



**GT CAPITAL**  
HOLDINGS, INCORPORATED

August 13, 2015

**Securities and Exchange Commission**

SEC Building, EDSA,  
Greenhills, Mandaluyong City

Attention: **Mr. Vicