount of ₱10,200.0 million with the PRA. Cyber Bay and Central Bay provided the PRA with the summary and details of their claims on September 5, 2007.

On July 15, 2008, Cyber Bay sent a follow-up letter to the PRA. The PRA, in its letter dated July 18, 2008, informed Cyber Bay that its claim is still being evaluated by the PRA. As at October 3, 2013, the claim is still being evaluated by the PRA.

On November 13, 2012, the SEC approved the conversion of debt to equity of Cyber Bay resulting to a change in percentage ownership of POPI from 22.3% to 10.5%. The management assessed that POPI ceased to have significant influence over Cyber Bay. As a result of the debt to equity conversion, the investment in Cyber Bay was reclassified to AFS financial asset.

As at December 31, 2016, the Group has unpaid subscription in Cyber Bay amounting to P481.7 million. The investment in Cyber Bay under "AFS financial assets" amounted to P777.3 million as of December 31, 2016 (see Note 10).

20. Equity

The details of the number of shares follow:

December 31, 2016

	Number of Shares		Amount	
	Preferred	Common	Preferred	Common
	(In Thousands)			
Authorized	15,000,000	20,000,000	P1,500,000	P20,000,000
Issued	13,066,495	14,597,263	P1,306,649	P14,597,263
Subscribed	–	115,419	–	115,419
Issued and outstanding	13,066,495	14,712,682	P1,306,649	P14,712,682

December 31, 2015

	Number of Shares		Amount	
	Preferred	Common	Preferred	Common
	(In Thousands)			
Authorized	15,000,000	20,000,000	P1,500,000	P20,000,000
Issued	13,066,495	14,586,068	P1,306,649	P14,586,068
Subscribed	–	109,563	–	109,563
Issued and outstanding	13,066,495	14,695,631	P1,306,649	P14,695,631

Preferred Shares (P0.10 par value per share)

The Company's preferred shares prior to 2012 were subscribed and issued through a stock rights offer with the following features: (a) non-voting; (b) dividend rate of 4.6% p.a., payable annually, noncumulative; (c) nonparticipating; (d) convertible at the option of the holder at a ratio of one (1) preferred share to one (1) common share commencing on the 10th year from issue date at an exercise price equivalent to the higher of (i) the 30-day average closing price or (ii) closing price of common shares immediately preceding the exercise date, less the par value of the preferred shares; (e) no pre-emptive rights; (f) non-redeemable; (g) non-listed; and, (h) preferred in liquidation to the extent of par value.

The dividends for preferred shares are declared upon the sole discretion of the Company's BOD.

On February 20, 2012, the BOD approved the following restructuring exercise in order to comply with the regulatory requirement on Filipino-ownership following the Supreme Court's ruling that nonvoting shares do not count as equity when computing for a company's Filipino-ownership level:

- Redemption and retirement of the 13.0 billion outstanding preferred shares with par value of P0.10.
- Reclassification of the 1,970.0 million unissued preferred shares to voting preferred shares through an amendment of Article Seventh of the Articles of Incorporation.

- c. Increase in authorized capital stock by ₱1,300.0 million creating new voting preferred shares and a stock rights offer of 13,000 million voting preferred shares from the increase in the authorized capital stock.

On April 18, 2012, the stockholders ratified the BOD resolution on the capital restructuring. The voting preferred shares shall have the following features, rights, and privileges (a) voting; (b) dividend rate of 4.7% per annum, equivalent to 90.0% of the 10-year PDST R2 (repriced every ten (10) years from issue date), payable annually, non-cumulative; (c) convertible at the option of the holder at a ratio of one (1) voting preferred share to one (1) common share commencing on the 10th year from issue date at an exercise price equivalent to the higher of (i) the 30-day average closing price or (ii) closing price of common shares immediately preceding the exercise date, less the par value of the preferred shares; (d) no pre-emptive rights; (e) redeemable at par at the sole option of the corporation; (f) non-listed; and, (g) preferred in liquidation to the extent of par value. The SEC approved on January 31, 2013 the following:

- a. The decrease in authorized capital stock by ₱1,303.5 million, the aggregate par value of the 13,034.6 million preferred shares which have been redeemed and retired, from ₱22,803.5 million to ₱21,500.0 million, and
- b. The amendments to Articles of Incorporation reflecting the decrease in capital stock.

As of December 31, 2016, the Company's authorized and outstanding preferred shares amounted to ₱1,500.0 million and ₱1,306.6 million, respectively.

Common Shares (₱1.00 par value per share)

On April 7, 2014, the stockholders resolved to approve the amendment of the Seventh Article of the Articles of Incorporation exempting from pre-emptive rights (1) the issuance of 1 billion common shares for properties or assets needed for the business of the Company or for cash to acquire properties or assets needed for the business of the Company or in payment of a debt contracted prior to the issuance of such shares, and (2) the issuance of common shares covered by the Company's Stock Option Plans for members of the management committees of the Company's subsidiaries or affiliates.

Likewise, the stockholders resolved to approve the amendment of the Stock Option Plan of the Company to include the members of the Management Committees of the Company's subsidiaries and affiliates as eligible grantees of stock options.

The rollforward analysis of the outstanding number of common shares follows:

	2016	2015
	(In Thousands)	
At beginning of year	14,695,631	14,190,489
Additional subscriptions	17,051	505,142
At end of year	14,712,682	14,695,631

No transfer of stock or interest which will reduce the ownership of Filipino citizens to less than the required percentage of the capital stock as provided by existing laws shall be allowed or permitted to be recorded in the books of the Company.

On April 13, 2013, the stockholders resolved to approve the amendment of the Seventh Article of the Company's Articles of Incorporation for the purpose of excluding or exempting treasury shares from the pre-emptive rights of stockholders.

On January 9, 2015, the Executive Committee of the Company approved a top-up placement of 484,848,500 common shares of the Company at a price of ₱33.00 per share. The placement was conducted via an accelerated bookbuilt offering structured as a top-up placement, whereby AC sold 484,848,500 listed common shares of stock to qualified third party buyers and subscribe to

the same number of new shares from the Company. The Company completed the placement on January 12, 2015, raising an aggregate of ₱16,000.0 million in paid-up capital. The price was at 3.9% discount on the 5-day volume-weighted average price of ALI shares. Transaction cost charged to additional paid-in capital amounted to ₱194.0 million.

On March 6, 2013, the Company's Board resolved to approve the placement made by AC of its existing 320,000,000 listed common shares of the Company to certain qualified third party buyers or investors at ₱30.50 per share. The Company completed the top-up placement, raising an aggregate of ₱12,200.0 million in paid up capital. The price was at 3.6% discount on the 5-day volume-weighted average price of ALI shares. Transaction cost charged to additional paid-in capital amounted to ₱162.4 million.

On July 10, 2012, the Company's executive committee approved the placement of 680 million listed common shares of stock with par value of ₱1.00 per share, at a price of ₱20.00 per share, and the issuance of equal number of new shares of the Company, at the same price of ₱20.00 per share, with AC as the seller of the placement tranche and subscriber of the subscription tranche. The Company completed the top-up placement, raising an aggregate of ₱13,600 million in paid up capital. The price was at 5.0% discount to the closing price. Transaction cost charged to additional paid-in capital amounted to ₱200.0 million.

On February 12, 2008, the BOD approved the allotment and subsequent issuance of up to 1 billion common shares of stock with an aggregate par value of ₱1,000.0 million for the purpose of exchanging such shares for properties or assets and/or to raise funds to acquire properties or assets needed for the business of the Company via issuance of equity or equity-linked instruments, the price and the terms and conditions of which shall be determined by the BOD based on prevailing market conditions or on agreements negotiated.

On April 2, 2008, the Company's stockholders approved the allotment and subsequent issuance of the shares for the above-mentioned purposes and for the further amendment of the Amended Articles of Incorporation of the Company to exclude the issuance of shares from the pre-emptive rights of the stockholders pursuant to Section 39 of the Philippine Corporation Code.

On July 5, 1991, the Company launched its initial public offering where a total of 400 million common shares were offered at an offering price of ₱26.00 per share. The registration statement was approved on July 20, 1992. The Company has 9,362 and 9,525 existing shareholders as of December 31, 2016 and 2015, respectively.

Treasury Shares

The amendment of the Articles of Incorporation on April 17, 2013 allowed the re-selling of the 79,528,299 listed common shares as part of the top-up placement transaction completed in July 2013. Treasury common shares were sold at ₱30.50 per share resulting to additional paid-in capital of ₱1,601.6 million.

On July 16, 2012, the Company redeemed the 13.0 billion outstanding non-voting preferred shares through payment of the redemption price of ₱0.10 per share. As of December 31, 2012, the redeemed preferred shares were treated as treasury shares and were subsequently retired upon approval of the Company's SEC application for the decrease in authorized capital stock on January 31, 2013.

On August 12, 2008, the BOD approved a share buyback program. It is part of the Company's balance sheet management program and aims to (i) improve the Company's balance sheet structure and capital efficiency and (ii) enhance shareholder value through the repurchase of shares whenever the stock is trading at a price discount perceived by the Company as not reflective of its fair corporate value.

In 2008, the Company repurchased a total of 79,528,228 of its common shares through open market purchases using the trading facilities of the Philippine Stock Exchange for a total purchase price of ₱823.9 million in relation to its share buyback program.

Retained Earnings

The BOD approved the declaration and payment from unappropriated retained earnings of cash dividends of ₱0.48, ₱0.42 and ₱0.41 per share in 2016, 2015 and 2014, respectively, to all issued and outstanding shares.

On February 26, 2016, the BOD approved the declaration of cash dividends amounting to ₱0.24 per outstanding common share and was paid out on March 23, 2016 to the shareholders on record as of March 11, 2016. Further, on the same date, the BOD declared annual cash dividends of 4.8% per year or ₱0.0047 per share to all shareholders of the Company's unlisted voting preferred shares. These were paid on June 29, 2016 to the shareholders on record as of June 15, 2016.

On August 18, 2016, the BOD approved the declaration and payment from unappropriated retained earnings of cash dividends of ₱0.2380 per share. The cash dividend was paid out on September 16, 2016 to stockholders of common shares as of record date.

On February 20, 2015, the BOD approved the declaration and payment from unappropriated retained earnings of cash dividends of ₱0.2075 per share. The cash dividend was paid out on March 20, 2015 to stockholders of common shares as of record date.

On August 17, 2015, the BOD approved the declaration and payment from unappropriated retained earnings of cash dividends of ₱0.2075 per share. The cash dividend was paid out on September 16, 2015 to stockholders of common shares as of record date.

Total dividends for common shares declared for 2016 and 2015 amounted to ₱6,999.2 million and ₱6,094.7 million, respectively.

On February 20, 2015, the BOD approved the declaration and payment from unappropriated retained earnings of cash dividends at the dividend rate of 4.75% per year or ₱0.0047 per share to all issued and outstanding preferred shares payable on June 29, 2015 to stockholders of preferred shares as of record date. Total dividends for common shares declared during the year amounted to ₱62.0 million.

Retained earnings of ₱8,000.0 million are appropriated for future expansion. The increase of ₱2,000.0 million represents a continuing appropriation for land banking activities and planned building construction projects. Each year, the Company incurs capital expenditures for property development which include among others land banking and building construction projects. The appropriation is being fully utilized to cover part of the annual expenditure requirement of the Company. I

The Company has earmarked additional funds for expansion projects in the residential, shopping centers, office and hotel business segments, as well as various infrastructure projects for the Company's mixed-use developments.

The following are among the major capital expenditures of the Company which were approved by the BOD:

- a) Ayala Triangle Garden 2 with product offering for a Triple A HQ Office Building, a 5-Star Hotel and 3-level Retail Podium with gardens and civic spaces which was approved by the Board on May 29, 2015. The project was launched in June 2015 and expected to be completed in 2020.

- b) Ayala Center Redevelopment which will offer intermodal transport facility, a 5-storey regional mall, 2 BPO towers, a SEDA hotel and a 300-units residential for lease was approved by the Board on November 27, 2015. The project was launched in January 2016 and expected to be completed in 2021.

Retained earnings also include undistributed net earnings amounting to ₱43,674.8 million and ₱38,170.5 million as of December 31, 2016 and 2015, respectively, representing accumulated equity in the net earnings of subsidiaries, associates and joint ventures. These are not available for dividend distribution unless declared by subsidiaries and other investees.

In accordance with SEC Memorandum Circular No. 11 issued in December 2008, the Company's retained earnings available for dividend declaration as of December 31, 2016 and 2015 amounted to ₱39,123.8 million and ₱32,800.0 million, respectively.

Equity Reserves

In 2016, ALI purchased additional 201,859,364 common shares of CHI for total consideration of ₱1209.8 million which brought ALI's ownership from 56.4% to 66.9% (see Note 2). The transaction was accounted for as an equity transaction since there was no change in control. The movements within equity are accounted for as follows:

	Consideration paid	Carrying value of Non-controlling interests (In Thousands)	Difference recognized within Equity
10.5% in CHI	₱1,209,784	₱748,746	₱461,038

In 2015, the Company purchased additional shares from non-controlling interests of CHI, NTDCC, API (see Note 2). The transactions were accounted as an equity transaction since there was no change in control. The movements within equity are accounted for as follows:

	Consideration paid	Carrying value of Non-controlling interests (In Thousands)	Difference recognized within Equity
6.7% in CHI	₱649,927	₱434,074	₱215,853
9.4% in NTDCC	778,356	174,770	603,586
1.9% in API	58,157	45,540	12,617
	₱1,486,440	₱654,384	₱832,056

In 2014, the Company acquired additional shares from non-controlling interests of Philenergy (40.0%), NTDCC (14.5%) and CECI (0.40%) and were accounted as an equity transaction since there was no change in control (see Note 2).

Non-controlling interests

The financial information on the Company's significant subsidiaries with material NCI follows:

CHI and Subsidiaries

CHI, a publicly-listed company, was incorporated in the Republic of the Philippines. It is engaged in real estate development, sale of subdivided land, residential and office condominium units,

sports club shares, and lease of commercial spaces. The registered office address of CHI is at 20F ACC Tower, Bohol St., Cebu Business Park, Cebu City, Philippines.

	2016	2015
	(In Thousands, except for %)	
Proportion of equity interests held by non-controlling interests	33.1%	43.6%
Accumulated balances of material non-controlling interests	P2,560,054	P2,878,007
Net income allocated to material non-controlling interests	221,154	479,125
Comprehensive income allocated to material non-controlling interests	221,154	463,129

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

	2016	2015
	(In Thousands)	
Statement of financial position		
Current assets	P3,302,298	P5,256,342
Noncurrent assets	16,313,325	14,476,845
Current liabilities	(5,622,602)	(5,517,894)
Noncurrent liabilities	(6,566,187)	(7,303,187)
Total equity	7,426,834	6,912,106
Attributable to:		
Equity holders of CHI	P6,527,891	P6,065,271
Non-controlling interests	898,943	846,835
Dividends paid to non-controlling interests	—	26,794

For the years ended December 31

	2016	2015
	(In Thousands)	
Statement of comprehensive income		
Revenue	P2,716,933	P3,740,259
Cost and expenses	(1,809,930)	(2,466,269)
Income before income tax	907,003	1,273,990
Provision for income tax	(175,232)	(328,652)
Income from operations	731,771	945,338
Other comprehensive loss	13,366	2,241
Total comprehensive income	745,137	947,579
Attributable to:		
Equity holders of CHI	P693,029	P829,448
Non-controlling interests	52,108	118,131

For the years ended December 31

	2016	2015
	(In Thousands)	
Statement of cash flows		
Operating activities	(P92,065)	P625,407
Investing activities	392,584	(2,655,348)
Financing activities	(321,190)	(751,078)
Effect of exchange rate changes	68	1,315
Net decrease in cash and cash equivalents	(P20,603)	(P2,779,704)

SGVFS021416

The fair value of the investment in CHI amounted to ₱7,414.5 million and ₱5,605.3 million as of December 31, 2016 and 2015, respectively.

POPI and Subsidiaries

POPI was incorporated in the Republic of the Philippines. It is engaged in real estate and property development, manufacturing and retailing/distribution, non-life insurance and other allied services, organized under a number of intermediate holding companies. The Company wholly owns Tutuban Properties, Inc., which holds the lease and development rights over Tutuban Center in downtown Divisoria.

	As of December 31, 2016
	(In Thousands, except for %)
Proportion of equity interests held by non-controlling interests	48.6%
Accumulated balances of material non-controlling interests	₱5,522,005
Net income allocated to material non-controlling interests	12,949
Comprehensive income allocated to material non-controlling interests	12,949

The summarized financial information of POPI is provided below. This information is based on amounts before inter-company eliminations (In Thousands).

	December 31, 2016
Statement of financial position	
Current assets	₱7,915,392
Noncurrent assets	6,688,019
Current liabilities	(1,166,548)
Noncurrent liabilities	(2,013,226)
Total equity	11,423,637
Attributable to:	
Equity holders of POPI	₱5,901,632
Non-controlling interests	5,522,005
Dividends paid to non-controlling interests	—
	For the period ended December 31, 2016
Statement of comprehensive income	
Revenue	₱447,397
Cost and expenses	(414,838)
Income before income tax	32,559
Provision for income tax	(7,229)
Income from operations	25,330
Other comprehensive loss	—
Total comprehensive income	25,330
Attributable to:	
Equity holders of POPI	₱12,381
Non-controlling interests	12,949
Statement of cash flows	
Operating activities	₱1,359,577
Investing activities	(1,758,197)
Financing activities	(2,487)
Net decrease in cash and cash equivalents	(₱401,107)

The fair value of the investment in POPI amounted to ₱5,637.9 million as of December 31, 2016.

Capital Management

The primary objective of the Group's capital management policy is to ensure that debt and equity capital are mobilized efficiently to support business objectives and maximize shareholder value. The Group establishes the appropriate capital structure for each business line that properly reflects its premier credit rating and allows it the financial flexibility, while providing it sufficient cushion to absorb cyclical industry risks.

The Group considers debt as a stable source of funding. The Group lengthened the maturity profile of its debt portfolio and makes it a point to spread out its debt maturities by not having a significant percentage of its total debt maturing in a single year.

The Group manages its capital structure and makes adjustments to it, in the light of changes in economic conditions. It monitors capital using leverage ratios on both a gross debt and net debt basis. As of December 31, 2016 and 2015, the Group had the following ratios:

	2016	2015
Debt to equity	92.6%	87.4%
Net debt to equity	79.4%	74.4%

Debt consists of short-term and long-term debts. Net debt includes short-term and long-term debt less cash and cash equivalents, short-term investments and financial assets at FVPL (net of Investment in ARCH Capital Fund). Equity, which the Group considers as capital, pertains to the total equity. The Group excludes the "unrealized gain on AFS financial assets" attributable to the equity holders of the Company in computing the debt to equity ratio.

The Group is subject to externally imposed capital requirements due to loan covenants (see Note 17). No changes were made in the objectives, policies or processes for managing capital during the years ended December 31, 2016 and 2015.

Financial risk assessment

The Group's financial condition and operating results would not be materially affected by the current changes in interest, currency, credit, liquidity and market conditions.

Exposure to changes in interest rates is reduced by a debt portfolio mix of both fixed and floating interest rates. The Group's ratio of fixed to floating rate debt stood at 79:21 and 84:16 as of December 31, 2016 and 2015, respectively. As a result, any adverse movement in interest rates is mitigated.

Exposure to foreign currency holdings is at US\$39.4 million and US\$39.1 million as of December 31, 2016 and 2015, respectively.

Credit risks continue to be managed through defined credit policies and continuing monitoring of exposure to credit risks. The Group's base of counterparties remains diverse. As such, it is not exposed to large concentration of credit risk.

Liquidity risk is addressed with long term funding already locked in, while funds are placed on cash equivalents, short term investment and financial assets at FVPL.

21. Real Estate Revenue

This account consists of:

	2016	2015	2014
		(In Thousands)	
Land and residential unit sales	P77,810,399	P66,855,027	P58,951,882
Leasing (Note 13)	21,319,046	18,927,973	16,380,025
Construction	10,626,789	7,271,035	5,015,949
Hotels and resorts	5,235,855	6,108,430	5,575,822
Management and marketing fees	2,708,399	1,498,327	3,103,856
	P117,700,488	P100,660,792	P89,027,534

22. Other Income and Costs and Expenses

Other income consists of:

	2016	2015	2014
		(In Thousands)	
Marketing and management fees	P142,973	P481,177	P619,599
Others - net (Notes 24 and 25)	516,963	201,428	86,396
	P659,936	P682,605	P705,995

Other income mainly consists of gain on business combination, realized and unrealized gain on financial asset at FVPL. Also included is the gain on sale of equipment and other properties amounting to P37.5 million, P34.3 million and P1.1 million in 2016, 2015 and 2014, respectively. It also includes the financial impact of net foreign exchange transactions amounting to P15.4 million loss, P191.0 million loss and P31.8 million loss in 2016, 2015 and 2014, respectively. It also includes reversal of impairment losses amounting to nil, P11.6 million and nil in 2016, 2015 and 2014, respectively (see Note 7).

Real estate costs and expenses consist of:

	2016	2015	2014
		(In Thousands)	
Cost of real estate sales (Note 8)	P47,379,487	P41,658,262	P37,006,245
Depreciation and amortization	4,918,250	4,109,023	4,019,302
Hotels and resorts operations	3,516,962	3,896,289	3,705,636
Marketing and management fees	2,366,929	3,804,804	3,393,053
Rental	1,954,860	1,511,182	1,152,902
Manpower costs	1,606,117	1,078,310	887,113
Materials and overhead	7,061,926	3,143,121	1,569,860
Direct operating expenses:			
Taxes and licenses	2,412,017	2,183,142	1,732,634
Light and water	1,423,600	511,841	1,537,749
Repairs and maintenance	1,476,788	929,482	882,413
Commission	1,394,617	761,387	503,294
Professional fees	195,256	624,122	1,694,840
Transportation and travel	169,308	133,613	77,164
Insurance	124,194	199,282	137,221
Entertainment, amusement and recreation	37,980	80,576	119,582
Others	528,113	710,624	976,605
	P76,566,404	P65,335,060	P59,395,613

SGVFS021416

General and administrative expenses consist of:

	2016	2015	2014
	(In Thousands)		
Manpower costs (Notes 26 and 28)	P3,852,675	P3,865,244	P3,500,362
Taxes and licenses	557,289	500,384	468,740
Professional fees	477,875	250,524	481,099
Depreciation and amortization	438,691	425,964	467,925
Security and janitorial	357,945	185,227	109,154
Utilities	248,977	193,590	271,010
Repairs and maintenance	238,963	166,129	155,778
Insurance	113,526	63,440	100,793
Rent	108,026	132,861	134,202
Transport and travel	98,660	105,841	122,600
Donations and contribution (Note 32)	84,825	126,016	26,989
Dues and fees	63,480	40,400	39,894
Training and seminars	62,591	39,326	45,899
Advertising	61,811	74,176	87,505
Entertainment, amusement and recreation	49,870	75,075	30,252
Supplies	49,221	46,430	49,739
Others	166,925	301,328	111,192
	P7,031,350	P6,591,955	P6,203,133

Manpower costs included in the consolidated statements of income follows:

	2016	2015	2014
	(In Thousands)		
Real estate costs and expenses			
Cost of real estate	P1,605,950	P1,013,310	P869,304
Hotels and resorts operations	167	65,000	17,809
General and administrative expenses	3,852,675	3,865,244	3,500,362
	P5,458,792	P4,943,554	P4,387,475

Depreciation and amortization expense included in the consolidated statements of income follows:

	2016	2015	2014
	(In Thousands)		
Real estate costs and expenses:			
Cost of real estate	P4,918,250	P4,109,023	P4,019,302
Hotels and resorts operations	517,619	534,608	503,238
General and administrative expenses	438,691	425,964	467,925
	P5,874,560	P5,069,595	P4,990,465

Interest and other financing charges consist of:

	2016	2015	2014
	(In Thousands)		
Interest expense on:			
Long-term debt	P6,114,265	P5,272,074	P4,620,725
Short-term debt	837,918	959,644	574,398
Other financing charges	362,204	274,543	170,593
	P7,314,387	P6,506,261	P5,365,716

Other charges consist of:

	2016	2015	2014
	(In Thousands)		
Provision for impairment losses on:			
Land and Improvement (Note 11)	P-	P196,568	P-
Receivables (Note 7)	399,424	187,628	139,627
Inventories (Note 8)	-	82,634	-
AFS financial assets (Note 10)	-	28,048	-
Provisions, write-offs and other charges	653,783	503,982	236,170
	P1,053,207	P998,860	P375,797

23. Income Tax

Net deferred tax assets:

	2016	2015
	(In Thousands)	
Deferred tax assets on:		
Difference between tax and book basis of accounting for real estate transactions	P5,777,280	P5,334,046
Accrued expenses	2,382,935	1,447,361
Allowance for probable losses	1,226,796	1,192,218
Retirement benefits	426,350	358,923
Unrealized foreign exchange losses	69,832	63,012
Advanced rentals	4,620	4,620
Others	510,101	52,133
	10,397,914	8,452,313
Deferred tax liabilities on:		
Capitalized interest and other expenses	(512,191)	(532,862)
Others	(7,173)	(7,817)
	(519,364)	(540,679)
	P9,878,550	P7,911,634

Net deferred tax liabilities:

	2016	2015
	(In Thousands)	
Deferred tax assets on:		
Allowance for probable losses	P55,511	P89,213
Difference between tax and book basis of accounting for real estate transactions	24,178	298,848
Advanced rentals	20,189	8,849
Accrued expense	20,020	19,717
NOLCO	15,586	189,630
Unrealized foreign exchange loss	727	27,662
Others	11,982	1,852
	148,193	635,771
Deferred tax liabilities on:		
Fair value adjustment arising from business combination	(2,064,770)	(839,096)
Difference between tax and book basis of accounting for real estate transactions	(1,906,826)	(1,423,376)
Capitalized interest and other expenses	(148,767)	(64,450)
Insurance recovery	(98,382)	-
Retirement benefits	(18,739)	26,106
Unrealized foreign exchange gain	(2,742)	4,494
Prepaid expenses	(829)	(120,321)
Others	(263,668)	(1,189)
	(4,504,723)	(2,417,832)
	(P4,356,530)	(P1,782,061)

Certain subsidiaries of the Company have NOLCO amounting to P1,071.7 million and P930.6 million as of December 31, 2016 and 2015, respectively and MCIT amounting to P6.1 million and P1.9 million as of December 31, 2016 and 2015, respectively. Deferred tax assets are recognized only to the extent that taxable income will be available against which the deferred tax assets can be used. As of December 31, 2016, total unrecognized NOLCO and MCIT amounted to P375.4 million and P0.4 million, respectively. The subsidiaries will recognize a previously unrecognized deferred tax asset to the extent that it has become probable that future taxable income will allow the deferred tax asset to be recovered.

The carryover NOLCO and MCIT that can be claimed as deduction from future taxable income or used as deductions against income tax liabilities are as follows:

NOLCO:

Year Incurred	Amount	Used/Expired	Balance	Expiry Year
		(In Thousands)		
2013	P94,035	P16,570	P77,465	2016
2014	232,814	56,760	176,054	2017
2015	920,627	240,505	680,122	2018
2016	138,051	-	138,051	2019
	P1,385,527	P313,835	P1,071,692	

MCIT:

Year Incurred	Amount	Used/Expired (In Thousands)	Balance	Expiry Year
2013	P537	P444	P93	2016
2014	1,968	1,306	662	2017
2015	1,230	141	1,089	2018
2016	4,274	–	4,274	2019
	P8,009	P1,891	P6,118	

Reconciliation between the statutory and the effective income tax rates follows:

	2016	2015	2014
Statutory income tax rate	30.00%	30.00%	30.00%
Tax effect of:			
Interest income subject to final tax, income under tax holiday and other nontaxable income (Note 31)	(3.05)	(2.32)	(1.53)
Equity in net earnings of associates and joint ventures	(0.51)	(1.98)	(1.32)
Interest income and capital gains taxed at lower rates	(0.71)	(0.41)	(1.14)
Others – net	(0.53)	(0.59)	(0.26)
Effective income tax rate	25.20%	24.70%	25.75%

Board of Investments (BOI) Incentives

Ecosouth Hotel Ventures, Inc

On April 1, 2014, the Board of Investment issued in favor of Ecosouth Hotel Ventures, Inc. (EHVI) a Certificate of Registration as a New Operator of Tourist Accommodation Facility on a non-pioneer status for its project in Seda Nuvali, Laguna. Under the terms of the registration and subject to certain requirements, EHVI is entitled to income tax holiday for a period of four (4) years from June 2014 or actual start of commercial operations, whichever is earlier.

Sentera Hotel Ventures, Inc.

On September 11, 2015, the Board of Investment issued in favor of Sentera Hotel Ventures, Inc. a Certificate of Registration as a New Operator of Tourist Accommodation Facility/ Tourist Inn on a non-pioneer status for its project in Seda Atria Hotel, Iloilo City. Under the terms of the registration and subject to certain requirements, Sentera Hotel Ventures, Inc. is entitled to income tax holiday for a period of four (4) years from December 2015 or actual start of commercial operations, whichever is earlier.

BellaVita

The Board of Investments issued Certificates of Registration as a New Developer of Low -Cost Mass Housing Project on a Non-Pioneer Status under the Omnibus Investments Code of 1987 for the Company's projects in Porac, Pampanga and San Pablo, Laguna on May 15, 2015 and September 17, 2015, respectively. Pursuant thereto, the projects have been granted an income tax holiday for a maximum period of four (4) years from the date of registration.

On March 5, 2013, the BOI issued in favor of BellaVita, a Certificate of Registration as a New Developer of Low-Cost Mass Housing Project for BellaVita – Alaminos located at Brgy. San Andres, Alaminos, Laguna. The project has been granted an income tax holiday for a period of four (4) years commencing from March 2013.

On August 30, 2012, the BOI issued in favor of BellaVita, Certificate of Registration as a New Developer of Low-Cost Mass Housing Project for BellaVita – General Trias Phases 1, 2 & 3 located at Brgy. Tapia, General Trias, Cavite. The project has been granted an income tax holiday for a period of four (4) years commencing from August 2012.

Amaia

On November 14, 2016, the BOI issued in favor of a subsidiary a Certificate of Registration as an Expanding Developer of Economic and Low-Cost Housing Project for its Amaia Series Novaliches Sector 2 Susano Road, Brgy. San Agustin, Novaliches, Quezon City under the 2014 IPP on a non-Pioneer status. The project has been granted an Income Tax Holiday for a period of three (3) years commencing December 2016 or actual start of commercial operations, whichever is earlier.

On September 21, 2016, the BOI issued in favor of a subsidiary a Certificate of Registration as a New Developer of Economic and Low-Cost Housing Project for its Amaia Scapes Iloilo Sectors 1A and 1B Brgy. San Jose, San Miguel, Iloilo under the 2014 IPP on a Non-Pioneer status. The project has been granted an Income Tax Holiday for a period of four (4) years commencing September 2016 or actual start of commercial operations, whichever is earlier.

On February 11, 2015, the BOI issued in favor of a subsidiary a Certificate of Registration as a New Developer of Low-Cost Mass Housing Project for its Amaia Scapes Urdaneta, Barangay Catablan, Urdaneta City Pangasinan. Pursuant thereto, project has been granted an Income Tax Holiday for a period of four (4) years commencing from February 2015.

On February 11, 2015, the BOI issued in favor of a subsidiary a Certificate of Registration as a New Developer of Low-Cost Mass Housing Project for its Amaia Steps Nuvali, Barangay Canlubang, Calamba City Laguna. Pursuant thereto, project has been granted an Income Tax Holiday for a period of three (3) years commencing from February 2015.

On March 11, 2015, the BOI issued in favor of a subsidiary a Certificate of Registration as a New Developer of Low-Cost Mass Housing Project for its Amaia Scapes Pampanga, Amaia Scapes San Fernando S1-A and Amaia Scapes Trece S1. The projects are located at Barangay Sapang Maisac, Mexico, Pampanga; Calulut, San Fernando City, Pampanga and Barangay Conchu, Trece Martires City, Cavite respectively. These projects have been granted an Income Tax Holiday for a period of four (4) years commencing from March 2015.

On March 11, 2015, the BOI issued in favor of a subsidiary a Certificate of Registration as a New Developer of Low-Cost Mass Housing Project for its Amaia Skies Shaw T1, Shaw Boulevard corner Samat Street, Barangay Highway Hills, Mandaluyong City. Pursuant thereto, project has been granted an Income Tax Holiday for a period of three (3) years commencing from March 2015.

On May 21, 2015, the BOI issued in favor of a subsidiary a Certificate of Registration as a New Developer of Low-Cost Mass Housing Project for its Amaia Scapes Batangas and Amaia Scapes Cabuyao S1. The projects are located at Barangay Anilao-Labac, Lipa City Batangas and Barangay Marinig, Cabuyao, Laguna respectively. These projects have been granted an Income Tax Holiday for a period of four (4) years commencing from May 2015.

On June 4, 2015, the BOI issued in favor of a subsidiary a Certificate of Registration as a New Developer of Low-Cost Mass Housing Project for its Amaia Scapes Camsur S1, Barangay Palestina, Pili Camarines Sur. Pursuant thereto, project has been granted an Income Tax Holiday for a period of four (4) years commencing from June 2015.

On June 18, 2015, the BOI issued in favor of a subsidiary a Certificate of Registration as a New Developer of Low-Cost Mass Housing Project for its Amaia Scapes Bauan S1, Amaia Scapes Bulacan S1, Amaia Gen. Trias S1 and Amaia Scapes Lucena. The projects are located at Barangay As-Is, Bauan Batangas; Barangay Sta. Cruz, Sta. Maria Bulacan; Arnaldo Highway, Barangay Santiago, General Trias Cavite and Barangay Canlurang Isabang and Ilayang-Talim,

Lucena City Quezon respectively. These projects have been granted an Income Tax Holiday for a period of four (4) years commencing from June 2015.

On July 20, 2015, the BOI issued in favor of a subsidiary a Certificate of Registration as a New Developer of Low-Cost Mass Housing Project for its Amaia Steps Pasig 1B, Eusebio Avenue, Brgy. San Miguel, Pasig City. Pursuant thereto, project has been granted an Income Tax Holiday for a period of three (3) years commencing from July 2015.

On July 21, 2015, the BOI issued in favor of a subsidiary a Certificate of Registration as a New Developer of Low-Cost Mass Housing Project for its Amaia Series Novaliches, Susano Road, Brgy. San Agustin, Novaliches, Quezon City. Pursuant thereto, project has been granted an Income Tax Holiday for a period of three (3) years commencing from July 2015.

On July 23, 2015, the BOI issued in favor of a subsidiary a Certificate of Registration as a New Developer of Low-Cost Mass Housing Project for its Amaia Scapes Gen. Trias S2, Barangay Santiago, General Trias Cavite. Pursuant thereto, project has been granted an Income Tax Holiday for a period of four (4) years commencing from July 2015.

On July 24, 2015, the BOI issued in favor of a subsidiary a Certificate of Registration as a New Developer of Low-Cost Mass Housing Project for its Amaia Steps Altaraza Bldg A, Tungkong Mangga, City of San Jose Del Monte, Bulacan. Pursuant thereto, project has been granted an Income Tax Holiday for a period of three (3) years commencing from July 2015.

On August 10, 2015, the BOI issued in favor of a subsidiary a Certificate of Registration as a New Developer of Low-Cost Mass Housing Project for its Amaia Scapes San Pablo S1, Barangay San Roque, San Pablo City, Laguna. Pursuant thereto, project has been granted an Income Tax Holiday for a period of four (4) years commencing from August 2015.

On August 19, 2015, the BOI issued in favor of a subsidiary a Certificate of Registration as a New Developer of Low-Cost Mass Housing Project for its Amaia Steps Nuvali Parkway, Brgy. Canlubang, Calamba City, Laguna. Pursuant thereto, project has been granted an Income Tax Holiday for a period of three (3) years commencing from August 2015.

On August 24, 2015, the BOI issued in favor of a subsidiary a Certificate of Registration as a New Developer of Low-Cost Mass Housing Project for its Amaia Scapes CDO S1, Barangay Bulua, Cagayan de Oro City. Pursuant thereto, project has been granted an Income Tax Holiday for a period of four (4) years commencing from August 2015.

On November 24, 2015, the BOI issued in favor of a subsidiary a Certificate of Registration as a New Developer of Low-Cost Mass Housing Project for its Amaia Scapes Cabuyao S2, Barangay Sala, Cabuyao Laguna. Pursuant thereto, project has been granted an Income Tax Holiday for a period of four (4) years commencing from November 2015.

On March 19, 2013, the BOI issued in favor of Amaia, a Certificate of Registration as a New Developer of Low-Cost Mass Housing Project for Amaia Skies Sta. Mesa – South Tower located at V. Mapa, cor. Valenzuela St., Sta. Mesa, Manila, Amaia Steps Sucat Phase 1 (6 Bldgs.) located at 8333 & 8337 Dr. A. Santos Avenue, Parañaque City, and Amaia Steps Pasig (ph1A) located at Eusebio Avenue, Brgy. San Miguel, Pasig City. These projects have been granted an income tax holiday for a period of three (3) years commencing from March 19, 2013.

On March 22, 2013, the BOI issued in favor of Amaia, a Certificate of Registration as a New Developer of Low-Cost Mass Housing Project for Amaia Skies Avenida – North Tower located at T. Mapua corner Doroteo Jose & Rizal Avenue, Sta. Cruz, Manila. The project has been granted an income tax holiday for a period of three (3) years commencing from March 22, 2013.

On April 1, 2013, the BOI issued in favor of Amaia a Certificate of Registration as a New Developer of Low-Cost Mass Housing Project for Amaia Scopes Tarlac located at Brgy. Estrada, Capas, Tarlac. The project has been granted an income tax holiday for a period of four (4) years commencing from April 1, 2013.

On May 29, 2013, the BOI issued in favor of Amaia a Certificate of Registration as a New Developer of Low-Cost Mass Housing Project for Amaia Steps Bicutan located at West Service Road corner Sun Valley Drive, Brgy. Sun Valley, Parañaque City. The project has been granted an income tax holiday for a period of three (3) years commencing from May 29, 2013.

On September 30, 2013, the BOI issued in favor of Amaia a Certificate of Registration as a New Developer of Low-Cost Mass Housing Project (expansion) for Amaia Skies Cubao Tower 2 located at 5th Ave., cor. P. Tuazon, Brgy. Socorro, Quezon City. The project has been granted an income tax holiday for a period of three (3) years commencing from September 30, 2013.

On May 4, 2012, the BOI issued in favor of Amaia a Certificate of Registration as a New Developer of Low-Cost Mass Housing Project for Amaia Scapes North Point located in Brgy. Minulu-an and Matabang, Talisay City, Negros Occidental. Pursuant thereto, the project has been granted an income tax holiday for a period of four (4) years commencing from May 2012.

On June 28, 2012, the BOI issued in favor of Amaia a Certificate of Registration as a New Developer of Low-Cost Mass Housing Project for its Amaia Steps Novaliches and Amaia Skies Cubao Tower 1. Amaia Steps project is located at Susano Road, Brgy. 170, Zone 15, Depara, Caloocan City and in Brgy. San Agustin in Novaliches, Quezon City while Amaia Skies, on the other hand, is located in P. Tuazon Blvd. corner 5th Avenue, Brgy. Socorro in Cubao, Quezon City. These projects have been granted an income tax holiday for a period of three (3) years commencing from June 2012.

On June 28, 2012, the BOI issued in favor of Amaia a Certificate of Registration as a New Developer of Low-Cost Mass Housing Project for Amaia Scapes Cavite located in Brgy. Santiago, General Trias, Cavite. Pursuant thereto, project has been granted an income tax holiday for a period of four (4) years commencing from June 2012.

On October 11, 2012, the BOI issued in favor of Amaia a Certificate of Registration as a New Developer of Low-Cost Mass Housing Project for its Amaia Scapes Cabanatuan and Amaia Scapes Lipa. The projects are located in Bangad, Cabanatuan, Nueva Ecija and Sto. Tomas, Lipa Road, Brgy. Dagatan, Lipa City, Batangas, respectively. These projects have been granted an income tax holiday for a period of four (4) years commencing from October 2012.

On March 23, 2011, the BOI issued in favor of Amaia a Certificate of Registration as New Developer of Low-Cost Mass Housing Project for its Amaia Scapes Laguna, Brgy. Barandal, Calamba City, Laguna. Pursuant thereto, the project has been granted an Income Tax Holiday for a period of four (4) years commencing from March 2011.

Avida

On April 30, 2015, the BOI issued in favor of Avida a Certificate of Registration as a new Developer of Low-Cost Mass Housing Project for Avida Towers Altura Tower 2, National Road, Brgy. Alabang, Muntinlupa City in accordance with the Omnibus Investment Code of 1987 (Executive Order No. 226). Pursuant thereto, the project has been granted an Income Tax Holiday for a period of three (3) years commencing from May 2015.

On April 30, 2015, the BOI issued in favor of Avida a Certificate of Registration as a new Developer of Low-Cost Mass Housing Project for Avida Towers Asten Tower 2, Malugay St., San Antonio Village, Makati City in accordance with the Omnibus Investment Code of 1987 (Executive Order No. 226). Pursuant thereto, the project has been granted an Income Tax Holiday for a period of three (3) years commencing from May 2015.

On June 16, 2015, the BOI issued in favor of Avida a Certificate of Registration as a new Developer of Low-Cost Mass Housing Project for, Serin East Tagaytay Tower 1, Brgy. Silang Crossing East, Tagaytay City Cavite in accordance with the Omnibus Investment Code of 1987 (Executive Order No. 226). Pursuant thereto, the project has been granted an Income Tax Holiday for a period of three (3) years commencing from July 2015.

On June 16, 2015, the BOI issued in favor of Avida a Certificate of Registration as a new Developer of Low-Cost Mass Housing Project for, Avida Towers Atria Tower 2, Brgy. San Rafael, Mandurriao, Iloilo City in accordance with the Omnibus Investment Code of 1987 (Executive Order No. 226). Pursuant thereto, the project has been granted an Income Tax Holiday for a period of three (3) years commencing from July 2015.

On September 4, 2015, the BOI issued in favor of Avida a Certificate of Registration as a new Developer of Low-Cost Mass Housing Project for, Avida Towers Prime Taft Tower 3, Brgy. 37, Zone 03, Taft Avenue, Pasay City in accordance with the Omnibus Investment Code of 1987 (Executive Order No. 226). Pursuant thereto, the project has been granted an Income Tax Holiday for a period of three (3) years commencing from September 2015.

On November 12, 2012, the BOI issued in favor of Avida a Certificate of Registration as a New Developer of Low-Cost Mass Housing Project for Avida Towers Intima Tower 1, Brgy. 678 Zone 74, 497 Pres. Quirino Ave. Ext. cor. Zulueta St., Paco, Manila in accordance with the Omnibus Investment Code of 1987 (Executive Order No. 226). Pursuant thereto, the project has been granted an Income Tax Holiday for a period of three (3) years commencing from November 2012.

On November 13, 2012, the BOI issued in favor of Avida a Certificate of Registration as a New Developer of Low-Cost Mass Housing Project for Avida Towers Riala Tower 1, Cebu IT Park, Brgy. Apas, Cebu City in accordance with the Omnibus Investment Code of 1987 (Executive Order No. 226). Pursuant thereto, the project has been granted an Income Tax Holiday for a period of four (4) years commencing from November 2012.

On December 13, 2011, the BOI issued in favor of Avida a Certificate of Registration as a New Developer of Low-Cost Mass Housing Project for its Avida Towers Cebu Tower 1, Asiatown I.T. Park, Lahug, Cebu City. The project has been granted an Income Tax Holiday for a period of four (4) years commencing from December 2011.

On December 14, 2011, the BOI issued in favor of Avida a Certificate of Registration as an Expanding Developer of Low-Cost Mass Housing Project for its Avida Towers San Lazaro Tower 5, Lot 5 E Block 50 C Pista St., Brgy. 350, Zone 035 Sta. Cruz, Manila, Avida Towers Cebu Tower 2, Asiatown I.T. Park, Lahug, Cebu City and Avida Towers Sucat Tower 7, Dr. A. Santos Ave., Brgy. San Dionisio, Parañaque City. The projects have been granted an Income Tax Holiday for a period of three (3) years commencing from December 2011.

On February 9, 2010, the BOI issued in favor of Avida a Certificate of Registration as an Expanding Developer of Low-Cost Mass Housing Project for its Celadon Park Tower 2, Felix Huertas Street, Manila in accordance with the Omnibus Investment Code of 1987. Pursuant thereto, the project has been granted an Income Tax Holiday for a period of three (3) years commencing from February 2010.

SDC

On July 29, 2015, the BOI issued in favor of Southgateway Development Corporation a Certificate of Registration as a new Developer of Low-Cost Mass Housing Project for Avida Towers Cloverleaf Tower 1, A. Bonifacio Avenue, Brgy. Balingasa, Quezon City, in accordance with the Omnibus Investment Code of 1987 (Executive Order No. 226). Pursuant thereto, the project has been granted an Income Tax Holiday for a period of three (3) years commencing from July 2015.

SGVFS021416

AMHPI

In December 2007, AMHPI was registered with the Board of Investments (BOI) as a new tourist accommodation facility on a pioneer status particularly for the operations of the Fairmont Hotel Makati and Raffles Residences Manila (the Project) upon its completion. The Project represents a combined hotel facility and complex of residential units. Under the terms of the registration and subject to certain requirements, AMHPI is entitled to the following fiscal and non-fiscal incentives, among others; (a) income tax holiday for a period of six years from January 2011 or actual start of commercial operations, whichever is earlier; (b) additional deduction from taxable income on wages subject to certain terms and conditions; (c) employment of foreign nationals; (d) tax credit equivalent to the national internal revenue taxes and duties paid on raw materials and supplies and semi-manufactured products used in producing its export product and forming part thereof for ten years from start of commercial operations; (e) simplifications of customs procedures for the importation of equipment, spare parts, raw materials and supplies; and (f) importation of consigned equipment for a period of 10 years from start of commercial operations.

MDC Build Plus, Inc.

In accordance with the Omnibus Investments Code of 1987, the BOI approved the MDC Build Plus Inc.'s registration as a New Producer of Roof/ Framing System. The production facility is located at 2265 Warehouse, Bldg. 3, Paliparan I, Paliparan Road, Dasmariñas, Cavite. Pursuant thereto, the roof production has been granted an Income Tax Holiday for a period of 4 years commencing from September 2013.

MDC Concrete, Inc.

In accordance with Executive Order 226 otherwise known as Omnibus Investments Code of 1987 as amended, the BOI approved the MDC Concrete Inc.'s registration as a New Domestic Producer of Modular Housing Components (Precast Concrete Wall, Floor/Slab and stairs system) under the 2014 IPP on a non-Pioneer status. The project has been granted an income tax holiday for a period of 4 years commencing November 10, 2015. Other incentives with no specific number of years of entitlement may be enjoyed for a maximum period of 10 years from the start of commercial operation and/or date of registration.

24. Business Combinations and Acquisition of Non-controlling Interests

Business Combinations

Prime Orion Philippines, Inc. (POPI)

On February 24, 2016, Ayala Land, Inc. purchased 2.5 billion common shares or 51.4% interest in POPI for a total consideration ₱5,625.0 million. On July 4, 2016, the Company obtained control over POPI. Accordingly, POPI financial statements were consolidated on a line-by-line basis with that of the Group as of December 31, 2016.

The purchase price allocation has been prepared on a preliminary basis as the fair values of leasehold rights, investment property and property, plant and equipment are being finalized. The following are the preliminary fair values of the identifiable assets and liabilities assumed (in thousands):

Assets

Cash	₱1,300,869
Trade and other receivables	6,119,799
Inventories	273,299
Other current assets	293,598

(Forward)

SGVFS021416

Financial assets at FVPL	₱17,903
AFS investments	1,394,192
Leasehold rights	3,611,808
Investment properties	1,562,098
Property, plant and equipment	88,876
Other noncurrent assets	93,012
	<u>14,755,454</u>
Liabilities	
Accounts and other payables	1,160,303
Deferred tax liabilities – net	1,422,162
Deposits and other liabilities	788,175
	<u>3,370,640</u>
Net assets	11,384,814
Total net assets acquired	5,813,086
Acquisition cost	5,625,000
Negative goodwill	<u>(₱188,086)</u>

The fair value of the trade and other receivables approximate their carrying amounts since these are short-term in nature. None of the trade receivables have been impaired and it is expected that the full contractual amounts can be collected. The negative goodwill amounting to ₱188.1 million is included under “Other income”:

Of the total consideration of ₱5,625.0 million, only 25% or ₱1,406.3 million was paid on February 24, 2016, the remaining ₱4,218.8 million which is to be paid upon fulfillment of certain terms and conditions is included as part of “Trade and other receivables”.

From July 4 to December 31, 2016, the Group’s share in POPI’s revenue and net income amounted to ₱229.8 million and ₱12.9 million. If the combination had taken place at the beginning of 2016, the Group’s share in POPI’s revenue and net income (loss) would have been ₱435.8 million and (₱202.2 million), respectively.

ALO Prime Realty Corporation (formerly, Aegis PeopleSupport Realty Corporation)

On April 8, 2015, the Company purchased all of the 8,200,000 common shares of Equinox Technoparks Ltd, Inc. in Aegis PeopleSupport Realty Corporation (APRC) for a total consideration of ₱513.68 million. APRC, which is a PEZA-registered entity, owns the Aegis building along Villa Street, Cebu IT Park, Lahug, Cebu City. The building is a certified LEED-Gold Office with a gross leasable area of 18,092 square meters and is largely occupied by Teleperformance under a long-term lease.

On April 14, 2015, the BOD approved the change of its corporate name to ALO Prime Realty Corporation. On July 9, 2015, the amended Articles of Incorporation was executed and subsequently approved by SEC on July 15, 2015.

The following are the fair values of the identifiable assets and liabilities assumed (in thousands):

Assets	
Cash	₱15,580
Trade and other receivables	305,070
Other current assets	5,740
Investment properties (Note 13)	1,584,929
Other noncurrent assets	4,095
	<u>1,915,414</u>

(Forward)

Liabilities

Accounts and other payables	₱1,336,692
Deposits and other noncurrent liabilities	56,962
Deferred tax liabilities	8,083
	<u>1,401,737</u>
Total net assets acquired	513,677
Acquisition cost	513,677
Goodwill	<u>₱-</u>

The fair value of the trade and other receivables approximate their carrying amounts. None of the trade receivables have been impaired and it is expected that the full contractual amounts can be collected.

From April 8 to December 31, 2015, the Group's share in APRC's revenue and net income amounted to ₱141.1 million and ₱72.3 million, respectively. If the combination had taken place at the beginning of 2015, the Group's share in APRC's total revenue and net income would have been ₱189.8 million and ₱94.8 million, respectively.

Island Transvoyager, Inc.

On December 1, 2015, ALI Capital Corp. (formerly Varejo Corp.), a wholly owned subsidiary of the Company, acquired 100% interest in Island Transvoyager, Inc. (ITI) following the purchase of all outstanding shares from existing shareholders, in the amount of ₱15.0 million.

ITI was incorporated on October 2, 2002 with the primary purpose of carrying on the general business of a common carrier and/or private carrier. It was granted the Air Carrier Operating Certificate by the Air Transportation Office to enable it to operate as a scheduled domestic air transportation service provider.

ITI is the only airline commercially flying from Manila to Lio in El Nido, Palawan. On November 26, 2015, ITI launched "AirSwift" as its new brand and introduced its new Cebu-El Nido-Cebu route. As of end-2015, it currently operates a fleet of two (2) ATR 42-500 that can seat a maximum of 50 passengers each, and operates 3x-4x daily flights to El Nido. It is also expected to be a key player in the industry as it flies to more tourism destinations not serviced by the bigger commercial airlines.

If the combination had taken place at the beginning of 2015, the Group's share in ITI's total revenue and net income would have been ₱434.80 million and ₱0.19 million, respectively.

ALI Makati Hotel & Residences, Inc. (AMHRI) and ALI Makati Hotel Property, Inc. (AMHPI)

On October 2, 2012, AHRC, a wholly owned subsidiary of the Company, entered into an agreement to acquire the interests of Kingdom Manila B.V., an affiliate of Kingdom Hotel Investments (KHI), and its nominees in KHI-ALI Manila Inc. (now renamed AMHRI) and 72,124 common shares in KHI Manila Property Inc. (now renamed AMHPI).

AMHRI and AMHPI are the project companies of the Fairmont Hotel and Raffles Suites and Residences project in Makati which opened in December 2012.

Prior to the acquisition, the Company effectively owned 20% economic interest in AMHRI and AMHPI (see Note 12). The Company acquired the remaining 80% interest in AMHRI and AMHPI for a total consideration of ₱2,430.4 million.

This acquisition is in line with KHI's value realization strategy and with the Company's thrust to grow its commercial leasing business. 32 Raffles Suites and 280 Fairmont Hotel rooms were added to AHRC's growing hotel portfolio. The continuing sale of units in the Raffles Residences will also generate immediate cash, while the operations of the hotel and serviced apartments will augment and diversify the sources of recurring revenue. Furthermore, this landmark project will complement the various offerings of the Makati Central Business District, and fortify its position as the country's premier financial district.

The fair value of the Company's interest prior to the acquisition amounting to P769.0 million was determined using the adjusted net asset value method. Remeasurements of the Company's equity interest in both companies resulted to the recognition of a gain (included under "interest and investment income") amounting to P593.9 million.

In 2013, the Company finalized its purchase price allocation. Changes to the fair market values of the assets acquired and liabilities assumed noted are retroactively applied in the 2012 balances.

The following are fair values of the identifiable assets and liabilities assumed (in thousands):

Assets	
Cash	P1,334,000
Trade and other receivables	1,708,000
Real estate inventories	936,000
Other current assets	202,000
Hotel property and equipment (Note 14)	5,421,000
	<hr/> 9,601,000
Liabilities	
Accounts and other payables	2,162,000
Loans payable	3,594,000
Deferred tax liabilities	633,698
	<hr/> 6,389,698
Total net assets acquired	3,211,302
Acquisition cost	3,199,432
Negative goodwill	<hr/> P11,870

The fair value of the trade and other receivables approximate their carrying amounts. None of the trade receivables have been impaired and it is expected that the full contractual amounts can be collected.

From October 2 to December 31, 2012, the Group's share in AMHRI and AMHPI's revenue and net loss amounted to P898.9 million and P96.4 million, respectively. If the combination had taken place at the beginning of 2012, the Group's total revenue would have been P64,269.7 million, while the Group's net income would have been P10,641.3 million.

TKPI and TKDC

The Company entered into an agreement with Asian Conservation Company and ACC Resorts, Inc. (the ACC Group) to create a company which will serve as a holding vehicle for TKPI and TKDC (wholly owned subsidiaries of the ACC Group prior to the Company's involvement). TKPI and TKDC are mainly involved in the development of parcels of land and islands into resorts in Miniloc, Lagen, Pangulasian and Apulit islands in the municipalities of El Nido and Taytay in Northern Palawan.

The agreement eventually resulted in the Company obtaining 60.0% interest in the new company for a total consideration of P2,000.0 million and ACC Group acquiring the remaining 40.0% interest. The Company subscribed to 60% of the shares of TKPI and TKDC, thereby providing the Company with the ability to exercise control over TKPI and TKDC effective April 23, 2010. Accordingly, TKPI and TKDC financial statements were consolidated on a line-by-line basis with that of the Group as of December 31, 2010.

The following were the fair values of the identifiable assets and liabilities assumed (in thousands) at the time of acquisition:

Assets	
Cash and cash equivalents	P365,652
Trade and other receivables	1,455,940
Inventories	16,393
Other current assets	25,401
Land and improvements	1,361,645
Deposit on land purchase	444,622
Property and equipment	493,328
Other assets	140,640
	<hr/> 4,303,621
Liabilities	
Accounts and other payables	310,177
Deposits and other current liabilities	21,446
Due to related parties	89,232
Loans payable	81,621
Income tax payable	18,630
Deferred tax liabilities – net	399,155
	<hr/> 920,261
Net assets	3,383,360
Non-controlling interest in TKDC and TKPI	1,353,344
Total net assets acquired	2,030,016
Acquisition cost	2,029,500
Negative goodwill	<hr/> P516

The fair value of the trade and other receivables approximate their carrying amounts since these are short-term in nature. None of the trade receivables have been impaired and it is expected that the full contractual amounts can be collected.

The non-controlling interests have been measured at the proportionate share of the value of the net identifiable assets acquired and liabilities assumed.

In 2011, the Company finalized its purchase price allocation and there were no changes to the fair market values of the assets acquired and liabilities assumed for TKDC and TKPI.

In 2011, the shareholders of ECI, a subsidiary, approved the increase in its authorized capital stock and the subsequent issuance of these shares in exchange for the investment of the Company and ACC Group in TKDC and TKPI. As a result of this transaction, ALI and ACC will obtain 60.0% and 40.0% ownership interest in ECI, respectively. Also, TKDC and TKPI will become wholly owned subsidiaries of ECI. However, the Exchange Agreement was subsequently rescinded in 2013, in favor of the acquisition of the minority interest in TKDC and TKPI through AHRC's acquisition of 100% interest in ACCI (see Note 20).

Asian Conservation Company, Inc. (ACCI)

On November 19, 2013, AHRC, a wholly owned subsidiary of the Company entered into an agreement to acquire 100.0% interest in ACCI, which effectively consolidates the remaining 40.0% interest in TKDC and TKPI (60.0%-owned subsidiary of the Company prior to this acquisition). This acquisition is in line with the Company's thrust to support the country's flourishing tourism industry.

The agreement resulted in the Company effectively obtaining 100.0% interest in TKPI and TKDC. A total of P2,000.0 million was paid to obtain the 100.0% interest in ACCI. The carrying amount of the non-controlling interest is reduced to nil as the Company already owns 100.0% share in TKDC and TKPI become wholly owned subsidiaries of the Company. The difference between the fair

value of the consideration paid and the amount by which the non-controlling interest is adjusted is recognized in equity attributable to the Company amounting to ₱586.0 million (see Note 20).

Acquisition of Non-controlling Interests

Cebu Holdings, Inc. (CHI)

On various dates in 2016, ALI acquired a total of 10.5% additional ownership in CHI for a total consideration of ₱1209.8 million. This brought ALI's ownership from 56.4% to 66.9% of the outstanding capital stock of CHI and there was no change in control.

APPHC and AyalaLand Offices, Inc. (formerly APPCo)

APPCo owns BPO buildings in Makati, Quezon City and Laguna, with a total leasable area of approximately 230 thousand square meters. This acquisition is aligned with the Company's thrust of expanding its office leasing business and increasing its recurring income.

In 2006, the Company signed an agreement with MLT Investments Ltd. (MIL) and Filipinas Investments Ltd. (FIL) to jointly develop a BPO office building in Dela Rosa Street and to purchase the existing PeopleSupport Building.

APPHC, the joint-venture company formed, is 60.0%-owned by the Company. APPHC owns 60% interest in its subsidiary, APPCo. The remaining 40.0% interest in both APPHC and APPCo are split evenly between MIL and FIL. APPHC and APPCo are joint ventures by the Company, MIL, and FIL.

On December 8, 2008, the Company acquired from FIL its 20.0% ownership in APPHC and APPCo. This resulted in an increase in the Company's effective ownership interest in APPHC from 60.0% to 80.0% and APPCo from 36.0% to 68.0%, thereby providing the Company with the ability to control the operations of APPHC and APPCo following the acquisition. Accordingly, APPHC and APPCo's financial statements are consolidated on a line-by-line basis with that of the Group as of December 31, 2008.

On November 16, 2011, the SEC approved the merger of APPHC and APPCo, with APPCo as the surviving entity. The merger was meant to streamline administrative processes and achieve greater efficiency. From the perspective of the Company, the merger did not affect its effective interest (68.0%) in the merged entity.

On April 15, 2013, the Company has entered into a Sale and Purchase Agreement with Global Technologies International Limited (GTIL) to acquire the latter's 32.0% stake in APPCo for ₱3,520.0 million. Prior to the acquisition, the Company has 68.0% effective interest in APPCo.

The carrying amount of the non-controlling interest is reduced to nil as APPCo became wholly owned by the Company. The difference between the fair value of the consideration paid and the amount by which the non-controlling interest is adjusted is recognized in equity attributable to the Company amounting to ₱2,722.6 million (see Note 20).

Asian I-Office Properties, Inc. (AiO)

On April 16, 2013, CPVDC (a subsidiary of CHI) acquired the 60.0% interest of the Company in AiO for a cash consideration of ₱436.2 million. AiO was previously 40.0%-owned by CPVDC and 60.0%-owned by the Company.

This transaction allows the Company to consolidate into CPVDC the development and operations of BPO offices in Cebu and businesses related thereto, which should lead to value enhancement, improved efficiencies, streamlined processes and synergy creation among the Company and its subsidiaries. This is also consistent with the thrust of the CHI group to build up its recurring income base.

The acquisition resulted to AiO becoming a wholly owned subsidiary of CPVDC. Both AiO and CHI are under the common control of the Company. As a result, the acquisition was accounted for using the pooling of interests method. The transaction has no effect on the carrying amounts of the Group's assets and liabilities.

TPEPI

On October 31, 2013, the Group acquired a 55.0% interest in TPEPI for a consideration of P550.0 million. The acquisition will allow the Group to consolidate its businesses resulting in improved efficiencies and synergy creation to maximize opportunities in the Cebu real estate market. The transaction was accounted for as an asset acquisition.

The excess of the Group's cost of investment in TPEPI over its proportionate share in the underlying net assets at the date of acquisition was allocated to the "Investment properties" account in the consolidated financial statements. This purchase premium shall be amortized upon sale of these lots by TPEPI.

TPEPI's underlying net assets acquired by the Group as of date of acquisition consists of cash in bank, input VAT and investment properties amounting to P550.0 million.

NTDCC

On December 10, 2014, the Group purchased its proportionate share in Anglo Philippine Holdings Corporation's 15.8% interest in NTDCC for P738.3 million which consists of 539,249 common shares and 2,265,507 preferred shares. This increased the Company's ownership in NTDCC from 49.3% to 58.5% of the total outstanding capital stock of NTDCC which owns and operates the Trinoma Commercial Centre in North Triangle, Quezon City.

Subsequently, on December 22, 2014, the Company purchased the shares of Allante Realty and Development Corporation and DBH Incorporated in NTDCC for P211.2 million each of which comprises of 154,287 common shares and 648,196 preferred shares for each company. This resulted to an increase in the Company's ownership in NTDCC from 49.3% to 63.8% of the total outstanding capital stock of NTDCC.

On February 6, 2015, ALI purchased the remaining interest of Anglo Philippine Holdings Corporation (Anglo) in North Triangle Depot Commercial Corporation (NTDCC) consisting of 382,072 common shares and 1,605,169 preferred shares amounting to P523.0 million. The transaction brings ALI's ownership from 63.8% to 70.4% of the total outstanding capital stock of NTDCC.

Then, the Group purchased the combined remaining interest of Allante Realty and Development Corporation (Allante) and DBH, Inc. (DBH) in North Triangle Depot Commercial Corporation (NTDCC) consisting of 167,548 common shares and 703,904 preferred shares amounting to P229.0 million which brought ALI's ownership in NTDCC from 70.36% to 73.24% of the total outstanding capital stock of NTDCC. This acquisition is aligned with ALI's thrust of expanding its leasing business.

PhilEnergy

Ayala Land, Inc. acquired MC's 40% minority interest in PhilEnergy which increased its ownership to 100%. The transaction resulted to an immaterial equity reserves balance as its total investment cost of P322.3 million approximates the par value of the shares plus 40% of PhilEnergy's audited retained earnings as of December 31, 2013.

25. Related Party Transactions

Parties are considered to be related if one party has the ability, directly or indirectly, to control 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 which include affiliates.

In its regular conduct of business, the Group has entered into transactions with its parent company, associates and other related parties principally consisting of advances and reimbursement of expenses, purchase and sale of real estate properties, construction contracts, development, management, underwriting, marketing, leasing and administrative service agreements.

Terms and Conditions of Transactions with Related Parties

Transactions with related parties are made at normal market prices. Outstanding balances at year end are unsecured, interest free and settlement occurs generally in cash, except otherwise indicated. There have been no guarantees provided or received for any related party receivables or payables. The Group does not provide any allowance relating to receivable from related parties.

This assessment is undertaken each financial year through examining the financial position of the related parties and the markets in which the related parties operate.

The following tables provide the total amount of transactions that have been entered into with related parties for the relevant financial year (in thousands):

a. Transactions with Bank of the Philippine Islands (BPI), an associate of AC

Cash in banks earns interest at 0.25% to 0.75 % per annum. Cash equivalents earn interest from 1.2% to 2.8% per annum. Investment in FVPL are UITF which earns interest depending on the duration of time invested in the fund. Interest earned with investments in BPI for the year amounted to P56.65 million.

Short-term debt are unsecured peso and dollar-denominated bank loans with interest rate ranging from 2.3% to 3.0% while long-term debt bears 4.5% to 4.7% per annum ranging from 4.4. to 10.5 years. Interest expense incurred on borrowings from BPI amounted to P628.76 million for the year ended December 31, 2016.

As of December 31, 2016 and 2015, the Group maintains current and savings account, money market placements and short-term and long-term debt payable with BPI broken down as follows:

	2016	2015
	(In Thousands)	
Cash in bank	P2,790,167	P6,028,795
Cash equivalents	3,361,140	6,983,653
Investment in FVPL	977,589	288,229
Short term debt	5,669,100	1,669,000
Long-term debt	17,342,089	12,522,323

b. Outstanding balances with parent company, associates and other related party

Receivables from/payables to other related parties pertain mostly to advances and reimbursement of operating expenses related to development cost and land acquisitions. Payables to related parties consist of expenses incurred on utilities, professional services and other miscellaneous services as well as purchases of vehicles. These are generally trade-related, noninterest-bearing and settled within one year.

Outstanding balances from/to related parties follow (amounts in thousands):

2016

	Receivable from related parties			Payable to related parties		
	Current	Noncurrent	Total	Current	Noncurrent	Total
Parent Company	P98,685	P—	P98,685	P72,965	P—	P72,965
Associates	231,206	—	231,206	253,077	—	253,077
Other related parties:						
FBDC	455,170	—	455,170	1,171	—	1,171
Globe Telecom (Globe)	234,323	—	234,323	5,861	—	5,861
BPI	52,452	—	52,452	46,891	—	46,891
Columbus	—	—	—	267,355	—	267,355
Others	44,911	—	44,911	21,656	—	21,656
	786,856	—	786,856	342,934	—	342,934
	P1,116,747	P—	P1,116,747	P668,976	P—	P668,976

2015

	Receivable from related parties			Payable to related parties		
	Current	Noncurrent	Total	Current	Noncurrent	Total
Parent Company	P156,157	P—	P156,157	P77,773	P—	P77,773
Associates	122,268	—	122,268	249,480	—	249,480
Other related parties:						
FBDC	547,331	—	547,331	396	—	396
Globe Telecom (Globe)	113,300	—	113,300	5,223	—	5,223
BPI	38,207	—	38,207	47,403	—	47,403
Columbus	—	—	—	267,355	—	267,355
Others	35,322	—	35,322	15,232	—	15,232
	734,160	—	734,160	335,609	—	335,609
	P1,012,585	P—	P1,012,585	P662,862	P—	P662,862

c. Revenue and expenses from related parties

The revenue from parent company, associates and other related parties pertains mostly to income from leasing and development projects while expenses composed of management fees and training expenses. These are usually non-interest bearing and not impaired. Transactions are settled within one year.

Revenue and expenses from related parties follow:

Revenue from related parties:

	2016	2015	2014
		(In Thousands)	
Parent Company	P51,914	P3,934	P501,339
Associate	46,237	44,128	49,135
Other Related Parties			
BPI	222,045	189,584	297,767
Psi Technologies	109,486	115,087	—
FBDC	212,448	75,282	176,195
Globe	221,243	46,062	75,044
Laguna AA Waterworks Corp. (LAWC)	1,500	1,500	1,500
Manila Water Company, Inc. (MWCI)	1,128	918	883
6750 Ayala Avenue JV	—	—	17,697
Others	19,528	13,382	13,057
	787,378	441,815	582,143
Total	P885,529	P489,877	P1,132,617

Expenses from related parties:

	2016	2015	2014
		(In Thousands)	
Parent Company	P29,318	P575,303	P445,623
Associate	2,095	725,139	1,315
Other Related Parties			
AG Counselors Corp.	179,881	166,811	154,587
MWCI	194,836	157,937	195,435
FBDC	192,697	155,598	155,099
BPI	217,097	96,931	20,781
BPI Securities Corp.	—	90,560	—
Globe	58,434	49,318	44,392
Innovate Communications, Inc.	42,238	30,930	35,200
Ayala Life Assurance, Inc.	—	—	248,219
Others	177,360	20,387	43,520
	1,062,543	768,472	897,233
Total	P1,093,956	P2,068,914	P1,344,171

The following describes the nature of the material transactions of the Group with related parties as of December 31, 2016 and 2015:

- On January 12, 2016, the Company has entered into a partnership with Manila Water Philippine Ventures, Inc, a wholly owned subsidiary of Manila Water Company, Inc, for the waterworks of ALI's projects nationwide. The MOA was signed by ALI and its subsidiaries and affiliates, Cebu Holdings, Inc. and Cebu Property Ventures and Development Corp. Revenue and expense for the year amounted to P6.77 million and P113.4 million, respectively.
- In July 2015, Avida entered into a contract with AC for the purchase of land in San Antonio, Makati City with the purchase price amounted to P644.1 million, inclusive of VAT. Payments were made in two tranches, with the first one in July amounting to P471.6 million (inclusive of VAT & CWT) and the balance of P172.5 million in October 2015.
- On November 26, 2014, Alveo acquired a 6,986 sqm property located along Valero St., Salcedo Village, Makati City. The property was purchased from BPI for P1,595.0 million.
- Certain credit facilities with BPI with a total carrying value of P22,395.5 million and P14,191.3 million as of December 31, 2016 and 2015, respectively, are secured by a real estate mortgage. This is in compliance with BSP ruling on directors, officers, stockholders and related interests.
- In 2013, the Company, through its subsidiary Avida, advanced P107.2 million for selling expenses and transfer costs for AC allocated units on projects under joint development agreement between AC and Avida. As of December 31, 2015 and 2014, the balance of such advances amounted to nil and P78.3 million, respectively.
- On February 3, 2011, Amaia Land Corp. (Amaia) entered into a Joint Development Agreement (the Agreement) with AC to develop parcels of land (the Property) located in Brgy. Dagatan, Lipa City, Batangas registered in the name of AC. AC agreed to contribute the Property and Amaia agreed to contribute project development services. In return for their respective contributions, the parties agreed to respectively distribute and allocate to themselves the developed units in the project corresponding to their pro-rata interest therein. In 2012, the parties agreed to cancel the Agreement and sell the property to Amaia. On December 17, 2012, the parties executed a Deed of Absolute Sale wherein AC agreed to sell and Amaia agreed to purchase the Property from AC for P50.1 million. As of December 31, 2015 and 2014, the payable to AC amounted to nil and P29.8 million respectively.
- On April 17, 2012, AC awarded the Daang Hari-SLEX Link road project to MDC with total contract price of P804.4 million. The scope of work includes the construction of a 4 km toll road that will exit South Luzon near the Susana Heights Interchange passing through government properties in Muntinlupa and will end in Daang Hari in Imus, Cavite. The project

SGVFS021416

was started last June 2012 and was completed in June 2015. Additional accomplishments from change orders in 2016 amounting to ₱51.8 million pertain to direct works on the toll plaza, main tunnel across SLEX and segments of roads in Daang Hari.

- In November 2012, BG South, a subsidiary of Alveo, entered into a contract with FBDC for the purchase of land in Bonifacio Global City. The Deed of Absolute Sale related to the contract was executed in 2012 for which the purchase price amounted to ₱727.8 million, plus VAT. In 2013, ₱407.0 million, inclusive of VAT, were paid by BG South. Outstanding payable amounted to ₱9.11 million and ₱23.9 million as of December 31, 2016 and 2015, respectively.
 - On May 20, 2013, DirectPower and its customers, which are all within the Ayala Group, entered into a Retail Electricity Supply contract wherein DirectPower agreed to supply electricity at a specific rate pursuant to the provisions and implementing rules and regulations of R.A. No. 9136 or the Electric Power Industry Reform Acts of 2001. Among the customers of DirectPower are FBDC, LDC, BPI, San Lazaro BPO Complex and 6750 Ayala Ave.
 - Revenue from Globe pertains to development management fee and for lease of spaces.
- d. Remuneration of Key Management Personnel (KMP)
Key management personnel of the Group include all officers with position of vice president and up. Compensation of key management personnel amounted to ₱145,476 million and ₱158,600 million in 2016 and 2015, respectively.

Compensation of key management personnel by benefit type follows:

	2016	2015
	(In Thousands)	
Short-term employee benefits	₱129,980	₱140,826
Post-employment benefits (Note 26)	15,497	17,774
	₱145,477	₱158,600

26. Retirement Plan

The Group has funded, noncontributory tax-qualified defined benefit type of retirement plans (the Plan) covering substantially all of their employees. The benefits are based on a defined benefit formula.

The Plan aims to maintain a full funding, i.e., the Plan's assets fully covered the Plan's liabilities, as measured through generally accepted actuarial methodologies. Such will provide a higher level of assurance that all promised benefits can be paid from existing assets and expected investment returns. The target funded status is within the range of 80% to 100%.

The Group's fund is in the form of a trust fund being maintained by trustee banks such as BPI Asset Management and Trust Group and Deutsche Bank (collectively the "Retirement Fund"). The primary objective of the Retirement Fund is to achieve the highest total rate of return possible, consistent with a prudent level of risk. The investment strategy articulated in the asset allocation policy has been developed in the context of long-term capital market expectations, as well as multi-year projections of actuarial liabilities. Accordingly, the investment objectives and strategies emphasize a long-term outlook, and interim performance fluctuations will be viewed with the corresponding perspective.

The components of expense (included in manpower costs under “General and administrative expenses”) in the consolidated statements of income follows:

	2016	2015	2014
	(In Thousands)		
Current service cost	P283,522	P309,459	P410,462
Past service cost	–	519	6,903
Net interest cost on benefit obligation	99,337	59,893	30,365
Total pension expense	P382,859	P369,871	P447,730

The remeasurement effects recognized in other comprehensive income (included in Equity under “Remeasurement gain (loss) on pension liabilities”) in the consolidated statements of financial position follow:

	2016	2015	2014
	(In Thousands)		
Return gain (loss) plan assets (excluding amount included in net interest)	P49,760	(P19,383)	P28,280
Remeasurement loss due to liability experience	(73,212)	(208,473)	(46,810)
Remeasurement loss due to liability assumption changes - demographic	–	(235)	(51,593)
Remeasurement gain (loss) due to liability assumption changes - economic	(84,504)	427,955	–
Remeasurements in other comprehensive income (loss)	(P107,956)	P199,864	(P70,123)

The funded status and amounts recognized in the consolidated statement of financial position for the pension plan as of December 31, 2016 and 2015, are as follows:

	2016	2015
	(In Thousands)	
Benefit obligations	P3,573,076	P3,547,234
Plan assets	(2,147,750)	(2,109,193)
Net pension liability position	P1,425,326	P1,438,041

As of December 31, 2016 and 2015 pension assets (included under “other noncurrent assets”) amounted to P73.5 million and P64.2 million, respectively, and pension liabilities amounted to P1,498.8 million and P1,502.2 million, respectively.

Changes in net defined benefit liability of funded funds in 2016 are as follows (in thousands):

	Net benefit cost in consolidated statement of income					Remeasurements in other comprehensive income										December 31, 2016
	January 1, 2016	Current service cost	Past service cost	Net interest	Subtotal	Benefits paid	Return on plan Assets*	Remeasurement (gain)/loss due to liability experience	Remeasurement (gain)/loss due to liability assumption changes - demographic	Remeasurement (gain)/loss due to liability assumption changes - economic	Net remeasurement loss	Contribution by employer	Transfer in /(out)	Settlements		
Present value of defined benefit obligation	P3,547,234	P283,522	P–	P203,196	P486,718	(P296,107)	P–	(P73,212)	P–	(P84,504)	(157,716)	P–	(P7,053)	P–	P3,573,076	
Fair value of plan assets	(2,109,193)	–	–	(103,859)	(103,859)	293,819	49,760	–	–	–	49,760	(278,279)	–	–	(2,147,752)	
Net defined benefit liability (asset)	P1,438,041	P283,522	P–	P99,337	P382,859	(P2,288)	P49,760	(P73,212)	P–	(P84,504)	(P107,956)	(P278,279)	(P7,053)	P–	P1,425,324	
*excluding amount included in net interest																

*excluding amount included in net interest

Changes in net defined benefit liability of funded funds in 2015 are as follows (in thousands):

	Net benefit cost in consolidated statement of income					Remeasurements in other comprehensive income										December 31, 2015
	January 1, 2015	Current service cost	Past service cost	Net interest	Subtotal	Benefits paid	Return on plan Assets*	Remeasurement (gain)/loss due to liability experience	Remeasurement (gain)/loss due to liability assumption changes - demographic	Remeasurement (gain)/loss due to liability assumption changes - economic	Net remeasurement loss	Contribution by employer	Transfer in /(out)	Settlements		
Present value of defined benefit obligation	P3,750,189	P309,459	P519	P79,590	P389,568	(P306,948)	P-	P208,473	P235	(P427,955)	(P219,247)	P-	(P66,328)	P-	P3,547,234	
Fair value of plan assets	(2,189,026)	-	-	(19,697)	(19,697)	294,094	19,383	-	-	-	19,383	(212,197)	(1,750)	-	(2,109,193)	
Net defined benefit liability (asset)	P1,561,163	P309,459	P519	P59,893	P369,871	(P12,854)	P19,383	P208,473	P235	(P427,955)	(P199,864)	(P212,197)	(P68,078)	P-	P1,438,041	

*excluding amount included in net interest

All equity and debt instruments held have quoted prices in an active market. The remaining plan assets do not have quoted market prices in an active market.

The plan assets have diverse investments and do not have any concentration risk.

The fair value of plan assets by each class as at the end of the reporting period are as follows:

	December 31	
	2016	2015
	(In Thousands)	
Cash and cash equivalents	P130,565	P116,805
Equity investments		
Unit Investment Trust Funds	255,119	136,250
Holding Firms	165,052	136,110
Mutual Funds	81,344	90,856
Industrials	56,649	40,691
Financials	33,552	14,210
Property	17,269	15,622
Services	16,885	21,186
Mining and Oil	–	5,245
	625,870	460,170
Debt investments		
Government securities	551,440	683,199
AAA rated debt securities	2,535	462,808
Not rated debt securities	783,466	316,879
	1,337,441	1,462,886
Other assets	53,876	69,332
	P2,147,752	P2,109,193

The Retirement Fund's investments will be appropriately diversified to control overall risk and will exhibit portfolio characteristics similar to the set benchmark for each asset class. In case of securities, the aggregate holdings of any security may not exceed 10% of the Plan assets. The criteria for including an asset class in the strategic policy include: (a) wide recognition and acceptance among institutional investors; (b) low correlation with other accepted asset classes; and (c) a meaningful performance history. The Group expects to make contributions of P281.4 million to its retirement fund in 2017.

The allocation of the fair value of plan assets follows:

	2016	2015
Investments in debt securities	62.27%	69.36%
Investments in equity securities	29.14%	21.82%
Others	8.59%	8.82%

Funds invested in debt securities include government securities, corporate notes and bonds, unit investment trust funds and special deposit accounts. Investments in equity securities consist of investments in PSE listed stocks and unit investment trust funds. Others were in the form of cash and cash equivalents.

The Group's transactions with the fund mainly pertain to contributions, benefit payments and settlements.

As of December 31, 2016 and 2015, the funds include investment in securities to its related parties. Details of the investment per type of security are as follows:

	December 31, 2016			December 31, 2015
	Carrying Value	Fair Value	Unrealized (Gain) Loss	Fair Value
		(In Thousands)		
Investments in debt securities	P274,285	P274,876	(P591)	P133,839
Investments in equity securities	236,757	233,063	3,694	195,120
Others	18,730	18,783	(53)	136,237
	P529,772	P526,722	3,050	P465,196

The plan assets include shares of stock of the Company with fair value amounting to P13.2 million, and P7.5 million as of December 31, 2016 and 2015, respectively. The Company gives the trustee bank the discretion to exercise voting rights over the shares. The plan assets include debt securities of the Company amounting to P74.3 million and P73.1 million as of December 31, 2016 and 2015, respectively. The loss of the fund arising from investments in debt and equity securities of the Company amounted to P0.7 million and P1.2 million, respectively.

The cost of defined benefit pension plans and other post-employment medical benefits as well as the present value of the pension liabilities are determined using actuarial valuations. The actuarial valuation involves making various assumptions. The principal assumptions used in determining pension and post-employment medical benefit obligations for the defined benefit plans are shown below:

	2016	2015
Discount rates	4.7 to 5.5%	4.5 to 5.3%
Future salary increases	3.0 to 10.0%	3.0 to 8.0%

The sensitivity analysis below has been determined based on reasonably possible changes of each significant assumption on the defined benefit obligation as of the end of the reporting period, assuming all other assumptions were held constant:

2016

	Effect on income before income tax Increase (decrease)	
	+ 100 basis points	- 100 basis points
Change in basis points		
	(In Thousands)	
Discount rate	(P364,226)	P479,698
Salary increase rate	448,909	(237,998)

2015

	Effect on income before income tax Increase (decrease)	
	+ 100 basis points	- 100 basis points
Change in basis points		
	(In Thousands)	
Discount rate	(P207,098)	P236,070
Salary increase rate	231,851	(188,779)

Shown below is the maturity analysis of the undiscounted benefit payments:

Year ending:	2016	2015
	(In Thousands)	
1 year and less	P112,555	P209,179
More than 1 year to 5 years	526,911	814,946
More than 5 years	5,538,959	2,062,111

The average duration of the defined benefit obligation is 11.0 to 25.0 years and 9.3 to 27.1 years in 2016 and 2015, respectively.

27. Earnings Per Share

The following tables present information necessary to compute EPS (amounts in thousands except EPS):

EPS on net income attributable to equity holders of the Company are as follows:

	2016	2015
	(In Thousands)	
Net income attributable to equity holders of the Company	P20,908,011	P17,630,275
Dividends on preferred stock	(62,038)	(62,038)
Net income attributable to equity holders for basic and diluted earnings per share	P20,845,973	P17,568,237
Weighted average number of common shares for basic EPS	14,588,347	14,580,415
Dilutive shares arising from stock options	1,196	2,692
Adjusted weighted average number of common shares for diluted EPS	14,589,543	14,583,107
Basic EPS	P1.43	P1.20
Diluted EPS	P1.43	P1.20

Basic EPS is computed by dividing net income for the year attributable to common equity holders of the Company by the weighted average number of common shares issued and outstanding during the year adjusted for any subsequent stock dividends declared.

Diluted EPS is computed by dividing net income for the year attributable to common equity holders of the Company by the weighted average number of common shares issued and outstanding during the year plus the weighted average number of common shares that would be issued on conversion of all the dilutive potential common shares into common shares. The calculation of diluted earnings per share does not assume conversion, exercise, or other issue of potential common shares that would have an antidilutive effect on earnings per share.

The convertibility of the preferred shares will start on the 10th year from the issue date which was in 2012. This has an antidilutive effect on the computation of diluted EPS.

28. Stock Options and Ownership Plans

The Company has stock option plans for key officers (Executive Stock Option Plan - ESOP) and employees (ESOWN) covering 2.5% of the Company's authorized capital stock. The grantee is selected based on certain criteria like outstanding performance over a three-year period. The ESOP grantees may exercise in whole or in part the vested allocation in accordance with the vesting percentage and vesting schedule stated in the ESOP. Also, the grantee must be an employee of the Company or any of its subsidiaries during the 10-year option period. In case the grantee retires, he is given 3 years to exercise his vested and unvested options. In case the grantee resigns, he is given 90 days to exercise his vested options.

ESOP

Movements in the number of stock options outstanding under ESOP are as follows:

PFRS 2 Options

	2015	Weighted average exercise price
At January 1	P2,858,360	P5.63
Exercised	(P2,858,360)	5.63
Cancelled	-	-
At December 31	P-	P-

No ESOP grant and availment during 2016. In 2015, the options exercised had a weighted average exercise price of P5.63 per share or P16.09 million. The average fair market value of the shares at the exercise date was P36.53 per share or about P104.4 million.

The fair value of stock options granted are estimated as at the date of grant using the Black-Scholes Merton Formula, taking into account the terms and conditions upon which the options were granted. The fair value of stock options granted under ESOP at June 30, 2005 grant date, and the assumptions used to determine the fair value of the stock options are as follows:

Weighted average share price	P8.36
Exercise price	P6.75
Expected volatility	46.30%
Option life	10 years
Dividend yield	3.21%
Interest rate	12.60%

The expected volatility reflects the assumption that the historical volatility is indicative of future trends, which may also necessarily be the actual outcome.

ESOWN

In November 2001, the Company offered all its ESOWN subscribers with outstanding ESOWN subscriptions the option to cancel the subscriptions within the 5-year holding period. In December 2001, the program for ESOWN was indefinitely suspended.

In 2005, the Company introduced a revised ESOWN Plan (the Plan) wherein grantees may subscribe in whole or in part to the shares awarded to them based on a discounted market price that was determined by the Compensation Committee as the offer price set at grant date. The grantees paid for the shares subscribed through installments over a maximum period of ten (10) years. The subscription is subject to a holding period stated in the plan. To subscribe, the grantee must be an employee of the Company or any of its subsidiaries during the ten (10)-year payment period. In case the grantee resigns, unsubscribed shares are cancelled, while the subscription may be paid up to the percent of holding period completed and payments may be converted into the equivalent number of shares. In case the grantee is separated, not for cause, but through retrenchment and redundancy, subscribed shares may be paid in full, unsubscribed

shares may be subscribed, or payments may be converted into the equivalent number of shares. In case the grantee retires, the grantee may subscribe to the unsubscribed shares anytime within the ten (10)-year period. The plan does not allow sale or assignment of the shares. All shares acquired through the Plan are subject to the Company's right to repurchase.

The subscribed shares are effectively treated as options exercisable within a given period which is the same time as the grantee's payment schedule. The fair values of these options are estimated on the date of grant using the Binomial Tree Model. The Binomial Tree model requires six inputs to produce an option stock value namely; market value of the share, book value of the share, time to maturity, volatility rate, dividend yield, and risk free rate.

For the unsubscribed shares, the employee still has the option to subscribe within seven (7) years.

Movements in the number of options outstanding and weighted average exercise prices (WAEP) under ESOWN follow:

	2016	WAEP	2015	WAEP
At January 1	8,734,420	₱16.96	12,279,280	₱15.61
Granted	15,182,203		14,632,157	
Subscribed	(17,051,221)	24.11	(17,856,271)	26.16
Cancelled availment	678,086		727,385	
Cancelled	(407,975)		(1,048,131)	
At December 31	7,135,513	₱19.95	8,734,420	₱16.96

The fair values of stock options granted are estimated on the date of grant using the Binomial Tree Model (BTM) and Black-Scholes Merton (BSM) Formula, taking into account the terms and conditions upon which the options were granted. The expected volatility was determined based on an independent valuation. Option maturity is four years from the date of grant.

The fair value of stock options granted under ESOWN at grant date and the assumptions used to determine the fair value of the stock options follow:

	Grant Date					
	April 05, 2016	March 20, 2015	March 20, 2014	March 18, 2013	March 13, 2012	March 31, 2011
Number of unsubscribed shares	181,304	–	1,369,887	1,713,868	3,967,302	3,843,057
Fair value of each option (BTM)	₱13.61	₱16.03	₱12.60	₱16.05	₱9.48	₱7.81
Fair value of each option (BSM)	₱18.21	₱20.63	₱12.16	₱11.85	₱6.23	₱7.27
Weighted average share price	₱35.58	₱36.53	₱31.46	₱30.00	₱21.98	₱15.5
Exercise price	₱26.27	₱29.58	₱22.55	₱21.45	₱14.69	₱13.2
Expected volatility	32.03%	31.99%	33.50%	36.25%	33.00%	36.25%
Dividend yield	1.27%	1.02%	1.42%	1.93%	0.9%	1.01%
Interest rate	4.75%	4.11%	3.13%	2.78%	5.70%	5.60%

	Grant Date					
	March 31, 2010	April 30, 2009	May 15, 2008	September 20, 2007	June 5, 2006	November 16, 2005
Number of unsubscribed shares	2,298,247	5,418,619	15,057,840	494,400	5,270,333	3,036,933
Fair value of each option (BTM)	₱8.88	₱4.05	₱6.77	₱6.93	₱7.33	₱5.58
Fair value of each option (BSM)	₱7.62	₱3.08	₱6.14	₱8.92	₱9.18	₱6.76
Weighted average share price	₱13.00	₱6.40	₱10.50	₱15.00	₱13.00	₱9.30
Exercise price	₱9.74	₱4.96	₱9.74	₱12.00	₱10.35	₱7.03
Expected volatility	43.57%	37.45%	32.04%	34.67%	46.03%	46.32%
Dividend yield	0.48%	0.85%	0.49%	0.41%	1.56%	0.77%
Interest rate	5.95%	5.94%	8.53%	6.93%	10.55%	11.30%

SGVFS021416

Total expense (included under "General and administrative expenses") recognized in 2016, 2015 and 2014 in the consolidated statements of income arising from share-based payments amounted to P208.3 million, P213.6 million and P196.1 million, respectively (see Note 22).

29. Financial Assets and Liabilities

Fair Value Information

The following tables set forth the carrying values and estimated fair values of the Group's financial assets and liabilities recognized as of December 31, 2016 and 2015:

	December 31, 2016		December 31, 2015	
	Carrying Value	Fair Value	Carrying Value	Fair Value
	(In Thousands)			
Financial Asset at FVPL	P1,964,540	P1,964,540	P731,677	P731,677
Available-for-Sale Financial Assets				
Unquoted equity securities	537,094	537,094	350,765	350,765
Quoted equity securities	848,078	848,078	149,594	149,594
	P3,349,712	P3,349,712	P1,232,036	P1,232,036
Loans and Receivables				
Trade residential and office development	P79,286,123	P79,618,899	P65,809,994	P67,103,996
Investment in bonds classified as loans and receivables	—	—	258,000	264,973
Receivable from employees	739,826	740,163	711,608	712,685
	P80,025,949	P80,359,062	P66,779,602	P68,081,654
Other Financial Liabilities				
Long-term debt	P135,556,988	P135,188,310	P120,509,853	P120,150,140
Deposits and other noncurrent liabilities	19,058,884	18,960,428	15,258,921	15,224,116
	P154,615,872	P154,148,738	P135,768,774	P135,374,256

The methods and assumptions used by the Group in estimating the fair value of the financial instruments are as follows:

Cash and cash equivalents, short-term investments and current receivables, accounts and other payables, current payables and short term debt - Carrying amounts approximate fair values due to the relatively short-term maturities of these financial instruments.

Financial assets at FVPL - UITF - These are investments in fund. Fair value is based on net asset values as of reporting dates.

Noncurrent accounts and notes receivables - The fair values of residential accounts and notes receivable, and receivable from employees, are based on the discounted value of future cash flows using the applicable rates for similar types of instruments. The discount rates used ranged from 1.50% to 6.39% and 1.40% to 5.47% as of December 31, 2016 and 2015.

AFS quoted equity securities - Fair values are based on quoted prices published in markets.

AFS unquoted equity securities - These are carried at cost less allowance for impairment losses because fair value cannot be measured reliably due to lack of reliable estimates of future cash flows and discount rates necessary to calculate the fair value.

Liabilities - The fair value of noncurrent unquoted instruments (long-term debt and deposits) are estimated using the discounted cash flow methodology using the Group's current incremental borrowing rates for similar borrowings with maturities consistent with those remaining for the liability being valued. The discount rates used ranged 0.19% to 6.52% and 1.05% to 7.75% as of

December 31, 2016 and 2015, respectively. The fair value of noncurrent unquoted debt instruments with floating rates are estimated using discounted cash flow - last repricing method.

Fair Value Hierarchy

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

Level 1: quoted (unadjusted prices) in active markets for identical assets and liabilities

Level 2: other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly

Level 3: techniques which use inputs which have a significant effect on the recorded fair value that are not based on observable market data

The Company categorizes trade receivable, investment in bonds classified as loans and receivables, receivable from employees, long-term debt and deposits and other noncurrent liabilities under Level 3. The fair value of these financial instruments is determined by discounting future cash flows using the applicable rates of similar types of instruments plus a certain spread. This spread is the unobservable input and the effect of changes to this is that the higher the spread, the lower the fair value.

Quoted AFS financial assets amounting to ₱848.1 million and ₱149.6 million as of December 31, 2016, and 2015, respectively were classified under Level 1 (see Note 10).

Unquoted AFS financial assets amounting to ₱537.1 million and ₱350.8 million as of December 31, 2016 and 2015, respectively were classified under Level 3 (see Note 10).

There have been no reclassifications from Level 1 to Level 2 categories in December 31, 2016 and 2015.

Financial Risk Management Objectives and Policies

The Group's principal financial instruments comprise of cash and cash equivalents, short-term investment, financial assets at FVPL, AFS quoted and unquoted equity securities, investments in bonds, bank loans, corporate notes and bonds. The financial debt instruments were issued primarily to raise financing for the Group's operations. The Group has various financial assets such as trade receivables and trade payables which arise directly from the conduct of its operations.

Exposure to liquidity, credit, interest rate, currency and equity risks arise in the normal course of the Group's business activities. The main objectives of the Group's financial risk management are as follows:

- to identify and monitor such risks on an ongoing basis;
- to minimize and mitigate such risks; and
- to provide a degree of certainty about costs.

The use of derivative financial instruments, if any, is solely for management of the Group's financial risk exposures. It is the Group's policy not to enter into derivative transactions for speculative purposes.

The Group's financing and treasury function operates as a centralized service for managing financial risks and activities as well as providing optimum investment yield and cost-efficient funding for the Group.

There were no changes in the Group's financial risk management objectives and policies in 2016 and 2015.

Liquidity risk

Liquidity risk is defined by the Group as the risk of losses arising from funding difficulties due to deterioration in market conditions and/or the financial position of the Group that make it difficult for the Group to raise the necessary funds or that forces the Group to raise funds at significantly higher interest rates than usual.

This is also the possibility of experiencing losses due to the inability to sell or convert marketable securities into cash immediately or in instances where conversion to cash is possible but at a loss due to wider than normal bid-offer spreads.

The Group employs scenario analysis and contingency planning to actively manage its liquidity position and guarantee that all operating, investing and financing needs are met. The Group has come up with a three-layered approach to liquidity through the prudent management of sufficient cash and cash equivalents, the potential sale of accounts receivables and the maintenance of short-term revolving credit facilities.

Cash and cash equivalents are maintained at a level that will enable it to fund its general and administrative expenses as well as to have additional funds as buffer for any opportunities or emergencies that may arise. Management develops viable funding alternatives through a continuous program for the sale of its receivables and ensures the availability of ample unused short-term revolving credit facilities from both local and foreign banks as back-up liquidity.

The Group ascertains that its cash is invested in short-term bank placements and special deposit accounts, as well as in high-quality and marketable government and corporate securities.

The table summarizes the maturity profile of the Group's financial liabilities at December 31, 2016 and 2015 based on contractual undiscounted payments:

December 31, 2016

	< 1 year	>1 to < 5 years	> 5 years	Total
	(In Thousands)			
Accounts and other payables	P124,163,668	P—	P—	P124,163,668
Short-term debt	24,244,350	—	—	24,244,350
Long-term debt	5,417,098	50,807,501	79,970,597	136,195,196
Deposits and other noncurrent liabilities	9,366,716	11,727,866	551,182	21,645,764
	P163,191,832	P62,535,367	P80,521,779	P306,248,978
Interest payable*	P6,332,507	P19,873,540	P11,290,170	P37,496,217

*includes future interest payment

December 31, 2015

	< 1 year	>1 to < 5 years	> 5 years	Total
	(In Thousands)			
Accounts and other payables	P101,849,304	P—	P—	P101,849,304
Short-term debt	10,486,258	—	—	10,486,258
Long-term debt	8,808,779	41,584,190	70,554,897	120,947,866
Deposits and other noncurrent liabilities	4,435,146	10,340,631	483,144	15,258,921
	P125,579,487	P51,924,821	P71,038,041	P248,542,349
Interest payable*	P6,472,057	P22,956,647	P7,875,578	P37,304,282

*includes future interest payment

Cash and cash equivalents, short-term investments and financial assets at FVPL are used for the Group's liquidity requirements. Please refer to the terms and maturity profiles of these financial assets shown on the maturity profile of the interest-bearing financial assets and liabilities disclosed in the interest rate risk section. As of December 31, 2016 and 2015, undrawn loan commitments from long-term credit facilities amounted to P420.0 million and P1,221.5 million, respectively.

SGVFS021416

Credit risk

Credit risk is a risk that a counterparty will not meet its obligation under its financial instrument or customer contract leading to a financial loss.

The Group's credit risks are primarily attributable to installments receivable, rental receivables and other financial assets. To manage credit risks, the Group maintains defined credit policies and monitors its exposure to credit risks on a continuous basis.

In respect of installments receivable from the sale of properties, credit risk is managed primarily through credit reviews and an analysis of receivables on a continuous basis. The Group also undertakes supplemental credit review procedures for certain installment payment structures. The Group's stringent customer requirements and policies in place contribute to lower customer default than its competitors. Customer payments are facilitated through various collection modes including the use of postdated checks and auto-debit arrangements. Exposure to bad debts is not significant as title to real estate properties are not transferred to the buyers until full payment has been made and the requirement for remedial procedures is minimal given the profile of buyers.

Credit risk arising from rental income from leasing properties is primarily managed through a tenant selection process. Prospective tenants are evaluated on the basis of payment track record and other credit information. In accordance with the provisions of the lease contracts, the lessees are required to deposit with the Group security deposits and advance rentals which helps reduce the Group's credit risk exposure in case of defaults by the tenants. For existing tenants, the Group has put in place a monitoring and follow-up system. Receivables are aged and analyzed on a continuous basis to minimize credit risk associated with these receivables. Regular meetings with tenants are also undertaken to provide opportunities for counseling and further assessment of paying capacity.

Other financial assets are comprised of cash and cash equivalents excluding cash on hand, short-term investments, financial assets at FVPL and AFS financial assets. The Group adheres to fixed limits and guidelines in its dealings with counterparty banks and its investment in financial instruments. Bank limits are established on the basis of an internal rating system that principally covers the areas of liquidity, capital adequacy and financial stability. The rating system likewise makes use of available international credit ratings. Given the high credit standing of its accredited counterparty banks, management does not expect any of these financial institutions to fail in meeting their obligations. Nevertheless, the Group closely monitors developments over counterparty banks and adjusts its exposure accordingly while adhering to pre-set limits.

The Group's maximum exposure to credit risk as of December 31, 2016 and 2015 is equal to the carrying values of its financial assets, except for the following:

December 31, 2016

	Gross maximum exposure	Fair value of collateral or credit enhancement	Net exposure	Financial effect of collateral or credit enhancement
(In Thousands)				
Accounts and notes receivable:				
Trade receivables:				
Residential and office	₱79,299,678	₱156,821,039	₱—	₱79,299,678
Shopping center	2,558,391	2,840,013	—	2,558,391
Corporate business	2,541,996	640,006	1,901,990	640,006
Receivables from employees	739,826	315,886	423,940	315,886
	₱85,139,891	₱160,616,944	₱2,325,930	₱82,813,961

SGVFS021416

December 31, 2015

	Gross maximum exposure	Fair value of collateral or credit enhancement	Net exposure	Financial effect of collateral or credit enhancement
(In Thousands)				
Accounts and notes receivable:				
Trade receivables:				
Residential and office	P65,833,104	P126,923,999	P—	P65,833,104
Shopping center	2,124,332	3,541,389	—	2,124,332
Corporate business	1,113,385	624,374	489,011	624,374
Receivables from employees	711,608	396,250	315,358	396,250
	<u>P69,782,429</u>	<u>P131,486,012</u>	<u>P804,369</u>	<u>P68,978,060</u>

Given the Group's diverse base of counterparties, it is not exposed to large concentrations of credit risk.

As of December 31, 2016 and 2015, the aging analysis of past due but not impaired trade receivables presented per class, follow:

December 31, 2016

	Neither Past Due nor Impaired	Past Due but not Impaired					Individually Impaired	Total	
		<30 days	30-60 days	61-90 days	91-120 days	>120 days			
		(In Thousands)							
Trade:									
Residential and office development	₱67,697,421	₱1,286,091	₱1,558,333	₱1,269,238	₱1,056,797	₱6,431,798	₱11,602,257	₱–	₱79,299,678
Construction contracts	1,883,335	369,478	51,560	4,472	107,854	267,302	800,666	26,547	2,710,548
Shopping centers	1,017,276	184,005	123,814	84,916	66,716	736,558	1,196,009	345,106	2,558,391
Corporate business	1,986,089	166,347	37,116	17,291	46,543	230,987	498,284	57,623	2,541,996
Management fees	284,033	–	3,933	2,444	4,622	11,685	22,684	2,614	309,331
Others	731,006	36,576	20,908	182	345	37,462	95,473	81,362	907,841
Accrued receivables	2,366,431	40,481	231,929	54,966	58,758	602,853	988,987	–	3,355,418
Related parties	393,236	211,872	167,135	57,346	64,067	223,089	723,509	–	1,116,745
Receivables from employees	699,446	3,903	3,383	1,695	4,282	27,117	40,380	–	739,826
	₱77,058,273	₱2,298,753	₱2,198,111	₱1,492,550	₱1,409,984	₱8,568,851	₱15,968,249	₱513,252	₱93,539,774

December 31, 2015

	Neither Past Due nor Impaired	Past Due but not Impaired						Individually Impaired	Total
		<30 days	30-60 days	61-90 days	91-120 days	>120 days	Total		
		(In Thousands)							
Trade:									
Residential and office development	P57,005,542	P2,174,025	P1,385,986	P813,068	P850,492	P3,594,436	P8,818,007	P9,555	P65,833,104
Construction contracts	1,765,635	455,909	137,499	12,242	14,964	204,041	824,655	45,297	2,635,587
Shopping centers	904,382	193,712	135,649	235,307	68,115	369,950	1,002,733	217,217	2,124,332
Corporate business	644,973	108,858	29,804	75,790	20,376	188,696	423,524	44,888	1,113,385
Management fees	96,830	710	6,134	2,246	2,585	5,530	17,205	2,614	116,649
Others	996,776	68,674	14,418	19,362	34,724	54,814	191,992	53,890	1,242,658
Accrued receivables	2,192,231	271,410	479,557	15	10	219,025	970,017	—	3,162,248
Related parties	916,195	50	80,104	5,840	700	9,696	96,390	—	1,012,585
Receivables from employees	711,608	—	—	—	—	—	—	—	711,608
Investment in bonds classified as loans and receivables	258,000	—	—	—	—	—	—	—	258,000
	P65,492,172	P3,273,348	P2,269,151	P1,163,870	P991,966	P4,646,188	P12,344,523	P373,461	P78,210,156

SGVFS021416

The table below shows the credit quality of the Company's financial assets as of December 31, 2016 and 2015:

December 31, 2016

	Neither Past Due nor Impaired				Total	Past Due but not Impaired	Individually Impaired	Total
	High Grade	Medium Grade	Low Grade	Unrated				
(In Thousands)								
Cash and cash equivalents (excluding cash on hand)	P20,851,022	P—	P—	P—	P20,851,022	P—	P—	P20,851,022
Short-term investments	207,671	—	—	—	207,671	—	—	207,671
Financial assets at FVPL	1,964,540	—	—	—	1,964,540	—	—	1,964,540
Accounts and notes receivables:								
Trade:								
Residential and office development	64,364,927	1,385,148	1,947,346	—	67,697,421	11,602,257	—	79,299,678
Construction contracts	1,883,316	—	19	—	1,883,335	800,666	26,547	2,710,548
Shopping centers	922,971	15,056	79,249	—	1,017,276	1,196,009	345,106	2,558,391
Corporate business	1,943,580	14,433	28,076	—	1,986,089	498,284	57,623	2,541,996
Management fees	267,626	6,377	10,030	—	284,033	22,684	2,614	309,331
Others	731,006	—	—	—	731,006	95,473	81,362	907,841
Accrued receivables	2,189,048	153,189	24,194	—	2,366,431	988,987	—	3,355,418
Related parties	117,276	197,421	78,539	—	393,236	723,509	—	1,116,745
Receivable from employees	645,499	1,642	52,305	—	699,446	40,380	—	739,826
AFS financial assets:								
Unquoted	—	—	—	537,094	537,094	—	—	537,094
Quoted	799,871	—	—	—	799,871	—	—	799,871
	P96,888,353	P1,773,266	P2,219,758	P537,094	P101,418,471	P15,968,249	P513,252	P117,899,972

SGVFS021416

December 31, 2015

	Neither Past Due nor Impaired					Past Due but	Individually	
	High Grade	Medium Grade	Low Grade	Unrated	Total	not Impaired	Impaired	Total
(In Thousands)								
Cash and cash equivalents (excluding cash on hand)	P19,031,621	P—	P—	P—	P19,031,621	P—	P—	P19,031,621
Short-term investments	164,621	—	—	—	164,621	—	—	164,621
Financial assets at FVPL	731,677	—	—	—	731,677	—	—	731,677
Accounts and notes receivables:								
Trade:								
Residential and office development	39,907,929	9,296,617	7,800,996	—	57,005,542	8,818,007	9,555	65,833,104
Construction contracts	1,765,635	—	—	—	1,765,635	824,655	45,297	2,635,587
Shopping centers	569,629	139,696	195,057	—	904,382	1,002,733	217,217	2,124,332
Corporate business	602,972	13,386	28,615	—	644,973	423,524	44,888	1,113,385
Management fees	75,572	14,172	7,086	—	96,830	17,205	2,614	116,649
Others	971,165	3,879	21,732	—	996,776	191,992	53,890	1,242,658
Accrued receivables	2,077,656	114,575	—	—	2,192,231	970,017	—	3,162,248
Related parties	451,528	243,146	221,521	—	916,195	96,390	—	1,012,585
Receivable from employees	711,608	—	—	—	711,608	—	—	711,608
Investment in bonds classified as loans and receivables	258,000	—	—	—	258,000	—	—	258,000
AFS financial assets:								
Unquoted	—	—	—	350,765	350,765	—	—	350,765
Quoted	149,594	—	—	—	149,594	—	—	149,594
	P67,469,207	P9,825,471	P8,275,007	P350,765	P85,920,450	P12,344,523	P373,461	P98,638,434

SGVFS021416

The credit quality of the financial assets was determined as follows:

Cash and cash equivalents, short-term investments, financial assets at FVPL, AFS quoted securities - based on the nature of the counterparty and the Group's internal rating system

Receivables - high grade pertains to receivables with no default in payment; medium grade pertains to receivables with up to 3 defaults in payment; and low grade pertains to receivables with more than 3 defaults in payment

The unquoted AFS financial assets are unrated.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

The Group's interest rate risk management policy centers on reducing the overall interest expense and exposure to changes in interest rates. Changes in market interest rates relate primarily to the Group's interest-bearing debt obligations with floating interest rate as it can cause a change in the amount of interest payments.

The Group manages its interest rate risk by leveraging on its premier credit rating and increasing the fixed interest component of its debt portfolio. The Company's ratio of fixed to floating rate debt stood at around 79:21 and 84:16 as of December 31, 2016 and 2015, respectively.

The following tables demonstrate the sensitivity of the Group's profit before tax and equity to a reasonably possible change in interest rates on December 31, 2016 and 2015, with all variables held constant, (through the impact on floating rate borrowings):

December 31, 2016

Change in basis points	Effect on income before income tax Increase (decrease)	
	+ 100 basis points	- 100 basis points
	(In Thousands)	
Floating rate borrowings	(P333,229)	P333,229

December 31, 2015

Change in basis points	Effect on income before income tax Increase (decrease)	
	+ 100 basis points	- 100 basis Points
	(In Thousands)	
Floating rate borrowings	(P208,284)	P208,284

The assumed change in rate is based on the currently observable market environment. There is no other impact on the Group's equity other than those already affecting the net income.

The terms and maturity profile of the interest-bearing financial assets and liabilities, together with their corresponding nominal amounts and carrying values are shown in the following table (in thousands):

December 31, 2016

	Interest terms (p.a.)	Rate Fixing Period	Nominal Amount	< 1 year	1 to 5 years	> 5 years	Carrying Value
Group							
Cash and cash equivalents (excluding cash on hand)	Fixed at the date of investment	Various	P20,851,022	P20,851,022	P-	P-	P20,851,022
Short-term investments	Fixed at the date of investment or revaluation cut-off	Various	207,671	207,671	-	-	207,671
Accounts and notes receivable	Fixed at the date of sale	Date of sale	985,909	985,909	-	-	985,909
			P22,044,602	P22,044,602	P-	P-	P22,044,602
Company							
Short-term debt							
Floating-Peso	Variable at 2.300% to 2.650%	Monthly	P18,682,200	P18,682,200	P-	P-	P18,682,200
Long-term debt							
Fixed							
Peso	Fixed at 3.000%	3 years	3,000,000		2,967,243		2,967,243
Peso	Fixed at 3.892%	7 years	7,000,000			6,935,625	6,935,625
Peso	Fixed at 4.850%	10 years	8,000,000			7,926,123	7,926,123
Peso	Fixed at 4.750%	9.5 years	7,000,000			6,937,613	6,937,613
Peso	Fixed at 5.625%	7 years	9,350,000		9,319,055		9,319,055
Peso	Fixed at 6.000%	10 years	5,650,000			5,631,301	5,631,301
Peso	Fixed at 5.625%	11 years	7,989,000			7,919,679	7,919,679
Peso	Fixed at 5.000%	10.5 years	14,980,000			14,874,523	14,874,523
Peso	Fixed at 4.625%	7 years	4,000,000		3,978,794		3,978,794
Peso	Fixed at 6.000%	20 years	2,000,000			1,983,403	1,983,403
Peso	Fixed at 4.500%	7 years	7,000,000			6,945,687	6,945,687
Peso	Fixed at 4.500% to 7.875%	10 and 15 years	9,157,000	93,000	3,474,000	5,564,818	9,131,818
Peso	Fixed at 4.500%	7.5 years	2,232,664	64,344	219,375	1,948,945	2,232,664
Peso	Fixed at 4.725%	4.5 and 6.6 years	4,498,725	249,100	4,249,625		4,498,725
Peso	Fixed at 4.500%	10.5 years	8,200,000		328,000	7,872,000	8,200,000
Peso	Fixed at 4.500%	5.7 years	259,350	13,650	245,700		259,350
Floating							
USD	Variable at 1.509% over 3-month LIBOR	3.4 year	1,211,925	447,480	764,445		1,211,925
USD	Variable at 2.773% over 3-month LIBOR	10.3 years	745,800			745,800	745,800
Subsidiaries							
Short-term debt							
Floating							
Peso	Variable at 2.500% to 2.650%	Monthly	5,562,150	5,562,150	-	-	5,562,150
Long-term debt							
Fixed							
Peso	Fixed at 3.630% to 10.211%	5 to 7 years	26,799,917	3,635,338	22,179,474	922,032	26,736,844
Floating							
Peso	Variable at 1.536% to 4.750% over 91-day PDST-R1/R2	3 months	7,120,816	906,728	2,967,050	3,247,038	7,120,816
			P160,439,547	P29,653,990	P50,692,761	P79,454,587	P159,801,338

SGVFS021416

December 31, 2015

	Interest terms (p.a.)	Rate Fixing Period	Nominal Amount	< 1 year	1 to 5 years	> 5 years	Carrying Value
<u>Group</u>							
Cash and cash equivalents (excluding cash on hand)	Fixed at the date of investment	Various	P19,031,621	P19,031,621	P–	P–	P19,031,621
Short-term investments	Fixed at the date of investment or revaluation cut-off	Various	164,621	164,621	–	–	164,621
Accounts and notes receivable	Fixed at the date of sale	Date of sale	10,250,199	9,828,729	163,470	258,000	10,250,199
			P29,446,441	P29,024,971	P163,470	P258,000	P29,446,441
<u>Company</u>							
Short-term debt - US Dollar	Variable at 2.750% to 2.900%	Monthly	P1,052,958	P1,052,958	P–	P–	P1,052,958
Short-term debt - Peso	Variable at 1.100% to 1.200%	Monthly	8,563,200	8,563,200	–	–	8,563,200
<u>Long-term debt</u>							
<u>Fixed</u>							
Peso	Fixed at 7.750%	10 years	100,000	100,000	–	–	100,000
Peso	Fixed at 8.900%	7 years	1,009,400	10,300	999,100	–	1,009,400
Peso	Fixed at 5.000%	3 years	219,670	219,670	–	–	219,670
Peso	Fixed at 5.000%	3 years	1,963,180	1,963,180	–	–	1,963,180
Peso	Fixed at 5.625%	7 years	9,350,000	–	9,304,168	–	9,304,168
Peso	Fixed at 6.000%	10 years	5,650,000	–	–	5,615,831	5,615,831
Peso	Fixed at 4.500% to 8.989%	5, 10 and 15 years	10,778,875	3,748,361	736,975	6,275,326	10,760,662
Peso	Fixed at 5.625%	11 years	8,000,000	–	–	7,927,851	7,927,851
Peso	Fixed at 5.000%	10.5 years	15,000,000	–	–	14,886,169	14,886,169
Peso	Fixed at 4.625%	7 years	4,000,000	–	3,973,778	–	3,973,778
Peso	Fixed at 6.000%	20 years	2,000,000	–	–	1,982,849	1,982,849
Peso	Fixed at 4.500%	10 years	4,950,000	50,000	200,000	4,700,000	4,950,000
Peso	Fixed at 4.725%	5 and 6 years	4,732,375	233,650	3,068,725	1,430,000	4,732,375
Peso	Fixed at 4.500%	10 years	8,200,000	–	246,000	7,954,000	8,200,000
Peso	Fixed at 4.500%	7 years	7,000,000	–	–	6,939,536	6,939,536
<u>Floating</u>							
USD	Variable at 2.391% over 3-month LIBOR	6 years	1,882,400	–	75,296	1,807,104	1,882,400
Peso	Variable at 3.442% over 91-day DR1	7 years	1,000,000	1,000,000	–	–	1,000,000
<u>Subsidiaries</u>							
<u>Short-term debt</u>							
<u>Floating</u>							
Peso	Variable at 2.500% to 2.700%	Monthly	870,100	870,100	–	–	870,100
<u>Long-term debt</u>							
<u>Fixed</u>							
Peso	Fixed at 3.630% to 10.211%	5 to 7 years	27,652,259	851,216	18,075,581	8,675,480	27,602,277
<u>Floating</u>							
Peso	Variable at 1.536% to 4.750% over 91-day PDST-R1/R2	3 months	5,950,846	287,149	3,667,778	1,995,919	5,950,846
US Dollar	Variable at 1.932% to 2.233% over 3-month LIBOR	Quarterly	1,508,861	344,126	1,164,735	–	1,508,861
			P131,434,124	P19,293,910	P41,512,136	P70,190,065	P130,996,111

SGVFS021416

Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. Financial assets and credit facilities of the Group, as well as major contracts entered into for the purchase of raw materials, are mainly denominated in Philippine Peso. As of December 31, 2016 and 2015, the Group's placements in foreign currencies amounting to \$30.2 million and \$31.8 million, respectively and the amount of foreign currency-denominated debt amounting to \$78.5 million and \$76.4 million, respectively are minimal. As such, the Group's foreign currency risk is minimal.

The following table shows the Group's consolidated foreign currency-denominated monetary assets and liabilities and their peso equivalents as of December 31, 2016 and December 31, 2015:

	December 31			
	2016		2015	
	US Dollar	Php Equivalent	US Dollar	Php Equivalent
	(In Thousands)			
Financial Assets				
Cash and cash equivalents	\$14,608	₱726,318	\$14,408	₱678,062
Short-term investments	350	17,402	-	-
Accounts and notes receivable - net	14,394	715,676	24,422	1,149,285
Other current assets	441	21,931	257	12,080
Other noncurrent assets	424	21,101	-	-
Total	30,217	1,502,428	39,087	1,839,427
Financial Liabilities				
Accounts and other payables	31,047	1,543,642	14,041	660,766
Other current liabilities	8,031	399,284	-	-
Short-term debt	-	-	22,375	1,052,958
Long-term debt	39,375	1,957,725	72,063	3,391,261
Other noncurrent liabilities	-	-	5	220
Total	78,453	3,900,651	108,484	5,105,205
Net foreign currency denominated financial instruments	(\$48,236)	(₱2,398,223)	(\$69,397)	(₱3,265,778)

In translating the foreign currency-denominated monetary assets in peso amounts, the exchange rates used were ₱49.72 to US\$1.00 and ₱47.06 to US\$1.00, the Philippine Peso - US dollar exchange rates as of December 31, 2016 and 2015, respectively.

The following table demonstrates the sensitivity to a reasonably possible change in the Philippine peso-US dollar exchange rate, with all variables held constant, of the Group's profit before tax (due to changes in the fair value of monetary assets and liabilities) and the Group's equity.

Change in exchange rate	Effect on profit before tax Increase (decrease)	
	2016	2015
₱1.00	(₱48,236)	(₱69,397)
(₱1.00)	48,236	69,397

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

Equity price risk

Quoted AFS financial assets are acquired at a certain price in the market. Such investment securities are subject to price risk due to changes in market values of instruments arising either from factors specific to individual instruments or their issuers or factors affecting all instruments traded in the market. Depending on several factors such as interest rate movements, country's economic performance, political stability, domestic inflation rates, these prices change, reflecting how market participants view the developments.

The Group's market risk policy requires it to manage such risks by setting and monitoring objectives and constraints on investments; diversification plan; limits on investment in each country, sector and market.

The analysis below demonstrates the sensitivity to a reasonably possible change of market index with all other variables held constant, of the Group's equity (in thousands).

Change in PSEi index	Effect on equity Increase (decrease)	
	2016	2015
	(In Thousands)	
+5%	₱65,618	₱9,012
-5%	(65,618)	(9,012)

Quoted financial assets at FVPL pertain to investment in UITF (Fund). The Fund, which is structured as a money market UITF, aims to generate liquidity and stable income by investing in a diversified portfolio of primarily short-term fixed income instruments.

As of December 31, 2016 and 2015, the Group's investment in the fund where all other variables held constant, the fair value, net income and equity will increase (decrease) by: (i) BPI UITF ₱1.1 million with a duration of 0.10 year and ₱0.5 million with duration of 0.18 year, respectively; (ii) BDO UITF ₱1.3 million with a duration of 0.29 year and nil, respectively, for a 100 basis points decrease (increase), in interest rates.

30. Segment Information

The industry segments where the Group and its associates and joint ventures operate follows:

- Shopping centers - development of shopping centers and lease to third parties of retail space and land therein; operation of movie theaters, food courts, entertainment facilities and carparks in these shopping centers; management and operation of malls which are co-owned with partners
- Corporate businesses - development and lease or sale of office buildings; sale of industrial lots and lease of factory building
- Residential developments - sale of high-end and upper middle-income residential lots and units, affordable housing units and lots, economic housing and leisure community developments; lease of residential developments under joint venture
- Strategic landbank management and Visayas-Mindanao - acquisition, development and sale of large-scale, mixed-use, masterplanned communities; sale of override units or the Company's share in properties made available to subsidiaries for development; lease of gas station sites and carparks outside Ayala Center. This also includes development, sale and lease of, shopping centers and residential developments of the Group's product offerings in key cities in the Visayas and Mindanao regions
- Construction - land development and construction of the Group and third-party projects
- Hotels and Resorts - development and management of hotels and resorts/serviced apartments and lease of land to hotel tenants
- Property management - facilities management of the Group and third-party projects
- Others - other income from investment activities and sale of non-core assets

The Company and its subsidiaries generally account for inter-segment sales and transfers as if the sales and transfers were to third parties at current market prices.

Business segments

The following tables regarding business segments present assets and liabilities as of December 31 and revenue and profit information for each of the two years in the period ended December 31 (in millions):

2016

	Shopping Centers	Corporate Businesses	Residential Development	Strategic Landbank Management and Visayas- Mindanao	Construction	Hotels and Resorts	Property Management and Others	Corporate	Intersegment Adjustments	Consolidated
Revenue										
Sales to external customers	P14,967	P5,406	P72,441	P6,796	P10,701	P6,052	P1,337	P-	P-	P117,700
Intersegments sales	821	137	2,934	-	54,615	-	764	-	(59,271)	-
Equity in net earnings of associates and joint ventures	(293)	-	16	336	-	-	-	495	-	554
Total revenue	15,495	5,543	75,391	7,132	65,316	6,052	2,101	495	(59,271)	118,254
Operating expenses	8,408	1,966	56,971	5,384	59,969	4,709	2,044	1,049	(56,902)	83,598
Operating profit	7,087	3,577	18,420	1,748	5,347	1,343	57	(554)	(2,369)	34,656
Interest and investment income										5,714
Interest and other financing charges										(7,314)
Other income										660
Other charges										(1,053)
Provision for income tax										(8,231)
Net income										P24,432
Net income attributable to:										
Equity holders of Ayala Land, Inc.										P20,908
Non-controlling interests										3,524
										P24,432
Other Information										
Segment assets	P86,825	P64,211	P335,751	P156,366	P48,988	P36,027	P7,641	P20,661	(P254,901)	P501,569
Investment in associates and joint ventures	7,362	-	619	8,773	-	-	-	8,231	-	24,985
	94,187	64,211	336,370	165,139	48,988	36,027	7,641	28,892	(P254,901)	526,554
Deferred tax assets	385	107	1,780	361	42	379	28	2,539	4,258	9,879
Total assets	P94,572	P64,318	P338,150	P165,500	P49,030	P36,406	P7,669	P31,431	(250,643)	P536,433
Segment liabilities	P72,044	P25,480	P162,049	P109,708	P42,249	P24,293	P4,072	P22,120	(P102,622)	P359,393
Deferred tax liabilities	231	24	1,703	512	-	498	16	11	1,362	4,357
Total liabilities	P72,275	P25,504	P163,752	P110,220	P42,249	P24,791	P4,088	P22,131	(P101,260)	P363,750
Segment additions to:										
Property and equipment	P665	P152	P63	P2	P1,992	P612	P1,908	P45	P-	P5,439
Investment properties	P11,824	P10,391	P199	P 3,248	P-	P2,394	P36	P1,297	P-	P29,389
Depreciation and amortization	P1,157	P574	P173	P630	P1,606	P521	P249	P965	P-	P5,875
Non-cash expenses other than depreciation and amortization	P-	P-	P-	P-	P-	P-	P-	P-	P-	P-
Impairment losses	P81	P13	P-	P-	P-	P-	P-	P305	P-	P399

SGVFS021416

2015

	Shopping Centers	Corporate Businesses	Residential Development	Strategic Landbank Management and Visayas- Mindanao	Construction	Hotels and Resorts	Property Management and Others	Corporate	Intersegment Adjustments	Consolidated
Revenue										
Sales to external customers	P13,365	P4,931	P63,694	P4,137	P7,383	P5,974	P1,177	P-	P-	P100,661
Intersegments sales	621	-	2,050	2,622	36,685	-	705	-	(42,683)	-
Equity in net earnings of associates and joint ventures	(241)	-	(3)	241	-	-	-	(138)	-	(141)
Total revenue	13,745	4,931	65,741	7,000	44,068	5,974	1,882	(138)	(42,683)	100,520
Operating expenses	7,178	2,532	48,595	5,844	38,925	4,826	1,878	1,391	(39,242)	71,927
Operating profit	6,567	2,399	17,146	1,156	5,143	1,148	4	(1,529)	(3,441)	28,593
Interest and investment income										5,980
Interest and other financing charges										(6,506)
Other income										683
Other charges										(999)
Provision for income tax										(6,854)
Net income										P20,897
Net income attributable to:										
Equity holders of Ayala Land, Inc.										P17,630
Non-controlling interests										3,267
										P20,897
Other Information										
Segment assets	P82,363	P50,682	P277,229	P134,860	P46,284	P27,601	P5,271	P26,563	(P233,943)	P416,910
Investment in associates and joint ventures	845	-	572	8,677	-	-	-	7,427	-	17,521
	83,208	50,682	277,801	143,537	46,284	27,601	5,271	33,990	(233,943)	434,431
Deferred tax assets	265	88	1,691	273	32	281	23	2,187	3,071	7,911
Total assets	P83,473	P50,770	P279,492	P143,810	P46,316	P27,882	P5,294	P36,177	(P230,872)	P442,342
Segment liabilities	P55,407	P18,871	P152,372	P96,509	P41,445	P16,136	P3,835	P9,010	(P102,851)	P290,734
Deferred tax liabilities	18	19	1,073	614	-	472	15	-	(429)	1,782
Total liabilities	P55,425	P18,890	P153,445	P97,123	P41,445	P16,608	P3,850	P9,010	(P103,280)	P292,516
Segment additions to:										
Property and equipment	P433	P29	P1,120	P222	P2,277	P1,341	P1,963	P175	P-	P7,560
Investment properties	P6,599	P2,163	P168	P2,544	P-	P813	P-	P3,692	P-	P15,979
Depreciation and amortization	P1,449	P827	P204	P747	P1,017	P539	P160	P127	P-	P5,070
Non-cash expenses other than depreciation and amortization	P-	P-	P-	P-	P-	P-	P-	P-	P-	P-
Impairment losses	P122	P-	P279	P-	P-	P-	P-	P94	P-	P495

SGVFS021416

31. Registration with Philippine Economic Zone Authority (PEZA)

Pangulasian Island Resort Corporation (PIRC), a subsidiary of Ten Knots Development Corporation which is a subsidiary of Ayala Land, Inc., is registered with the Philippine Economic Zone Authority (PEZA) under the Certificate of Registration number 16-055 and Registration Agreement dated March 21, 2016. The registration shall entitle PIRC to conduct activities limited to resort operations, travel/tours/leisure and recreation-related activities, and the importation of raw materials, machinery, equipment, tools, goods, wares, articles, or merchandise directly used in its registered operations inside the Green Tourism Ecozone - Pangulasian.

PIRC shall be entitled to the following incentives as provided under PEZA Board Resolution No. 02-342 (Guidelines for the Registration and Administration of Incentives to Tourism Ecozone Developers Operators and Locators) and the 2014 Investments Priorities Plan: (a) Remaining Income Tax Holiday (ITH) of Ten Knots Development Corporation (TKDC) reckoned from October 2012 per PEZA Notice of Approval of Start of Commercial Operations (SCO) to TKDC dated November 12, 2012, and upon expiry of the ITH period, PIRC shall pay the 5% Gross Income Tax (5% GIT) on income solely derived from servicing foreign clients, in lieu of all national and local taxes; (b) Tax and duty-free importation of capital equipment required for the technical viability and operation of PIRC's registered activity.

Nuevo Centro, a wholly-owned subsidiary of Ayala Land, Inc., is registered with PEZA with Certificate of Registration number EZ 16-30 under Registration Agreement dated July 19, 2016. The registration as a Special Economic Zone Developer/Operator shall entitle Nuevo Centro, Inc. to establish, develop, administer, manage, and operate a Special Economic Zone to be known as Alviera Industrial Park. It has been designated a 311,954-square meter area located at Barangays Dolores and Banaba, Porac, Pampanga. The Company shall be exempt from payment of all national and local taxes, except real property taxes on land and shall pay a 5% final tax on gross income.

ALO Prime Realty Corporation, a wholly-owned subsidiary is registered with the PEZA with certificate of registration number 09-03-F under Registration Agreement dated May 29, 2009, as amended by Registration Agreement dated May 6, 2010, pursuant to the provision of Republic Act (R.A.) No. 7916, as amended, as an Ecozone Facilities Enterprise to construct a 12-storey office building (exclusive of 1 penthouse and 2 level basement parking) with a gross floor area of 24,214 square meters, more or less, which shall be established on a 3,621 square meter lot, located at Block 8, Lots 1 and 2, Asiatown IT Park, for lease to registered enterprises.

APRC, a wholly-owned subsidiary is registered with the PEZA with certificate of registration number 09-03-F under Registration Agreement dated May 29, 2009, as amended by Registration Agreement dated May 6, 2010, pursuant to the provision of Republic Act (R.A.) No. 7916, as amended, as an Ecozone Facilities Enterprise to construct a 12-storey office building (exclusive of 1 penthouse and 2 level basement parking) with a gross floor area of 24,214 square meters, more or less, which shall be established on a 3,621 square meter lot, located at Block 8, Lots 1 and 2, Asiatown IT Park, for lease to registered enterprises.

The company shall be exempted from the payment of all national and local taxes and in lieu thereof, the company shall pay a 5% final tax on gross income (GIT) earned from locator IT enterprise and related operations in accordance with the provision of Rule XX of the Rules and Regulations implementing R.A. 7916, as amended. The company shall pay the real property taxes on commercial spaces occupied by non-PEZA registered enterprises. Pursuant to BIR's Rules and Regulation No. 14-2002 (amending further pertinent provision of Revenue Regulations No. 2-98, as amended), income payments to PEZA-registered enterprises under the 5% GIT incentives are exempt from expanded withholding tax.

The company will be subjected to all evaluation and/or processing requirement and procedures prescribed under PEZA Rules and Regulations, and other pertinent circulars and directives. The company's entitlement to incentives shall continue as long as it remains in good standing, commit

no violation of PEZA Rules and Regulations, other pertinent circulars and directives, and the terms and conditions of its registration agreement with PEZA.

Laguna Technopark, Inc. was registered with PEZA on October 27, 1999 as a non-pioneer "ecozone developer/operator". The PEZA registration entitled the subsidiary to a four-year income tax holiday from the start of its commercial operations. At the expiration of its four-year tax holiday, the subsidiary pays income tax at the special tax rate of 5% on its gross income earned from sources within the PEZA economic zone in lieu of paying all national and local income taxes. Likewise, CECI also became registered with PEZA in 2007 as the "developer/operator" of the Lakeside Ecozone.

Glensworth Development, Inc., a wholly owned subsidiary of Ayala Land Offices, Inc., was registered with PEZA as an Economic Zone Information IT Facility Enterprise last December 14, 2007 to construct a 4-storey building at the Lakeside Ecozone, Barangay Sta. Rosa, Laguna for lease to PEZA-registered enterprises. As a PEZA-registered enterprise, the Glensworth is entitled to incentives which, among others, include a lower income tax rate of 5% on gross income in lieu of all national and local taxes.

Hillsford Property Corporation, a wholly owned subsidiary of the Company, was registered with PEZA last January 29, 2009 as an Ecozone Facilities Enterprise at the John Hay Special Tourism Economic Zone located in Baguio.

Sunnyfield E-Office Corporation, a wholly owned subsidiary of the Company, was registered with PEZA last December 17, 2010 as a Developer/Operator of Iloilo Technohub.

Westview Commercial Ventures Corporation, a wholly owned subsidiary of the Company, was registered with PEZA last December 17, 2010 as an Ecozone Facilities Enterprise at the Ayala Northpoint Technohub located in Bacolod.

Cebu Property Ventures Development Corporation was registered with PEZA on April 6, 2000 as an Information Technology (IT) Park developer or operator and was granted approval by PEZA on October 10, 2001. The PEZA registration entitled CPVDC to a four-year tax holiday from the start of approval of registered activities. At the expiration of its four-year tax holiday, CPVDC pays income tax at the special rate of 5% on its gross income earned from sources within the PEZA economic zone in lieu of paying all national and local income taxes.

32. Leases

Operating Leases - Group as Lessor

The Group entered into lease agreements with third parties covering its investment property portfolio. These leases generally provide for either (a) fixed monthly rent, or (b) minimum rent or a certain percentage of gross revenue, whichever is higher.

Future minimum rentals receivable under noncancellable operating leases of the Group follows:

	2016	2015
	(In Thousands)	
Within one year	P2,943,141	P3,648,626
After one year but not more than five years	7,026,142	10,790,610
More than five years	14,667,364	12,179,151
	P24,636,647	P26,618,387

Operating Leases - Group as Lessee

The Group entered into lease agreements with third parties. These leases generally provide for either (a) fixed monthly rent, or (b) minimum rent or a certain percentage of gross revenue, whichever is higher.

Future minimum rentals payable under noncancellable operating leases of the Group follows:

	2016	2015
	(In Thousands)	
Within one year	P806,744	P659,677
After one year but not more than five years	3,643,254	3,001,038
More than five years	17,895,388	16,189,004
	P22,345,386	P19,849,719

NTDCC

The Group, through its majority owned subsidiary, NTDCC, entered into an assignment agreement with MRTDC, wherein the latter assigned its development rights on an 8.3 hectare portion of the MRTDC, which is located on the North Triangle property, and enabled the Group to develop and construct a commercial center. The Group has determined that all the significant risks and rewards of ownership of this property is retained by the owner. This agreement was accounted for as a lease as it involves an exclusive right to use or develop the property in exchange for a series of payments.

Arvo

On August 7, 2014, Arvo Commercial Corporation signed a Memorandum of Understanding with Liberty Commercial Center, Inc. (LCC) to lease and operate a 5-storey commercial complex/mall building with an aggregate gross floor area of approximately 32,000 sqm on a 10,000 sqm portion of the leased land. The commercial complex/ mall building is situated within the Central Business District, Legaspi Port, Legaspi City, adjacent to Quezon Avenue and Rizal Street.

On October 15, 2014, Arvo Commercial Corporation signed a Lease Agreement with Rotonda Development Corporation for the lease of a parcel of land with an area of approximately 23,759.50 sqm located along Liwasang Kalayaan, Marikina Heights, Marikina City. Arvo signed a 42-year lease contract with an option to renew for another 40 years by mutual agreement.

On September 2, 2014, Arvo signed a Lease Agreement with D.M. Wenceslao & Associates Inc. for the lease of several parcels of land along Asean Avenue and Macapagal Boulevard, Aseana City, Paranaque City with an aggregate area of 92,317 sqm. Arvo signed a 45-year lease contract with an option to renew for another 45 years subject to such terms and conditions as may be mutually agreed upon by the lessor and the Company.

AMNI

On January 28, 2011, the Board of Regents of the University of the Philippines awarded to AMNI the P4.0 billion development of a 7.4-hectare lot at the University of the Philippines' Diliman East Campus, also known as the UP Integrated School, along Katipunan Avenue, Quezon City. AMNI signed a 25-year lease contract for the property last June 22, 2011, with an option to renew for another 25 years subject to mutual agreement of the parties. The lease payments shall commence as soon as sales are registered by the merchants.

A retail establishment with about 63,000 sqm of gross leasable area and an office/BPO building about 8,000 sqm of gross leasable area shall be constructed on the property. For the year ended December 31, 2012, lease payments have been capitalized as construction was still in progress. For the year ended December 31, 2013, Phase 1a (with gross leasable area of 5,000 sqm.) of the retail establishment has commenced operations on September 30, 2013.

On December 18, 2013, AMNI has donated the New UPIS facilities at a total cost of P224.7 million and the rehabilitated and upgraded UPIS "K-2" and "3-6" Buildings at a cost of P40.0 million to the University of the Philippines.

SBTCI

On October 16, 2009, the Company has executed a lease agreement with the Subic Bay Metropolitan Authority (SBMA), for the development of a 7.5-hectare property along Rizal Highway within the Subic Bay Freeport Zone, located between the two main gates linking the Freeport Zone to Olongapo City. The lease commitment is expected to be completed in 2060 after the 50-year lease term. The lease may be renewed for another 25 years upon mutual agreement of the parties. The Company offered to develop a mall with an estimated gross leasable area of 38,000 sqm. On March 25, 2010, the Company entered into an assignment of lease agreement whereby the Company assigned its rights and obligations granted to or imposed under the lease agreement to its subsidiary, SBTCI. The lease payments to SBMA started from the commencement of the commercial operation of the mall last April 26, 2012 which was completed during the same period.

SSECC

The Company has an existing contract with Bases Conversion and Development Authority (BCDA) to develop, under a lease agreement signed on July 2000, a mall with an estimated gross leasable area of 152,000 sqm on a 9.8-hectare lot inside Fort Bonifacio. The lease commitment is expected to be completed in 2015. The lease agreement covers 25 years, renewable for another 25 years subject to reappraisal of the lot at market value. The annual fixed lease rental amounts to P106.5 million while the variable rent ranges from 5% to 20% of gross revenues. Subsequently, the Company transferred its rights and obligations granted to or imposed under the lease agreement to SSECC, a subsidiary, in exchange for equity. As part of the bid requirement, the Company procured a performance bond in 2003 from the Government Service Insurance System in favor of BCDA amounting to P3.9 billion to guarantee the committed capital to BCDA. Moreover, SSECC obtained standby letters of credit to guarantee the payment of the fixed and variable rent as prescribed in the lease agreement.

POPI

On August 28, 1990, the Company, through a Deed of Assignment, acquired all the rights, titles, interests and obligations of Gotesco Investment, Inc. in a contract of lease of the land owned by PNR for the Tutuban Terminal. The contract provided for a payment of a guaranteed minimum annual rental plus a certain percentage of gross sales. The lease covers a period of 25 years until 2014 and is automatically renewable for another 25 years, subject to compliance with the terms and conditions of the lease agreement. On December 22, 2009, the Company entered into an agreement with PNR for the renewal of its lease contract for another 25 years beginning September 5, 2014. Rent expense charged to operations amounted to P56.02 million for the six months ended December 31, 2016.

As at December 31, 2016, the aggregate annual commitments on these existing lease agreements for the succeeding years are as follows (in thousands):

Less than one (1) year	P153,936
More than one (1) year but not more than five (5) years	769,678
More than five (5) years	2,527,109
	<u>P3,450,723</u>

33. Interest in Joint Operation

MDC has a 51.0% interest in Makati Development Corporation - First Balfour, Inc. Joint Venture (the Joint Venture), a joint operation whose purpose is to design and build St. Luke's Medical Center (the Project) in Fort Bonifacio Global City, Taguig. The application of PFRS 11 does not have significant impact on the Group's accounting of its interest in joint operation since it already reported its share in interest in joint operation using proportionate consolidation.

The Project, which started on January 31, 2007, is a world-class medical facility comprising, more or less, of a 611-bed hospital and a 378-unit medical office building, with an approximate gross floor area of 154,000 sqm, which meets international standards, and all standards and guidelines of applicable regulatory codes of the Philippines and complies with the criteria of the Environment of Care of the Joint Commission International Accreditation. The project was completed on October 30, 2009. Activities in 2015 mainly pertain to winding down operations.

The share of MDC in the net assets and liabilities of the Joint Venture at December 31, 2016 and 2015 which are included in the consolidated financial statements follow:

	2016	2015
	(In Thousands)	
Current assets:		
Cash and cash equivalents	P19,955	P20,662
Other current assets	37,747	38,470
Total assets	P57,702	P59,132
Total liabilities	P9,854	P11,283

The following is the share of the MDC on the net income of the Joint Venture:

	2016	2015
	(In Thousands)	
Revenue from construction contracts	P—	P—
Contract costs	(845)	(1,031)
Interest and other income	879	317
Loss before income tax	34	(714)
Provision for income tax	(56)	(56)
Net loss	(P22)	(P770)

The Joint Venture's Management Board declared and paid cash dividends amounting to nil and P50.0 million in 2016 and March 4, 2015, respectively. Based on 51% share, MDC received P21.5 million cash dividends in 2015.

Provision for income tax pertains to the final tax on interest income.

34. Long-term Commitments and Contingencies

Commitments

On January 12, 2016, the Company has entered into a partnership with Manila Water Philippine Ventures, Inc, a wholly owned subsidiary of Manila Water Company, Inc, for the waterworks of ALI's projects nationwide. The MOA was signed by ALI and its subsidiaries and affiliates, Cebu Holdings, Inc. and Cebu Property Ventures and Development Corp. Total expenses amounted to P0.2 million.

ALI and LT Group, Inc. (LTG) entered into an agreement on January 21, 2016 to jointly develop a project along the C5 corridor. The project is envisioned to be a township development that spans

portions of Pasig City and Quezon City. A new company named, ALI-ETON Property Development Corporation, was incorporated on March 13, 2016. The company is a joint venture between Ayala Land, Inc. and LT Group, Inc.

On August 11, 2015, the Company won the bid for the Integrated Transport System Project – South Terminal (“ITS South Project”). The Company was awarded by the Department of Transportation and Communications (“DOTC”) with a 35-year concession agreement to build and operate the ITS South Project and will likewise have the right to develop and operate commercial leasing facilities on the same 5.57 hectare former Food Terminal Inc. property on which the future transport terminal will be built. The site of the ITS South Project is right next to ARCA South, where the Company is developing an integrated mixed-use estate. It is estimated that up to 4,000 buses and 160,000 passengers will feed into ITS South from SLEX every day. Construction will begin by 4th quarter of 2017 and is expected to be completed and ready for operation by the 1st quarter of 2019.

On June 30, 2015, the Company, through SM-ALI Group Consortium (the Consortium), participated and won in the bidding for Lot No. 8-B-1, containing an area of 263,384 sqm, which is portion of Cebu City-owned lot located at the South Road Properties, Cebu City covered by Transfer Certificate of Title No. 107-2011000963. The Consortium is a consortium among SMPHI, the Company and CHI (together with the Company collectively referred to as the “ALI Group”). The SM-ALI Group has finished with the joint masterplan and is now securing permits to commence development. Consistent with the agreed payment schedule in the Deed of Absolute Sale, the Consortium paid the Cebu City Treasurer a total of ₱1.97 billion last August 1, 2016.

On August 8, 1997, an “Assignment Agreement” was executed between Department of Transportation and Communications (DOTC), Metro Rail and MRTDC whereby MRTDC agreed to be bound by all obligations in respect of the Development Rights and make payments to DOTC.

On February 21, 2002, MRTDC and NTDC entered into an assignment agreement wherein the development rights of MRTDC over an 8.3 hectare portion of the MRT Depot (inclusive of project development costs incurred in relation thereto) was assigned to NTDC in exchange for 32,600,000 shares of stock to be issued out of the increase in the authorized capital stock of NTDC, each share with a par value of ₱10, or an aggregate par value of ₱326.00 million. The amount of development rights in excess of the aggregate par value of the shares subscribed was credited to additional paid-in capital.

On January 13, 2006, the deed of assignment between MRTDC and NTDC was acknowledged by DOTC making MRTDC and NTDC jointly and severally liable for the DRP and all other obligations attached thereto. NTDC has been paying rent to DOTC in behalf of MRTDC since January 1, 2006. The DRP obligation is payable annually for 42 years from the date of assumption, renewable upon expiration. As of December 31, 2016 and 2015, the DRP obligation amounted to ₱880.0 million and ₱812.8 million, respectively (see Notes 16 and 19). Total DRP obligation paid amounted to ₱216.9 million and ₱210.5 million in 2016 and 2015, respectively. Total rent expense recognized in the statements of comprehensive income under the “Real estate costs and expenses” account included in direct operating expenses amounted to ₱338.3 million and ₱280.0 million in 2016 and 2015, respectively.

On March 21, 2007, DOTC, National Housing Authority (NHA), MRTDC, and NTDC entered into a Memorandum of Agreement (MOA) whereby DOTC assigns, transfers and conveys to NHA, its successors or assigns, the right to demand and collect the Depot DRP Payable and Depot DRP. In the MOA, DOTC authorizes MRTDC/ NTDC to remit the Depot DRP Payable and the Depot DRP to NHA directly which shall be credited by DOTC in favour of MRTDC/ NTDC as payment for the DRP.

On December 17, 2014, Arvo Commercial Corporation signed a Deed of Absolute Sale with the Philippine National Bank for a parcel of land with an area of 6,003 sqm located at No. 460 Quirino Highway, Brgy. Talipapa, Novaliches, Quezon City.

On June 4, 2014, AHRC, a wholly owned subsidiary of the Company has signed a long-term management agreement with the Mandarin Oriental Hotel Group to develop and operate luxury hotel in Makati City. Set to open its doors by 2020, the new Mandarin Oriental Manila will be featuring 275 spacious rooms complemented by an extensive range of modern amenities including premium selection of restaurants and a signature spa. The Group is committed to pay \$5 million (P223.6 million) to Manila Mandarin Hotel, Inc. upon the opening of the New Hotel or June 30, 2017, whichever is earlier.

On May 12, 2014, ALI has signed the terms of reference with Sureste Properties, Inc. (SPI), a wholly owned subsidiary of Bloomberry Resorts Corp. (BLOOM) for the retail area to be opened in the new Phase 1-A of Solaire Resort & Casino. The Company will be the leasing and marketing agent of the said area with gross leasable area of more than 5,000 sqm.

On April 6, 2010, the Company and MWCI entered into a Memorandum of Agreement to establish a water utility services company which will manage and operate all water systems in NUVALI, as well as, adjacent projects of the Company in Laguna.

During the past 3 years, the required activities according to the MOA between MWCI and the Company were accomplished- like auditing and re-design of the existing water/sewerage assets of several NUVALI and the Company projects in Laguna, water system design reviews and repairs, and developing plans and proposals for the expansion of the area coverage of the water and sewerage system. MWCI is currently designing the cost plan and the target completion of the project has not yet been established. However, it is expected that the water and sewer system development shall happen simultaneous with NUVALI's expansion plan. The project will be undertaken in phases and in relation to expected NUVALI build out. The project shall start this year upon the signing of the JVA. MWCI is currently re-estimating the project cost because of NUVALI expansion. Finally, on December 23, 2013 LTI signed an agreement with LAWC, to sell the water reticulation system of LTI. LAWC took over officially as the exclusive water service provider on December 31, 2013.

In 2009, MWCI and the Provincial Government of Laguna formed a joint venture company, LAWC. LAWC is a water services company that has concession in the cities of Sta. Rosa, Binan and Cabuyao.

MDC, in the normal course of business, furnishes performance bonds in connection with its construction projects. These bonds shall guarantee MDC's execution and completion of the work indicated in the respective construction contracts.

Contingencies

The Group has various contingent liabilities arising in the ordinary conduct of business including a case related to property restriction violation. The estimate of the probable cost for the resolution of this claim has been developed in consultation with outside counsel handling the defense in this matter and is based upon an analysis of potential results. The outcomes of the legal proceedings for various cases are not presently determinable. Accordingly, no provision for any liability has been made in the consolidated financial statements.

In the opinion of management and its legal counsel the eventual liability under these lawsuits or claims, if any, will not have a material or adverse effect on the Group's financial position and results of operations. Disclosures required by PAS 37, Provisions, Contingent Liabilities and Contingent Assets, were not provided as it may prejudice the Company's position in ongoing claims and it can jeopardize the outcome of the claims and contingencies.

35. Concession Agreement with Department of Transportation (DOTr)

On January 26, 2016, the Group through ASITI entered into a Concession Agreement (CA) with the Department of Transportation (DOTr). The CA sets forth the rights and obligations of ASITI as concessionaire, including the construction and operation of the South Integrated Transport System Project (the Project) of DOTr. During the concession period, DOTr will monitor and review the performance of the concessionaire.

The concession will run for a period of 35 years from the start of the construction of the Project. Under the terms of the concession agreement, ASITI will design, engineer, construct, operate and maintain a mass transportation intermodal terminal at the outskirts of Metro Manila. The operation of the Project includes the collection and remittance of terminal fees to DOTr of the concessionaire during the concession period. In addition, ASITI will be permitted to develop and operate commercial leasing facilities.

Upon the start of the construction the Project, DOTr will give to ASITI the full, exclusive and uninterrupted use and possession of a 5.57 hectare property known as the Project Land. Ownership of the Project Land shall remain with DOTr at all times while the possession, custody and risk of loss or deterioration of the Project and commercial assets shall vest in the concessionaire during the concession period. ASITI shall transfer the Project and the related assets, free from any liens or encumbrances, to DOTr at the end of the concession period. ASITI will be entitled to annual payments from DOTr amounting to ₱277.9 million during the 35-year concession period, subject to meeting benchmarks set for certain key performance indicators enumerated in the CA.

As of December 31, 2016, construction of the Project has not yet commenced.

36. Note to Consolidated Statements of Cash Flows

The noncash activities of the Group pertain to transfers from land and improvements to inventories amounted to ₱4,795.5 million, ₱7,839.8 million and ₱10,636.6 million in 2016, 2015 and 2014 respectively; transfer from land and improvements to property and equipment amounted to ₱1.7 million in 2015; transfer from land and improvements to investment properties amounted to ₱426.1 million in 2016; transfer from land and improvements to other assets amounted to ₱174.3 million and ₱56.85 million in 2016 and 2015; transfers from inventories to investment properties amounted to ₱1,065.3 million and ₱52.0 million in 2016 and 2015, respectively; transfer from inventories to property and equipment amounted to ₱138.8 million in 2014; transfers from investment properties to inventories amounted to ₱827.2 million in 2014; transfer from investment properties to property and equipment amounted to ₱16.7 million and ₱62.2 million 2016 and 2015, respectively; transfer from property and equipment to other assets amounted to ₱239.8 million in 2014; transfer from investment properties to other assets amounted to ₱8.6 million in 2014; transfer from property and equipment to investment property amounting to ₱90.9 million and ₱33.1 million in 2015 and 2014, respectively; transfer from other assets to property and equipment amounting to ₱274.4 million in 2014; land and improvement which amounted to ₱108.7 million was donated in 2015.

37. Events After Reporting Date

On February 20, 2017, the BOD approved the declaration of cash dividends amounting to ₱0.24 per outstanding common share. These will be paid out on March 22, 2017 to shareholders on record as of March 6, 2017.

Further, on the same date, the BOD also declared annual cash dividends of 4.74786% per year or ₱0.00474786 per share to all shareholders of the Company's unlisted voting preferred shares. These will be paid out on June 29, 2017 to shareholders on record as of June 15, 2017.

SGVFS015604

Ayala Land, Inc.

Parent Company Financial Statements
December 31, 2016 and 2015

and

Independent Auditor's Report



INDEPENDENT AUDITOR'S REPORT

The Board of Directors and Stockholders
Ayala Land, Inc.

Report on the Audit of the Parent Company Financial Statements

Opinion

We have audited the parent company financial statements of Ayala Land Inc. (the Company), which comprise the parent company statements of financial position as at December 31, 2016 and 2015, and the parent company statements of income, parent company statements of comprehensive income, parent company statements of changes in equity and parent company statements of cash flows for the years then ended, and notes to the parent company financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying parent company financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2016 and 2015, and its financial performance and its cash flows for the years then ended in accordance with Philippine Financial Reporting Standards (PFRSs).

Basis for Opinion

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

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

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

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



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

Auditor's Responsibilities for the Audit of the Parent Company Financial Statements

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

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

- Identify and assess the risks of material misstatement of the parent company financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the parent company financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the parent company financial statements, including the disclosures, and whether the parent company financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.



We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on the Supplementary Information Required Under Revenue Regulations 15-2010

Our audits were conducted for the purpose of forming an opinion on the parent company financial statements taken as a whole. The supplementary information required under Revenue Regulations 15-2010 in Note 31 to the parent company financial statements is presented for purposes of filing with the Bureau of Internal Revenue and is not a required part of the basic financial statements. Such information is the responsibility of the management of Ayala Land Inc. The information has been subjected to the auditing procedures applied in our audit of the basic financial statements. In our opinion, the information is fairly stated, in all material respects, in relation to the basic financial statements taken as a whole.

The engagement partner on the audit resulting in this independent auditor's report is Lucy L. Chan.

SYCIP GORRES VELAYO & CO.



Lucy L. Chan
Partner
CPA Certificate No. 88118
SEC Accreditation No. 0114-AR-4 (Group A),
January 7, 2016, valid until January 6, 2019
Tax Identification No. 152-884-511
BIR Accreditation No. 08-001998-46-2015,
February 27, 2015, valid until February 26, 2018
PTR No. 5908681, January 3, 2017, Makati City
February 20, 2017



AYALA LAND, INC.**PARENT COMPANY STATEMENTS OF FINANCIAL POSITION**

	December 31	
	2016	2015
ASSETS		
Current Assets		
Cash and cash equivalents (Notes 4, 22 and 25)	₱1,282,645,192	₱6,984,816,362
Financial assets at fair value through profit or loss (Notes 5, 22 and 25)	1,891,431	1,842,588
Accounts and notes receivable (Notes 6, 22 and 25)	64,936,768,482	44,420,291,763
Inventories (Note 7)	19,155,257,465	20,652,058,131
Other current assets (Note 8)	7,553,462,215	6,058,459,325
Total Current Assets	92,930,024,785	78,117,468,169
Noncurrent Assets		
Noncurrent accounts and notes receivable (Notes 6 and 25)	9,652,513,447	18,466,338,053
Available-for-sale financial assets (Notes 9 and 25)	200,390,971	193,140,971
Land and improvements (Note 10)	54,662,516,270	52,420,010,373
Investments in subsidiaries, associates and joint ventures (Note 11)	106,451,423,671	84,144,973,714
Investment properties (Note 12)	46,130,243,904	26,342,415,459
Property and equipment (Note 13)	768,406,040	963,476,811
Deferred tax assets - net (Note 21)	2,517,053,009	2,164,613,862
Other noncurrent assets (Note 14)	3,125,852,969	1,615,427,760
Total Noncurrent Assets	223,508,400,281	186,310,397,003
	₱316,438,425,066	₱264,427,865,172
LIABILITIES AND EQUITY		
Current Liabilities		
Accounts and other payables (Notes 15 and 25)	₱73,738,576,893	₱61,662,477,143
Short-term debt (Notes 16 and 25)	18,682,200,000	9,616,157,728
Current portion of long-term debt (Notes 16, 22 and 25)	865,531,750	7,325,160,938
Total Current Liabilities	93,286,308,643	78,603,795,809
Noncurrent Liabilities		
Long-term debt - net of current portion (Notes 16 and 25)	100,869,971,522	78,122,708,235
Pension liabilities - net (Note 23)	1,150,805,803	1,171,135,200
Deposits and other noncurrent liabilities (Notes 17 and 25)	11,733,022,743	5,066,235,822
Total Noncurrent Liabilities	113,753,800,068	84,360,079,257
Total Liabilities	207,040,108,711	162,963,875,066
Equity		
Paid-in capital (Note 18)	61,562,170,354	61,072,447,778
Stock options outstanding (Note 24)	89,696,962	190,746,787
Retained earnings (Note 18)	48,078,570,822	40,618,845,930
Net unrealized gain on available-for-sale financial assets (Note 9)	26,425,650	16,375,650
Remeasurement loss on defined benefit plans (Note 23)	(358,547,433)	(434,426,039)
Total Equity	109,398,316,355	101,463,990,106
	₱316,438,425,066	₱264,427,865,172

See accompanying Notes to Parent Company Financial Statements.



AYALA LAND, INC.**PARENT COMPANY STATEMENTS OF INCOME**

	Years Ended December 31	
	2016	2015
REVENUE		
Real estate (Notes 12, 19 and 22)	₱28,324,838,681	₱24,941,785,447
Dividend income (Note 22)	11,891,532,930	9,709,804,126
Interest income (Notes 4, 6 and 22)	1,683,172,272	1,537,451,984
Other income (Note 20)	99,087,122	171,379,723
	41,998,631,005	36,360,421,280
COSTS AND EXPENSES		
Real estate (Notes 20 and 22)	17,911,976,290	16,445,383,573
General and administrative expenses (Note 20)	2,449,709,436	2,966,271,484
Interest expense and other financing charges (Note 20)	5,758,361,363	4,418,516,546
Other charges (Note 20)	304,040,285	816,825,906
	26,424,087,374	24,646,997,509
INCOME BEFORE INCOME TAX	15,574,543,631	11,713,423,771
PROVISION FOR INCOME TAX (Note 21)		
Current	1,438,560,679	924,332,402
Deferred	(384,958,549)	(360,412,694)
	1,053,602,130	563,919,708
NET INCOME	₱14,520,941,501	₱11,149,504,063

See accompanying Notes to Parent Company Financial Statements.



AYALA LAND, INC.**PARENT COMPANY STATEMENTS OF COMPREHENSIVE INCOME**

	Years Ended December 31	
	2016	2015
Net Income	₱14,520,941,501	₱11,149,504,063
Other comprehensive income (loss)		
<i>Other comprehensive income (loss) that may be reclassified to profit or loss in subsequent years:</i>		
Net unrealized gain (loss) on available-for-sale financial assets (Note 9)	10,050,000	6,510,000
<i>Other comprehensive income (loss) not to be reclassified to profit or loss in subsequent years:</i>		
Remeasurement gain (loss) on defined benefit plans (Note 23)	108,398,009	43,738,600
Tax effect relating to components of other comprehensive income (loss)	(32,519,403)	(13,121,580)
Total other comprehensive gain - net of tax	85,928,606	37,127,020
Total comprehensive income	₱14,606,870,107	₱11,186,631,083

See accompanying Notes to Parent Company Financial Statements.



AYALA LAND, INC.**PARENT COMPANY STATEMENTS OF CHANGES IN EQUITY**

	Years Ended December 31	
	2016	2015
CAPITAL STOCK (Note 18)		
Common Shares - ₱1.00 par value		
Issued		
Balance at beginning of year	₱14,586,068,012	₱14,088,207,410
Issuance of shares	11,194,508	497,860,602
Balance at end of year	14,597,262,520	14,586,068,012
Subscribed		
Balance at beginning of year	109,563,355	102,281,228
Additions	17,051,221	505,142,729
Issuance of shares	(11,194,508)	(497,860,602)
Balance at end of year	115,420,068	109,563,355
Preferred Shares - ₱0.10 par value		
Balance at beginning and end of year	1,306,649,476	1,306,649,476
ADDITIONAL PAID-IN CAPITAL		
Balance at beginning of year	46,217,694,558	30,200,322,893
Additions	710,824,724	16,017,371,665
Balance at end of year	46,928,519,282	46,217,694,558
SUBSCRIPTIONS RECEIVABLE		
Balance at beginning of year	(1,147,527,623)	(845,992,640)
Additions	(418,491,593)	(363,969,097)
Collections	180,338,224	62,434,114
Balance at end of year	(1,385,680,992)	(1,147,527,623)
TOTAL PAID-IN CAPITAL	61,562,170,354	61,072,447,778
STOCK OPTIONS OUTSTANDING (Note 24)		
Balance at beginning of year	190,746,787	185,603,851
Cost of stock options	11,407,239	17,262,382
Stock options exercised/expired	(112,457,064)	(12,119,446)
Balance at end of year	89,696,962	190,746,787
RETAINED EARNINGS (Note 18)		
Appropriated for future expansion	8,000,000,000	6,000,000,000
Unappropriated:		
Balance at beginning of year	34,618,845,930	29,626,106,781
Cash dividends		
Common shares - ₱0.48 per share in 2016 and ₱0.42 per share in 2015	(6,999,178,721)	(6,094,727,026)
Preferred shares - ₱0.005 per share or 4.75%	(62,037,888)	(62,037,888)
Net income	14,520,941,501	11,149,504,063
Additional Appropriations	(2,000,000,000)	—
Balance at end of year	40,078,570,822	34,618,845,930
	48,078,570,822	40,618,845,930
(Forward)		



	Years Ended December 31	
	2016	2015
NET UNREALIZED GAIN ON AVAILABLE-FOR-SALE FINANCIAL ASSETS (Note 9)		
Balance at beginning of year	P16,375,650	P9,865,650
Net changes during the year	10,050,000	6,510,000
Balance at end of year	26,425,650	16,375,650
REMEASUREMENT LOSS ON DEFINED BENEFIT PLANS (Note 23)		
Balance at beginning of year	(434,426,039)	(465,043,059)
Net changes during the year	75,878,606	30,617,020
Balance at end of year	(358,547,433)	(434,426,039)
	P109,398,316,355	P101,463,990,106
Total Comprehensive Income for the Year		
Net income	P14,520,941,501	P11,149,504,063
Net unrealized gain on available-for-sale financial assets	10,050,000	6,510,000
Remeasurement gain (loss) on pension liabilities - net of tax	75,878,606	30,617,020
	P14,606,870,107	P11,186,631,083

See accompanying Notes to Parent Company Financial Statements.



AYALA LAND, INC.**PARENT COMPANY STATEMENTS OF CASH FLOWS**

	Years Ended December 31	
	2016	2015
CASH FLOWS FROM OPERATING ACTIVITIES		
Income before income tax	₱15,574,543,631	₱11,713,423,771
Adjustments for:		
Interest expense (Note 20)	5,258,272,680	4,056,338,544
Depreciation (Notes 12, 13 and 20)	945,275,795	1,020,401,438
Cost of share-based payments (Note 24)	208,334,527	213,586,514
Unrealized forex loss	121,800,000	53,075,895
Provision for impairment losses and write-offs (Note 20)	99,748,596	626,008,958
Donated land (Note 10)	—	108,735,090
Gain on financial assets at fair value through profit or loss (Note 20)	(48,843)	(25,001)
Gain on sale of property and equipment (Note 20)	(21,742,881)	(5,819,803)
Gain on sale of investment property (Note 20)	—	(27,502,066)
Gain on reversal of provision of impairment in investment (Note 20)	—	(108,291,954)
Interest income	(1,683,172,272)	(1,537,451,984)
Dividend income	(11,891,532,930)	(9,709,804,126)
Operating income before changes in working capital	8,611,478,303	6,402,675,276
Changes in operating assets and liabilities:		
Decrease (increase) in:		
Other current assets	(1,124,307,309)	747,323,592
Inventories (Notes 7 and 29)	997,420,817	(3,406,150,647)
Accounts and notes receivable - trade (Note 6)	(4,006,366,425)	(7,145,763,723)
Accounts and notes receivable - nontrade (Note 6)	(7,408,525,531)	(13,182,929,888)
Increase in:		
Accounts and other payables (Note 15)	12,156,157,692	14,556,207,738
Pension liabilities (Note 23)	88,068,611	71,470,801
Cash generated from (used in) operations	9,313,926,158	(1,957,166,851)
Dividends received	10,011,989,246	9,471,818,785
Interest received	1,684,076,922	1,540,339,472
Income tax paid	(1,809,256,261)	(1,346,139,275)
Interest paid	(5,338,330,622)	(3,944,869,769)
Net cash provided by operating activities	13,862,405,443	3,763,982,362
CASH FLOWS FROM INVESTING ACTIVITIES		
Proceeds from disposal/maturity/redemption of:		
Investments in subsidiaries, associates and joint ventures (Note 11)	1,045,867,826	1,480,567,129
Investment properties (Note 12)	—	114,892,910
Property and equipment (Note 13)	24,464,583	8,966,537
AFS financial assets (Note 9)	2,800,000	—

(Forward)



	Years Ended December 31	
	2016	2015
Increase in:		
Other noncurrent assets	(P1,510,425,209)	(P71,099,276)
Purchases/additions to:		
Property and equipment (Note 13)	(305,125,871)	(354,889,856)
Investment properties (Note 12)	(20,235,629,299)	(3,949,273,920)
Land and improvements (Notes 10 and 29)	(2,791,118,076)	(7,091,013,518)
Investments in subsidiaries, associates and joint ventures (Note 11)	(16,594,445,474)	(23,614,577,316)
Net cash used in investing activities	(40,363,611,520)	(33,476,427,310)
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from short-term and long-term debts (Note 16)	35,274,912,309	38,987,855,510
Proceeds from capital stock subscriptions	180,338,224	16,012,535,833
Increase (decrease) in deposits and other noncurrent liabilities (Note 17)	2,448,036,921	(3,132,274,504)
Payments of cash dividends (Note 18)	(7,061,216,609)	(6,156,764,914)
Payments of short-term and long-term debts (Note 16)	(10,043,035,938)	(16,677,251,055)
Net cash provided by financing activities	20,799,034,907	29,034,100,870
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	(5,702,171,170)	(678,344,078)
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR	6,984,816,362	7,663,160,440
CASH AND CASH EQUIVALENTS AT END OF YEAR (Note 4)	P1,282,645,192	P6,984,816,362

See accompanying Notes to Parent Company Financial Statements.



AYALA LAND, INC.

NOTES TO PARENT COMPANY FINANCIAL STATEMENTS

1. Corporate Information

Ayala Land, Inc. (the “Parent Company”, the “Company”, or “ALI”) is domiciled and was incorporated on June 30, 1988 in the Republic of the Philippines. The Parent Company is a subsidiary of Ayala Corporation (AC). AC is a publicly-listed company, 48.96%-owned by Mermac, Inc., 10.17%-owned by Mitsubishi Corporation, and the rest by the public. The Parent Company’s registered office and principal place of business is 31st Floor, Tower One and Exchange Plaza, Ayala Triangle, Ayala Avenue, Makati City.

The Parent Company is incorporated to hold, develop, manage, administer, sell, convey, encumber, purchase, acquire, rent or otherwise deal in and dispose of, for itself or for others, residential including, but not limited to, all kinds of housing projects, commercial, industrial, urban or other kinds of real property; to acquire, purchase, hold, manage, develop and sell subdivision lots, with or without buildings or improvements; to erect, construct, alter, manage, operate, lease, in whole or in part, buildings and tenements of the Parent Company or of other persons; and to engage or act as real estate broker.

The accompanying parent company financial statements were endorsed for approval by the Audit Committee on February 15, 2017 and were approved and authorized for issue by the Board of Directors (BOD) on February 20, 2017.

2. Summary of Significant Accounting Policies

Basis of Preparation

The accompanying parent company financial statements have been prepared using the historical cost basis, except for financial assets at fair value through profit or loss (FVPL) and quoted available-for-sale (AFS) financial assets that have been measured at fair value. The Parent Company’s presentation and functional currency is the Philippine Peso (₱). All amounts are rounded off to the nearest peso unless otherwise indicated.

Statement of Compliance

The parent company financial statements of Ayala Land, Inc., which are prepared for submission to the Philippine Securities and Exchange Commission (SEC) and to the Bureau of Internal Revenue (BIR), are presented in compliance with Philippine Financial Reporting Standards (PFRSs). The Parent Company also prepares and issues consolidated financial statements presented in compliance with PFRS which can be obtained from the Parent Company’s registered address.

Adoption of New and Amended Accounting Standards and Interpretations

The accounting policies adopted in the preparation of the parent company financial statements are consistent with those of the previous financial year except for the adoption of the following new and amended PFRS which became effective January 1, 2016.

The nature and impact of each new standard and amendment are described below:

*Philippine Accounting Standards (PAS) 1, **Presentation of Financial Statements – Disclosure Initiative (Amendments)***

The amendments are intended to assist entities in applying judgment when meeting the presentation and disclosure requirements in PFRSs. They clarify the following:

- That entities shall not reduce the understandability of their financial statements by either obscuring material information with immaterial information; or aggregating material items that have different natures or functions
- That specific line items in the statement of income and OCI and the statement of financial position may be disaggregated



- That entities have flexibility as to the order in which they present the notes to financial statements
- That the share of OCI of associates and joint ventures accounted for using the equity method must be presented in aggregate as a single line item, and classified between those items that will or will not be subsequently reclassified to profit or loss.

These amendments do not have any material impact on the Parent Company.

PFRS 10, Consolidated Financial Statements, PFRS 12, Disclosure of Interests in Other Entities, and PAS 28, Investments in Associates and Joint Ventures – Investment Entities: Applying the Consolidation Exception (Amendments)

These amendments clarify that the exemption in PFRS 10 from presenting consolidated financial statements applies to a parent entity that is a subsidiary of an investment entity that measures all of its subsidiaries at fair value and that only a subsidiary of an investment entity that is not an investment entity itself and that provides support services to the investment entity parent is consolidated. The amendments also allow an investor (that is not an investment entity and has an investment entity associate or joint venture), when applying the equity method, to retain the fair value measurement applied by the investment entity associate or joint venture to its interests in subsidiaries. These amendments are not applicable to the Parent Company since none of its investees is an investment entity.

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

The amendments 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 PFRSs and electing to change to the equity method in its separate financial statements will have to apply that change retrospectively. These amendments do not have any impact on the parent company financial statements since the Parent Company did not elect to use the equity method to account for its subsidiaries, joint ventures and associates in its separate financial statements.

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

The amendments to PFRS 11 require a joint operator that is accounting for the acquisition of an interest in a joint operation, in which the activity of the joint operation constitutes business (as defined by PFRS 3), to 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. These amendments do not have any impact to the Parent Company as there has been no interest acquired in a joint operation during the period.

PFRS 14, Regulatory Deferral Accounts

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



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

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

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

The amendments clarify the principle in PAS 16 and PAS 38 that revenue reflects a pattern of economic benefits that are generated from operating a business (of which the asset is part) rather than the economic benefits that are consumed through use of the asset. As a result, a revenue-based method cannot be used to depreciate property, plant and equipment and may only be used in very limited circumstances to amortize intangible assets. These amendments do not have any impact to the Parent Company given that it has not used a revenue-based method to depreciate its non-current assets.

Philippine Interpretations Committee (PIC) Q&A No. 2016-02

In 2016, the PIC issued Q&A No. 2016-02 to clarify the accounting treatment of club shares held by an entity as follows:

PAS 32 and PAS 38 – Accounting Treatment of Club Shares Held by an Entity

Club shares as financial assets

Equity instruments of another entity are considered as financial assets of the investor/holder in accordance with PAS 32.11. Furthermore, PAS 32.11 defines an equity instrument as any contract that evidences a residual interest in the assets after deducting its liabilities. A proprietary club share entitles the shareholder to a residual interest in the net assets upon liquidation which justifies that such instrument is an equity instrument and thereby qualifies as a financial asset to be accounted for under PAS 39, *Financial Instruments: Recognition and Measurement*.

Club shares as intangible assets

PAS 38 defines an intangible asset as an identifiable non-monetary asset without physical substance. The key characteristics of intangible assets are that they are resources controlled by the entity from which the entity expects to derive future economic benefits, lack physical substance and are identifiable to be distinguished from goodwill.

A non-proprietary club share, though an equity instrument in its legal form, is not an equity instrument in the context of PAS 32. Furthermore, it does not entitle the holder to a contractual right to receive cash or another financial asset from the issuing corporation. The holder of the share, in substance, only paid for the privilege to enjoy the club facilities and services but not for ownership of the club. In such case, the holder must account for the share as an intangible asset under PAS 38.

The Company has evaluated the accounting treatment of its club shares following the guidance under the above PIC Q&A and has concluded that it exercises control over Anvaya Cove Beach and Nature Club, Inc. and Anvaya Cove Golf and Sports Club, Inc. Accordingly, these two (2) club entities were reclassified as “Investments in subsidiaries, associates and joint ventures as of December 31, 2016. For the other club shares it holds where the Company does not exercise significant influence or joint control, the Company reclassified these from “Real estate inventories” to “AFS”. Prior year financial statements have not been restated and a third balance sheet has not



been presented since the impact of the application of this interpretation is deemed to be not material.

Annual Improvements to PFRSs (2012-2014 cycle)

The *Annual Improvements to PFRSs* (2012-2014 cycle) are effective January 1, 2016 and the Parent Company has applied these amendments for the first time in these financial statements. Unless otherwise stated, these amendments have no material impact on the Parent Company's financial statements. They include:

PFRS 5, Non-current Assets Held for Sale and Discontinued Operations - Changes in Methods of Disposal (Amendments)

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 (Amendments)

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 for continuing involvement 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 (Amendments)

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 (Amendments)

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' (Amendments)

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).

Standards and interpretations issued but not yet effective

Pronouncements issued but not yet effective are listed below. Unless otherwise indicated, the Parent Company does not expect that the future adoption of the said pronouncements to have a significant impact on its financial statements. The Parent Company intends to adopt the following pronouncements when they become effective.



Effective beginning on or after January 1, 2017

Amendment to PFRS 12, *Clarification of the Scope of the Standard* (Part of Annual Improvements to PFRSs 2014 - 2016 Cycle)

The amendments clarify that the disclosure requirements in PFRS 12, other than those relating to summarized financial information, apply to an entity's interest in a subsidiary, a joint venture or an associate (or a portion of its interest in a joint venture or an associate) that is classified (or included in a disposal group that is classified) as held for sale.

The amendments do not have any impact on the Parent Company's financial position and results of operation.

Amendments to PAS 7, *Statement of Cash Flows, Disclosure Initiative*

The amendments to PAS 7 require an entity to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes (such as foreign exchange gains or losses). On initial application of the amendments, entities are not required to provide comparative information for preceding periods. Early application of the amendments is permitted.

Application of amendments will result in additional disclosures in the 2017 financial statements of the Parent Company.

Amendments to PAS 12, *Income Taxes, Recognition of Deferred Tax Assets for Unrealized Losses*

The amendments clarify that an entity needs to consider whether tax law restricts the sources of taxable profits against which it may make deductions on the reversal of that deductible temporary difference. Furthermore, the amendments provide guidance on how an entity should determine future taxable profits and explain the circumstances in which taxable profit may include the recovery of some assets for more than their carrying amount.

Entities are required to apply the amendments retrospectively. However, on initial application of the amendments, the change in the opening equity of the earliest comparative period may be recognized in opening retained earnings (or in another component of equity, as appropriate), without allocating the change between opening retained earnings and other components of equity. Entities applying this relief must disclose that fact. Early application of the amendments is permitted.

These amendments are not expected to have any impact on the Parent Company.

Effective beginning on or after January 1, 2018

Amendments to PFRS 2, *Share-based Payment, Classification and Measurement of Share-based Payment Transactions*

The amendments to PFRS 2 address three main areas: the effects of vesting conditions on the measurement of a cash-settled share-based payment transaction; the classification of a share-based payment transaction with net settlement features for withholding tax obligations; and the accounting where a modification to the terms and conditions of a share-based payment transaction changes its classification from cash settled to equity settled.

On adoption, entities are required to apply the amendments without restating prior periods, but retrospective application is permitted if elected for all three amendments and if other criteria are met. Early application of the amendments is permitted.

The Parent Company is assessing the potential effect of the amendments on its financial statements.



Amendments to PFRS 4, Insurance Contracts, Applying PFRS 9, Financial Instruments, with PFRS 4

The amendments address concerns arising from implementing PFRS 9, the new financial instruments standard before implementing the forthcoming insurance contracts standard. They allow entities to choose between the overlay approach and the deferral approach to deal with the transitional challenges. The overlay approach gives all entities that issue insurance contracts the option to recognize in other comprehensive income, rather than profit or loss, the volatility that could arise when PFRS 9 is applied before the new insurance contracts standard is issued. On the other hand, the deferral approach gives entities whose activities are predominantly connected with insurance an optional temporary exemption from applying PFRS 9 until the earlier of application of the forthcoming insurance contracts standard or January 1, 2021.

The overlay approach and the deferral approach will only be available to an entity if it has not previously applied PFRS 9.

The amendments are not applicable to the Parent Company since it does not have activities that are predominantly connected with insurance or issue insurance contracts.

PFRS 15, Revenue from Contracts with Customers

PFRS 15 establishes a new five-step model that will apply to revenue arising from contracts with customers. Under PFRS 15, revenue is recognized at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer. The principles in PFRS 15 provide a more structured approach to measuring and recognizing revenue.

The new revenue standard is applicable to all entities and will supersede all current revenue recognition requirements under PFRSs. Either a full or modified retrospective application is required for annual periods beginning on or after January 1, 2018.

The Parent Company is currently assessing the impact of PFRS 15 and plans to adopt the new standard on the required effectivity date.

PFRS 9, Financial Instruments

PFRS 9 reflects all phases of the financial instruments project and replaces PAS 39, *Financial Instruments: Recognition and Measurement*, and all previous versions of PFRS 9. The standard introduces new requirements for classification and measurement, impairment, and hedge accounting. PFRS 9 is effective for annual periods beginning on or after January 1, 2018, with early application permitted. Retrospective application is required, but providing comparative information is not compulsory. For hedge accounting, the requirements are generally applied prospectively, with some limited exceptions.

The adoption of PFRS 9 will have an effect on the classification and measurement of the Parent Company's financial assets and impairment methodology for financial assets, but will have no impact on the classification and measurement of the Parent Company's financial liabilities. The adoption will also have an effect on the Parent Company's application of hedge accounting and on the amount of its credit losses. The Parent Company is currently assessing the impact of adopting this standard.

Amendments to PAS 28, Measuring an Associate or Joint Venture at Fair Value (Part of Annual Improvements to PFRSs 2014 - 2016 Cycle)

The amendments clarify that an entity that is a venture capital organization, or other qualifying entity, may elect, at initial recognition on an investment-by-investment basis, to measure its investments in associates and joint ventures at fair value through profit or loss. They also clarify that if an entity that is not itself an investment entity has an interest in an associate or joint venture that is an investment entity, the entity may, when applying the equity method, elect to retain the fair value measurement applied by that investment entity associate or joint venture to the investment entity associate's or joint venture's interests in subsidiaries. This election is made separately for



each investment entity associate or joint venture, at the later of the date on which (a) the investment entity associate or joint venture is initially recognized; (b) the associate or joint venture becomes an investment entity; and (c) the investment entity associate or joint venture first becomes a parent. The amendments should be applied retrospectively, with earlier application permitted.

The Parent Company does not expect the amendments to have material impact on its financial statements.

Amendments to PAS 40, Investment Property, Transfers of Investment Property

The amendments clarify when an entity should transfer property, including property under construction or development into, or out of investment property. The amendments state that a change in use occurs when the property meets, or ceases to meet, the definition of investment property and there is evidence of the change in use. A mere change in management's intentions for the use of a property does not provide evidence of a change in use. The amendments should be applied prospectively to changes in use that occur on or after the beginning of the annual reporting period in which the entity first applies the amendments. Retrospective application is only permitted if this is possible without the use of hindsight.

The Parent Company does not expect the amendments to have material impact on its financial statements.

Philippine Interpretation IFRIC-22, Foreign Currency Transactions and Advance Consideration

The interpretation clarifies that in determining the spot exchange rate to use on initial recognition of the related asset, expense or income (or part of it) on the derecognition of a nonmonetary asset or non-monetary liability relating to advance consideration, the date of the transaction is the date on which an entity initially recognizes the nonmonetary asset or nonmonetary liability arising from the advance consideration. If there are multiple payments or receipts in advance, then the entity must determine a date of the transactions for each payment or receipt of advance consideration. The interpretation may be applied on a fully retrospective basis. Entities may apply the interpretation prospectively to all assets, expenses and income in its scope that are initially recognized on or after the beginning of the reporting period in which the entity first applies the interpretation or the beginning of a prior reporting period presented as comparative information in the financial statements of the reporting period in which the entity first applies the interpretation.

The Parent Company does not expect the amendments to have material impact on its financial statements.

Effective beginning on or after January 1, 2019

PFRS 16, Leases

Under the new standard, lessees will no longer classify their leases as either operating or finance leases in accordance with PAS 17, *Leases*. Rather, lessees will apply the single-asset model. Under this model, lessees will recognize the assets and related liabilities for most leases on their balance sheets, and subsequently, will depreciate the lease assets and recognize interest on the lease liabilities in their profit or loss. Leases with a term of 12 months or less or for which the underlying asset is of low value are exempted from these requirements.

The accounting by lessors is substantially unchanged as the new standard carries forward the principles of lessor accounting under PAS 17. Lessors, however, will be required to disclose more information in their financial statements, particularly on the risk exposure to residual value.

Entities may early adopt PFRS 16 but only if they have also adopted PFRS 15. When adopting PFRS 16, an entity is permitted to use either a full retrospective or a modified retrospective approach, with options to use certain transition reliefs.

The Parent Company is currently assessing the impact of adopting PFRS 16.



Deferred effectivity

Amendments to PFRS 10 and PAS 28, Sale or Contribution of Assets between an Investor and its Associate or Joint Venture

The amendments address the conflict between PFRS 10 and PAS 28 in dealing with the loss of control of a subsidiary that is sold or contributed to an associate or joint venture. The amendments clarify that a full gain or loss is recognized when a transfer to an associate or joint venture involves a business as defined in PFRS 3, *Business Combinations*. Any gain or loss resulting from the sale or contribution of assets that does not constitute a business, however, is recognized only to the extent of unrelated investors' interests in the associate or joint venture.

On January 13, 2016, the Financial Reporting Standards Council postponed the original effective date of January 1, 2016 of the said amendments until the International Accounting Standards Board has completed its broader review of the research project on equity accounting that may result in the simplification of accounting for such transactions and of other aspects of accounting for associates and joint ventures.

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 the Parent Company.

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

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

For assets and liabilities that are recognized in the financial statements on a recurring basis, the Parent Company 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.



External valuers are involved for valuation of significant assets, such as investment properties. Involvement of external valuers is decided upon annually by corporate finance after discussion with and approval by the Company's audit committee. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained.

At each reporting date, corporate finance analyses the movements in the values of assets which are required to be re-measured or re-assessed as per the Parent Company's accounting policies.

The Parent Company, in conjunction with the external valuers, also compares each of the changes in the fair value of each asset with relevant external sources to determine whether the change is reasonable.

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

Cash and Cash Equivalents

Cash includes cash on hand and in banks. Cash equivalents are short-term, highly liquid investments that are readily convertible to known amounts of cash with original maturities of three (3) months or less from dates of placement and that are subject to an insignificant risk of changes in value.

Financial Instruments

Date of recognition

The Parent Company recognizes a financial asset or a financial liability in the parent company statement of financial position when it becomes a party to the contractual provisions of the instrument. Purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace are recognized on the settlement date.

Initial recognition of financial instruments

All financial instruments are initially recognized at fair value. Except for financial assets and financial liabilities at FVPL, the initial measurement of financial instruments includes transaction costs. The Parent Company classifies its financial assets into the following categories: financial assets at FVPL, held-to-maturity (HTM) investments, AFS financial assets, and loans and receivables. The Parent Company classifies its financial liabilities into financial liabilities at FVPL and other financial liabilities. 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 of its investments at initial recognition and, where allowed and appropriate, re-evaluates such designation at every reporting date.

"Day 1" difference

Where 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 Parent Company recognizes the difference between the transaction price and fair value (a "Day 1" difference) in the parent company statement of income unless it qualifies for recognition as some other type of asset or liability. In cases where an unobservable data is used, the difference between the transaction price and model value is only recognized in the parent company statement of income when the inputs become observable or when the instrument is derecognized. For each transaction, the Parent Company determines the appropriate method of recognizing the "Day 1" difference amount.



Financial assets and financial liabilities at FVPL

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

Financial assets and financial liabilities are classified as held for trading if they are acquired for the purpose of selling and repurchasing in the near term. Derivatives, including separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments or a financial guarantee contract. Fair value gains or losses on investments held for trading, net of interest income accrued on these assets, are recognized in the parent company statement of income under "Other income" or "Other charges".

Financial assets may be designated at initial recognition as at FVPL if any of the following criteria is met:

- The designation eliminates or significantly reduces the inconsistent treatment that would otherwise arise from measuring the assets or liabilities or recognizing gains or losses on them on a different basis; or
- The assets are part of a group of financial assets which are managed and their performance are evaluated on a fair value basis, in accordance with a documented risk management or investment strategy; or
- The financial instrument contains an embedded derivative that would need to be separately recorded.

As of December 31, 2016 and 2015, the Parent Company holds its investment in Unit Investment Trust Fund (UITF) as held for trading and classified these as financial assets at FVPL. Management takes the view that these are held for trading and such portfolios are managed by professional managers.

HTM investments

HTM investments are quoted nonderivative financial assets with fixed or determinable payments and fixed maturities for which management has the positive intention and ability to hold to maturity. Where the Parent Company sells other than an insignificant amount of HTM investments, the entire category would be tainted and reclassified as AFS financial assets. After initial measurement, these investments are measured at amortized cost using the effective interest method, less any impairment in value. 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.

The amortization is included under "Interest income" account in the parent company statement of income. Gains and losses are recognized in the parent company statement of income under "Other income" or "Other charges" when the HTM investments are derecognized and impaired, as well as through the amortization process.

As of December 31, 2016 and 2015, the Parent Company has no HTM investments.

Loans and receivables

Loans and receivables are financial assets with fixed or determinable payments and fixed maturities 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 designated as AFS financial assets or financial assets at FVPL. This accounting policy relates to the parent company statement of financial position captions "Cash and cash equivalents", "Short-term investments" and "Accounts and notes receivable" except for "Advances to contractors and suppliers", "Advances to other companies" and "Deposits for land purchases".

After initial measurement, loans and receivables are subsequently measured at amortized cost using the effective interest method, less allowance for impairment. 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. The amortization is included in the "Interest income" in the parent company



statement of income. The losses arising from impairment of such loans and receivables are recognized in the parent company statement of income under the "Other charges" account.

Loans and receivables are included in current assets if maturity is within twelve (12) months from the reporting date, otherwise these are classified as noncurrent assets.

AFS financial assets

AFS financial assets are those which are designated as such or do not qualify to be classified as designated at FVPL, HTM, or loans and receivables.

Financial assets may be designated at initial recognition as AFS if they 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. The unrealized gains and losses arising from the fair valuation of AFS financial assets are excluded from reported earnings and are reported as "Net unrealized gain on available-for-sale financial assets" in the equity section of the parent company statement of financial position.

When the security is disposed of, the cumulative gain or loss previously recognized in equity is recognized in the parent company statement of income under "Other income" account or "Other charges" account. Where the Parent Company holds more than one investment in the same security, these are deemed to be disposed on a weighted average basis. The losses arising from impairment of such investments are recognized in the parent company statement of income under the "Other charges" account.

When the fair value of the AFS financial assets cannot be measured reliably because of lack of reliable estimation of future cash flows and discount rates necessary to calculate the fair value of computed equity instruments, these investments are carried at cost less allowance for impairment losses. AFS financial assets are classified as noncurrent assets unless the intention is to dispose such assets within 12 months from reporting date.

Other financial liabilities

Issued financial instruments or their components, which are not designated as at FVPL are classified as other financial liabilities where the substance of the contractual arrangement results in the company 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. 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 method. Amortized cost is calculated by taking into account any discount or premium on the issue and fees that are integral parts of the effective interest rate. Any effects of restatement of foreign currency-denominated liabilities are recognized in the statement of income.

This accounting policy applies primarily to the Parent Company's "Accounts and other payables" (other than "Taxes payable" which is covered by other accounting standard), "Short-term and long-term debts," and other obligations that meet the above definition.



Deposits and Retentions Payable

Deposits and retentions payable are measured initially at fair value. After initial recognition, deposits and retentions payable are subsequently measured at amortized cost using the effective interest method.

For deposits, the difference between the cash received and its fair value is deferred and amortized using the straight-line method under the "Real estate revenue" account in the parent company statement of income.

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 financial assets) is derecognized when:

- a. the rights to receive cash flows from the asset have expired;
- b. the Parent Company 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
- c. the Parent Company has transferred its right 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 the risks and rewards of the asset but has transferred the control of the asset.

Where the Parent Company has transferred its rights to receive cash flows from an asset or has entered into a 'pass-through' arrangement, and has neither transferred nor retained substantially all the risks and rewards of the asset nor has transferred control of the asset, the asset is recognized to the extent of the Parent Company'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 original carrying amount of the asset and the maximum amount of consideration that the Parent Company could be required to repay.

Financial liability

A financial liability is derecognized when the obligation under the liability has expired, or is discharged or has cancelled. 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 parent company statement of income.

Impairment of Financial Assets

The Parent Company assesses at each reporting date whether there is 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 the 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.

Loans and receivables

For loans and receivables carried at amortized cost, the Parent Company first assesses whether objective evidence of impairment exists individually for financial assets that are individually significant, or collectively for financial assets that are not individually significant. If the Parent Company determines that no objective evidence of impairment exists for individually assessed



financial asset, whether significant or not, it includes the asset in a group of financial assets with similar credit risk characteristics and collectively assesses for impairment. Those characteristics are relevant to the estimation of future cash flows for groups of such assets by being indicative of the debtors' ability to pay all amounts due according to the contractual terms of the assets being evaluated. 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 for impairment.

If there is objective evidence that an impairment loss has been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows (excluding future credit losses that have not been incurred). The carrying amount of the asset is reduced through the use of an allowance account and the amount of loss is charged against the parent company statement of income under "Other charges" account.

Interest income continues to be accrued on the reduced carrying amount based on the original effective interest rate of the asset. Receivables, together with the associated allowance accounts, are written off when there is no realistic prospect of future recovery and all collateral has been realized. If, in a subsequent year, the amount of the estimated impairment loss decreases because of an event occurring after the impairment was recognized, the previously recognized impairment loss is reversed. Any subsequent reversal of an impairment loss is recognized in the parent company statement of income, to the extent that the carrying value of the asset does not exceed its amortized cost at the reversal date.

For the purpose of a collective evaluation of impairment, financial assets are grouped on the basis of certain credit risk characteristics such as customer type, payment history, past-due status and term.

Future cash flows in a group of financial assets that are collectively evaluated for impairment are estimated on the basis of historical loss experience for assets with credit risk characteristics similar to those in the group. Historical loss experience is adjusted on the basis of current observable data to reflect the effects of current conditions that did not affect the period on which the historical loss experience is based and to remove the effects of conditions in the historical period that do not exist currently. The methodology and assumptions used for estimating future cash flows are reviewed regularly by the Parent Company to reduce any differences between loss estimates and actual loss experience.

Financial asset 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 Parent Company assesses at each reporting date whether there is objective evidence that a financial asset or group of financial assets is impaired. In the case of equity investments classified as AFS financial assets, this would include a significant or prolonged decline in the fair value of the investments below its cost or where other objective evidence of impairment exists. The determination of what is 'significant' or 'prolonged' requires judgment. The Parent Company treats 'significant' generally as 20% or more and 'prolonged' as greater than six (6) months for quoted equity securities. The Parent Company evaluates other factors, including normal volatility in share price for quoted equities and the future cash flows and the discount factors for unquoted equities (see Note 10). 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 statement of income - is removed from equity and recognized in the parent company statement of income in the



“Other charges” account. Impairment losses on equity investments are not reversed through the parent company statement of income. Increases in fair value after impairment are recognized directly in equity through the parent company statement of comprehensive income.

In the case of debt instruments classified as AFS financial asset, 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 using the rate of interest used to discount future cash flows for the purpose of measuring impairment loss and is recorded under “Interest income” account in the parent company statement of income. If, in a subsequent year, the fair value of a debt instrument increased and the increase can be objectively related to an event occurring after the impairment loss was recognized in the parent company statement of income, the impairment loss is reversed through the parent company statement of income.

Offsetting Financial Instruments

Financial assets and financial liabilities are offset and the net amount reported in the parent company 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.

Inventories

Property acquired or being constructed for sale in the ordinary course of business, rather than to be held for rental or capital appreciation, is held as inventory and is measured at the lower of cost or net realizable value (NRV).

Cost includes:

- Land cost
- Land improvement cost
- Amounts paid to contractors for construction and development
- Planning and design costs, costs of site preparation, professional fees, property transfer taxes, construction overheads and other related costs

NRV is the estimated selling price in the ordinary course of the business, based on market prices at the reporting date, less estimated costs of completion and the estimated costs of sale.

The cost of inventory recognized in the parent company statement of income on disposal is determined with reference to the specific costs incurred on the property, and estimated costs to be incurred, allocated to saleable area based on relative size.

Prepaid Expenses

Prepaid expenses are carried at cost less the amortized portion. These typically comprise prepayments for commissions, marketing fees, advertising and promotions, rentals and insurance.

Input Value-Added Tax (VAT)

Input VAT arises from the purchase of goods and services. These are applied against output VAT. The remaining balance is recoverable in future periods. These are carried at cost less allowance for impairment loss, if any. Impairment loss is recognized when input VAT can no longer be recovered.

Advances to Other Companies, Advances to Contractors and Suppliers and Deposits on Land Purchases

Advances to other companies, advances to contractors and suppliers and deposits on land purchases are carried at cost less impairment losses, if any.



Land and Improvements

Land and improvements consist of properties for future development and are carried at the lower of cost or NRV. NRV is the estimated selling price in the ordinary course of business, less estimated cost of completion and estimated costs necessary to make the sale. Cost includes those costs incurred for development and improvement of the properties.

Investments in Subsidiaries, Associates and Joint Ventures

The Parent Company's investments in its subsidiaries, associates and joint ventures are accounted for under the cost method and are carried at cost less accumulated provisions for impairment losses, if any. A subsidiary is an entity over which the Parent Company has control. The Parent Company controls an entity when it is exposed, or has rights to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. An associate is an entity in which the Parent Company has a significant influence and which is neither a subsidiary nor a joint venture. A joint arrangement is a contractual arrangement whereby two or more parties undertake an economic activity that is subject to joint control, and a joint venture is a joint arrangement that involves the establishment of a separate entity in which each venturer has an interest.

The Parent Company recognizes income from the investment only to the extent that the Parent Company receives distributions from accumulated profits of the investee arising after the date of acquisition. Distributions received in excess of such profits are regarded as recovery of investment and are recognized as a reduction of the cost of the investment.

The Parent Company reduces the carrying value of its investment based on average acquisition cost per share (historical cost) when the Parent Company disposes the investment or the investee reacquires its own equity instruments from the Parent Company.

Investment Properties

Investment properties comprise completed property and property under construction or re-development that are held to earn rentals or capital appreciation or both and that are not occupied by the Parent Company.

The Parent Company uses the cost model in measuring investment properties. Investment properties, except for land, are carried at cost less accumulated depreciation and amortization and any impairment in residual value. Land is carried at cost less any impairment in value.

Expenditures incurred after the investment property has been put in operation, such as repairs and maintenance costs, are normally charged against income in the period in which the costs are incurred.

Construction-in-progress are carried at cost (including borrowing cost) and transferred to the related investment property account when the construction and related activities to prepare the property for its intended use are complete, and the property is ready for occupation.

Depreciation of investment properties are computed using the straight-line method over the estimated useful lives of the assets. The estimated useful lives and the depreciation method are reviewed periodically to ensure that the period and method of depreciation are consistent with the expected pattern of economic benefits from items of investment properties.

The estimated useful lives of buildings classified as investment properties ranges from 20 to 40 years.



Investment properties are derecognized when either they have been disposed of, or when the investment property is permanently withdrawn from use and no future economic benefit is expected from its disposal. Any gain or loss on the retirement or disposal of an investment property is recognized in the parent company statement of income in the year of retirement or disposal.

A transfer is made to investment property when there is a change in use, evidenced by ending of owner-occupation, commencement of an operating lease to another party or ending of construction or development. A transfer is made from investment property when and only when there is a change in use, evidenced by commencement of owner-occupation or commencement of development with a view to sale. A transfer between investment property, owner-occupied property and inventory does not change the carrying amount of the property transferred nor does it change the cost of that property for measurement or disclosure purposes.

The Parent Company discloses the fair values of its investment properties in accordance with PAS 40. The Parent Company engaged independent valuation specialist to assess fair value as at December 31, 2016 and 2015. The Parent Company's investment properties consist of land and building pertaining to land properties, retail (malls) and office properties. These were valued by reference to market-based evidence using comparable prices adjusted for specific market factors such as nature, location and condition of the property.

Property and Equipment

Property and equipment, except for land, are carried at cost less accumulated depreciation and amortization and any impairment in value. Land is carried at cost less any impairment in value. The initial cost of property and equipment comprises its construction cost or purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use, including borrowing costs.

Major repairs are capitalized as part of property and equipment only when it is probable that future economic benefits associated with the item will flow to the Parent Company and the cost of the items can be measured reliably. All other repairs and maintenance are charged against current operations as incurred.

Depreciation and amortization of property and equipment commences once the property and equipment are available for use and is computed on a straight-line basis over the estimated useful lives of the property and equipment as follows:

	Years
Buildings and improvements	20-40
Furniture, fixtures and office equipment	3-10
Transportation equipment	3-5

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

When property and equipment are retired or otherwise disposed of, the cost and the related accumulated depreciation and amortization and accumulated provision for impairment losses, if any, are removed from the accounts and any resulting gain or loss is credited to or charged against current operations.

Impairment of Nonfinancial Assets

The Parent Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any such indication exists, or when annual impairment testing for an asset is required, the Parent Company makes an estimate of the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's fair value less costs of



disposal and its value in use. It 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. Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Impairment losses of continuing operations are recognized in the parent company statement of income in those expense categories consistent with the function of the impaired asset.

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 any such indication exists, the recoverable amount is estimated. A previously recognized impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognized. If that is the case, the carrying amount of the asset is increased to its recoverable amount. That increased amount cannot exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in the parent company statement of income unless the asset is carried at revalued amount, in which case, the reversal is treated as a revaluation increase. After such reversal, the depreciation charge is adjusted in future periods to allocate the asset's revised carrying amount, less any residual value, on a systematic basis over its remaining estimated useful life.

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

Investments in subsidiaries, associates and joint ventures

The Parent Company determines at each reporting date whether there is any objective evidence that the investment in subsidiaries, associates or joint ventures is impaired. If this is the case, the Parent Company calculates the amount of impairment as being the difference between the recoverable amount and the carrying value of the investee company and recognizes the difference in the parent company statement of income.

Provisions

Provisions are recognized when the Parent Company 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 Parent Company expects a provision to be reimbursed, the reimbursement is recognized as a separate asset but only when the reimbursement is virtually certain. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognized as interest expense. Provisions are reviewed at each reporting date and adjusted to reflect the current best estimate.

Pension Cost

Pension cost is actuarially determined using the projected unit credit method. This method reflects services rendered by employees up to the date of valuation and incorporates assumptions concerning employees' projected salaries. Actuarial valuations are conducted with sufficient regularity, with option to accelerate when significant changes to underlying assumptions occur. Pension cost includes: a) service costs comprising current service costs and past-service costs b) gains and losses on curtailments and non-routine settlements, and c) net interest cost on benefit obligation.



Remeasurements, comprising of actuarial gains or losses, the effect of the asset ceiling excluding net interest cost and the return on plan assets (excluding net interest), are recognized immediately in the parent company statement of financial position with a corresponding debit or credit to OCI in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.

The liability recognized in the parent company statement of financial position in respect of defined benefit pension plans is the present value of the defined benefit obligation at the reporting date less fair value of the plan assets. The defined benefit obligation is calculated annually by independent actuaries using the projected unit credit method. The present value of the defined benefit obligation is determined by using risk-free interest rates of long-term government bonds that have terms to maturity approximating the terms of the related pension liabilities or applying a single weighted average discount rate that reflects the estimated timing and amount of benefit payments.

Share-based Payments

The Parent Company has equity-settled, share-based compensation plans with its employees.

PFRS 2 options

For options granted after November 7, 2002 that have not vested on or before January 1, 2005, the cost of equity-settled transactions with employees is measured by reference to the fair value at the date on which they are granted. The fair value is determined by using the Black-Scholes model, further details of which are presented in Note 24.

The cost of equity-settled transactions is recognized, together with a corresponding increase in equity, over the period in which the performance conditions are fulfilled, ending on the date on which the relevant employees become fully entitled to the award (vesting date). The cumulative expense recognized for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Parent Company's best estimate of the number of equity instrument that will ultimately vest. The income or expense for a period represents the movement in cumulative expense recognized as at the beginning and end of that period.

No expense is recognized for awards that do not ultimately vest, except for awards where vesting is conditional upon a market condition, which are treated as vesting irrespective of whether or not the market condition is satisfied, provided that all other performance conditions are satisfied.

Where the terms of an equity-settled award are modified, as a minimum, an expense is recognized as if the terms had not been modified. In addition, an expense is recognized for any increase in the value of the transaction as a result of the modification, as measured at the date of modification.

Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognized for the award is recognized immediately. However, if a new award is substituted for the cancelled award, and designated as a replacement award on the date that it is granted, the cancelled and new awards are treated as if they were a modification of the original award, as described in the previous paragraph.

Pre-PFRS 2 options

For options granted before November 7, 2002 that has vested before January 1, 2005, the intrinsic value of stock options determined as of grant date is recognized as expense over the vesting period.



Employee Stock Ownership Plan

The Parent Company has an employee stock ownership plan (ESOWN) which allows the grantees to purchase the Parent Company's shares at a discounted price. The Parent Company recognizes stock compensation expense over the holding period. The Parent Company treats its ESOWN plan as option exercisable within a given period. These are accounted for similar to the PFRS 2 options. Dividends paid on the awards that have vested are deducted from equity and those paid on awards that are unvested are charged to profit or loss. For the unsubscribed shares where the employees still have the option to subscribe in the future, these are accounted for as options.

Equity

When the shares are sold at a premium, the difference between the proceeds and the par value is credited to "Additional paid-in capital" account. Direct costs incurred related to equity issuance are chargeable to "Additional paid-in capital" account. If additional paid-in capital is not sufficient, the excess is charged against retained earnings. When the Parent Company issues more than one class of stock, a separate account is maintained for each class of stock and the number of shares issued.

Subscriptions receivable pertains to the uncollected portion of the subscribed shares.

Retained earnings represent accumulated earnings of the Parent Company less dividends declared.

Own equity instruments which are reacquired (treasury shares) are recognized at cost and deducted from equity. No gain or loss is recognized in the parent company statement of income on the purchase, sale, issue or cancellation of its own equity instruments. Any difference between the carrying amount and the consideration, if reissued, is recognized under "Additional paid-in capital". Voting rights related to treasury shares are nullified for the Parent Company and no dividends are allocated to them respectively. When the shares are retired, the capital stock account is reduced by its par value and the excess of cost over par value upon retirement is debited to additional paid-in capital when the shares were issued and to retained earnings for the remaining balance.

Revenue and Cost Recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Parent Company and the revenue can be reliably measured.

For real estate sales, the Parent Company assesses whether it is probable that the economic benefits will flow to the Parent Company when the sales prices are collectible. Collectibility of the sales price is demonstrated by the buyer's commitment to pay, which in turn is supported by substantial initial and continuing investments that give the buyer a stake in the property sufficient that the risk of loss through default motivates the buyer to honor its obligation to the seller. Collectibility is also assessed by considering factors such as the credit standing of the buyer, age and location of the property.

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



Any excess of collections over the recognized receivables are included in the "Accounts and other payables" account in the liabilities section of the parent company statement of financial position.

If any of the criteria under the full accrual or percentage-of-completion method is not met, the deposit method is applied until all the conditions for recording a sale are met. Pending recognition of sale, cash received from buyers are presented under the "Accounts and other payables" account in the liabilities section of the parent company statement of financial position.

Cost of real estate sales is recognized consistent with the revenue recognition method applied. Cost of residential and commercial lots and units sold before the completion of the development is determined on the basis of the acquisition cost of the land plus its full development costs, which include estimated costs for future development works, as determined by the Parent Company's project engineers.

Rental income under noncancellable and cancellable leases on investment properties is recognized in the parent company statement of income on a straight-line basis over the lease term and the terms of the lease, respectively, or based on a certain percentage of the gross revenue of the tenants, as provided under the terms of the lease contract.

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

Interest income is recognized as it accrues using the effective interest method.

Marketing fees, management fees from administration and property management are recognized when services are rendered.

Commissions

Commissions paid to sales or marketing agents on the sale of pre-completed real estate units are deferred when recovery is reasonably expected and are charged to expense in the period in which the related revenue is recognized as earned. Accordingly, when the percentage-of-completion method is used, commissions are likewise charged to expense in the period the related revenue is recognized. Commission expense is included under "Real estate costs and expenses" account in the parent company statement of income.

Expense Recognition

Expenses are recognized in the statement of income when decrease in future economic benefit related to a decrease in an asset or an increase in a liability has arisen that can be measured reliably.

Expenses are recognized in the statement of income:

- On the basis of a direct association between the costs incurred and the earning of specific items of income;
- On the basis of systematic and rational allocation procedures when economic benefits are expected to arise over several accounting periods and the association can only be broadly or indirectly determined; or
- Immediately when expenditure produces no future economic benefits or when, and to the extent that, future economic benefits do not qualify or cease to qualify, for recognition in the statement of financial position as an asset.

Direct operating expenses and general and administrative expenses are recognized as they are incurred.



Borrowing Costs

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

The interest capitalized is calculated using the Parent Company's weighted average cost of borrowings after adjusting for borrowings associated with specific developments. Where borrowings are associated with specific developments, the amounts capitalized is the gross interest incurred on those borrowings less any investment income arising on their temporary investment. Interest is capitalized from the commencement of the development work until the date of practical completion. The capitalization of finance costs is suspended if there are prolonged periods when development activity is interrupted. If the carrying amount of the asset exceeds its recoverable amount, an impairment loss is recorded.

Leases

The determination of whether an arrangement is, or contains, a lease is based on the substance of the arrangement at inception date whether the fulfillment of the arrangement is dependent on the use of a specific asset or assets or the arrangement conveys a right to use the asset. 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 the term of the renewal or extension was initially included in the lease term;
- (c) There is a change in the determination of whether fulfillment is dependent on a specified asset; or
- (d) There is substantial change to the asset.

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

Parent Company as lessor

Leases where the Parent Company does not transfer substantially all the risk and benefits of ownership of the assets are classified as operating leases. Lease payments received are recognized as an income in the parent company statement of income on a straight-line basis over the lease term. Initial direct costs incurred in negotiating operating leases are added to the carrying amount of the leased asset and recognized over the lease term on the same basis as the rental income. Contingent rents are recognized as revenue in the period in which they are earned.

Parent Company as lessee

Leases where the lessor retains substantially all the risks and benefits of ownership of the asset are classified as operating leases. Fixed lease payments are recognized as an expense in the parent company statement of income on a straight-line basis while the variable rent is recognized as an expense based on terms of the lease contract.

Income Tax

Current tax

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

Deferred tax

Deferred tax is provided, using the liability method, on all temporary differences, with certain exceptions, at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.



Deferred tax liabilities are recognized for all taxable temporary differences, with certain exceptions. Deferred tax assets are recognized for all deductible temporary differences, Carryforward benefits of unused tax credits from excess of minimum corporate income tax (MCIT) over the regular corporate income tax and unused 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 carryforward benefits of unused tax credits and NOLCO can be utilized.

Deferred tax liabilities are not provided on nontaxable temporary differences associated with investments in domestic subsidiaries, associates and interests in joint ventures.

The carrying amount of deferred 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 tax assets to be utilized. Unrecognized deferred tax assets are reassessed at each reporting date and are recognized to the extent that it has become probable that future taxable profit will allow all or part of the deferred tax assets to be recovered.

Deferred tax assets and liabilities are measured at the tax rate that is expected to apply to the period when the asset is realized or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted at the reporting date. Movements in the deferred tax assets and liabilities arising from changes in tax rates are charged against or credited to income for the period.

Deferred tax assets and liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred income taxes relate to the same taxable entity and the same taxation authority.

Foreign Currency Transactions

Transactions in foreign currencies are initially recorded using the exchange rate at the date of the transactions. Monetary assets and liabilities denominated in foreign currencies are restated using the closing exchange rates prevailing at reporting date. Exchange gains or losses arising from foreign exchange transactions are credited to or charged against operations for the year.

Segment Reporting

The Parent Company'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. Financial information on business segments is presented in Note 26.

Contingencies

Contingent liabilities are not recognized in the parent company 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 parent company financial statements but disclosed when an inflow of economic benefits is probable.

Events after the Reporting Date

Post year-end events up to the date when the financial statements are authorized for issue that provide additional information about the Parent Company's financial position at the reporting date (adjusting events) are reflected in the parent company financial statements. Post year-end events that are not adjusting events are disclosed in the parent company financial statements when material.



3. Significant Accounting Judgments and Estimates

The preparation of the accompanying parent company financial statements in conformity with PFRSs requires management to make estimates and assumptions that affect the amounts reported in the parent company financial statements and accompanying notes. The estimates and assumptions used in the accompanying parent company financial statements are based upon management's evaluation of relevant facts and circumstances as of the date of the parent company financial statements. Actual results could differ from such estimates.

Judgments

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

Distinction between real estate inventories and land and improvements

The Parent Company determines whether a property will be classified as real estate inventories or land and improvements. In making this judgment, the Parent Company considers whether the property will be sold in the normal operating cycle (Inventories) or whether it will be retained as part of the Parent Company's strategic landbanking activities for development or sale in the medium or long-term (Land and improvements).

Control of entities in which the Group holds only 50% or less than majority of voting rights

The Parent Company considers that it controls the following entities even though it owns 50% or less than majority of the voting rights.

Alabang Commercial Corp. (ACC)

For ACC, the Parent Company holds 50% of the voting rights, and is also the single largest shareholder and the remaining 50% of the equity shares are held by several shareholders. The second largest stockholder of ACC holds 8.3% share while the other shareholders' equity interest ranges from 2.1% to 8.3%. In addition, the Parent Company has an existing management services agreement which gives the Parent Company the exclusive control and decision over the relevant activities of ACC.

BG Entities (BGWest, BGNorth and BGSouth)

For the BG entities, wherein the Parent Company and the other shareholder each own 50% of the voting rights, the Parent Company controls the investee through exercise of its exclusive project development and marketing agreement as well as the ability to decide on the financing, operating and strategic policies of the investees. This enabled the Parent Company to conclude that it has control.

Ayala Hotels, Inc. (AHI), Roxas Land Corp. (RLC), ALI-CII Development Corp. (ALI-CII) and Leisure and Allied Industries Philippines, Inc. (LAIP)

Parent Company has an existing management services agreement with AHI, RLC, ALI-CII and LAIP which gives Parent Company the exclusive control and decision over the relevant activities of AHI, RLC, ALI-CII and LAIP.

Significant influence on Bonifacio Land Corp (BLC)

The Parent Company considers that it has significant influence over investees when it has board representation which allows them to participate in the financial and operating policy decisions but is not control or joint control of those policies (see Note 11).

Collectibility of the sales price

In determining whether the sales prices are collectible, the Parent Company considers that initial and continuing investments by the buyer of about 10% would demonstrate the buyer's commitment to pay.



Contingencies

The Parent Company is currently involved in various legal proceedings. The estimate of the probable costs for the resolution of these claims has been developed in consultation with outside counsel handling the defense in these matters and is based upon an analysis of potential results. The Parent Company currently does not believe that these proceedings will have a material effect on the Parent Company's financial position (see Note 28).

Management's Use of Estimates

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

Revenue and cost recognition

The Parent Company's revenue recognition policies require management to make use of estimates and assumptions that may affect the reported amounts of revenue and costs. The Parent Company's revenue from real estate is recognized based on the percentage-of-completion which are measured principally on the basis of the estimated completion of a physical proportion of the contract work (see Note 19).

In addition, the Parent Company's project development costs used in the computation of the cost of real estate sales, are based on estimated cost components determined by the Parent Company's project engineers.

Estimating allowance for impairment losses

The Parent Company maintains allowance for impairment losses based on the results of the individual and collective assessments under PAS 39. Under the individual assessment, the Parent Company is required to obtain the present value of estimated cash flows using the receivable's original effective interest rate. Impairment loss is determined as the difference between the receivables' carrying balance and the computed present value. Factors considered in individual assessment are customer type, payment history, past due status and term. The collective assessment would require the Parent Company to classify its receivables grouped per credit risk profile. The methodology and assumptions used for the individual and collective assessments are based on management's judgment and estimate. Therefore, the amount and timing of recorded expense for any period would differ depending on the judgments and estimates made for the year (see Note 6).

Evaluation of net realizable value of real estate inventories and land and improvements

The Parent Company adjusts the cost of its real estate inventories and land and improvements to net realizable value based on its assessment of the recoverability of the inventories. NRV for completed real estate inventories and land and improvements is assessed with reference to market conditions and prices existing at the reporting date and is determined by the Parent Company in the light of recent market transactions. NRV in respect of real estate inventories under construction is assessed with reference to market prices at the reporting date for similar completed property, less estimated costs to complete construction and less estimated costs to sell. The amount and timing of recorded expenses for any period would differ if different judgments were made or different estimates were utilized (see Notes 7 and 10).

Share-based payments

The expected life of the options is based on the expected exercise behavior of the stock option holders and is not necessarily indicative of the exercise patterns that may occur. The volatility is based on the average historical price volatility which may be different from the expected volatility of the shares of stock of the Parent Company (see Note 24).



Estimating pension liabilities and other retirement benefits

The determination of the Parent Company's obligation and cost for pension and other retirement benefits is dependent on selection of certain assumptions used by actuaries in calculating such amounts. These include the determination of the discount rates, future salary increases, mortality rates and future pension increases. Significant assumptions are disclosed in Note 23 and include among others, discount rate and salary increase rate.

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

The mortality rate is based on 1994 Group Annuity Mortality Table and is modified accordingly with estimates of mortality improvements. Future salary increases and pension increases are based on expected future inflation rates.

While the Parent Company believes that the assumptions are reasonable and appropriate, significant differences in actual experience or significant changes in assumptions could materially affect retirement obligations. See Note 23 for the related balances.

Fair value of financial instruments

Where the fair values of financial assets and financial liabilities recorded and disclosed in the parent company statement of financial position cannot be derived from active markets, they are determined using internal valuation techniques and 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. These estimates may include considerations of liquidity, volatility, and correlation. Certain financial assets and liabilities were initially recorded at their fair values by using the discounted cash flow methodology. See Note 25 for the related balances.

4. Cash and Cash Equivalents

Cash and cash equivalents consist of:

	2016	2015
Cash on hand	₱2,403,566	₱2,312,450
Cash in banks	1,028,831,347	1,031,237,938
Cash equivalents	251,410,279	5,951,265,974
	₱1,282,645,192	₱6,984,816,362

Cash in banks earns interest at the respective bank deposit rates. Cash equivalents are short-term, highly liquid investments that are made for varying periods of up to three (3) months depending on the immediate cash requirements of the Parent Company, and earn interest at the respective short-term investment rates ranging from 0.175% to 2.50% and 1.13% to 2.50% in 2016 and 2015, respectively.

5. Financial Assets at FVPL

The Parent Company has investments in the BPI Money Market Fund (MMF) (the Fund). The Fund, which are structured as a money market UITF, aim to generate liquidity and stable income by investing in a diversified portfolio of primarily short-term fixed income instruments. The Fund has no minimum holding period.

The fair value of the Parent Company's total investment in the Fund amounted to ₱1.9 million and ₱1.8 million as of December 31, 2016 and 2015, respectively.



As of December 31, 2016 and 2015, the total Net Asset Value (NAV) of the Fund aggregated to ₱ 6,281.6 million with duration of 37 days and ₱4,133.3 million with duration of 66 days, respectively. The fair value of the investment in BPI MMF is valued at ₱232.85 Net Asset Value Per Unit (NAVPU) as of December 31, 2016 and ₱229.04 as of December 31, 2015.

6. Accounts and Notes Receivable

Accounts and notes receivable are summarized as follows:

	2016	2015
Trade		
Residential development	₱21,235,737,152	₱18,803,919,054
Corporate business	2,266,374,934	835,780,706
Shopping centers	468,805,936	408,412,353
Rent receivables	179,588,189	124,149,929
Others	89,029,354	60,907,098
Receivable from related parties (Note 22)	32,236,509,818	32,756,089,857
Advances to contractors and suppliers	9,857,173,196	1,785,890,038
Advances to other companies	4,964,322,585	7,111,580,751
Dividends receivable	2,141,216,846	261,673,162
Deposits on land purchases	1,652,162,983	717,931,551
Receivable from employees	180,657,613	118,938,748
Interest receivable (Note 22)	12,711,726	13,616,376
Investment in bonds classified as loans and receivables	—	258,000,000
	75,284,290,332	63,256,889,623
Less allowance for impairment losses	695,008,403	370,259,807
	74,589,281,929	62,886,629,816
Less noncurrent portion	9,652,513,447	18,466,338,053
	₱64,936,768,482	₱44,420,291,763

The classes of trade receivables of the Parent Company follow:

- Residential development - pertains to receivables from the sale of high-end and upper middle-income residential lots and units, sale of commercial lots, and leisure community developments.
- Corporate business - pertain to lease receivables of office buildings.
- Shopping centers - pertain to lease receivables from retail spaces
- Rent receivables - pertain to receivables for lease of land and Ayala Property Management Corporation (APMC) - administered properties.
- Other trade receivables - pertain mainly to receivables from facility management and other support services.

The sales contracts receivables, included under residential development, are collectible in monthly installments over a period of one (1) to ten (10) years and with annual interest rates ranging from 1.75% to 18.00% computed on the diminishing balance of the principal. Titles to real estate properties are transferred to the buyers only once full payment has been made.

Receivables from shopping centers, rent receivables and management fees are due within 30 days upon billing.

Corporate business receivables are collectible on a monthly or quarterly basis depending on the terms of the lease contracts.



Receivable from related parties, dividends receivable and interest receivable are due and demandable.

Advances to other companies and deposits on land purchases includes advances made to joint venture partners that have been made in consideration of project costs and purchases of land that are still subject to completion. The Parent Company does not intend that these advances will be repaid, but will instead be recorded as part of the project costs upon development or as part of consideration for purchases of land. The documentation for these advances provides that these will be payable over a fixed term or on demand in order to allow for repayment of the advances when closing does not occur.

Advances to contractors and suppliers are recouped upon every progress billing payment depending on the percentage of accomplishment.

Investment in bonds classified as loans and receivables pertain to the Parent Company's investments in various notes and bonds as follows:

- ₱100.0 million investment in 5.9% unsecured subordinated notes of Land Bank of the Philippines (LBP) due 2022, callable in 2017. In December 2015, LBP issued an irrevocable early redemption notice wherein all of the outstanding notes will be redeemed at issue price on January 27, 2016. As of December 31, 2016, the Company has no outstanding investment in LBP notes due to early redemption.
- ₱200.0 million investment in 5.8% unsecured subordinated notes of Development Bank of the Philippines (DBP) due 2022, callable in 2017. The Company sold ₱42.0 million worth of bonds at carrying value with net gain of ₱0.1 million and an early redemption on the remaining balance of ₱158.0 million. As of December 31, 2016, the Company has no outstanding investment in DBP notes.

Receivables from employees pertain to housing, car, salary and other loans granted to the Parent Company's employees which are collectible through salary deduction, are interest-bearing (6.0% per annum) and payable on various maturity dates.

Receivables amounting to ₱695.0 million and ₱370.3 million as of December 31, 2016 and 2015, respectively, were impaired and fully provided with allowance. Movements in the allowance for impairment losses on receivables follow:

2016

	Trade			Advances to other companies	Total
	Shopping centers	Corporate business	Others		
Balance at beginning of year	₱149,977,931	₱12,806,532	₱47,091,223	₱160,384,121	₱370,259,807
Provisions during the year (Note 20)		48,554,256	—	276,194,340	324,748,596
Accounts written off		—	—	—	—
Balance at end of year	₱149,977,931	₱61,360,788	₱47,091,223	₱436,578,461	₱695,008,403
Individually impaired	₱30,319,377	₱61,360,788	₱47,091,223	₱436,578,461	₱575,349,849
Collectively impaired	119,658,554	—	—	—	119,658,554
Total	₱149,977,931	₱61,360,788	₱47,091,223	₱436,578,461	₱695,008,403
Gross amounts of receivables					
Individually determined to be impaired	₱30,319,377	₱61,360,788	₱47,091,223	₱436,578,461	₱575,349,849



2015

	Trade			Advances to other companies	Total
	Shopping centers	Corporate business	Others		
Balance at beginning of year	₱163,794,691	₱—	₱47,091,223	₱160,384,121	₱371,270,035
Provisions during the year (Note 20)	80,000,000	12,806,532	—	—	92,806,532
Accounts written off	(93,816,760)	—	—	—	(93,816,760)
Balance at end of year	₱149,977,931	₱12,806,532	₱47,091,223	₱160,384,121	₱370,259,807
Individually impaired	₱30,319,377	₱12,806,532	₱47,091,223	₱160,384,121	₱250,601,253
Collectively impaired	119,658,554	—	—	—	119,658,554
Total	₱149,977,931	₱12,806,532	₱47,091,223	₱160,384,121	₱370,259,807
Gross amounts of receivables					
Individually determined to be impaired	₱30,319,377	₱12,806,532	₱47,091,223	₱160,384,121	₱250,601,253

As of December 31, 2016 and 2015, trade receivables - residential development with nominal amounts of ₱23,941.5 million and ₱21,533.2 million, respectively, were initially recorded at fair value. The fair values of the receivables were obtained by discounting future cash flows using the applicable rates of similar types of instruments.

Movements in the unamortized discount of the Parent Company's receivables as of December 31, 2016 and 2015 are as follows:

	2016	2015
Balance at beginning of year	₱2,729,256,380	₱2,272,089,784
Additions during the year	1,271,602,228	1,503,413,955
Accretion for the year	(1,295,120,871)	(1,046,247,359)
Balance at end of year	₱2,705,737,737	₱2,729,256,380

The Parent Company entered into agreements with BPI Asset Management and Trust Group in 2016 and BPI Family Savings Bank, a related party, in 2015, for the assignment of interest-bearing employee receivables amounting to ₱99.6 million and ₱71.5 million, respectively. The transactions were without recourse and did not result to any gain or loss.

In December 2016, the Parent Company sold real estate receivables on a without recourse basis to BPI Family Savings Bank, a related party, amounting to ₱1,217.3 million. These were sold at an effective discount rate of 3.98% p.a. with total proceeds of ₱1,147.3 million. The Parent Company recognized loss on sale (under "Interest and other financing charges") amounting to ₱70.0 million.

7. Inventories

This account consists of:

	2016	2015
Real estate		
Residential and commercial lots		
At cost	₱8,737,984,417	₱12,052,667,081
At NRV	791,202,774	791,202,774
Residential and commercial units - at cost	9,626,070,274	6,535,196,248
Club shares - at cost	—	1,272,992,028
	₱19,155,257,465	₱20,652,058,131



A summary of the movements in inventories is set out below:

2016

	Residential and commercial lots	Residential and commercial units	Club shares	Total
Balances at beginning of year	₱12,843,869,855	₱6,535,196,248	₱1,272,992,028	₱20,652,058,131
Land cost transferred from land and improvements (Note 10)	320,122,950	228,489,229	–	548,612,179
Construction/development costs incurred/adjustments	5,451,052,289	7,128,956,989	–	12,580,009,278
Disposals (recognized as cost of real estate sales) (Note 20)	(9,085,857,903)	(4,266,572,192)	–	(13,352,430,095)
Other adjustments and reclassification (Note 11)	–	–	(1,272,992,028)	(1,272,992,028)
Balances at end of year	₱9,529,187,191	₱9,626,070,274	₱–	₱19,155,257,465

2015

	Residential and commercial lots	Residential and commercial units	Club shares	Total
Balances at beginning of year	₱11,169,179,596	₱1,938,911,157	₱1,293,030,177	₱14,401,120,930
Land cost transferred from land and improvements (Note 10)	2,927,420,180	–	–	2,927,420,180
Construction/development costs incurred	6,743,370,868	8,136,185,326	–	14,879,556,194
Disposals (recognized as cost of real estate sales) (Note 20)	(7,996,100,789)	(3,539,900,235)	(20,038,149)	(11,556,039,173)
Balances at end of year	₱12,843,869,855	₱6,535,196,248	₱1,272,992,028	₱20,652,058,131

The cost of the inventories carried at NRV amounted to ₱2,255.9 million and ₱2,640.4 million as of December 31, 2016 and 2015, respectively.

Club shares held as inventory was reclassified into Investment in Subsidiaries in the current year (see Note 2).

8. Other Current Assets

This account consists of:

	2016	2015
Value-added input tax – net	₱4,581,824,337	₱3,156,794,237
Prepaid taxes and licenses	1,650,483,913	1,809,636,530
Prepaid expenses	1,315,126,009	1,086,000,602
Materials and supplies	6,027,956	6,027,956
	₱7,553,462,215	₱6,058,459,325

The value-added input tax is applied against value-added output tax. The remaining balance is recoverable in future periods. The Parent Company's value-added input tax arises mainly from the acquisition of land from Vesta Property Holdings.

Prepaid income tax pertains to the excess of payments made against current income tax due which can be claimed against income tax for future periods.

Prepaid expenses mainly include prepayments for commissions, marketing fees, advertising and promotions, rentals, insurance and current project costs.



9. Available-for-Sale Financial Assets

This account consists of investments in shares of stock broken down as follows:

	2016	2015
Unquoted (net of allowance for impairment losses of ₱44.8 million)	₱164,166,972	₱164,166,972
Quoted	9,798,349	12,598,349
	173,965,321	176,765,321
Net unrealized gain	26,425,650	16,375,650
	₱200,390,971	₱193,140,971

Investments in unquoted shares of stock include unlisted shares in tourism and leisure, utilities and energy, financial asset management and real estate companies which the Parent Company will continue to carry for its real estate development projects. These are carried at cost less impairment, if any.

In 2016 and 2015, the Parent Company recorded provision for impairment losses on investments in unquoted shares amounting to nil and ₱28.0 million, respectively.

Movements in the net unrealized gain on AFS financial assets follow:

	2016	2015
Balance at beginning of year	₱16,375,650	₱9,865,650
Fair value changes during the year	10,050,000	6,510,000
Balance at end of year	₱26,425,650	₱16,375,650

The following tables provide the fair value hierarchy of the Parent Company's AFS financial assets which are measured at fair value:

2016

		Fair value measurement using			
	Date of Valuation	Total	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Shares of stock:					
			(In Thousands)		
Quoted					
Tourism and leisure	December 31, 2016	₱36,224	₱36,224	₱—	₱—
Unquoted					
Tourism and leisure	Various	136,563	—	—	136,563
Utilities and energy	Various	15,716	—	—	15,716
Financial asset management	Various	10,729	—	—	10,729
Real estate	Various	1,159	—	—	1,159



2015

		Fair value measurement using			
			Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
	Date of Valuation	Total			
(In Thousands)					
Shares of stock:					
Quoted					
Tourism and leisure	December 31, 2015	₱28,974	₱28,974	₱—	₱—
Unquoted					
Tourism and leisure	Various	136,563	—	—	136,563
Utilities and energy	Various	15,716	—	—	15,716
Financial asset management	Various	10,729	—	—	10,729
Real estate	Various	1,159	—	—	1,159

10. Land and Improvements

The rollforward analysis of this account follows:

	2016	2015
Cost		
Balance at beginning of year	₱53,126,703,037	₱49,073,544,789
Additions	2,791,118,076	7,091,013,518
Transfers (Notes 7 and 13)	(548,612,179)	(2,929,120,180)
Donations (Note 20)	—	(108,735,090)
Balance at end of year	55,369,208,934	53,126,703,037
Allowance for impairment losses		
Balance at beginning of year	706,692,664	510,124,602
Provision during the year	—	196,568,062
Balance at end of year	706,692,664	706,692,664
	₱54,662,516,270	₱52,420,010,373

On November 6, 2015, the Company executed the Deed of Absolute Sale (DOAS) for the acquisition of 95,620 square meter (sqm) property located along Barangay Talipapa, Novaliches, Quezon City amounting to ₱1,090.0 million purchase price (net of capital gains tax). The acquisition is in pursuant to the Terms of Reference (TOR) as of March 4, 2015, between the Company and the SEC-appointed Liquidator of Rubberworld Philippines, Inc.

On October 12, 2015, the Company donated 60,000 sqm of real properties to De La Salle Santiago Zobel School which is located in Cavite and with carrying amount of ₱108.7 million

On June 30, 2015, the Company, through SM-ALI Group consortium, participated and won the bidding for Lot No. 8-B-1, containing an area of 263,384 sqm, which is a portion of Cebu City-owned lot located at the South Road Properties, Cebu City covered by Transfer Certificate of Title No. 107-2011000963. SM and Parent Company shouldered the total consideration amounting to ₱10,010.0 million by 56.99% and 43.01% proportion, respectively. SM-ALI Group consortium is a consortium among SM Prime Holdings, Inc. (SM), Parent Company and Cebu Holdings, Inc. The SM-ALI Group will co-develop the property pursuant to a joint master plan.

In 2012, the Parent Company won the public bidding at an amount of ₱24,313.0 million for the purchase of the 74-hectare FTI property in Taguig City. The bid was conducted in accordance with the Asset Specific Bidding Rules dated July 4, 2012 and in accordance with the provisions of Executive Order No. 323.



In October 2012, the Parent Company entered into a Purchase Agreement wherein FTI (the Seller) agrees to sell, convey, assign, transfer and deliver to the Company, all of the Seller's rights and interests in the FTI property. The property is designed to be a mixed-use development.

In 2014, the Parent Company launched Arca South, transforming the 74-hectare FTI property into a mixed-use destination for contemporary lifestyles. To date, three (3) of the Company's residential brands have launched their respective projects, while construction works are ongoing for a lifestyle mall, corporate offices and a Seda Hotel.

On August 27, 2009, the Parent Company and the National Housing Authority (NHA) signed a Joint Venture Agreement to develop the 29.1-hectare North Triangle Property in Quezon City as a priming project of the government and the private sector. The joint venture represents the conclusion of a public bidding process conducted by the NHA which began on October 3, 2008.

The Parent Company's proposal, which has been approved and declared by the NHA as compliant with the Terms of Reference of the public bidding and the National Economic Development Authority (NEDA) Joint Venture Guidelines, features the development of a new Central Business District (CBD) in Quezon City. The CBD will be developed as the Philippines' first transit-oriented, mixed-use central business district that will be a new nexus of commercial activity.

The proposal also aims to benefit the NHA in achieving its mandate of providing housing for informal settlers and transforming a non-performing asset into a model for urban renewal. The development is expected to generate jobs and revenue both for the local and national governments.

The Parent Company's vision for the property is consistent with the mandate of the Urban Triangle Development (TriDev) Commission to rationalize and speed up the development of the East and North Triangles of Quezon City into well-planned, integrated and environmentally balanced, mixed-use communities. The joint venture also conforms with the NHA's vision of a private sector-led and managed model for the development of the property, similar to the development experience in Fort Bonifacio.

The total project cost is estimated at ₱22,000.0 million, inclusive of future development costs and the current value of the property, which the Company and the NHA will contribute as their respective equity share in the joint venture. The property, which is now known as the Vertis North Project was launched in 2013. Projects already launched in Vertis North are Avida Towers Sola and Vita and Alveo's High Park for residential units. Meanwhile, Seda Hotel and Ayala Malls Vertis North and Vertis North Corporate Center Tower 1 are expected to be completed in 2017.

The Parent Company recorded provision for impairment amounting to nil and ₱196.6 million in 2016 and 2015, respectively.



11. Investments in Subsidiaries, Associates and Joint Ventures

The Parent Company's investments in subsidiaries, associates and joint ventures accounted for under the cost method of accounting, adjusted for impairment losses, if any, and the related percentages of ownership are shown below:

	Percentages of Direct Ownership		Carrying Amounts	
	2016	2015	2016	2015
Subsidiaries:				
AyalaLand Hotels and Resorts Corporation (AHRG) and Subsidiaries	100%	100%	₱8,106,432,000	₱6,106,432,000
Regent Wise Investment Ltd. and Subsidiary (Regent Wise)	100	100	7,835,600,112	7,835,600,112
AyalaLand Offices, Inc. (ALO) (formerly ALI Property Partners Corporation (APPCo.))	100	100	7,056,986,376	7,200,636,376
Amaia Land Corporation and Subsidiary (Amaia)	100	100	7,006,931,640	4,506,931,640
Avida Land Corporation and Subsidiaries (Avida)	100	100	6,689,977,831	6,689,977,831
Prime Orion Philippines, Inc. (POPI)	51	-	5,625,000,000	-
North Ventures Commercial Corp. (Fairview Prime)	100	100	4,214,145,284	4,264,145,284
Southgateway Development Corp. (SDC)	100	100	4,047,717,118	4,047,717,118
Cebu Holdings, Inc. (CHI) and Subsidiaries	67	56	3,464,417,231	2,254,632,816
Alveo Land Corporation and Subsidiaries (Alveo)	100	100	2,677,613,403	1,677,613,403
North Triangle Depot Commercial Corporation (NTDCC)	73	73	2,640,805,402	2,640,805,402
BellaVita Land Corporation (BellaVita)	100	100	2,300,000,000	2,200,000,000
Amorsedia Development Corporation (ADC) and Subsidiaries	100	100	2,274,943,627	2,274,943,627
Summerhill E-Office Corporation (Summerhill)	100	100	2,161,000,000	2,100,393,373
Arvo Commercial Corporation (Arvo)	100	100	1,800,000,000	1,800,000,000
Ayalaland MetroNorth, Inc. (AMNI)	100	100	1,665,726,210	1,665,726,210
North Beacon Commercial Corporation (NBCC)	100	100	1,534,500,000	1,580,000,000
Roxas Land Corporation (RLC)	50	50	1,361,022,960	1,361,022,960
ALI Capital Corp. (formerly Varejo Corp.)	100	100	1,339,000,000	1,339,000,000
Aurora Properties Incorporated (API)	80	80	1,199,997,664	1,199,997,664
Vesta Property Holdings, Inc. (VPHI)	70	70	1,134,188,300	1,503,877,800
Cavite Commercial Town Centre, Inc. (CCTC)	100	100	1,030,540,793	1,086,106,250
Aviana Development Corporation (Aviana)	50	50	966,000,000	361,250,000
Anvaya Cove Golf & Nature Club Inc.	78	-	934,655,505	-
Cagayan De Oro Gateway Corporation (CDOGC)	70	70	867,680,000	867,680,000
Philippine Integrated Energy Solutions, Inc. (PhilEnergy)	100	100	854,500,000	854,500,000
Nuevo Centro, Inc. (Nuevo Centro)	55	100	819,223,620	587,500,000
Soltea Commercial Corp. (Soltea)	60	60	796,416,740	796,416,740
Accendo Commercial Corp. (Accendo)	67	67	774,197,062	774,197,062
Makati Development Corporation and Subsidiaries (MDC)	100	100	750,958,813	750,958,813
Ecoholdings Company, Inc. (Ecoholdings)	100	100	718,368,400	718,368,400
Ceci Realty, Inc. (Ceci)	60	60	699,785,665	699,785,665
Prow Holdings, Inc. (Prow)	55	-	670,273,870	-
Whiteknight Holdings, Inc. (WHI)	100	100	662,675,952	587,925,952
Westview Commercial Ventures Corp. (Westview)	100	100	607,672,116	619,672,116
Adauge Commercial Corporation (Adauge)	60	60	600,000,000	600,000,000
ALI Makati Hotel & Residences, Inc. (formerly KHI-ALI Manila, Inc.)	80	80	584,702,865	584,702,865
Ayala Hotels, Inc. (AHI)	50	50	564,772,538	512,272,538
ALO Prime Realty Corporation	100	100	513,676,554	513,676,554
Subic Bay Town Centre, Inc. (SBTCI)	100	100	508,500,000	508,500,000

(Forward)



	Percentages of Direct Ownership		Carrying Amounts	
	2016	2015	2016	2015
Crans Montana Holdings, Inc. (CMHI)	100%	100%	₱505,329,030	₱587,591,900
Ten Knots Development Corporation and Subsidiaries (TKDC)	60	60	495,000,000	495,000,000
Station Square East Commercial Corporation (SSECC)	69	69	461,825,050	461,825,050
Red Creek Properties, Inc. (RCPI)	100	100	431,511,128	431,511,128
Anvaya Cove Beach & Nature Club Inc.	73	-	314,281,919	-
AyalaLand Commercial REIT, Inc. (ALCRI)	100	100	300,000,000	300,000,000
Serendra, Inc. (Serendra)	28	28	266,027,100	266,027,100
Central Block Developers Inc. (CBDI)	35	35	262,505,000	87,505,000
Alabang Commercial Corporation (ACC)	50	50	258,431,769	258,431,769
BGWest Properties, Inc. (BG West)	50	50	250,000,000	250,000,000
Crimson Field Enterprises, Inc. (CFEI)	100	100	219,714,272	219,714,272
Ayalaland Medical Facilities Leasing, Inc.	100	100	205,000,000	125,000,000
Southportal Properties, Inc. (Southportal)	65	65	188,500,000	188,500,000
Sunnyfield E-Office Corporation (Sunnyfield)	100	100	173,000,000	173,000,000
First Longfield Investments Limited (FLIL)	100	100	167,923,610	167,923,610
Arca South Integrated Terminal, Inc.	100	100	151,000,000	70,000,000
Hillsford Property Corporation (HPC)	100	100	150,000,000	150,000,000
Ayala Land International Sales, Inc. and Subsidiary (ALISI)	100	100	138,700,000	138,700,000
ALInet.com, Inc. (ALInet)	100	100	130,482,764	130,482,764
ALI Commercial Center, Inc. (ACCI)	100	100	125,000,000	125,000,000
ALI-CII Development Corporation (ALI-CII)	50	50	102,765,300	102,765,300
Ten Knots Philippines, Inc. and Subsidiaries (TKPI)	60	60	93,131,600	93,131,600
Primavera Towncentre, Inc. (PTI)	100	100	91,000,000	91,000,000
Asterion Technopod Incorporated (ATI)	100	100	81,283,669	33,669
Ayalaland Malls Synergies, Inc. (AMSI)	100	-	62,500,000	-
Aprisa Business Process Solutions (Aprisa)	100	100	40,000,000	40,000,000
Directpower Services, Inc. (DirectPower)	100	100	40,000,000	40,000,000
Laguna Technopark, Inc. (LTI)	75	75	30,229,290	30,229,290
CMPI Holdings, Inc. (CMPI)	60	60	28,800,000	28,800,000
Leisure and Allied Industries Philippines, Inc. (LAIP)	50	50	26,300,000	26,300,000
ALI Makati Hotel Property, Inc. (formerly KHI Manila Property, Inc.)	80	80	22,097,135	22,097,135
Lagdigan Land Corp. (Lagdigan)	60	60	12,000,000	12,000,000
Ayala Land Sales, Inc. (ALSI)	100	100	10,000,000	10,000,000
AyalaLand Malls, Inc. (ALMI) (formerly Solerte Corp.)	100	100	5,000,000	5,000,000
Altaraza Prime Realty Corporation (Altaraza)	100	-	4,000,000	-
Verde Golf Development Corp (Verde Golf)	100	100	3,125,000	3,125,000
Buendia Landholdings, Inc. (BLI)	100	100	2,833,562	2,833,562
Ayala Land Club Management, Inc.	100	100	2,500,000	2,500,000
Ayala Property Management Corporation (APMC)	100	100	1,912,026	1,912,026
Ayala Theatres Management, Inc. (ATMI)	100	100	864,559	864,559
Five Star Cinema, Inc. (FSCI)	100	100	250,000	250,000
Glensworth Development Corp. (GDC)	100	100	100,000	100,000
Next Urban Alliance Development Corp.	100	100	62,500	62,500
Regent Time International, Limited (Regent Time)	100	100	52	52
Joint Ventures:				
Emerging City Holdings, Inc. (ECHI)	50	50	1,555,004,550	1,555,004,550
Cebu District Property Enterprise, Inc. (CDPEI)	42	42	1,050,000,000	1,050,000,000
Berkshires Holdings, Inc. (BHI)	50	50	666,430,521	666,430,521
ALI-ETON Property Development Corporation	50	-	20,000,000	-

(Forward)



	Percentages of Direct Ownership		Carrying Amounts	
	2016	2015	2016	2015
Associates:				
OCLP Holdings, Inc.(OHI)	21%	–	₱7,190,241,828	₱–
Bonifacio Land Corporation (BLC)	10	10	373,490,737	373,490,737
Lagoon Development Corporation (LDC)	30	30	37,050,000	44,250,000
			106,807,809,622	84,501,359,665
Less allowance for probable losses			356,385,951	356,385,951
			₱106,451,423,671	₱84,144,973,714

The above companies are domestic except for Regent Time and FLIL which are domiciled and incorporated in British Virgin Islands and Regent Wise which is domiciled and incorporated in Hong Kong.

As of December 31, 2016 and 2015, the Parent Company had no commitments to its interests in joint ventures.

Investment in AHRC

In 2010, the Parent Company established AHRC to support the Parent Company's hotel and resort business. The Parent Company subscribed to all common and preferred shares issued at a total consideration of ₱1.2 billion.

In 2016 and 2015, the Parent Company made additional infusions amounting to ₱2,000 million and ₱1,676.0 million, respectively. As of December 31, 2016 and 2015, the Parent Company's investment amounted to ₱8,106.4 million and ₱6,106.4 million, respectively.

Investment in Regent Wise

In 2015 and 2014, the Parent Company's additional investments amounted to ₱6,096.5 million and ₱208.4 million, respectively, which increased the total investment in Regent Wise to ₱7,835.6 million and ₱1,739.1 million, respectively.

On April 6, 2015, Regent Wise has acquired 9.16% of the shares of Modular Construction Technology (MCT) Bhd. (formerly Malaysian company GW Plastics Holdings Bhd.), through a private placement for a total amount of US\$43 million or ₱1.9 billion. MCT Bhd., first established in 1999 as a construction company, is a property development company specializing in mixed-use projects that include retail, office, hotel, and mid- to affordable residential. MCT Bhd. is able to deliver projects at lower costs by adhering to a modular construction technique and by being an integrated builder with an in-house design team, inhouse trading company, direct execution of specialist works and its own pre-cast and ready-mixed concrete plants.

In May 2015, Regent Wise entered into call option agreements with the two founders and majority shareholders of MCT, Barry Goh Ming Choon and Tong Seech Wi, that will give Regent Wise the opportunity to increase its shareholdings in MCT up to a maximum of 32.95%. Then, on October 15, 2015, Regent Wise exercised its option to acquire additional shares of Malaysian development and construction company, MCT, Bhd. (MCT) for a total cost of US\$92 million to bring its total shareholding from 9.16% to 32.95%. The increase in stake will provide the Parent Company with the opportunity to establish a stronger foothold in the Real Estate sector in Malaysia.



Investment in ALO

On July 18, 2014, the Board of Directors (BOD) and the stockholders of APPCo approved the change of its corporate name to AyalaLand Offices, Inc (ALO). On October 17, 2014, the amended Articles of Incorporation was executed and subsequently approved by SEC on November 18, 2014. In 2015, the Parent Company made additional infusions amounting to ₱3,270.5 million increasing its investment cost to ₱7,200.6 million as of December 31, 2015. In 2016, the Parent Company redeemed shares amounting to ₱143.65 million decreasing its investment cost to ₱7,056.98 million as of December 31, 2016.

Investment in Amaia

In 2016, the Parent Company made additional infusion amounting to ₱2.5 billion increasing its investment to ₱7.006 billion as of December 31, 2016.

Investment in POPI

On February 24, 2016, ALI and POPI executed a Deed of Subscription and Supplement to the Deed of Subscription whereby the Company subscribed to 2.5 billion of common shares of POPI stock at ₱2.25 per share or representing 51.4% of the total outstanding shares of POPI to be taken out of the increase in capital stock of POPI. On July 4, 2016, SEC approved such increase in POPI and issued a Certificate of Increase in Capital Stock.

Investment in Fairview Prime

On July 31, 2014, the Board of Directors and stockholders of Fairview Prime Commercial Corp. approved the amendment of the Company's Articles of Incorporation to change its name to North Ventures Commercial Corp. The Amendment was subsequently approved by the SEC on December 3, 2014.

In 2015 and 2014, the Parent Company made additional investments amounting to ₱145.9 million and ₱2,515.9 million, respectively in Fairview Prime. As of December 31, 2015 and 2014, the Parent Company's investment amounted to ₱4,264.1 million and ₱1,748.3 million, respectively.

In 2016, the Parent Company's investment in preferred shares of Fairview Prime amounting to ₱50.0 million was redeemed, which decreased the Parent Company's total investment in Fairview Prime to ₱4,214.1 million as of December 31, 2016.

Investment in SDC

SDC, a wholly owned subsidiary of the Parent Company, was incorporated on October 19, 2012 to be involved in real estate development projects of the Parent Company. In 2014, the Parent Company made additional investment amounting to ₱4,042.7 million increasing its investment cost to ₱4,047.7 million as of December 31, 2014.

Investment in CHI

On August 19, 2015, the Parent Company purchased additional 20 million common shares of CHI through BPI Securities amounting to ₱110.27 million. This brought the Parent Company's ownership from 49.80% to 50.84% of total outstanding capital stock of CHI.

Subsequently, on November 6 and 13, 2015, the Parent Company bought 41,024,400 and 32,772,600, respectively, additional common shares of CHI amounting to ₱209.79 million and ₱167.14 million, respectively, which increased the Parent Company's ownership from 50.84% to 53.08% of total outstanding capital stock of CHI.

Then, on December 7, 2015, the Parent Company bought additional CHI shares consisting of 32,071,000 common shares amounting to ₱163.56 million which brought the Parent Company's stake to 56.36% of total outstanding capital stock of CHI.



In February 2016, ALI purchased additional 906,000 common shares of CHI from BPI Securities Corporation totaling ₱4.1 million which brought ALI's ownership from 56.36% to 56.40%. Subsequently, on March 14, 2016, ALI bought additional 200,953,364 CHI's common shares from First Metro Securities Brokerage Corporation for ₱1,200.0 million resulting into an increase to 66.9% of the total outstanding capital stock of CHI.

Investment in Alveo

In 2016 and 2015, the Parent Company infused additional capital to Alveo amounting ₱1,000.0 million each year increasing the investment amount to ₱2,677.6 million as of December 31, 2016.

Investment in NTDCC

On December 10, 2014, the Parent Company purchased its proportionate share in Anglo Philippine Holdings Corporation's (Anglo) 15.79% interest in NTDCC for ₱738.3 million which consists of 539,249 common shares and 2,265,507 preferred shares. Subsequently, on December 22, 2014, the Parent Company purchased the shares of Allante Realty and Development Corporation (Allante) and DBH Incorporated (DBH) in NTDCC for ₱211.2 million each comprising of 154,287 common shares and 648,196 preferred shares from each company. This increased the Parent Company's ownership in NTDCC from 49.29% to 63.82% of the total outstanding capital stock of NTDCC.

On February 6, 2015, the Parent Company purchased the remaining interest of Anglo in NTDCC consisting of 382,072 common shares and 1,605,169 preferred shares amounting to ₱523.0 million. The transaction brought the Parent Company's ownership from 63.82% to 70.36% of the total outstanding capital stock of NTDCC which owns and operates the Trinoma commercial centre in North Triangle, Quezon City.

Subsequently, the Parent Company purchased the combined remaining interest of Allante and DBH in NTDCC consisting of 167,548 common shares and 703,904 preferred shares amounting to ₱229.0 million which brought the Parent Company's ownership in NTDCC from 70.36% to 73.24% of the total outstanding capital stock of NTDCC. This acquisition is aligned with the Parent Company's thrust of expanding its leasing business.

Investment in BellaVita

In 2015, the Parent Company made additional infusion amounting to ₱300.0 million and redeemed ₱10.8 million of its preferred shares. The carrying amount of the Parent Company's investment amounted to ₱2,200.0 million as of December 31, 2015.

In 2016, the Parent Company made additional infusion amounting to ₱100.0 million increasing its investment to ₱2,300.0 million as of December 31, 2016.

Investment in Summerhill

In 2016 and 2015, the Parent Company made additional capital infusions for a total cost of ₱60.6 million and ₱380.0 million, respectively. The Parent Company's investment amount is ₱2,161.0 million and ₱2,100.4 million as of December 31, 2016 and 2015.

Investment in Arvo

On June 23, 2011, Arvo, a wholly owned subsidiary of the Parent Company, was primarily established to develop and operate shopping malls within the Parent Company's identified growth areas across the country. An investment of 3,250,000 common and 29,250,000 preferred shares was made by the Parent Company for an aggregate consideration of ₱32.5 million.

In 2014, the Parent Company made additional infusions amounting to ₱1,017.5 million increasing its investment cost to ₱1,800.0 million as of December 31, 2014 and 2015.



Investment in AMNI

AMNI was incorporated in November 29, 2012 and is a wholly owned subsidiary of the Parent Company. It is established primarily to develop and operate shopping malls and offices.

In 2015 and 2014, the Parent Company made additional investment amounting to ₱1,179.2 million and ₱485.5 million, respectively, increasing its investment cost to ₱1,665.7 million and ₱486.5 million as of December 31, 2015 and 2014, respectively.

Investment in NBCC

In 2008, the Parent Company, through NBCC and as part of its ongoing development in North Luzon, started to develop a 70,000 square meter retail center dubbed as “The MarQueen” mall located in Angeles City, Pampanga.

In 2015, the Parent Company made additional infusion amounting to ₱910.0 million and redeemed ₱21.0 million of its preferred shares. The carrying amount of the Parent Company’s investment amounted to ₱1,580.0 million as of December 31, 2015.

In 2016, the Parent Company redeemed ₱45.5 million of its preferred shares which decreased the total cost of its investment to ₱1,534.5 million as of December 31, 2016.

Investment in RLC

In 2015, the Parent Company’s investment in preferred shares of RLC amounting to ₱58.5 million was redeemed, which decreased the Parent Company’s total investment in RLC to ₱1,361.0 million as of December 31, 2015.

Investment in ALI Capital Corp. (formerly Varejo)

Varejo, a wholly owned subsidiary of the Parent Company, was incorporated with the SEC on June 25, 2012. It is the holding company of the Parent Company for its retail-related initiatives. In 2012, the Parent Company, through Varejo, formed a partnership with Specialty Investments, Inc. (SII) to pursue opportunities in the Philippine retail sector. SII is a wholly owned subsidiary of Stores Specialists, Inc. (SSI), one of the largest retail companies in the Philippines, with the exclusive rights to sell, distribute and market in the country a variety of brands from around the world. The partnership with SII will enable the Parent Company to support its mixed-use developments and, at the same time, grow its recurring income portfolio.

In 2014, the Parent Company made additional infusions amounting to ₱610.5 million. The Parent Company’s investment amount is ₱1,339.0 million as of December 31, 2015 and 2014.

Investment in API

In July 2015, the Parent Company acquired 258,155 shares of API from Coromandel Inc. amounting to ₱58.2 million. The transaction brought the Parent Company’s ownership from 77.78% to 79.72% of the total outstanding capital stock of API.

Investment in VPHI

In 2016, the Parent Company’s investment in preferred shares of VPHI was redeemed amounting to ₱369.6 million. This decreased its investment in VPHI to its carrying amount of ₱1,134.1 million as of December 31, 2016.

Investment in CCTC

In 2015, the Parent Company made additional infusions amounting to ₱682.7 million. The Parent Company’s investment amount is ₱1,086.1 million as of December 31, 2015.

In 2016, the Parent Company redeemed ₱55.5 million of its preference shares. The Parent Company’s investment amount is ₱1,030.5 million as of December 31, 2016.



Investment in Aviana

Aviana, incorporated on September 17, 2013, is a 60-40 joint venture company between the Ayala Land Group (10%-owned by Accendo) and the Alcantara Group. The Parent Company will develop approximately 27-hectare waterfront property in Lanang, Davao City. The first phase of the project is expected in the second quarter of 2014.

In 2015 and 2014, the Parent Company purchased additional shares for ₱300.0 million and ₱61.2 million, respectively. This increased its investment in Aviana to its carrying amount of ₱361.3 and ₱61.3 million as of December 31, 2015 and 2014, respectively.

In 2016, the Parent Company made additional infusion amounting to ₱604.75 million, which increased the Parent Company's total investment amounting to ₱966.0 million as of December 31, 2016.

Investment in PhilEnergy

The Parent Company acquired Mitsubishi Corporation's (MC) 40% equity stake in PhilEnergy which effectively made PhilEnergy a wholly owned subsidiary of the Parent Company. The transaction which was executed on March 13, 2014 through a Share Purchase Agreement involving 2,957,200 shares held by MC in PhilEnergy amounted to a total investment cost of ₱322.3 million.

In 2015, the Parent Company made additional infusions amounting to ₱67.0 million. The Parent Company's investment amount is ₱854.5 million and ₱787.5 million as of December 31, 2015 and 2014, respectively.

Investment in Nuevo Centro

In 2016, the Parent Company converted debt-to-equity securities amounting to ₱511.7 million and redeemed ₱280 million of its investment in Nuevo Centro. The carrying amount of Parent Company's investment amounted to ₱819.2 million as of December 31, 2016.

From March 2016 to July 2016, Leonio Land Holdings, Inc. (LLHI) subscribed to 18,150,931 common and 48,876,456 preferred shares of Nuevo Centro or equivalent to 45.0% stake of NCI's total outstanding capital. This transaction brought ALL's interest in Nuevo Centro to 55.0% as of December 31, 2016.

Investment in Soltea

Soltea, a joint venture between the Parent Company (60%) and Ceci (40%), was incorporated on June 13, 2013. Currently, its main purpose is the development of Solenad 3 project in Sta. Rosa, Laguna.

In 2014, the Parent Company acquired 21,750,000 common shares and 195,750,000 preferred shares at par amounting to ₱217.5 million. On December 29, 2014, Soltea increased its authorized capital stock and included API as additional owner. The new ownership structure will give the Parent Company 60% ownership while Ceci and API will both have 20% ownership.

In April 2015, the Parent Company made proportionate acquisition of Soltea shares amounting to ₱544.5 million which consists of 54,449,999 common shares and 490,050,000 preferred shares. Similarly, an infusion amounting to ₱181.35 million was made by Ceci to Soltea consisting of 18,135,000 common shares and 163,215,000 preferred shares. Moreover, additional shares of Soltea comprising of 18,165,000 common shares and 163,485,000 preferred shares was bought by API for a total value of ₱181.6 million.

As of December 31, 2015 and 2014, the Parent Company's investment in Soltea amounted to ₱796.4 million and ₱218.1 million, respectively.



Investment in MDC

In 2015, the Parent Company made additional infusions amounting to ₱700.0 million. The Parent Company's investment amount is ₱751.0 million as of December 31, 2015.

Investment in Ceci

Ceci is a joint venture between the Parent Company (60%) and the Yulo Family (40%), which was incorporated in 1974 for the purpose of developing and selling residential and commercial lots in Nuvali in Canlubang, Laguna.

On July 31, 2014, the Parent Company acquired additional equity interest in Ceci composed of 460,483 Class B common shares for ₱13.7 million, which increased the Parent Company's ownership from 60% to 60.4%. As of December 31, 2014, the Parent Company's investment in Ceci amounted to ₱699.8 million.

Investment in Prow

In April 2016, the Parent Company purchased 6,000,000 common shares and 24,000,000 preferred redeemable shares of Prow with par value of ₱10.00 per share each for ₱300.0 million. Subsequently, on May 23, 2016, additional 3,000,000 common shares and 12,000,000 preferred redeemable shares with par value of ₱10.00 per share were acquired by ALI for ₱150.0 million. Furthermore, in August 2016, a total of 9,150,931 common shares and 12,876,456 preferred redeemable shares were purchased for a total consideration of ₱220.3 million which brought ALI's ownership to 55.0% of the total outstanding capital stock of Prow. The transactions were entered based on the governing joint venture agreement between ALI and Leonio Land Holdings, Inc. (LLHI) for the development of Alviera Estate in Porac, Pampanga.

Investment in WHI

WHI was registered on May 14, 2013. The Parent Company entered into an agreement with the Mercado family to acquire WHI in July 2013. The transaction was consummated in November 2013, thereby making WHI a wholly owned subsidiary of the Parent Company. WHI owns 36% equity stake in Mercado General Hospital, Inc., owner and operator of the Daniel O. Mercado Medical Center in Tanauan, Batangas, the University Physicians Medical Center through its subsidiary Mercado Ambulatory and Surgical Centers, Inc., DMMC - Institute of Health Sciences, Inc. and Panay Medical Ventures, Inc. As of December 31, 2013, the Parent Company's investment in WHI amounted to ₱373.5 million.

In 2016, the Parent Company made additional infusion amounting ₱74.8 million which increased the total cost of its investment to ₱662.6 million as of December 31, 2016.

In 2015 and 2014, the Parent Company made an infusion of ₱149.0 million and ₱65.5 million increasing its investment in WHI to ₱587.93 million and ₱439.0 million in December 31, 2015 and 2014, respectively.

Investment in Westview

In 2015, the Parent Company purchased additional preferred shares of Westview amounting to ₱336.9 million which increased the total investment to ₱619.7 million as of December 31, 2015.

In 2016, the Parent Company redeemed ₱12.0 million of its investment in preferred shares in Westview which decreased the Parent Company's total investment in Westview to ₱607.7 million as of December 31, 2016.

Investment in Adauge

Adauge, a subsidiary of the Parent Company, was incorporated on September 5, 2012 for the acquisition and development of a mixed-use project in Mandurriao, Iloilo City.



On August 18, 2014, Antoman Realty Corporation invested an additional interest in Adauge consisting of 10,419,813 common shares and 93,778,320 preferred shares amounting to ₱104.2 million which decreased the Parent Company's ownership from 86.67% to 72.15% of the total capital stock of Adauge.

On January 23, 2015, the Parent Company purchased additional shares in Adauge consisting of 15,000,000 common shares and 135,000,000 preferred shares for a total value of ₱150 million which brought the the Parent Company's ownership to 77.6%. Subsequently, in 2015, Adauge issued 226,336,443 shares comprised of 22,633,644 common shares and 203,702,799 preferred shares to Kapideco Holdings, Inc., Socoped Development Corporation and Dasa Realty Corporation for a total value of ₱226.3 million. This resulted to the Parent Company's 60% ownership in the total outstanding capital stock of Adauge.

Investment in AMHRI (formerly KAMI)

In December 2007, the Parent Company entered into a joint venture with Kingdom Hotel Investments, Inc. (KHI) to develop a 7,377-square meter property along Makati Avenue corner Arnaiz Avenue (formerly Pasay Road) into a luxury hotel complex comprising of a 300-room Fairmont Hotel, a 30-suite Raffles Hotel and 189 Raffles branded private residences.

The 7,377-square meter property developed was conveyed by the Parent Company to KAMI in exchange for 37,250 common shares, 38,250 redeemable preferred shares A and 16,758 preferred shares.

Investment in AHI

In 2015, the Parent Company purchased additional common shares amounting ₱97.3 million which increased the total investment to ₱512.3 million as of December 31, 2015.

In 2016, the Parent Company made additional infusion amounting to ₱52.5 million. The Parent Company's investment in AHI amounted to ₱564.7 million as of December 31, 2016.

Investment in ALO Prime Realty Corporation

On March 11, 2015, the Parent Company acquired from Aegis Philippines, Inc. a 3,621 sqm land located along Inez Villa Street, Cebu IT Park, Brgy. Apas, Cebu City, where the building owned by APRC is situated, for ₱152.08 million. On April 8, 2015, the Parent Company purchased all of the 8,200,000 common shares of Equinox Technoparks Ltd, Inc. in Aegis PeopleSupport Realty Corporation for a total consideration of ₱513.68 million (see Note 24). On April 14, 2015, the BOD of Aegis PeopleSupport Realty Corporation approved the change of its corporate name to ALO Prime Realty Corporation (APRC). APRC which is a PEZA-registered entity, owns the Aegis building along Villa Street, Cebu IT Park, Lahug, Cebu City. The building is a certified LEED-Gold Office with a gross leasable area of 18,092 square meters and is largely occupied by Teleperformance under a long-term lease.

Investment in SBTCI

In 2010, the Parent Company established SBTCI to handle the planning, development and management of a mall to be constructed in Subic Bay Freeport Zone.

In 2014, the Parent Company's investment in preferred shares of SBTCI amounting to ₱141.5 million was redeemed, decreasing its total investment to ₱508.5 million.

Investment in CMHI

In 2016, the Parent Company redeemed ₱82.2 million of its investment in preferred shares in CMHI decreasing the carrying amount of its investment to ₱505.3 million as of December 31, 2016.



Investment in SSECC

In 2015 and 2014, the Parent Company's investment in preferred shares of SSECC amounting to ₱49.1 million and ₱104.9 million, respectively, was redeemed. The redemption decreased the Parent Company's total investment in SSECC to ₱461.8 million and ₱510.9 million as of December 31, 2015 and 2014, respectively.

Investment in CBDI

CBDI is a subsidiary of the Parent Company with pro-rata ownership of the ALI Group's Cebu Companies, CPVDC and CHI. The project of CBDI is called Central Bloc and is located at the core of Cebu IT Park. The development includes two BPO towers, an Ayala branded hotel, and a 5-storey mall. On July 28, 2015, CBDI was registered in SEC. CBDI was organized to develop, sell, invest, own, acquire, lease, hold, mortgage, administer, or otherwise deal with commercial, residential, industrial, or agricultural lands, buildings, structures or apertures, or in any other profitable business enterprise, venture or establishment, including to own, hold in ownership, manage deal and engage in the general business of a hotel, apartment hotel, inn, resort, restaurant, café, bar, entertainment and other allied businesses and to the limit and extent permitted by law, alone or jointly with other persons, natural or artificial.

In 2016, the Parent Company made additional infusion amounting to ₱175.0 million. The carrying amount of Parent Company's investment in CBDI amounted to ₱262.5 million as of December 31, 2016.

Investment in AyalaLand Medical Facilities Leasing, Inc.

Ayalaland Medical Facilities Leasing, Inc. is a wholly owned subsidiary of the Parent Company. It was incorporated with SEC on April 13, 2015 to engage primarily in developing and lease of Built-to-suit structure for the Company's hospital operations and retail.

In 2016, the Parent Company made additional infusion amounting to ₱80.0 million. The carrying amount of Parent Company's investment amounted to ₱205.0 million as of December 31, 2016.

Investment in Southportal

Southportal Properties, Inc. (Southportal) was incorporated on December 1, 2014. It is 65%-owned by the Parent Company and the remaining 35% is held by CHI. The primary purpose of Southportal is to develop, sell and manage the operations for Ayala Land Premiere (ALP) Towers in Cebu.

In 2015, the Parent Company made additional investment amounting ₱76.7 million increasing the investment amount to ₱188.5 million as of December 31, 2015.

Investment in Sunnyfield

In 2015, the Parent Company purchased additional common shares amounting ₱20.0 million which increased the total investment to ₱173.0 million as of December 31, 2015.

Investment in FLIL and ARCH Entities

In 2006, the Parent Company and AC entered into a Shareholders' Agreement with ARCH Capital and Great ARCH Co. Limited, wherein the Parent Company and AC committed to invest a total of US\$75.0 million in a private equity fund that will explore property markets in Asia, excluding Japan and Philippines. In the same year, an Amendment and Adherence Agreement was entered into by the same parties, together with Fine State Group Limited (Fine State) and Green Horizons Holdings Limited (Green Horizons), a wholly owned subsidiary of FLIL, transferring the interests of AC and the Parent Company in ARCH Capital into Fine State and Green Horizons, respectively. Fine State and Green Horizons are wholly owned Hong Kong subsidiaries of AC and the Parent Company, respectively.

The Parent Company (through Green Horizons) and AC (through Fine State) both have interests in the fund management company, ARCH Capital, which is tasked to raise third party capital and pursue investments for the private equity fund called ARCH Asian Partners, L.P. (Fund). As of



December 31, 2015 and 2014, the Parent Company (through Green Horizon) and AC (through Fine State) owned a combined interest in ARCH Capital of 50%.

In 2012, the Parent Company's investment over the Fund was reclassified from associate to FVPL. The Parent Company lost significant influence over the Fund since its investments pertain to monetary interest and no longer equity interest.

As of December 31, 2015 and 2014, the Parent Company's remaining capital commitment with the Fund both amounted to nil.

In 2014, the Parent Company made additional investment to FLIL amounting to ₱199.7 million. The carrying amount of the Parent Company's investment amounted to ₱167.9 as of December 31, 2015 and 2014.

Investment in Arca South Integrated Terminal, Inc.

Arca South Integrated Terminal, Inc. is a wholly owned subsidiary of the Parent Company which was incorporated on November 27, 2015. It is organized to finance, design, construct and manage the South Transport System Terminal Project located in Bicutan (formerly FTI). It is a project to be rolled out by the Department of Transportation and Communications which involves the development of mass transportation intermodal terminal at the southern outskirts of Metropolitan Manila to provide effective interconnection between transport modes and services.

In 2016, the Parent Company made additional infusion amounting to ₱81.0 million increasing its investment which amounted to ₱151.0 million as of December 31, 2016.

Investment in HPC

In 2015, the Parent Company made additional infusion amounting to ₱92.3 million and redeemed ₱70.0 million of its preferred shares. The carrying amount of the Parent Company's investment amounted to ₱150.0 million as of December 31, 2015.

Investment in ALISI

ALISI bought its ownership interests over Ayala Land International Marketing, SRL in Italy and Ayala Land International Marketing, Inc. in London from Avida Sales Corporation on April 9, 2014 and December 10, 2014, respectively. ALISI continues to widen the range of exposure of all ALI residential brands by its marketing partners.

In 2014, the Parent Company contributed ₱16.2 million to ALISI in exchange for 16,200,000 common shares. As of December 31, 2015 and 2014, the carrying amount of the Parent Company's investment amounted to ₱138.7 million.

Investment in ACCI

ALI Commercial Center, Inc. (ACCI) is a wholly owned subsidiary of the Parent Company and was incorporated on October 13, 2014. ACCI will manage the operations of Glorietta and Greenbelt malls. As of December 31, 2015 and 2014, investment in ACCI amounted to ₱125.0 million.

Investment in AMSI

AMSI is a wholly owned subsidiary that was incorporated on June 1, 2016. AMSI will house the Commercial Business Group's allied businesses such as but not limited to the partnership with Meralco, LED, and operation of upcoming mall's foodcourt. As of December 31, 2016, investment in AMSI amounted to ₱62.5 million

Investment in Lagdigan

Lagdigan Land Corp. (Lagdigan) is a 60:40 joint venture between the Parent Company and AC. It was incorporated on March 17, 2014 and its main purpose is to develop Laguindingan's 500-hectare property owned by AC. The vision is to develop it as a mixed-use area that will be the primary growth area in Misamis Oriental. As of December 31, 2015 and 2014, investment in Lagdigan amounted to ₱12.0 million.



Investment in ALMI

Solerte, a wholly owned subsidiary, was incorporated on February 12, 2013 as a shared-service entity to provide manpower services for the Ayala Malls Group.

As of December 31, 2015 and 2014, the Parent Company's investment in ALMI amounted to ₱5.0 million consisting of 500,000 common shares and 4,500,000 preferred shares.

On August 27, 2014, the Board of Directors and the stockholders approved the change of its corporate name to AyalaLand Malls, Inc. (ALMI). The amended Articles of Incorporation was approved by Securities and Exchange Commission on December 18, 2014.

Investment in Altaraza

Altaraza is a wholly owned subsidiary that was incorporated on March 9, 2016 to develop, invest, own, acquire, lease, hold, mortgage, administer or otherwise deal with commercial, residential or agricultural lands, buildings, structures or apertures, or in any other profitable business enterprise, venture or establishment, alone or jointly with other persons, natural or artificial. Altaraza handles the project development in Altaraza IT Park, Bulacan. As of December 31, 2016, investment in Altaraza amounted to ₱4.0 million.

Investment in Next Urban Alliance Development Corp.

Next Urban Alliance Development Corp. is a wholly owned subsidiary of the Parent Company and was incorporated on May 4, 2015. Its purpose is to develop, invest, own or acquire commercial, residential or agricultural lands.

Investment in ECHI, BHI and BLC

On April 17, 2003, the following transactions have been consummated pursuant to the terms and conditions of the Assignment Agreement (Agreement), dated February 8, 2003, among the Parent Company, Evergreen Holdings, Inc. (EHI), Greenfield Development Corporation (GDC) and Larouge, B.V. (Larouge), as amended, and the Agreement, dated November 23, 2002, among the Parent Company, EHI and Metro Pacific Corporation (MPC) as amended:

- (a) The assignment to the Parent Company and EHI of the rights and obligations of Larouge under the loan agreement between Larouge and MPC, pursuant to which, Larouge extended MPC a loan in the principal amount of US\$90 million, together with all the rights, title and interests of Larouge in the pledge constituted on 50.38% of the outstanding shares in BLC. The consideration paid by the Parent Company and EHI for such assignment was approximately US\$90 million, subject in part to foreign exchange adjustment.
- (b) The assignment to the Parent Company and EHI acting in this instance through the joint venture corporation, Columbus Holdings, Inc. (Columbus) of the controlling interest in BLC represented 50.38% of BLC's outstanding capital stock. This assignment was effected by MPC under a dacion en pago arrangement, and included an assignment of payables of BLC in the principal amount of ₱655.0 million together with its underlying security in the form of shares in Fort Bonifacio Development Corporation (FBDC) representing 5.55% of its outstanding capital stock.

The Agreement, as amended, also provides for the constitution of a pledge over 5% of BLC's unencumbered shares as a security for contingent liabilities and breach of representation and warranties. The pledge lien over the 5% BLC shares shall continue to subsist until the third anniversary of the closing date.

The Parent Company and EHI jointly hold the 50.38% equity interest in BLC through ECHI and BHI. The Parent Company and EHI assigned the notes receivable from MPC to ECHI and BHI, which acquired the shares of stock of Columbus. Columbus directly owns the 50.38% interest in BLC. BLC owns 55% interest in FBDC, the primary developer of certain areas in Fort Bonifacio Global City for residential, commercial and business development.



Columbus accounted for the acquisition of the 50.38% interest in BLC using the purchase method, resulting in a negative goodwill of ₱1.4 billion.

The Parent Company and EHI acquired additional shares of BLC in 2009 and 2008 through a combination of direct acquisition and through Columbus at varying dates as follows:

- On July 31, 2008, the Parent Company acquired, through Regent and Columbus, additional 4,360,178 shares of BLC from FBDC amounting to ₱689.0 million, equivalent to 7.66% ownership in BLC.
- In January and October 2009, a total of 2,295,207 BLC shares were acquired from Development Bank of the Philippines and MPC, pertaining to the pledged shares, through Columbus amounting to ₱362.6 million. In 2011, BLC redeemed its 3,485,050 preferred shares with an aggregate redemption price of ₱500.0 million.
- In 2011, BLC redeemed its preferred shares amounting to ₱48.2 million. In 2012, the Parent Company invested additional ₱50.5 million. As of December 31, 2015 and 2014, the Parent Company's interest in BLC amounted to ₱373.5 million.

Investment in CDPEI

Cebu District Property Enterprise, Inc. (CDPEI) was incorporated on February 20, 2014 and is a 50:50 joint venture between the Parent Company and Aboitiz Land, Inc. CDPEI's main purpose is to create a mixed-use commercial and residential district with the 15.4 hectare property in Subangdaku, Mandaue. On April 11, 2014, ALI's 50% equity was further broken down to 35% ALI, 10% CHI and 5% CPVDC. As of December 31, 2015 and 2014, the Parent Company's interest in CDPEI amounted to ₱1,050.0 million.

Investment in ALI-ETON Property Development Corporation

ALI-ETON Property Development Corporation was incorporated on March 13, 2016. The company is a joint venture between Ayala Land, Inc. and LT Group, Inc.. The ALI and LT Group, Inc. entered into an agreement on January 21, 2016 to jointly develop a project along the C5 corridor. The project is envisioned to be a township development that spans portions of Pasig City and Quezon City.

Investment in OHI

OHI owns 99.5% interest in Ortigas & Company Limited Partnership (OCLP), an entity engaged in real estate development and leasing businesses. In 2016, the Parent Company acquired a 21.1% stake in OHI consistent with its thrust of expanding its operations to other areas within and outside of Metro Manila through partnerships. The acquisition was made possible via the purchase of shares from existing OHI shareholders.

Investment in LDC

In 2016, the Parent Company redeemed ₱7.2 million of investment in LDC decreasing the total cost of investment amounting to ₱37.05 million as of December 31, 2016.



12. Investment Properties

The rollforward analysis of this account follows:

2016

	Land	Buildings	Construction in Progress	Total
Cost				
Balance at beginning of year	P4,472,596,108	P23,861,030,070	P7,152,746,660	P35,486,372,838
Additions	237,892,557	760,857,183	19,236,879,559	20,235,629,299
Transfer (Note 13)	224,352,500	63,187,076	-	287,539,576
Disposals	-	-	-	-
Balance at end of year	4,934,841,165	24,685,074,329	26,389,626,219	56,009,541,713
Accumulated depreciation and impairment losses				
Balance at beginning of year	-	9,143,957,379	-	9,143,957,379
Depreciation (Note 20)	-	735,340,430	-	735,340,430
Disposals	-	-	-	-
Balance at end of year	-	9,879,297,809	-	9,879,297,809
Net Book Value	P4,934,841,165	P14,805,776,520	P26,389,626,219	P46,130,243,904

2015

	Land	Buildings	Construction in Progress	Total
Cost				
Balance at beginning of year	P4,018,718,207	P20,917,865,836	P7,152,746,660	P32,089,330,703
Additions	453,877,901	3,495,396,019	-	3,949,273,920
Disposals	-	(552,231,785)	-	(552,231,785)
Balance at end of year	4,472,596,108	23,861,030,070	7,152,746,660	35,486,372,838
Accumulated depreciation and impairment losses				
Balance at beginning of year	-	8,430,824,498	-	8,430,824,498
Depreciation (Note 20)	-	807,160,822	-	807,160,822
Disposals	-	(94,027,941)	-	(94,027,941)
Balance at end of year	-	9,143,957,379	-	9,143,957,379
Net Book Value	P4,472,596,108	P14,717,072,691	P7,152,746,660	P26,342,415,459

Certain parcels of land are leased to several individuals and corporations. Some of the lease contracts provide, among others, that within a certain period from the expiration of the contracts, the lessee will have to demolish and remove any and all improvements (like buildings) introduced or built within the leased properties. Otherwise, the lessor will cause the demolition and removal thereof and charge the cost to the lessee unless the lessor occupies and appropriates the same for its use and benefit.

Construction in progress pertain to buildings under construction to be leased as retail and office spaces upon completion. Additions of Construction in Progress during the year significantly pertains to Vertis, Vertis BPO 1, Project Southpark and Sta. Ana Phase 1.

The aggregate fair values of the Parent Company's investment properties amounted to P173.0 billion and P172.0 billion as of December 31, 2016, and 2015, respectively.

The fair value of the investment properties was determined by independent professionally qualified appraisers.

The 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 following table provides the fair value hierarchy of the Parent Company's investment properties as of December 31, 2016 and 2015:

2016

		Fair value measurement using			
	Date of Valuation	Total	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
(In Thousands)					
Land properties	Various	₱123,966,753	₱–	₱–	₱123,966,753
Retail properties	Various	21,097,103	–	–	21,097,103
Office properties	Various	27,719,217	–	–	27,719,217

2015

		Fair value measurement using			
	Date of Valuation	Total	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
(In Thousands)					
Land properties	Various	₱123,697,539	₱—	₱—	₱123,697,539
Retail properties	Various	20,575,980	—	—	20,575,980
Office properties	Various	27,715,808	—	—	27,715,808

The values of the land and buildings were arrived at using the Market Data Approach and Cost Approach. Market Data Approach provides an indication of value by comparing the subject asset with identical or similar assets for which price information is available. This approach was used for the land as it is commonly used in the property market since inputs and data for this approach are available. Cost Approach provides an indication of value using the economic principle that a buyer will pay no more for an asset than the cost to obtain an asset of equal utility, whether by purchase or by construction. This valuation approach uses the Depreciated Replacement Cost Method (DRCM). DRCM was used to estimate valuation of the improvement and other plant and equipment assets by computing for the replacement cost of the assets and applying appropriate adjustments for physical deterioration, functional obsolescence and economic obsolescence.

For Market Data Approach, the higher the price per sqm., the higher the fair value. For Cost Approach, whose unobservable inputs include price information on construction materials, labor and installation and indirect costs, the higher these costs, the higher the fair value.

No borrowing costs were capitalized in 2016 and 2015.

Rental income from investment properties amounted to ₱3,247.8 million and ₱3,217.6 million in 2016 and 2015, respectively (see Note 19). Direct operating expenses arising from the investment properties amounted to ₱1,473.8 million and ₱2,033.9 million in 2016 and 2015, respectively (see Note 20).

Depreciation expense pertaining to investment properties amounted to ₱735.3 million and ₱807.2 million in 2016 and 2015, respectively (see Note 20).



13. Property and Equipment

The rollforward analysis of this account follows:

2016

	Land, Buildings and Improvements	Furniture, Fixtures and Office Equipment	Transportation Equipment	Total
Cost				
Balance at beginning of year	P885,814,239	P1,349,680,611	P450,790,304	P2,686,285,154
Additions	127,149,637	114,177,210	63,799,024	305,125,871
Disposals	—	—	(60,172,556)	(60,172,556)
Transfers (Note 12)	(241,258,008)	(46,281,568)	—	(287,539,576)
Balance at end of year	771,705,868	1,417,576,253	454,416,772	2,643,698,893
Accumulated depreciation				
Balance at beginning of year	337,647,184	1,072,742,096	312,419,063	1,722,808,343
Depreciation (Note 20)	56,166,436	91,420,419	62,348,510	209,935,365
Disposals	—	—	(57,450,855)	(57,450,855)
Balance at end of year	393,813,620	1,164,162,515	317,316,718	1,875,292,853
Net Book Value	P377,892,248	P253,413,738	P137,100,054	P768,406,040

2015

	Land, Buildings and Improvements	Furniture, Fixtures and Office Equipment	Transportation Equipment	Total
Cost				
Balance at beginning of year	P674,758,821	P1,262,959,235	P443,611,338	P2,381,329,394
Additions	209,355,418	86,957,983	58,576,455	354,889,856
Disposals	—	(236,607)	(51,397,489)	(51,634,096)
Transfers (Note 10)	1,700,000	—	—	1,700,000
Balance at end of year	885,814,239	1,349,680,611	450,790,304	2,686,285,154
Accumulated depreciation				
Balance at beginning of year	283,947,372	982,888,945	291,218,772	1,558,055,089
Depreciation (Note 20)	56,964,835	89,861,038	66,414,743	213,240,616
Disposals	(3,265,023)	(7,887)	(45,214,452)	(48,487,362)
Balance at end of year	337,647,184	1,072,742,096	312,419,063	1,722,808,343
Net Book Value	P548,167,055	P276,938,515	P138,371,241	P963,476,811

Depreciation of property and equipment included in the general and administrative expenses amounted to P209.9 million and P213.2 million in 2016 and 2015, respectively (see Note 20).

14. Other Noncurrent Assets

Other noncurrent assets totaling P3,125.9 million and P1,615.4 million as of December 31, 2016 and 2015, respectively, consist of deferred charges, deposits, and other assets.



15. Accounts and Other Payables

This account consists of:

	2016	2015
Accounts payable	₱42,638,351,919	₱27,166,302,953
Payable to related parties (Note 22)	13,855,282,835	18,755,275,024
Accrued Expenses		
Salaries and employee benefits	4,001,530,307	3,095,307,903
Project costs	1,728,442,376	1,708,958,723
Utilities	1,087,575,709	1,025,505,646
Professional and management fees	1,033,258,468	1,046,943,830
Advertising and promotions	695,266,101	441,769,766
Repairs and maintenance	461,340,947	384,604,766
Commissions	439,155,318	355,188,448
Representation	352,101,132	331,114,971
Rentals	102,037,096	111,006,903
Others	241,135,857	621,988,721
Taxes payable	5,441,064,207	4,876,416,926
Interest payable	1,296,115,960	1,376,173,902
Liability for purchased land (Note 10)	365,918,661	365,918,661
	₱73,738,576,893	₱61,662,477,143

Accounts payable and accrued expenses are noninterest-bearing and are normally settled within 15-60 days. Other payables are noninterest-bearing and are normally settled within one year.

Accrued project cost are expenses related to materials, overhead and subcontractor cost not yet billed by the contractor.

Taxes payable pertain to statutory liabilities for expanded withholding tax, withholding tax on compensation, final tax and fringe benefit tax.

Other accrued expenses consist mainly of transportation and travel, janitorial and security, postal and communication, insurance and supplies.

16. Short-term and Long-term Debt

The short-term debt of ₱18,682.2 million and ₱9,616.2 million as of December 31, 2016 and 2015, respectively, represents unsecured peso-denominated bank loans and dollar-denominated bank loans. In compliance with Bangko Sentral ng Pilipinas (BSP) rules on directors, officers, stockholders and related interests, certain short-term and long-term debt with a carrying value of ₱3,685.6 million and ₱1,803.9 million as of December 31, 2016 are secured by a real estate mortgage dated September 2, 2014 covering both land and building of Greenbelt. Net book value of the property amounted to ₱2,982.4 million and ₱3,207.5 million as of December 31, 2016 and 2015, respectively, which is accounted as part of the "Investment properties" account. Dollar-denominated short-term loans amounted to nil and ₱1,053.0 million in 2016 and 2015, respectively.

The ranges of annual interest rates of the short-term debt follow:

	2016	2015
Philippine Peso	2.25% to 3.75%	2.10% to 2.90%
US Dollar	—	1.05% to 1.20%



Long-term debt consists of:

	2016	2015
Bonds		
Due 2016	₱—	2,182,850,000
Due 2019	12,350,000,000	9,350,000,000
Due 2020	4,000,000,000	4,000,000,000
Due 2022	12,650,000,000	12,650,000,000
Due 2023	7,000,000,000	—
Due 2024	15,000,000,000	15,000,000,000
Due 2025	15,000,000,000	8,000,000,000
Due 2026	8,000,000,000	—
Due 2033	2,000,000,000	2,000,000,000
Floating rate corporate notes (FRCNs)	—	1,000,000,000
Fixed rate corporate notes (FXCNs)	9,157,000,000	14,328,400,000
Peso - denominated long term loan	15,190,739,063	15,442,250,000
US Dollar - denominated long term loan	1,957,725,000	1,882,400,000
	102,305,464,063	85,835,900,000
Less unamortized transaction costs	569,960,791	388,030,827
	101,735,503,272	85,447,869,173
Less current portion	865,531,750	7,325,160,938
	₱100,869,971,522	₱78,122,708,235

Philippine Peso 3- Year Homestarter Bond due 2019 and 7-year Bonds due 2023

In October 2016, the Parent Company issued a total of ₱10,000.0 million bonds, broken down into a ₱3,000.0 million Homestarter bond due 2019 at a fixed rate of 3.000% p.a. and a ₱7,000.0 million fixed rate bond due 2023 at a rate equivalent to 3.8915% p.a. The Bonds represent the first tranche of Homestarter Bonds series and the third tranche of the Fixed-rate Bonds Series issued under the Company's ₱50.0 billion Debt Securities Program registered with the SEC, and listed in the Philippine Dealing & Exchange Corp. (PDEX). The Bonds have been rated PRS Aaa with a Stable Outlook by Philippine Rating Services Corporation ("PhilRatings"). Obligations rated PRS Aaa are of the highest quality with minimal credit risk. The obligor's capacity to meet its financial commitment on the obligation is extremely strong. PRS Aaa is the highest rating assigned by PhilRatings. On the other hand, an Outlook is an indication as to the possible direction of any rating change within a one year period and serves as a further refinement to the assigned credit rating for the guidance of investors, regulators, and the general public. A Stable Outlook indicates that the rating is likely to be maintained or to remain unchanged in the next twelve months.

Philippine Peso 9-year and 6-month Bonds due 2025

In April 2016, the Parent Company issued a total of ₱7,000.0 million bonds due 2025 at a fixed rate equivalent to 4.75% p.a. The Bonds is the second tranche of the Fixed-rate Bonds Series under the Company's ₱50,000,000,000 Debt Securities Program registered with the SEC. The Bonds were assigned an issue credit rating of PRS Aaa, with a Stable Outlook, by Philippine Rating Services Corporation (PhilRatings). Obligations rated PRS Aaa are of the highest quality with minimal credit risk. The obligor's capacity to meet its financial commitment on the obligation is extremely strong. PRS Aaa is the highest rating assigned by PhilRatings

Philippine Peso 10-year Bonds due 2026

In March 2016, the Parent Company issued a total of ₱8,000.0 million bonds due 2026 at a fixed rate equivalent to 4.85% p.a. The Bonds is the first tranche of the Fixed-rate Bonds Series under the Company's ₱50,000,000,000 Debt Securities Program registered with the SEC. The Bonds was assigned an issue credit rating of PRS Aaa, with a Stable Outlook, by Philippine Rating Services Corporation (PhilRatings). Obligations rated PRS Aaa are of the highest quality with minimal credit risk. The obligor's capacity to meet its financial commitment on the obligation is extremely strong. PRS Aaa is the highest rating assigned by PhilRatings.



Philippine Peso 7-Year and 10-year Bonds due 2019 and 2022

In April 2012, the Parent Company issued a total of ₱15,000.0 million bonds, broken down into a ₱9,350.0 million bond due 2019 at a fixed rate equivalent to 5.625% p.a. and a ₱5,650.0 million bond due 2022 at a fixed rate equivalent to 6.00% p.a. The Philippine Rating Services Corporation (PhilRatings) assigned a PRS AAA rating on the bonds indicating that it has the smallest degree of investment risk. Interest payments are protected by a large or by an exceptionally stable margin and principal is assured. While the various protective elements are likely to change, such changes as can be visualized are most unlikely to impair the fundamentally strong position of such issues. PRS AAA is the highest credit rating possible on PhilRatings' rating scales for long-term issuances.

Philippine Peso 7-Year and 20-year Bonds due 2020 and 2033

In October 2013, the Parent Company issued a total of ₱6,000.0 million bonds, broken down into a ₱4,000.0 million bond due 2020 at a fixed rate equivalent to 4.625% p.a. and a ₱2,000.0 million bond due 2033 at a fixed rate equivalent to 6.000% p.a. CRISP assigned a "AAA" rating on the bonds indicating that it has a minimal credit risk owing to the Parent Company's capacity to repay its debt obligations. AAA is the highest rating assigned by CRISP.

Philippine Peso 10-year and 6-month Bonds due 2024

In July 2013, the Parent Company issued a total of ₱15,000.0 million bonds due 2024 at a fixed rate equivalent to 5.0% p.a. CRISP assigned a "AAA" on the bonds indicating that it has a minimal credit risk owing to the Parent Company's capacity to repay its debt obligations. AAA is the highest rating assigned by CRISP.

Philippine Peso 8.0 Billion Fixed Rate Bonds due 2025

In April 2014, the Parent Company issued a total of ₱8,000.0 million bonds due 2025 at a fixed rate equivalent to 5.625% p.a. The Bonds have been rated PRS AAA by PhilRatings, indicating that obligor's capacity to meet its financial commitment on the obligation is extremely strong.

Philippine Peso 7.0 Billion Fixed Rate Bonds due 2022

In April 2015, the Company issued a total of ₱7,000.0 million bonds due 2022 at a fixed rate equivalent to 4.5% p.a. The Bonds have been rated PRS Aaa by PhilRatings, indicating that obligor's capacity to meet its financial commitment on the obligation is extremely strong.

Philippine Peso 7-year FRCN due 2016

In October 2009, the Company executed a ₱1,000.0 million committed FRCN facility with a local bank, of which an initial ₱10.0 million was drawn on October 12, 2009. The balance of ₱990.0 million was subsequently drawn on November 18, 2011. The FRCN bears a floating interest rate based on the 3-month PDST-R1 plus a spread of 0.96%, repriced quarterly. The FRCNs matured on October 12, 2016, the seventh anniversary of the initial drawdown date.

Philippine Peso 5-, 7- and 10-year FXCNs due 2011, 2013 and 2016

In September 2006, the Company issued ₱3,000.0 million FXCNs consisting of 5-, 7- and 10-year notes issued to various financial institutions and will mature on various dates up to 2016. The FXCNs bear fixed interest rates ranging from 7.25% to 7.75% p.a. depending on the term of the notes. In January 2011, simultaneous to a new corporate note offering, the Company undertook a liability management exercise by offering to prepay holders of the corporate notes issued in 2006 while inviting the same institutions to participate in the new issuance. A number of investors holding up to ₱875.0 million of notes maturing in 2013 and 2016 accepted the offer to be prepaid. On September 23, 2011, the 5-year and one (1) day FXCNs amounting to ₱1,830.0 million matured and were fully repaid by the Company. Subsequently in September 2013, the balance of the 7-year FXCNs amounting to ₱195.0 million matured and was fully repaid by the Company. In September 2016, the balance of the 10-year FXCNs amounting to ₱100 million matured and was fully repaid by the Company. As of December 31, 2016, the specified FXCNs has zero outstanding balance.



Philippine Peso 5-, 7- and 10-year FXCN due 2014, 2016 and 2019

In January 2009, the Company issued an aggregate ₱2,380.0 million in 5-, 7- and 10-year notes to various financial institutions and retail investors. The notes will mature on various dates up to 2019. The FXCNs bear fixed interest rates ranging from 7.8% to 8.9%. ₱220.0 million and ₱830.0 million notes due in 2014 and 2016, respectively were prepaid on January 28, 2013. Subsequently, the ₱1,330.0 million note due in 2019 was prepaid on January 28, 2016. As of December 31, 2016, the specified FXCNs has zero outstanding balance.

Philippine Peso 5-, 10-, 15-Year FXCN due on 2016, 2021 and 2026

In January 2011, the Company issued ₱10,000.0 million FXCNs to various financial institutions and retail investors. The notes will mature on various dates up to 2026. The FXCNs bear fixed interest rates ranging from 5.6% to 7.5% p.a. depending on the term of the notes. The Company prepaid ₱1,950.0 million of notes due in 2016 on January 19, 2013. In 2014, the Company paid ₱43.0 million for the matured portion of the loan. In January 2016, the Company paid ₱3,750 million notes for the matured portion of the loan. As of December 31, 2016, the remaining balance of the FXCN amounted to ₱4,257.0 million.

Philippine Peso 10-year Note due 2022

In December 2012, the Company executed a ₱5,000.0 million committed Corporate Note facility with a local bank, of which an initial ₱3,500.0 million was drawn in 2012. The balance of ₱1,500.0 million was subsequently drawn in January 2013. Notes currently bear a fixed interest rate of 4.5%. The Corporate Notes will mature on the third month succeeding the tenth anniversary of the initial drawdown date. In 2015, the ₱50.0 million was prepaid by the Company. In 2016, another ₱50.0 million was prepaid by the Company. As of December 31, 2016, the remaining balance of the note amounted to ₱4,900.0 million.

US Dollar-denominated Long-term loan

In October 2012, the Parent Company executed and fully drew on a US\$58.5 million long-term facility. The loan bears a floating interest rate based on a credit spread over the three-month USD London Interbank Offered Rate (LIBOR), repriced quarterly. The loan will mature on the third month succeeding the tenth anniversary of the initial drawdown date. In January 2014, October 2015 and March 2016 the Parent Company made a partial prepayment on the loan in the amount of US\$5.75 million, US\$12.785 million and US\$25.0 million respectively. Subsequently in March 2016, a US\$30.0 million long-term facility was assigned by ALI Makati Property Hotels, Inc. to the Company. The assigned loan bears a floating interest rate based on a credit spread over the three-month US Dollar London Interbank Offered Rate (LIBOR), repriced quarterly and had a remaining term of 3 years and 4 months from the time of assignment.

Peso-denominated Long-term Loans

In August to September 2015, the Company assumed an aggregate of ₱15,442.3 million various long-term facilities of some subsidiaries from various banks. The loans bear fixed interest rates ranging from 4.5% to 4.7% p.a. and terms ranging from 4.4 years to 10.5 years. In 2016, the ₱251.5 million current portion of the loans was paid. As of December 31, 2016, the outstanding balance of peso-denominated long-term loans amounted to ₱15,190.7 million.

The loan agreements contain some or all of the following restrictions: material changes in nature of business; maintenance of debt-to-equity ratio; payment of dividends and additional loans maturing beyond a year which will result in a violation of the required debt-to-equity ratios; merger or consolidation where the Company/subsidiary is not the surviving corporation; guarantees or advances; encumbrance for borrowed money; and sale of substantially all assets. These restrictions and requirements were complied with by the Group as of December 31, 2016, and 2015.

Transaction costs capitalized amounted to nil and ₱64.3 million in 2016 and 2015, respectively. Amortization amounted to ₱60.5 million and ₱53.0 million in 2016 and 2015, respectively and included under "Interest and other financing charges" (see Note 20).



17. Deposits and Other Noncurrent Liabilities

This account consists of:

	2016	2015
Deposits	₱6,390,192,210	₱3,778,440,013
Subscriptions payable	4,244,625,052	25,875,052
Retentions payable	442,026,593	452,837,670
Liability for purchased land (Note 10)	365,918,661	731,837,322
Others	290,260,227	77,245,765
	₱11,733,022,743	₱5,066,235,822

Deposits include security deposits from tenants of retail and office spaces and deferred credits arising from sale of real estate properties. Security deposits are equivalent to one (1) to three (3) months' rent of long-term tenants with noncancellable leases. This will be refunded to the lessees at the end of the lease term or be applied to the last months' rentals on the related contracts. Deferred credits pertain to advances from buyers of real estate properties to cover various processing fees including, but not limited to, fees related to transfer of title such as registration fees, documentary taxes and transfer taxes. Payments made by the Parent Company for the processing of title are charged to this account.

Retentions payable pertain to retentions from the contractors' progress billings which will be released after the expiration of the project's warranty period. The retention serves as a security from the contractor should there be defects in the project.

Subscription payable mainly pertains to the Company's subscription payable to POPI.

18. Equity

The details of the number of shares follow:

December 31, 2016

	Number of Shares		Amount	
	Preferred	Common	Preferred	Common
Authorized	15,000,000,000	20,000,000,000	₱1,500,000,000	₱20,000,000,000
Issued	13,066,494,760	14,597,262,520	₱1,306,649,476	₱14,597,262,520
Subscribed	—	115,420,068	—	115,420,068
Outstanding	13,066,494,760	14,712,682,588	₱1,306,649,476	₱14,712,682,588

December 31, 2015

	Number of Shares		Amount	
	Preferred	Common	Preferred	Common
Authorized	15,000,000,000	20,000,000	₱1,500,000,000	₱20,000,000,000
Issued	13,066,496,760	14,586,068,012	₱1,306,649,476	₱14,586,068,012
Subscribed	—	109,563,355	—	109,563,355
Outstanding	13,066,496,760	14,695,631,367	₱1,306,649,476	₱14,695,631,367

Preferred Shares (₱0.10 par value per share)

The Company's preferred shares prior to 2012 were subscribed and issued through a stock rights offer with the following features: (a) non-voting; (b) dividend rate of 4.6% p.a., payable annually, noncumulative; (c) nonparticipating; (d) convertible at the option of the holder at a ratio of one (1) preferred share to one (1) common share commencing on the 10th year from issue date at an exercise price equivalent to the higher of (i) the 30-day average closing price or (ii) closing price of common shares immediately preceding the exercise date, less the par value of the preferred



shares; (e) no pre-emptive rights; (f) non-redeemable; (g) non-listed; and, (h) preferred in liquidation to the extent of par value.

The dividends for preferred shares are declared upon the sole discretion of the Company's BOD. On February 20, 2012, the BOD approved the following restructuring exercise in order to comply with the regulatory requirement on Filipino-ownership following the Supreme Court's ruling that nonvoting shares do not count as equity when computing for a company's Filipino-ownership level:

- i. Redemption and retirement of the 13.0 billion outstanding preferred shares with par value of ₱0.10.
- ii. Reclassification of the 1,970.0 million unissued preferred shares to voting preferred shares through an amendment of Article Seventh of the Articles of Incorporation.
- iii. Increase in authorized capital stock by ₱1,300.0 million creating new voting preferred shares and a stock rights offer of 1,300 million voting preferred shares from the increase in the authorized capital stock.

On April 18, 2012, the stockholders ratified the BOD resolution on the capital restructuring. The voting preferred shares shall have the following features, rights, and privileges (a) voting; (b) dividend rate of 4.75% per annum, equivalent to 90% of the 10-year PDST R2 (repriced every ten (10) years from issue date), payable annually, non-cumulative; (c) convertible at the option of the holder at a ratio of one (1) voting preferred share to one (1) common share commencing on the 10th year from issue date at an exercise price equivalent to the higher of (i) the 30-day average closing price or (ii) closing price of common shares immediately preceding the exercise date, less the par value of the preferred shares; (d) no pre-emptive rights; (e) redeemable at par at the sole option of the corporation; (f) non-listed; and (g) preferred in liquidation to the extent of par value.

The SEC approved on January 31, 2013 the following:

- a. The decrease in authorized capital stock by ₱1,303.5 million, the aggregate par value of the 13,034.6 preferred shares which have been redeemed and retired, from ₱22,803.5 million to ₱21,500.0 million, and
- b. The amendments to Articles of Incorporation reflecting the decrease in capital stock.

As of December 31, 2016, the Company's authorized and outstanding preferred shares amounted to ₱1,500.0 million and ₱1,306.6 million, respectively.

Common Shares (₱1.00 par value per share)

On April 7, 2014, the stockholders resolved to approve the amendment of the Seventh Article of the Articles of Incorporation exempting from pre-emptive rights (1) the issuance of 1 billion common shares for properties or assets needed for the business of the Parent Company or for cash to acquire properties or assets needed for the business of the Parent Company or in payment of a debt contracted prior to the issuance of such shares, and (2) the issuance of common shares covered by the Parent Company's Stock Option Plans for members of the management committees of the Parent Company's subsidiaries or affiliates.

Likewise, the stockholders resolved to approve the amendment of the Stock Option Plan of the Parent Company to include the members of the Management Committees of the Parent Company's subsidiaries and affiliates as eligible grantees of stock options.

The rollforward of the outstanding number of common shares follows:

	2016	2015
At beginning of year	14,695,631,367	14,190,488,638
Additional subscriptions	17,051,221	505,142,729
At end of year	14,712,682,588	14,695,631,367



No transfer of stock or interest which will reduce the ownership of Filipino citizens to less than the required percentage of the capital stock as provided by existing laws shall be allowed or permitted to be recorded in the books of the Parent Company.

On April 13, 2013, the stockholders resolved to approve the amendment of the Seventh Article of the Parent Company's Articles of Incorporation for the purpose of excluding or exempting treasury shares from the pre-emptive rights of stockholders.

On January 9, 2015, the Executive Committee of the Company approved a top-up placement of 484,848,500 common shares of the Company at a price of ₱33.00 per share. The placement was conducted via an accelerated bookbuilt offering structured as a top-up placement, whereby AC sold 484,848,500 listed common shares of stock to qualified third party buyers and subscribe to the same number of new shares from the Company. The Company completed the placement on January 12, 2015, raising an aggregate of ₱16,000.0 million in paid-up capital. The price was at 3.9% discount on the 5-day volume-weighted average price of ALI shares. Transaction cost charged to additional paid-in capital amounted to ₱194.0 million.

On March 6, 2013, the Parent Company's Board resolved to approve the placement made by AC of its existing 320,000,000 listed common shares of the Parent Company to certain qualified third party buyers or investors at ₱30.50 per share. The Parent Company completed the top-up placement, raising an aggregate of ₱12,200.0 million in paid up capital. The price was at 3.6% discount on the 5-day volume-weighted average price of ALI shares. Transaction cost charged to additional paid-in capital amounted to ₱162.4 million.

On July 10, 2012, the Parent Company's executive committee approved the placement of 680 million listed common shares of stock with par value of ₱1.00 per share, at a price of ₱20 per share, and the issuance of equal number of new shares of the Parent Company, at the same price of ₱20 per share, with AC as the seller of the placement tranche and subscriber of the subscription tranche. The Parent Company completed the top-up placement, raising an aggregate of ₱13,600 million in paid up capital. The price was at 5.0% discount to the closing price. Transaction cost charged to additional paid-in capital amounted to ₱200.0 million.

On February 12, 2008, the BOD approved the allotment and subsequent issuance of up to 1.0 billion common shares of stock of the Parent Company with an aggregate par value of ₱1,000 million for the purpose of exchanging such shares for properties or assets and/or to raise funds to acquire properties or assets needed for the business of the Parent Company via issuance of equity or equity-linked instruments, the price and the terms and conditions of which shall be determined by the BOD based on prevailing market conditions or on agreements negotiated.

On April 2, 2008, the Parent Company's stockholders approved the allotment and subsequent issuance of the shares for the above-mentioned purposes and for the further amendment of the Amended Articles of Incorporation of the Parent Company to exclude the issuance of shares from the pre-emptive rights of the stockholders pursuant to Section 39 of the Philippine Corporation Code.

On July 5, 1991, the Parent Company launched its Initial Public Offering where a total of 400 million common shares were offered at an offering price of ₱26 per share. The registration statement was approved on July 20, 1992. The Parent Company has 9,362 and 9,525 existing certified shareholders as of December 31, 2016, and 2015, respectively.

Treasury Shares

On August 12, 2008, the BOD approved the creation of a share buyback program. It is part of the Parent Company's financial position management program and aims to: (i) improve the Parent Company's financial position structure and capital efficiency; and (ii) enhance shareholder value through the repurchase of shares whenever the stock is trading at a price discount perceived by the Parent Company as not reflective of its fair corporate value.



In 2008, the Parent Company repurchased a total of 79,528,228 of its common shares through open market purchases using the trading facilities of the Philippine Stock Exchange for a total purchase price of ₱823.9 million in relation to its share buyback program.

On July 16, 2012, the Parent Company redeemed the 13.0 billion outstanding non-voting preferred shares through payment of the redemption price of ₱0.10 per share. As of December 31, 2012, the redeemed preferred shares were treated as treasury shares and was subsequently retired upon approval of the Parent Company's SEC application for the decrease in authorized capital stock on January 31, 2013.

The amendment of the Articles of Incorporation on April 17, 2013 allows the re-selling of the 79,528,299 listed common shares as part of the top-up placement transaction completed in July 2013. Treasury common shares were sold at ₱30.5 per share resulting to additional paid-in capital of ₱1,601.6 million.

Retained Earnings

The BOD approved the declaration and payment from unappropriated retained earnings of cash dividends of ₱0.48, ₱0.42 per share and ₱0.41 per share in 2016, 2015 and 2014, respectively, to all issued and outstanding shares.

On February 26, 2016, the BOD approved the declaration of cash dividends amounting to ₱0.24 per outstanding common share and was paid out on March 23, 2016 to the shareholders on record as of March 11, 2016. Further, on the same date, the BOD declared annual cash dividends of 4.8% per year or ₱0.0047 per share to all shareholders of the Company's unlisted voting preferred shares. These were paid on June 29, 2016 to the shareholders on record as of June 15, 2016.

On August 18, 2016, the BOD approved the declaration and payment from unappropriated retained earnings of cash dividends of ₱0.2380 per share. The cash dividend was paid out on September 16, 2016 to stockholders of common shares as of record date.

On February 20, 2015, the BOD approved the declaration and payment from unappropriated retained earnings of cash dividends of ₱0.2075 per share. The cash dividend is payable on March 20, 2015 to stockholders of common shares as of record date shares.

On August 17, 2015, the BOD approved the declaration and payment from unappropriated retained earnings of cash dividends of ₱0.2075 per share. The cash dividend is payable on September 16, 2015 to stockholders of common shares as of record date.

Total dividends for common shares declared for 2016 and 2015 amounted to ₱6,999.2 million and ₱6,094.7 million, respectively.

On February 20, 2015, the BOD approved the declaration and payment from unappropriated retained earnings of cash dividends at the dividend rate of 4.75% per year or ₱0.0047 per share to all issued and outstanding preferred shares payable on June 29, 2015 to stockholders of preferred shares as of record date. Total dividends for preferred shares declared during the year amounted to ₱62.0 million.

Retained earnings of ₱8,000.0 million are appropriated for future expansion. The increase of ₱2,000.0 million represents a continuing appropriation for land banking activities and planned building construction projects. Each year, the Company incurs capital expenditures for property development which include among others land banking and building construction projects. The appropriation is being fully utilized to cover part of the annual expenditure requirement of the Company.



The Parent Company has earmarked additional funds for expansion projects in the residential, shopping centers, office and hotel business segments, as well as various infrastructure projects for the Parent Company's mixed-use developments.

The following are among the major capital expenditures of the Parent Company which were approved by the BOD:

- a) Ayala Triangle Garden 2 with product offering for a Triple A HQ Office Building, a 5-Star Hotel and 3-level Retail Podium with gardens and civic spaces which was approved by the Board on May 29, 2015. The project was launched in June 2015 and expected to be completed in 2020.
- b) Ayala Center Redevelopment which will offer intermodal transport facility, a 5-storey regional mall, 2 BPO towers, a SEDA hotel and a 300-units residential for lease was approved by the Board on November 27, 2015. The project was launched in January 2016 and expected to be completed in 2021.

Retained earnings are restricted for the payment of dividends to the extent of the cost of the shares held in treasury.

In accordance with SEC Memorandum Circular No. 11 issued in December 2008, the Company's retained earnings available for dividend declaration as of December 31, 2016 and 2015 amounted to ₱39,123.8 million and ₱32,800.0 million, respectively.

Capital Management

The primary objective of the Parent Company's capital management policy is to ensure that debt and equity capital are mobilized efficiently to support business objectives and maximize shareholder value. The Parent Company establishes the appropriate capital structure for each business line that properly reflects its premier credit rating and allows it the financial flexibility, while providing it sufficient cushion to absorb cyclical industry risks.

The Parent Company considers debt as a stable source of funding. The Parent Company lengthened the maturity profile of its debt portfolio and makes it a point to spread out its debt maturities by not having a significant percentage of its total debt maturing in a single year.

The Parent Company manages its capital structure and makes adjustments to it, in the light of changes in economic conditions. It monitors capital using leverage ratios on both gross debt and net debt basis. As of December 31, 2016, and 2015, the Parent Company had the following ratios:

	2016	2015
Debt to equity	110.1%	93.7%
Net debt to equity	109.4%	86.8%

Debt consists of short-term and long-term debts. Net debt includes short-term and long-term debt less cash and cash equivalents, short-term investments and financial assets at FVPL. Equity, which the Parent Company considers as capital, pertains to the total equity. The Parent Company excludes the "Net unrealized gain on AFS financial assets" in computing the debt to equity ratio.

The Parent Company is not subject to externally imposed capital requirements. No changes were made in the objectives, policies or processes for managing capital during the years ended December 31, 2016 and 2015.

Financial risk assessment

The Parent Company's financial condition and operating results would not be materially affected by the current changes in interest, currency, credit, liquidity and market conditions.



Exposure to changes in interest rates is reduced by a debt portfolio mix of both fixed and floating interest rates. The Parent Company's ratio of fixed to floating rate debt stood at 83:17 and 87:13 as of December 31, 2016, and 2015, respectively. As a result, the movement in the actual average interest (borrowing) rate of the Parent Company has been minimal.

Exposure to foreign currency holdings is at US\$0.58 million and US\$0.43 million as of December 31, 2016 and 2015, respectively.

Credit risks continue to be managed through defined credit policies and continuing monitoring of exposure to credit risks. The Parent Company's base of counterparties remains diverse. As such, it is not exposed to large concentration of credit risk.

Liquidity risk is addressed with long-term funding already locked in, while funds are placed on a short-term placement.

19. Real Estate Revenue

This account consists of:

	2016	2015
Land and residential unit sales	P24,112,224,285	P20,909,319,872
Rental income (Note 12)	3,247,802,122	3,217,605,520
Management and marketing fees	964,812,274	814,860,055
	P28,324,838,681	P24,941,785,447

In January 2015, the Parent Company executed a Deed of Assignment with ACCI to assign the Parent Company's contracts of lease, security deposits, construction bonds and trade receivables with merchants occupying the Greenbelt and Glorietta development at the Ayala Center, Makati. ACCI assumed all rights and obligations under the contracts of lease, other contracts, permits and licenses, trade receivables, security deposits and construction bonds (see Note 22).

20. Other Income and Costs and Expenses

Other income consists of:

	2016	2015
Gain on sale of property and equipment and investment property	P21,742,881	P33,321,869
Realized gain on financial assets at FVPL	70,551	25,001
Others	77,273,690	138,032,853
	P99,087,122	P171,379,723

Others mainly consist of event sponsorships and cancelled commissions.

Real estate costs and expenses consist of:

	2016	2015
Cost of real estate sales (Note 7)	P14,387,213,370	P12,203,631,385
Marketing and management fees	947,628,436	1,008,253,652
Depreciation (Note 12)	735,340,430	807,160,822
Rental	206,348,092	168,029,112
Manpower costs	126,647,702	97,623,433

(Forward)



	2016	2015
Direct operating expenses		
Taxes and licenses	P700,527,806	P579,851,738
Security	336,916,207	276,562,437
Light and water	115,290,748	216,170,373
Repairs and maintenance	108,112,794	78,565,922
Professional fees	99,903,721	131,989,040
Insurance	25,273,603	26,670,158
Transportation and travel	22,785,871	3,699,240
Supplies	3,876,552	2,070,722
Others	96,110,958	845,105,539
	P17,911,976,290	P16,445,383,573

General and administrative expenses consist of:

	2016	2015
Manpower costs (Note 23)	P1,654,276,848	P2,081,186,220
Depreciation (Note 13)	209,935,365	213,240,616
Professional fees	178,869,003	172,632,093
Donations and contribution (Note 10)	60,087,860	117,468,090
Advertising	49,324,097	67,714,530
Transportation and travel	47,920,145	57,888,229
Insurance	47,447,198	29,925,512
Repairs and maintenance	44,209,190	45,454,157
Utilities	37,057,616	37,398,469
Entertainment, amusement and recreation	28,867,836	17,563,776
Security and janitorial	13,654,869	46,446,505
Supplies	13,217,028	14,128,241
Rentals	12,888,484	19,377,611
Others	51,953,897	45,847,435
	P2,449,709,436	P2,966,271,484

Manpower costs included in the parent company statements of income follow:

	2016	2015
Included in:		
General and administrative expenses	P1,654,276,848	P2,081,186,220
Real estate costs and expenses	126,647,702	97,623,433
	P1,780,924,550	P2,178,809,653

Depreciation expense included in the parent company statements of income follow:

	2016	2015
Included in:		
Real estate costs and expenses	P735,340,430	P807,160,822
General and administrative expenses	209,935,365	213,240,616
	P945,275,795	P1,020,401,438

Interest expense and other financing charges consist of:

	2016	2015
Interest expense on:		
Long-term debt	P4,239,996,121	P3,515,478,939
Short-term debt	1,018,276,559	540,859,605
Other financing charges	500,088,683	362,178,002
	P5,758,361,363	P4,418,516,546



Other financing charges pertain mainly to transaction costs from availment of short-term loans.

Other charges consist of:

	2016	2015
Net realized/unrealized loss on foreign exchange transactions	₱193,808,560	₱297,809,380
Provision for (reversal) of impairment losses and write-offs:		
Land and improvements (Note 10)	–	196,568,062
Investments in subsidiaries, associates and joint ventures (Note 11)	–	117,661,118
Receivables (Note 6)	324,748,596	92,806,532
Inventories (Note 7)	(225,000,000)	82,633,626
AFS financial assets (Note 9)	–	28,047,666
Other charges	10,483,129	1,299,522
	₱304,040,285	₱816,825,906

21. Income Tax

The components of deferred taxes follow:

	2016	2015
Deferred tax assets on:		
Difference between tax and book basis of accounting for real estate transactions	₱1,610,113,515	₱1,292,712,725
Allowance for probable losses	809,116,746	904,761,773
Employee benefits	324,381,950	326,543,465
Allowance for impairment losses	208,502,521	111,077,942
Unrealized foreign exchange loss	61,290,996	62,379,505
	3,013,405,728	2,697,475,410
Deferred tax liabilities on capitalized interest	(496,352,719)	(532,861,548)
	₱2,517,053,009	₱2,164,613,862

There are no income tax consequences attaching the payment of dividends by the Parent Company to its shareholders.

Provision for income tax consists of:

	2016	2015
Current	₱1,428,466,528	₱903,267,200
Deferred	(384,958,549)	(360,412,694)
Final	10,094,151	21,065,202
	₱1,053,602,130	₱563,919,708

Reconciliation between the statutory and the effective income tax rates follows:

	2016	2015
Statutory income tax rate	30.00%	30.00%
Tax effects of:		
Interest income and capital gains taxed at lower rates	(0.04)	(2.56)
Dividend income	(22.91)	(24.87)
Others – net	(0.29)	2.24
Effective income tax rate	6.76%	4.81%



22. Related Party Transactions

Parties are considered to be related if one party has the ability, directly or indirectly, to control 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 which include affiliates.

Terms and Conditions of Transactions with Related Parties

In its regular conduct of business, the Parent Company has entered into transactions with related parties principally consisting of advances and reimbursement of expenses, purchase and sale of real estate properties, construction contracts, development, management, underwriting, marketing, leasing, deposits and placements, borrowings and administrative service agreements.

Transactions with related parties are made at normal market prices. Outstanding balances at year end are unsecured, interest free and settlement occurs generally in cash, except otherwise indicated. There have been no guarantees provided or received for any related party receivables or payables. The Parent Company does not provide any allowance relating to receivable from related parties.

This assessment is undertaken each financial year through examining the financial position of the related parties and the markets in which the related parties operate.

In the ordinary course of business, the Parent Company transacts with its related parties. The transactions and balances of accounts with related parties follow:

a. Transactions with Bank of the Philippine Islands (BPI), an associate of AC:

- i. As of December 31, 2016 and 2015, the Parent Company maintains current and savings account, money market placements, UITF investments and long-term debt payable with BPI broken down as follows:

	2016	2015
Cash in bank	₱148,988,810	₱514,226,861
Cash equivalents	57,178,556	5,924,814,479
Financial assets at FVPL	1,891,431	1,842,588
Short-term debt	3,685,600	1,669,000
Long-term debt	1,803,939,063	609,875,000

From the Parent Company's placements with BPI, the Parent Company has accrued interest receivable amounting to ₱0.47 million and ₱0.37 million as of December 31, 2016 and 2015, respectively. Interest income earned amounted to ₱2.3 million in 2016 and ₱5.3 million in 2015.

As of December 31, 2015, and 2014, the Parent Company has an outstanding trust account contribution amounting to ₱5,924.1 million under BPI Asset Management and Trust Group.

- ii. As of December 31, 2016 and 2015, the Parent Company has outstanding receivable from and payable to BPI as follows:

	2016	2015
Interest receivable	₱47,310	₱37,636
Interest payable	7,058,800	2,546,892



iii. Income earned and expenses incurred with BPI are as follows:

	2016	2015
Interest income	₱2,262,423	₱5,334,262
Interest expense	392,615,987	16,888,512

b. Outstanding balances from related parties follow:

	Receivables		Payables	
	2016	2015	2016	2015
Parent	₱95,463,949	₱108,097,342	₱72,130,332	₱77,545,807
Entities under common control	162,084,992	141,063,543	58,043,118	57,288,433
Subsidiaries	31,512,677,800	31,934,591,158	13,244,623,011	18,140,785,915
Associates	30,320,871	24,560,351	211,892,891	211,892,890
Joint Ventures	1,414,730	2,030,738	67,073	—
Other related parties	434,547,476	545,746,725	268,526,410	267,761,979
	₱32,236,509,818	₱32,756,089,857	₱13,855,282,835	₱18,755,275,024

Receivables from/payables to related parties pertain mostly to development and management fees, advances and reimbursements of operating expenses related to development cost, working capital requirements and land acquisitions which are due and demandable.

The following describes the nature of the material transactions of the Parent Company with related parties as of December 31, 2016, and 2015:

- i. During 2015, the Parent Company purchased land from API and VPHI for the Soliento (K5) and Riomonte (K6) projects. During 2016, payments were made amounting to ₱511.7 million and ₱1,924.6 million to API and VPHI, respectively.
- ii. During the year, Parent Company lent to and borrowed funds from various subsidiaries and affiliates on an interest bearing basis. Outstanding intercompany peso-denominated loans of the Parent Company to subsidiaries and affiliates amounted to ₱1,310.5 million and ₱1,601.5 million as of December 31, 2016 and 2015, respectively. Interest rates ranges from 2.27% to 2.65% and 2.28% to 2.59% per annum for 2016 and 2015, respectively, with terms of 1 day up to 90 days.
- iii. Receivables from AHI mainly pertain to the sale of a parcel of land by the Parent Company for the Park Central Project amounting to ₱877.04 million in 2016.
- iv. During the year, the Parent Company provided fund infusions to Southgateway Development Corp. for various billings amounting to ₱427.42 million.
- v. Advances made to North Triangle Hotel Ventures, Inc. in 2016 amounted to ₱90.5 million in connection of the Seda Vertis project.
- vi. The Parent Company settled during the year the payable set up for the additional investments made to RWIL in connection with MCT amounting to ₱3.4 billion during 2015.
- vii. Receivables from/payables to MDC pertain to advances and retentions in relation to construction contracts involving the Parent Company's real estate projects, with MDC being the primary contractor.
- viii. Transaction with APMC pertain to agreements to administer properties of the Parent Company for stipulated fees. Under this agreement, APMC shall manage, maintain, preserve and provide services for the efficient use of such properties. Further, APMC leases its carpark facilities (Ayala Center Carparks and Central Business District Carparks) under lease agreements with the Parent Company. These leases generally provide for either (a) fixed monthly rent, or (b) minimum rent or a certain percentage of net operating income, whichever is higher. The lease agreements are renewed annually upon mutual agreement of the parties. Aside from the property management services provided by APMC and the leases discussed above, transactions with the Parent Company include noninterest-bearing advances and reimbursements of expenses incurred in connection with the maintenance of the administered properties.



- ix. Receivable from ALISI pertains to lease agreement with the Parent Company for office and parking spaces.
- x. Receivables from Alveo pertain mostly to advances and reimbursement of operating expenses related to development cost and land acquisitions. These are generally trade related.
- xi. On January 1, 2015, the Parent Company and ACCI entered into a lease contract for the lease of parcels of land and buildings within the Greenbelt and Glorietta development located at the Ayala Center, Makati City. The lease shall be for a period of two years from January 1, 2015 until December 31, 2016, renewable for another two years upon the written agreement of both parties. The lease generally provide for a fixed monthly rent and a certain percentage of gross rental revenue per month.

In consideration of the lease, the Parent Company and ACCI executed a Deed of Assignment wherein, the Parent Company assigned to ACCI contracts of lease, security deposits, construction bonds and trade receivables with merchants occupying said development. ACCI assumed all rights and obligations under the contracts of lease, other contracts, permits and licenses, trade receivables, security deposits and construction bonds.

The lease contract between ACCI and Parent Company has been renewed for five (5) years covering the period January 1, 2017 to December 31, 2021.

- c. Notes receivable pertains to housing, car, salary and other loans granted to the Parent Company's officers and employees which are collectible through salary deduction, bears 6-12% interest p.a. and have various maturity dates ranging from 2015 to 2032 (see Note 6).
- d. Income and expenses from related parties follow:

Revenue

2016

	Dividend Income	Rental Income and Management and Marketing Fees	Total
Subsidiaries	P11,651,384,311	P805,634,902	P12,457,019,213
Joint ventures	200,000,000	-	200,000,000
Associates	40,148,619	-	40,148,619
Other related parties	-	29,879,382	29,879,382
	P11,891,532,930	P835,514,284	P12,727,047,214

2015

	Dividend Income	Rental Income and Management and Marketing Fees	Total
Subsidiaries	P9,449,129,584	P896,402,118	P10,345,531,702
Joint ventures	192,500,000	-	192,500,000
Associates	68,174,523	-	68,174,523
Other related parties	-	31,529,129	31,529,129
	P9,709,804,107	P927,931,247	P10,637,735,354



Costs and expenses

2016

	Rental Expense	Management and Marketing Fees	Commission	Total
Subsidiaries	P4,253,560	P516,346,916	P5,248,876	P525,849,352
Other related parties	32,339,657	55,461,444	–	87,801,101
	P36,593,217	P571,808,360	P5,248,876	P613,650,453

2015

	Rental Expense	Management and Marketing Fees	Commission	Total
Subsidiaries	P14,682,714	P1,015,924,713	P4,630,468	P1,035,237,895
Other related parties	4,267,724	6,297,380	9,752,358	20,317,462
	P18,950,438	P1,022,222,093	P14,382,826	P1,055,555,357

- i. Income from related parties mainly consist of dividend income, rental income and marketing and management fees.
 - ii. Expenses recognized from related parties principally include rental expense, marketing and management fees and commission.
- e. Compensation of key management personnel by benefit type follows:

	2016	2015
Short-term employee benefits	P129,979,500	P140,826,000
Post-employment benefits	15,496,600	17,774,400
	P145,476,100	P158,600,400

There are no agreements between the Parent Company and any of its directors and key officers providing for benefits upon termination of employment, except for such benefits to which they may be entitled under the Parent Company's retirement plan.

23. Retirement Plan

The Parent Company has funded, noncontributory tax-qualified defined benefit type of retirement plan (the Plan) covering substantially all of its employees. The benefits are based on a defined benefit formula.

The Plan aims to maintain a full funding, i.e., the Plan's assets fully covered the Plan's liabilities, as measured through generally accepted actuarial methodologies. Such will provide a higher level of assurance that all promised benefits can be paid from existing assets and expected investment returns. The target funded status is within the range of 80% to 100%.

The Parent Company's fund is in the form of a trust fund being maintained by BPI Asset Management and Trust Group (the "Retirement Fund"). The primary objective of the Retirement Fund is to achieve the highest total rate of return possible, consistent with a prudent level of risk. The investment strategy articulated in the asset allocation policy has been developed in the context of long-term capital market expectations, as well as multi-year projections of actuarial liabilities. Accordingly, the investment objectives and strategies emphasize a long-term outlook, and interim performance fluctuations will be viewed with the corresponding perspective.



Republic Act 7641, *The New Retirement Law*, requires a provision for retirement pay to qualified private sector employees in the absence of any retirement plan in the entity. The law does not require minimum funding of the plan.

The components of pension expense (included in "Manpower costs" under "General and administrative expenses") in the parent company statements of income follow:

	2016	2015
Current service cost	₱199,439,690	₱195,804,700
Net interest cost on benefit obligation	55,628,922	45,482,300
Total pension expense	₱255,068,612	₱241,287,000

The remeasurement effects recognized in other comprehensive income (loss) in the parent company statements of comprehensive income follow:

	2016	2015
Return (gain) loss on plan assets (excluding amount included in net interest)	₱41,617,293	(₱7,213,800)
Actuarial loss (gain) due to liability experience	(78,500,716)	268,377,200
Actuarial loss (gain) due to liability assumption changes – economic	(71,514,586)	(304,902,000)
Remeasurements in other comprehensive income	(₱108,398,009)	(₱43,738,600)

The funded status and amounts recognized in the parent company statements of financial position for the pension plan as of December 31, 2016, and 2015 follow:

	2016	2015
Benefit obligation	₱2,503,563,392	₱2,575,711,200
Plan assets	(1,352,757,589)	(1,404,576,000)
Net pension liability	₱1,150,805,803	₱1,171,135,200



Changes in net pension liability are as follows:

	Net benefit cost in parent company statement of income				Benefits paid	Remeasurements in other comprehensive income						December 31, 2016
	January 1, 2016	Current service cost	Net interest	Subtotal		Return on plan assets*	Actuarial (gain) loss due to liability experience	Actuarial (gain) loss due to liability assumption changes - economic	Net remeasurement loss	Contribution by employer	Transfer in /(out)	
Present value of defined benefit obligation	P2,575,711,200	P199,439,690	P122,346,282	P321,785,972	(P243,918,478)	P-	(P78,500,716)	(P71,514,586)	(P150,015,302)	P-	P-	P2,503,563,392
Fair value of plan assets	(1,404,576,000)	-	(66,717,360)	(66,717,360)	243,918,478	41,617,293	-	-	41,617,293	(167,000,000)	-	(1,352,757,589)
Net defined benefit liability (asset)	P1,171,135,200	P199,439,690	P55,628,922	P255,068,612	P-	P41,617,293	(P78,500,716)	(P71,514,586)	(P108,398,009)	(P167,000,000)	P-	P1,150,805,803

*excluding amount included in net interest

Changes in net pension liability in 2015 are as follows:

	Net benefit cost in parent company statement of income				Benefits paid	Remeasurements in other comprehensive income						December 31, 2015
	January 1, 2015	Current service cost	Net interest	Subtotal		Return on plan assets*	Actuarial (gain) loss due to liability experience	Actuarial (gain) loss due to liability assumption changes - economic	Net remeasurement loss	Contribution by employer	Transfer in /(out)	
Present value of defined benefit obligation	P2,647,951,700	P195,804,700	P105,952,700	P301,757,400	(P271,157,700)	P-	P268,377,200	(P304,902,000)	(P36,524,800)	P-	(P66,315,400)	P2,575,711,200
Fair value of plan assets	(1,504,548,700)	-	(60,470,400)	(60,470,400)	271,157,700	(7,213,800)	-	-	(7,213,800)	(101,750,400)	(1,750,400)	(1,404,576,000)
Net defined benefit liability (asset)	P1,143,403,000	P195,804,700	P45,482,300	P241,287,000	P-	(P7,213,800)	P268,377,200	(P304,902,000)	(P43,738,600)	(P101,750,400)	(P68,065,800)	P1,171,135,200

*excluding amount included in net interest

The maximum economic benefit available is a combination of expected refunds from the plan and reductions in future contributions.



All equity and debt instruments held have quoted prices in an active market. The remaining plan assets do not have quoted market prices in an active market.

The plan assets have diverse investments and do not have any concentration risk.

The fair value of plan assets by each class as at the end of the reporting period are as follows:

	December 31	
	2016	2015
Cash and cash equivalents	₱73,156,296	₱69,393,000
Equity investments		
Unit investment trust funds	119,288,000	146,439,000
Holding firms	165,052,327	136,110,000
Industrials	56,649,489	32,070,000
Services	16,885,463	21,186,000
Property	17,269,345	15,622,000
Financials	24,931,255	14,210,000
Mining and Oil	—	5,245,000
Mutual funds	—	—
	400,075,879	370,882,000
Debt investments		
Government securities	201,131,881	309,695,000
AAA rated debt securities	467,632,693	460,784,000
Not rated debt securities	8,103,846	18,831,000
Others	180,004,022	174,644,440
	856,872,442	963,954,440
Other assets	22,652,972	346,560
	₱1,352,757,589	₱1,404,576,000

The Retirement Fund's investments will be appropriately diversified to control overall risk and will exhibit portfolio characteristics similar to the set benchmark for each asset class. In case of securities, the aggregate holdings of any security may not exceed 10% of the Plan assets. The criteria for including an asset class in the strategic policy include: (a) wide recognition and acceptance among institutional investors; (b) low correlation with other accepted asset classes; and (c) a meaningful performance history.

The Parent Company expects to make contributions of ₱85.19 million to its retirement fund in 2017.

The allocation of the fair value of plan assets follows:

	2016	2015
Investments in debt securities	63.34%	68.62%
Investments in equity securities	29.57	26.41
Others	7.09	4.97

Funds invested in debt securities include government securities, corporate notes and bonds, and special deposit accounts. Investments in equity securities consist of investments in PSE-listed stocks and equity securities held by unit investment trust funds. Others were in the form of cash and cash equivalents.

The Parent Company's transactions with the Fund mainly pertain to contributions, benefit payments and settlements.



The plan assets include shares of stock of the Parent Company with fair value amounting to ₱13.2 million, and ₱7.5 million as of December 31, 2016, and 2015, respectively. The Parent Company gives the trustee bank the discretion to exercise voting rights over the shares. The plan assets include debt securities of the Company amounting to ₱74.3 million and ₱62.9 million as of December 31, 2016, and 2015, respectively. The loss of the fund arising from investments in debt and equity securities of the Company amounted to ₱1.9 million in 2016 and a gain of ₱0.4 million in 2015, respectively.

The cost of defined benefit pension plans as well as the present value of the pension liabilities are determined using actuarial valuations. The actuarial valuation involves making various assumptions. The principal assumptions used in determining pension for the defined benefit plans are shown below:

	2016	2015
Discount rate	5.00%	4.75%
Future salary increases	7.00	6.00

The sensitivity analysis below has been determined based on reasonably possible changes of each significant assumption on the defined benefit obligation as of the end of the reporting period, assuming all other assumptions were held constant:

2016

	Effect on income before income tax Increase (decrease)	
	+ 100 basis points	- 100 basis Points
Change in basis points		
Discount rate	(₱238,116,211)	₱314,236,714
Salary increase rate	292,309,262	(228,932,590)

2015

	Effect on income before income tax Increase (decrease)	
	+ 100 basis points	- 100 basis Points
Change in basis points		
Discount rate	(₱177,466,502)	₱200,390,331
Salary increase rate	196,269,193	(177,466,502)

Shown below is the maturity analysis of the undiscounted benefit payments:

Year ending:	2016	2015
December 31, 2017	85,193,868	205,067,300
December 31, 2018	46,024,621	190,645,900
December 31, 2019 through December 31, 2025	1,836,423,798	2,209,528,800

The average duration of the defined benefit obligation as at December 31, 2016 and 2015 is 17 years and 12.42 years, respectively.



24. Stock Options and Ownership Plans

The Parent Company has stock option plans for key officers (Executive Stock Option Plan - ESOP) and employees (ESOWN) covering 2.5% of the Parent Company's authorized capital stock. The grantee is selected based on certain criteria such as outstanding performance over a three-year period.

The ESOP grantees may exercise in whole or in part the vested allocation in accordance with the vesting percentage and vesting schedule stated in the ESOP. Also, the grantee must be an employee of the Parent Company or any of its subsidiaries during the ten (10)-year option period. In case the grantee retires, he is given three (3) years to exercise his vested and unvested options. In case the grantee resigns, he is given ninety (90) days to exercise his vested options.

ESOP

Movements in the number of stock options outstanding under ESOP follow:

	2016		2015	
	Weighted average exercise price		Weighted average exercise price	
Balance at beginning of year	P=	P=	P2,858,360	P5.63
Exercised	-	-	(2,858,360)	5.63
Cancelled	-	-	-	-
Balance at end of year	P=	P=	P=	P=

No ESOP grant and availment during 2016. In 2015, the options exercised had a weighted average exercise price of P5.63 per share or P16.09 million.

The average fair market value of the shares at the exercise date was P36.53 per share or about P104.4 million.

The fair value of stock options granted are estimated as at the date of grant using the Black-Scholes Merton Formula, taking into account the terms and conditions upon which the options were granted.

The fair value of stock options granted under ESOP at June 30, 2005 grant date, and the assumptions used to determine the fair value of the stock options are as follows:

Weighted average share price	P8.36
Exercise price	P6.75
Expected volatility	46.30%
Option life	10 years
Dividend yield	3.21%
Interest rate	12.60%

The expected volatility reflects the assumption that the historical volatility is indicative of future trends, which may also necessarily be the actual outcome.

ESOWN

In November 2001, the Parent Company offered all its ESOWN subscribers with outstanding ESOWN subscriptions the option to cancel the subscriptions within the 5-year holding period. In December 2001, the program for ESOWN was indefinitely suspended.

In 2005, the Parent Company introduced a revised ESOWN and granted to qualified officers wherein grantees may subscribe in whole or in part to the shares awarded to them based on a discounted market price that was determined by the Compensation Committee as the offer price set at grant date. The grantees paid for the shares subscribed through installments over a maximum period of ten (10) years. The subscription is subject to a holding period stated in the



plan. To subscribe, the grantee must be an employee of the Parent Company or any of its subsidiaries during the ten (10)-year payment period. In case the grantee resigns, unsubscribed shares are cancelled, while the subscription may be paid up to the percent of holding period completed and payments may be converted into the equivalent number of shares. In case the grantee is separated, not for cause, but through retrenchment and redundancy, subscribed shares may be paid in full, unsubscribed shares may be subscribed, or payments may be converted into the equivalent number of shares. In case the grantee retires, the grantee may subscribe to the unsubscribed shares anytime within the ten (10)-year period. The plan does not allow sale or assignment of the shares. All shares acquired through the plan are subject to the Parent Company's Right to Repurchase.

The subscribed shares are effectively treated as options exercisable within a given period which is the same time as the grantee's payment schedule. The fair values of these options are estimated on the date of grant using the Binomial Tree Model. The Binomial Tree model requires six inputs to produce an option stock value namely; market value of the share, book value of the share, time to maturity, volatility rate, dividend yield, and risk-free rate.

For the unsubscribed shares, the employee still has the option to subscribe within seven years.

Movements in the number of options outstanding under ESOWN follow:

	2016	Weighted average exercise price	2015	Weighted average exercise price
Balance at beginning of year	8,734,420	P16.96	12,279,280	P15.61
Granted	15,182,203	-	14,632,157	-
Subscribed	(13,940,465)	26.27	(17,856,271)	26.16
Cancelled Availment	676,086	-	727,385	-
Cancelled	(1,060,434)	-	(1,048,131)	-
Balance at end of year	9,591,810	P11.40	8,734,420	P16.96

The fair value of stock options granted is estimated on the date of grant using the Binomial Tree Model (BTM) and Black-Scholes Merton (BSM) Formula, taking into account the terms and conditions upon which the options were granted. The expected volatility was determined based on an independent valuation. Option maturity is four years from the date of grant.

The fair value of stock options granted under ESOWN at grant date and the assumptions used to determine the fair value of the stock options follows:

	Grant Date					
	April 05, 2016	March 20, 2015	March 20, 2014	March 18, 2013	March 13, 2012	March 31, 2011
Number of unsubscribed shares	181,304	-	1,369,887	1,713,868	3,967,302	3,843,057
Fair value of each option (BTM)	P13.61	P16.03	P12.60	P16.05	P9.48	P7.81
Fair value of each option (BSM)	P18.21	P20.63	P12.16	P11.85	P6.23	P7.27
Weighted average share price	P35.58	P36.53	P31.46	P30.00	P21.98	P15.5
Exercise price	P26.27	P29.58	P22.55	P21.45	P14.69	P13.2
Expected volatility	32.03%	31.99%	33.50%	36.25%	33.00%	36.25%
Dividend yield	1.27%	1.02%	1.42%	1.93%	0.9%	1.01%
Interest rate	4.75%	4.11%	3.13%	2.78%	5.70%	5.60%

	Grant Date					
	March 31, 2010	April 30, 2009	May 15, 2008	September 20, 2007	June 05, 2006	November 16, 2006
Number of unsubscribed shares	2,298,247	5,418,619	15,057,840	494,400	5,270,333	3,036,933
Fair value of each option (BTM)	P8.88	P4.05	P6.77	P6.93	P7.33	P5.58
Fair value of each option (BSM)	P7.62	P3.08	P6.14	P9.92	P9.18	P6.76
Weighted average share price	P13.00	P6.40	P10.50	P15	P13	P9.30
Exercise price	P9.74	P4.96	P9.74	P12	P10.35	P10.35
Expected volatility	43.57%	37.45%	32.04%	34.67%	46.03%	46.32%
Dividend yield	0.48%	0.85%	0.49%	.41%	1.56%	0.77%
Interest rate	5.95%	5.94%	8.53%	6.93%	10.55%	11.30%



Total expense (included under “General and administrative expenses”) recognized in the 2016, and 2015 Parent Company statements of income arising from share-based payments amounted to ₱208.3 million and ₱213.6 million, respectively.

Subscriptions receivable from the stock option plans covering the Parent Company’s shares are presented under equity.

25. Financial Assets and Liabilities

Fair Value Information

The following tables set forth the carrying values and estimated fair values of the Parent Company’s financial assets and liabilities recognized as of December 31, 2016, and 2015:

	2016		2015	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Loans and Receivables				
Trade residential development	₱21,235,737,152	₱22,710,054,565	₱18,803,919,054	₱20,088,589,052
Investment in bonds classified as loans and receivables	–	–	258,000,000	264,973,436
Receivable from employees	180,657,613	180,994,098	118,938,748	120,016,140
	21,416,394,765	22,891,048,663	19,180,857,802	20,473,578,628
Other Financial Liabilities				
Long-term debt	101,735,503,272	116,603,239,956	85,447,869,173	85,145,502,766
Deposits and other noncurrent liabilities	11,733,022,743	12,782,892,247	5,066,235,822	5,293,811,546
	₱113,468,526,015	₱129,386,132,203	₱90,514,104,995	₱90,439,314,312

The methods and assumptions used by the Parent Company in estimating the fair value of the financial instruments are as follows:

Cash and cash equivalents, current trade receivables, receivable from related parties, dividend receivable and interest receivable - Carrying amounts approximate fair values due to the relatively short-term maturities of these instruments.

Financial assets at FVPL - These are investments in UITF. Fair value is based on net asset values as of reporting dates.

AFS quoted equity and debt securities - Fair values are based on quoted prices as of reporting dates.

AFS unquoted equity securities - These are carried at cost less allowance for impairment losses because fair value cannot be measured reliably due to lack of reliable estimates of future cash flows and discount rates necessary to calculate the fair value.

Receivable from residential accounts - The fair values of residential accounts are based on the discounted value of future cash flows using the applicable rates for similar types of instruments. The discount rates used ranged from 1.50% to 6.39% and 1.40% to 5.47% as of December 31, 2016, and 2015.

Receivable from employees – Fair values are based on discounted value of future cash flows using applicable rates for similar types of instruments.

Accounts and other payables, and current portion of long-term debt - Carrying amounts approximate fair values due to the relatively short-term maturities of these instruments.



Long-term debt and deposits and other noncurrent liabilities - The fair value of noncurrent unquoted instruments are estimated using the discounted cash flow methodology using the Parent Company's current incremental borrowing rates for similar borrowings with maturities consistent with those remaining for the liability being valued. The discount rates used ranged from 1.50% to 6.88% and 1.26% to 6.34% as of December 31, 2016, and 2015, respectively.

Fair Value Hierarchy

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

- Level 1: quoted (unadjusted prices) in active markets for identical assets and liabilities
- Level 2: other techniques for which all inputs which have a significant effect on the recorded fairvalue are observable in the market, either directly or indirectly
- Level 3: techniques which use inputs which have a significant effect on the recorded fair value that are not based on observable market data

The Parent Company categorizes trade residential development receivable, investment in bonds classified as loans and receivables, receivable from employees, long-term debt and deposits and other noncurrent liabilities under Level 3. The fair value of these financial instruments is determined by discounting future cash flows using the applicable rates of similar types of instruments plus a certain spread. This spread is the unobservable input and the effect of changes to this is that the higher the spread, the lower the fair value.

Quoted AFS financial assets amounting to ₱36.2 million and ₱29.0 million as of December 31, 2016, and 2015, respectively, were classified under the Level 1 category.

Unquoted AFS financial assets amounting to ₱164.2 million and ₱164.2 million as of December 31, 2016 and 2015, respectively were classified under Level 3 (see Note 9).

There have been no reclassifications from Level 1 to Level 2 categories.

Financial Risk Management Objectives and Policies

The Parent Company's principal financial instruments comprise cash and cash equivalents, financial assets at FVPL, AFS quoted and unquoted equity securities, bank loans, corporate notes and bonds. The financial debt instruments were issued primarily to raise financing for the Parent Company's operations. The Parent Company has various financial assets such as cash and cash equivalents, financial assets at FVPL, AFS financial assets, trade receivables and payables which arise directly from the conduct of its operations.

Exposure to liquidity, credit, interest rate, foreign currency risks and equity price arise in the normal course of the Parent Company's business activities. The main objectives of the Parent Company's financial risk management are as follows:

- to identify and monitor such risks on an ongoing basis;
- to minimize and mitigate such risks; and
- to provide a degree of certainty about costs.

The use of derivative financial instruments, if any, is solely for management of the Parent Company's financial risk exposures. It is the Parent Company's policy not to enter into derivative transactions for speculative purposes.

The Parent Company's financing and treasury function operates as a centralized service for managing financial risks and activities as well as providing optimum investment yield and cost-efficient funding for the Parent Company.

There were no changes in the Parent Company's financial risk management objectives and policies in 2016 and 2015.



Liquidity risk

Liquidity risk is defined by the Parent Company as the risk of losses arising from funding difficulties due to deterioration in market conditions and/or the financial position of the Parent Company that make it difficult for the Parent Company to raise the necessary funds or that forces the Parent Company to raise funds at significantly higher interest rates than usual.

This is also the possibility of experiencing losses due to the inability to sell or convert marketable securities into cash immediately or in instances where conversion to cash is possible but at loss due to wider than normal bid-offer spreads.

The Parent Company employs scenario analysis and contingency planning to actively manage its liquidity position and guarantee that all operating, investing and financing needs are met. The Parent Company has come up with a three-layered approach to liquidity through the prudent management of sufficient cash and cash equivalents, the potential sale of accounts receivables and the maintenance of short-term revolving credit facilities.

Cash and cash equivalents are maintained at a level that will enable it to fund its general and administrative expenses as well as to have additional funds as buffer for any opportunities or emergencies that may arise. Management develops viable funding alternatives through a continuous program for the sale of its receivables and ensures the availability of ample unused short-term revolving credit facilities from both local and foreign banks as back-up liquidity.

The Parent Company ascertains that its cash is invested in short-term bank placements and special deposit accounts, as well as in high-quality and marketable government and corporate securities.

The table summarizes the maturity profile of the Parent Company's financial liabilities at December 31, 2016 and 2015 based on contractual undiscounted payments:

December 31, 2016

	< 1 year	1 to < 5 years	> 5 years	Total
Accounts and other payables	₱67,001,396,726	₱—	₱—	₱67,001,396,726
Short-term debt	18,682,200,000	—	—	18,682,200,000
Long-term debt	875,031,750	31,607,820,750	69,822,611,563	102,305,464,063
Deposits and other noncurrent liabilities	—	11,733,022,743	—	11,733,022,743
	₱86,558,628,476	₱43,340,843,493	₱69,822,611,563	₱199,722,083,532
Interest payable	₱6,332,507,374	₱19,873,540,026	₱11,290,169,994	₱37,496,217,394

December 31, 2015

	< 1 year	1 to < 5 years	> 5 years	Total
Accounts and other payables	₱55,409,886,315	₱—	₱—	₱55,409,886,315
Short-term debt	9,616,157,728	—	—	9,616,157,728
Long-term debt	7,325,160,938	23,661,513,750	54,849,225,312	85,835,900,000
Deposits and other noncurrent liabilities	—	5,066,235,822	—	5,066,235,822
	₱72,351,204,981	₱28,727,749,572	₱54,849,225,312	₱155,928,179,865
Interest payable	₱3,493,168,061	₱17,974,627,732	₱7,770,381,452	₱29,238,177,245

Cash and cash equivalents, financial assets at FVPL and treasury bonds and treasury bills classified as AFS financial assets are used for the Parent Company's liquidity requirements. Please refer to the terms and maturity profile of these financial statements under the maturity profile of the interest-bearing financial assets and liabilities disclosed in the interest rate risk section. As of December 31, 2016, and 2015, there were no undrawn loan commitments from long-term credit facilities.



Credit risk

Credit risk is a risk that counterparty will not meet its obligation under its financial instrument or customer contract leading to a financial loss.

The Parent Company's credit risks are primarily attributable to installments receivable, rental receivables and other financial assets. To manage credit risks, the Parent Company maintains defined credit policies and monitors its exposure to credit risks on a continuous basis. In respect to installments receivable from the sale of properties, credit risk is managed primarily through credit reviews and an analysis of receivables on a continuous basis. The Parent Company also undertakes supplemental credit review procedures for certain installment payment structures. The Parent Company's stringent customer requirements and policies in place contribute to lower customer default than its competitors. Customer payments are facilitated through various collection modes including the use of postdated checks and auto-debit arrangements. Exposure to bad debts is not significant as title to real estate properties are not transferred to the buyers until full payment has been made and the requirement for remedial procedures is minimal given the profile of buyers.

Credit risk arising from rental income from leasing properties is primarily managed through a tenant selection process. Prospective tenants are evaluated on the basis of payment track record and other credit information. In accordance with the provisions of the lease contracts, the lessees are required to deposit with the Parent Company security deposits and advance rentals which helps reduce the Parent Company's credit risk exposure in case of defaults by the tenants. For existing tenants, the Parent Company has put in place a monitoring and follow-up system. Receivables are aged and analyzed on a continuous basis to minimize credit risk. Regular meetings with tenants are also undertaken to provide opportunities for counseling and further assessment of paying capacity.

Other financial assets comprise cash and cash equivalents, financial assets at FVPL and AFS financial assets. The Parent Company adheres to fixed limits and guidelines in its dealings with counterparty banks and its investment in financial instruments. Bank limits are established on the basis of an internal rating system that principally covers the areas of liquidity, capital adequacy and financial stability. The rating system likewise makes use of available international credit ratings. Given the high credit standing of its accredited counterparty banks, management does not expect any of these financial institutions to fail in meeting their obligations. Nevertheless, the Parent Company closely monitors developments over counterparty banks and adjusts its exposure accordingly while adhering to pre-set limits.

Given the Parent Company's diverse base of counterparties, it is not exposed to large concentrations of credit risk.

The Parent Company's maximum exposure to credit risk as of December 31, 2016, and 2015 is equal to the carrying values of its financial assets, except for the following:

2016

	Gross maximum exposure	Fair value of collateral or credit enhancement	Net exposure	Financial effect of collateral or credit enhancement
Accounts and notes receivables				
Trade				
Residential development	P21,235,737,152	P33,374,125,230	P-	P21,235,737,152
Corporate business	2,266,374,934	324,952,351	1,941,422,583	324,952,351
Shopping centers	468,805,936	91,157,115	377,648,821	91,157,115
Receivable from employees	180,657,613	64,704,548	115,953,065	64,704,548
	P24,151,575,635	P33,854,939,244	P2,435,024,469	P21,716,551,166



2015

	Gross maximum exposure	Fair value of collateral or credit enhancement	Net exposure	Financial effect of collateral or credit enhancement
Accounts and notes receivables				
Trade				
Residential development	₱18,803,919,054	₱37,206,242,474	₱-	₱18,803,919,054
Corporate business	835,780,706	285,988,744	549,791,962	285,988,744
Shopping centers	378,092,976	291,303,352	86,789,624	291,303,352
Receivable from employees	118,938,748	11,213,690	107,725,058	11,213,690
	₱20,136,731,484	₱37,794,748,260	₱744,306,644	₱19,392,424,840



The table below shows the credit quality of the Parent Company's financial assets as of December 31, 2016, and 2015:

2016

	Neither Past Due nor Impaired					Past Due but not Impaired	Individually Impaired	Total
	High Grade	Medium Grade	Low Grade	Unrated	Total			
Cash and cash equivalents (excluding cash on hand)	₱783,233,053	₱-	₱-	₱-	₱783,233,053	₱-	₱-	₱783,233,053
Financial asset at FVPL	1,891,431	-	-	-	1,891,431	-	-	1,891,431
Accounts and notes receivables								
Trade								
Residential development	15,690,433,777	-	-	-	15,690,433,777	5,545,303,375	-	21,235,737,152
Corporate business	2,171,423,363	-	-	-	2,171,423,363	33,590,783	61,360,788	2,266,374,934
Shopping centers	119,313,682	-	-	-	119,313,682	319,172,877	30,319,377	468,805,936
Rent receivables	179,588,189	-	-	-	179,588,189	-	-	179,588,189
Others	41,938,131	-	-	-	41,938,131	-	47,091,223	89,029,354
Receivable from related parties	32,236,509,817	-	-	-	32,236,509,817	-	-	32,236,509,817
Receivable from employees	180,657,613	-	-	-	180,657,613	-	-	180,657,613
Dividends receivable	2,141,216,846	-	-	-	2,141,216,846	-	-	2,141,216,846
Interest receivable	12,711,726	-	-	-	12,711,726	-	-	12,711,726
AFS financial assets								
Unquoted	-	-	-	164,166,972	164,166,972	-	-	164,166,972
Quoted	36,223,999	-	-	-	36,223,999	-	-	36,223,999
	₱53,595,141,627	₱-	₱-	₱164,166,972	₱53,759,308,599	₱5,898,067,035	₱138,771,388	₱59,796,147,022



2015

	Neither Past Due nor Impaired					Past Due but not Impaired	Individually Impaired	Total
	High Grade	Medium Grade	Low Grade	Unrated	Total			
Cash and cash equivalents (excluding cash on hand)	P6,982,503,912	P-	P-	P-	P6,982,503,912	P-	P-	P6,982,503,912
Financial asset at FVPL	1,842,588	-	-	-	1,842,588	-	-	1,842,588
Accounts and notes receivables								
Trade								
Residential development	18,268,743,387	-	-	-	18,268,743,387	535,175,667	-	18,803,919,054
Shopping centers	95,744,467	-	-	-	95,744,467	282,348,509	30,319,377	408,412,353
Corporate business	735,206,591	-	-	-	735,206,591	87,767,583	12,806,532	835,780,706
Rent receivables	124,149,929	-	-	-	124,149,929	-	-	124,149,929
Others	13,815,875	-	-	-	13,815,875	-	47,091,223	60,907,098
Receivable from related parties	32,756,089,857	-	-	-	32,756,089,857	-	-	32,756,089,857
Investment in bonds classified as								
loans and receivables	258,000,000	-	-	-	258,000,000	-	-	258,000,000
Receivable from employees	118,938,748	-	-	-	118,938,748	-	-	118,938,748
Dividends receivable	261,673,162	-	-	-	261,673,162	-	-	261,673,162
Interest receivable	13,616,376	-	-	-	13,616,376	-	-	13,616,376
AFS financial assets								
Unquoted	-	-	-	164,166,972	164,166,972	-	-	164,166,972
Quoted	28,973,999	-	-	-	28,973,999	-	-	28,973,999
	P59,659,298,891	P-	P-	P164,166,972	P59,823,465,863	P905,291,759	P90,217,132	P60,818,974,754



As of December 31, 2016, and 2015, the aging analysis of past due but not impaired trade receivables presented per class, is as follows:

2016									
	Neither Past Due nor Impaired	Past Due but not Impaired						Individually Impaired	Total
		30 days	30-60 days	60-90 days	90-120 days	120 days	Total		
Trade									
Residential development	P15,690,433,777	P589,847,757	P286,449,448	P129,725,587	P154,062,336	P4,385,218,247	P5,545,303,375	P-	P21,235,737,152
Shopping centers	119,313,682	22,639,720	16,611,586	4,237,197	3,977,397	271,706,977	319,172,877	30,319,377	468,805,936
Corporate business	2,171,423,363	260,119	1,874,803	470,689	161,427	30,823,745	33,590,783	61,360,788	2,266,374,934
Rent receivables	179,588,189	-	-	-	-	-	-	-	179,588,189
Others	41,938,131	-	-	-	-	-	-	47,091,223	89,029,354
Receivable from related parties	32,236,509,817	-	-	-	-	-	-	-	32,236,509,817
Receivable from employees	180,657,613	-	-	-	-	-	-	-	180,657,613
Dividends	2,141,216,846	-	-	-	-	-	-	-	2,141,216,846
Interest receivable	12,711,726	-	-	-	-	-	-	-	12,711,726
	P52,773,793,144	P612,747,596	P304,935,837	P134,433,473	P158,201,160	P4,687,748,969	P5,898,067,035	P138,771,388	P58,810,631,567
2015									
	Neither Past Due nor Impaired	Past Due but not Impaired						Individually Impaired	Total
		30 days	30-60 days	60-90 days	90-120 days	120 days	Total		
Trade									
Residential development	P18,268,743,387	P30,159,658	P47,912,674	P58,243,474	P29,164,702	P369,695,159	P535,175,667	P-	P18,803,919,054
Shopping centers	95,744,467	143,303,439	37,244,323	1,516,992	945,697	99,338,058	282,348,509	30,319,377	408,412,353
Corporate business	735,206,591	18,311,431	3,869,202	6,289,346	1,321,511	57,976,093	87,767,583	12,806,532	835,780,706
Rent receivables	124,149,929	-	-	-	-	-	-	-	124,149,929
Others	13,815,875	-	-	-	-	-	-	47,091,223	60,907,098
Receivable from related parties	32,756,089,857	-	-	-	-	-	-	-	32,756,089,857
Investments in bonds classified as loans and receivables	258,000,000	-	-	-	-	-	-	-	258,000,000
Receivable from employees	118,938,748	-	-	-	-	-	-	-	118,938,748
Dividends	261,673,162	-	-	-	-	-	-	-	261,673,162
Interest receivable	13,616,376	-	-	-	-	-	-	-	13,616,376
	P52,645,978,392	P191,774,528	P89,026,199	P66,049,812	P31,431,910	P527,009,310	P905,291,759	P90,217,132	P53,641,487,283



The credit quality of the financial assets was determined as follows:

Cash and cash equivalents, financial assets at FVPL, quoted AFS securities - based on the nature of the counterparty and the Parent Company's internal rating system.

Receivables - high grade pertains to receivables with no default in payment; medium grade pertains to receivables with up to three (3) defaults in payment in the past; and low grade pertains to receivables with more than three (3) defaults in payment.

The unquoted AFS financial assets are unrated.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

The Parent Company's interest rate risk management policy centers on reducing the overall interest expense and exposure to changes in interest rates. Changes in market interest rates relate primarily to the Parent Company's interest-bearing debt obligations with floating interest rate as it can cause a change in the amount of interest payments.

The Parent Company manages its interest rate risk by leveraging on its premier credit rating and increasing the fixed interest component of its debt portfolio. The Parent Company's ratio of fixed to floating rate debt stood at 83:17 and 87:13 as of December 31, 2016, and 2015, respectively.

The following tables demonstrate the sensitivity of the Parent Company's income before income tax and equity to a reasonably possible change in interest rates on December 31, 2016 and 2015, with all variables held constant, (through the impact of floating rate borrowings and changes in fair value of AFS financial assets):

2016

	Effect on income before income tax Change in basis points	
	+100 basis points	-100 basis points
Floating rate borrowings	(P206,399,250)	P206,399,250

2015

	Effect on income before income tax Change in basis points	
	+100 basis points	-100 basis points
Floating rate borrowings	(P124,985,577)	P124,985,577

In 2016 and 2015, the Parent Company determined the reasonably possible change in interest rates using the percentages in weighted average yield rates of outstanding securities for the past two years.



The terms and maturity profile of the interest-bearing financial assets and liabilities, together with its corresponding nominal amounts and carrying values are shown in the following tables:

2016							
	Interest terms (p.a.)	Rate Fixing Period	Nominal Amount	< 1 year	1 to 5 years	> 5 years	Carrying Value
Cash and cash equivalents (excluding cash on hand)	Fixed at the date of investment	Various	P783,233,053	P783,233,053	P–	P–	P783,233,053
Short-term debt - Peso	Variable at 2.75% to 2.90%	Monthly	P18,682,200,000	P18,682,200,000	P–	P–	P18,682,200,000
Long-term debt							
<i>Fixed</i>							
Peso	Fixed at 5.625%	7 years	9,350,000,000	–	9,319,055,466	–	9,319,055,466
Peso	Fixed at 6.00%	10 years	5,650,000,000	–	5,631,300,897	–	5,631,300,897
Peso	Fixed at 5.00%	10.5 years	15,000,000,000	–	–	14,897,860,364	14,897,860,364
Peso	Fixed at 4.625%	7 years	4,000,000,000	–	3,978,793,796	–	3,978,793,796
Peso	Fixed at 6.00%	20 years	2,000,000,000	–	–	1,983,402,881	1,983,402,881
Peso	Fixed at 5.625%	11 years	8,000,000,000	–	–	7,932,515,768	7,932,515,768
Peso	Fixed at 4.50%	7 years	7,000,000,000	–	–	6,945,686,975	6,945,686,975
Peso	Fixed at 4.85%	10 years	8,000,000,000	–	–	7,926,123,255	7,926,123,255
Peso	Fixed at 4.75%	9.5 years	7,000,000,000	–	–	6,937,613,277	6,937,613,277
Peso	Fixed at 3.89%	7 years	7,000,000,000	–	–	6,935,625,414	6,935,625,414
Peso	Fixed at 3.00%	3 years	3,000,000,000	–	2,967,243,257	–	2,967,243,257
Peso	Fixed at 4.50%	8 years	2,232,664,063	64,343,750	219,375,000	1,948,945,313	2,232,664,063
Peso	Fixed at 4.5%	6 years	259,350,000	13,650,000	245,700,000	–	259,350,000
Peso	Fixed at 6.91% to 7.52%	5,10 and 15 years	9,157,000,000	93,000,000	3,474,000,000	5,564,817,860	9,131,817,860
Peso	Fixed at 4.50%	10 years	8,200,000,000	–	328,000,000	7,872,000,000	8,200,000,000
Peso	Fixed at 4.725%	5 and 6 years	4,498,725,000	249,100,000	4,249,625,000	–	4,498,725,000
<i>Floating</i>							
USD	3mLIBOR+0.75%	3 years	1,211,925,000	447,480,000	764,445,000	–	1,211,925,000
USD	3mLIBOR+2.12%	10.25 years	745,800,000	7,458,000	29,832,000	708,509,999	745,799,999
			P120,987,664,063	P19,557,231,750	P31,207,370,416	P69,653,101,106	P120,417,703,272



2015	Interest terms (p.a.)	Rate Fixing Period	Nominal Amount	< 1 year	1 to 5 years	> 5 years	Carrying Value
Cash and cash equivalents (excluding cash on hand)	Fixed at the date of investment	Various	₱6,982,503,912	₱6,982,503,912	₱—	₱—	₱6,982,503,912
Short-term debt - US Dollar	Variable at 1.20% to 1.30%	Monthly	₱1,052,957,728	₱1,052,957,728	₱—	₱—	₱1,052,957,728
Short-term debt - Peso	Variable at 2.75% to 2.90%	Monthly	8,563,200,000	8,563,200,000	—	—	8,563,200,000
Long-term debt							
<i>Fixed</i>							
Peso	Fixed at 5.625%	7 years	9,350,000,000	—	9,304,168,560	—	9,304,167,560
Peso	Fixed at 6.00%	10 years	5,650,000,000	—	—	5,615,831,405	5,615,830,405
Peso	Fixed at 5.00%	10.5 years	15,000,000,000	—	—	14,886,169,105	14,886,169,105
Peso	Fixed at 4.625%	7 years	4,000,000,000	—	3,973,778,315	—	3,973,778,315
Peso	Fixed at 6.00%	20 years	2,000,000,000	—	—	1,982,849,169	1,982,849,169
Peso	Fixed at 5.625%	11 years	8,000,000,000	—	—	7,927,851,135	7,927,851,135
Peso	Fixed at 4.50%	7 years	7,000,000,000	—	—	6,939,536,471	6,939,536,471
Peso	Fixed at 5.00%	3 years	219,670,000	219,670,000	—	—	219,670,000
Peso	Fixed at 4.00%	3 years	1,963,180,000	1,963,180,000	—	—	1,963,180,000
Peso	Fixed at 7.75%	10 years	100,000,000	100,000,000	—	—	100,000,000
Peso	Fixed at 8.90%	10 years	1,303,400,000	13,300,000	1,290,100,000	—	1,303,400,000
Peso	Fixed at 5.625 % to 7.50%	5, 10 and 15 years	7,975,000,000	3,718,000,000	172,000,000	4,066,787,013	7,956,787,013
Peso	Fixed at 5.00%	6 and 8 years	2,509,875,000	27,360,938	273,975,000	2,208,539,062	2,509,875,000
Peso	Fixed at 4.50%	10.25 years	4,950,000,000	50,000,000	200,000,000	4,700,000,000	4,950,000,000
Peso	Fixed at 4.50%	10 years	8,200,000,000	—	246,000,000	7,954,000,000	8,200,000,000
Peso	Fixed at 4.725%	5 and 6 years	4,732,375,000	233,650,000	3,068,725,000	1,430,000,000	4,732,375,000
<i>Floating</i>							
USD	Variable at 2.12% over 3- month LIBOR	10.25 years	1,882,400,000	—	75,296,000	1,807,104,000	1,882,400,000
Peso	Variable at 0.96% over 91-day DR1	7 years	1,000,000,000	1,000,000,000	—	—	1,000,000,000
			₱95,452,057,728	₱16,941,318,666	₱18,604,042,875	₱59,518,667,360	₱95,064,026,901



Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates.

Financial assets and credit facilities of the Parent Company, as well as major contracts entered into for the purchase of raw materials, are mainly denominated in Philippine Peso. There are only minimal placements in foreign currencies. As such, the Parent Company's foreign currency risk is minimal.

The following table shows the Parent Company's foreign currency-denominated monetary assets and liabilities and their peso equivalents as of December 31, 2016, and 2015:

	2016		2015	
	US Dollar	Php Equivalent	US Dollar	Php Equivalent
Financial Assets				
Cash and cash equivalents	\$584,108	₱29,041,851	\$430,574	₱20,262,828
Financial Liabilities				
Short-term debt	—	—	\$22,374,792	₱1,052,957,728
Long-term debt	39,375,000	1,957,725,000	40,000,000	1,882,400,000
	\$39,375,000	₱1,957,725,000	\$62,374,792	₱2,935,357,728
Net foreign currency-denominated liabilities	(\$38,790,892)	(₱1,928,683,149)	(\$61,944,218)	(₱2,915,094,900)

In translating the foreign currency-denominated monetary assets in peso amounts, the exchange rate used was ₱49.72 to US\$1.00 and ₱47.06 to US\$1.00, the Philippine Peso - USD exchange rates as of December 31, 2016 and 2015, respectively.

The following table demonstrates the sensitivity to a reasonably possible change in the Philippine Peso - U.S. Dollar exchange rate, with all variables held constant, of the Parent Company's profit before tax (due to changes in the fair value of monetary assets and liabilities).

Increase (decrease) in exchange rate	Effect on profit before tax	
	2016	2015
₱1.00	(\$38,790,892)	(\$61,944,218)
(1.00)	\$38,790,892	\$61,944,218

There is no impact on the Parent Company's equity other than those already affecting net income.

Equity price risk

Quoted AFS financial assets are acquired at a certain price in the market. Such investment securities are subject to price risk due to changes in market values of instruments arising either from factors specific to individual instruments or their issuers or factors affecting all instruments traded in the market. Depending on several factors such as interest rate movements, country's economic performance, political stability, domestic inflation rates, these prices change, reflecting how market participants view the developments.

The Parent Company's market risk policy requires it to manage such risks by setting and monitoring objectives and constraints on investments; diversification plan; limits on investment in each country, sector and market.

Quoted financial assets at FVPL pertain to investment in UITF (Fund). The Fund, which is structured as a money market UITF, aims to generate liquidity and stable income by investing in a diversified portfolio of primarily short-term fixed income instruments.

The Parent Company measures the sensitivity of its investment securities based on the average historical fluctuation of the investment securities net asset value per unit (NAVPU). All other variables held constant, with duration of 0.10 and 0.18 year for 2016 and 2015, respectively, the



fair value of the Parent Company's investment in the Fund, net income and equity will increase (decrease) by ₱1,886 and ₱3,317, respectively, for a 100-basis point decrease (increase) in interest rates.

26. Segment Information

The industry segments where the Parent Company operates follow:

Core business:

- Shopping centers - development of shopping centers and lease to third parties of retail space and land therein; operation of movie theaters, food courts, entertainment facilities and carparks in these shopping centers; management and operation of malls which are co-owned with partners
- Corporate business - development and lease of office buildings
- Residential developments - sale of high-end and upper middle-income residential lots and units, and leisure community developments; lease of residential developments under joint venture
- Strategic landbank management and Visayas-Mindanao - acquisition, development and sale of large-scale, mixed-use, masterplanned communities; sale of override units or the Parent Company's share in properties made available to subsidiaries for development; lease of gas station sites and carparks outside Ayala Center. This also includes development, sale and lease, shopping centers and residential developments of the Parent Company's product offerings in key cities in the Visayas and Mindanao regions
- Corporate - company-wide activities not catering to specific business units

Support Business:

- Property management - facilities management of the Parent Company



Business segments

The following tables regarding business segments present assets and liabilities as of December 31 and revenue and profit information for the years then ended (in millions).

2016

	Shopping Centers	Corporate Businesses	Residential Development	Strategic Landbank Management and Visayas- Mindanao	Support Businesses	Corporate	Total
Revenue							
Sales to external customers	P314	P1,900	P15,129	P10,947	P–	P35	P28,325
Operating expenses	504	391	9,260	7,137	–	620	17,912
Operating profit	(190)	1,509	5,869	3,810	–	(585)	10,413
General and administrative expenses	(5)	(454)	(496)	(380)	(264)	(851)	(2,450)
Interest expense and other financing charges	(4)	(11)	(9)	–	–	(5,734)	(5,758)
Interest income	–	–	1,009	209	38	427	1,683
Other income	–	16	(4)	61	–	26	99
Dividend income	–	–	–	–	–	11,892	11,892
Other charges	143	–	173	–	–	(620)	(304)
Provision for income tax	(103)	(258)	(7)	(248)	–	(438)	(1,054)
Net income	(P159)	P802	P6,535	P3,452	(P226)	P4,117	P14,521
Other Information							
Segment assets	P43,313	P39,041	P119,195	P74,291	P15,351	P22,730	P313,921
Deferred tax assets	–	(27)	–	–	–	2,544	2,517
Total assets	P43,313	P39,014	P119,195	P74,291	P15,351	P25,274	P316,438
Segment liabilities	(P49,789)	(P22,086)	(P39,307)	(P65,308)	(P23,702)	(P6,848)	(P207,040)
Segment additions to:							
Property and equipment	P104	P38	P7	P97	P54	P5	P305
Investment properties	6,885	2,496	501	6,460	3,583	311	20,236
Depreciation and amortization	P448	P186	P26	P175	P5	P105	P945



2015

	Shopping Centers	Corporate Businesses	Residential Development	Strategic Landbank Management and Visayas- Mindanao	Support Businesses	Corporate	Total
Revenue							
Sales to external customers	P349	P1,925	P15,299	P7,361	P—	P8	P24,942
Operating expenses	537	850	10,163	4,930	—	(35)	16,445
Operating profit	(188)	1,075	5,136	2,431	—	43	8,497
General and administrative expenses	(44)	(540)	(576)	(571)	(159)	(1,076)	(2,966)
Interest expense and other financing charges	—	(36)	(7)	—	—	(4,376)	(4,419)
Interest income	—	—	900	155	271	211	1,537
Other income	23	6	52	46	27	17	171
Dividend income	—	—	—	—	—	9,710	9,710
Other charges	(93)	(1)	—	(307)	—	(416)	(817)
Provision for income tax	64	(247)	(10)	(129)	—	(242)	(564)
Net income	(P238)	P257	P5,495	P1,625	P139	P3,871	P11,149
Other Information							
Segment assets	P44,393	P30,260	P110,104	P67,091	P6,152	P4,263	P262,263
Deferred tax assets	—	—	—	—	—	2,165	2,165
Total assets	P44,393	P30,260	P110,104	P67,091	P6,152	P6,428	P264,428
Segment liabilities	(P39,492)	(P14,760)	(P43,596)	(P54,138)	(P5,773)	(P5,205)	(P162,964)
Segment additions to:							
Property and equipment	P25	P57	P22	P196	P2	P53	P355
Investment properties	522	3,018	10	365	65	(31)	3,949
Depreciation and amortization	P501	P213	P23	P164	P4	P115	P1,020



27. Leases

Operating Leases - Parent Company as Lessor

The Parent Company entered into lease agreements with third parties covering its investment property portfolio. These leases generally provide for either (a) fixed monthly rent, or (b) minimum rent or a certain percentage of gross revenue, whichever is higher.

Future minimum rentals receivable under noncancellable operating leases of the Parent Company are as follows:

	2016	2015
Within one year	₱1,326,820,272	₱1,292,531,409
After one year but not more than five years	1,888,215,642	2,973,509,724
More than five years	5,487,091,292	5,760,552,247
	₱8,702,127,206	₱10,026,593,380

On January 1, 2015, the Parent Company and ACCI entered into a lease contract for the lease of parcels of land and buildings within the Greenbelt and Glorietta development located at the Ayala Center, Makati City. The lease shall be for a period of two years from January 1, 2015 until December 31, 2016, renewable for another two years upon the written agreement of both parties. The lease generally provide for a fixed monthly rent and a certain percentage of gross rental revenue per month.

28. Long-term Commitments and Contingencies

Commitments

On January 12, 2016, the Parent Company has entered into a partnership with Manila Water Philippine Ventures, Inc, a wholly owned subsidiary of Manila Water Company, Inc, for the waterworks of Parent Company's projects nationwide. The Memorandum of Agreement (MOA) was signed by Parent Company and its subsidiaries and affiliates, Cebu Holdings, Inc. and Cebu Property Ventures and Development Corp. Total expenses amounted to ₱0.2 million.

Parent Company and LT Group, Inc. (LTG) entered into an agreement on January 21, 2016 to jointly develop a project along the C5 corridor. The project is envisioned to be a township development that spans portions of Pasig City and Quezon City. A new company named, ALI-ETON Property Development Corporation, was incorporated on March 13, 2016. The company is a joint venture between Parent Company and LT Group, Inc.

On August 11, 2015, the Parent Company won the bid for the Integrated Transport System Project – South Terminal ("ITS South Project"). The Parent Company will be awarded by the Department of Transportation and Communications ("DOTC") with a 35-year concession agreement to build and operate the ITS South Project and will likewise have the right to develop and operate commercial leasing facilities on the same 5.57 hectare former Food Terminal Inc. property on which the future transport terminal will be built. The site of the ITS South Project is right next to ARCA South, where the Company is developing an integrated mixed-use estate. It is estimated that up to 4,000 buses and 160,000 passengers will feed into ITS South from SLEX every day. Construction will begin by fourth quarter of 2017 and is expected to be completed and ready for operation by the first quarter of 2019.

On June 30, 2015, the Parent Company, through SM-ALI Group Consortium (the Consortium), participated and won in the bidding for Lot No. 8-B-1, containing an area of 263,384 sqm, which is portion of Cebu City-owned lot located at the South Road Properties, Cebu City covered by Transfer Certificate of Title No. 107-2011000963. The Consortium is a consortium among SMPHI, the Company and CHI (together with the Parent Company collectively referred to as the "ALI Group"). The SM-ALI Group has finished with the joint masterplan and is now securing permits to



commence development. Consistent with the agreed payment schedule in the Deed of Absolute Sale, the Consortium paid the Cebu City Treasurer a total of ₱1.97 billion last August 1, 2016.

On May 12, 2014, the Parent Company has signed the terms of reference with Sureste Properties, Inc. (SPI), a wholly owned subsidiary of Bloomberry Resorts Corp. (BLOOM) for the retail area to be opened in the new Phase 1-A of Solaire Resort & Casino. The Parent Company will be the leasing and marketing agent of the said area with gross leasable area of more than 5,000 qsm.

On April 6, 2010, the Parent Company and Manila Water Company (MWC) entered into a Memorandum of Agreement to establish a water utility services company which will manage and operate all water systems in NUVALI, as well as, adjacent projects of the Parent Company in Laguna.

During the past 3 years, the required activities according to the MOA between MWC and the Parent Company were accomplished- such as auditing and re-design of the existing water/sewerage assets of several NUVALI and the Parent Company projects in Laguna, water system design reviews and repairs, and developing plans and proposals for the expansion of the area coverage of the water and sewerage system. MWC is currently designing the cost plan and the target completion of the project has not yet been established. However, it is expected that the water and sewer system development shall happen simultaneous with NUVALI's expansion plan. The project will be undertaken in phases and in relation to expected NUVALI build out. The project shall start this year upon the signing of the JVA. MWC is currently re-estimating the project cost because of NUVALI expansion.

Contingencies

The Parent Company has various contingent liabilities arising in the ordinary conduct of business including a case related to property restriction violation. The estimate of the probable cost for the resolution of this claim has been developed in consultation with outside counsel handling the defense in this matter and is based upon an analysis of potential results. The outcomes of the legal proceedings for various cases are not presently determinable.

In the opinion of management and its legal counsel, the eventual liability under these lawsuits or claims, if any, will not have a material or adverse effect on the Parent Company's financial position and results of operations. Disclosures required by PAS 37, Provisions, Contingent Liabilities and Contingent Assets, were not provided as it may prejudice the Company's position in ongoing claims and it can jeopardize the outcome of the claims and contingencies.

29. Notes to Statements of Cash Flows

The noncash activities of the Parent Company pertain to transfers from land and improvements to inventories amounting to ₱548.6 million and ₱2,927.4 million in 2016 and 2015, respectively (Note 7); transfer of land and improvements to property, plant and equipment amounting nil and ₱1.7 million in 2016 and 2015, respectively (Note 13); transfer from property and equipment to investment property amounting to ₱287.5 million in 2016 (Notes 12 and 13) and disposal of investment property in exchange for shares of AMNI amounting to nil and ₱370.8 in 2016 and 2015 (Note 12). Investment in POPI amounted to ₱5,625 million, of this amount, ₱4,218.8 million is still payable as of December 31, 2016 (Notes 11 and 17).

30. Events After the Reporting Date

On February 20, 2017, the BOD approved the declaration of cash dividends amounting to ₱0.24 per outstanding common share. These will be paid out on March 22, 2017 to shareholders on record as of March 6, 2017.



Further, on the same date, the BOD also declared annual cash dividends of 4.74786% per year or ₱0.00474786 per share to all shareholders of the Company's unlisted voting preferred shares. These will be paid out on June 29, 2017 to shareholders on record as of June 15, 2017.

31. Supplementary Information Required Under Revenue Regulations 15-2010

In compliance with the requirements set forth by Revenue Regulations 15-2010 hereunder are the information on taxes, duties and license fees paid or accrued during the taxable year.

Value-Added Tax (VAT)

The Parent Company is a VAT-registered company with VAT output tax declaration as follows:

	Net Sales/ Receipts	Output VAT
Taxable sales on:		
Sale of goods	₱16,093,904,694	₱1,931,268,563
Leasing income	3,634,817,142	436,178,057
Others	6,405,948,164	768,713,780
	₱26,134,670,000	₱3,136,160,400

The sale of goods is recorded under Land and residential sales account while leasing income is recorded under Rental income.

The amount of VAT Input taxes claimed are broken down as follows:

Balance at beginning of year (net Input VAT position)	₱3,156,794,237
Current year's purchases:	
Capital goods subject to amortization	26,356,929
Capital goods not subject to amortization	—
Goods other than capital goods	98,176,814
Services lodged under other accounts	3,767,511,716
Services rendered by non-residents	—
Input VAT applied during the year	(3,136,160,400)
Balance at end of year	₱3,912,679,296

Custom Duties and Tariff

The landed cost of the Parent Company's importations amounted to ₱55,415,077 for the year, with paid or accrued amounting to ₱10,426 as custom duties and ₱2,500 as other fees.

Documentary Stamp Tax (DST)

The DST paid or accrued on the following transactions are:

Transaction	Amount	DST
<i>Interest expense and other financing charges</i>		
Issuance of PDTC bonds	₱25,000,000,000	₱125,000,000
DST on loans	179,226,905,487	124,059,385
DST on leases and other hiring agreements	188,390,700	271,849
DST on original issue of shares of stock	20,678,218	137,534
<i>General and administrative expenses</i>		
DST on leases and other hiring agreements	1,429,025	2,062
DST on Intercompany loan	26,416,723,251	6,361,619
DST on original issue of shares of stock	680,587,338	4,526,699
Shares of stock not traded in stock exchange	748,439,432	3,742,197
DST on transfer of real property	1,751,105,185	26,077,071
Capitalized DST		
	₱234,034,258,636	₱290,178,416



Taxes and Licenses

The following are the taxes, licenses and permit fees in 2016:

	Direct Operating Expenses	General and Administrative Expenses	Total
<i>Local</i>			
Real property tax	₱384,851,534	₱143,720	₱384,995,254
License and permit fees	314,426,295	424,393	314,850,688
Inspection fees	1,212,594	185,932	1,398,526
Registration and locational fees	12,995	—	12,995
Motor vehicle registration fees	—	750,669	750,669
Professional tax	11,900	56,205	68,105
Community tax	12,488	3,605	16,093
Others	—	—	—
	700,527,806	1,564,524	702,092,330
<i>National</i>			
Fringe benefits tax	—	76,979,906	76,979,906
Annual registration	—	500	500
	—	76,980,406	76,980,406
	₱700,527,806	₱78,544,930	₱779,072,736

Withholding Taxes

Details of withholding taxes for the year are as follows:

Final withholding taxes	₱1,267,489,873
Expanded withholding taxes	1,027,398,343
Withholding taxes on compensation and benefits	450,619,476
Balance at December 31	₱2,745,507,692

Tax Assessments and Cases

The Parent Company has no deficiency tax assessments whether protested or not. The Parent Company has not been involved in any tax cases under preliminary investigation, litigation, and/or prosecution in courts or bodies outside the BIR.



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

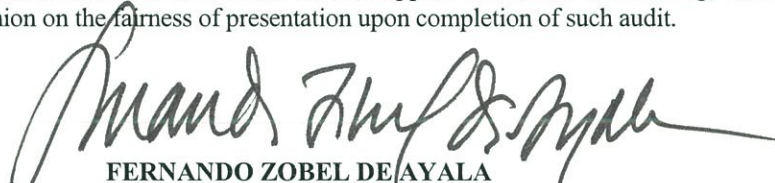
The management of Ayala Land, Inc. is responsible for the preparation and fair presentation of the consolidated financial statements including the schedules attached therein for the years ended December 31, 2016 and 2015, in accordance with the prescribed financial reporting framework indicated therein,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

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


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

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

SyCip Gorres Velayo & Co., the independent auditor appointed by the stockholders, has audited the consolidated financial statements of the Company and its subsidiaries in accordance with Philippine Standards on Auditing, and in its report to the stockholders, has expressed its opinion on the fairness of presentation upon completion of such audit.


FERNANDO ZOBEL DE AYALA
Chairman, Board of Directors


BERNARD VINCENT O. DY
President & Chief Executive Officer


JAIME E. YSMAEL
Chief Finance Officer


SUBSCRIBED AND SWORN to before me this MAR 01 2017 at Makati City, affiants exhibiting to me their respective Passports, to wit:

Name	Passport No.	Date & Place of Issue
Fernando Zobel de Ayala	EC6148225	Dec 8, 2015 – Manila
Bernard Vincent O. Dy	EC8377126	July 23, 2016 – Manila
Jaime E. Ysmael	PN126409A	Dec 8, 2016 – Manila

Doc. No. 375 ;
Page No. 37 ;
Book No. III ;
Series of 2017.

Notarial DST pursuant to
Sec. 188 of the Tax Code
affixed on Notary Public's copy.




JOANNE M. LIM
Notary Public – Makati City
Appt. No. 461 until December 31, 2017
Attorney's Roll No. 55362
PTR No. 5913556MD; 01/04/2017; Makati City
IBP No. 1060733; 01/09/2017; Quezon City Chapter
MCLE Compliance No. V - 9014302; 02/16/2016
27th Floor, Tower One and Exchange Plaza
Ayala Triangle, Ayala Avenue
Makati City
Tel. No.: 908-3959; Fax No.: 848-5327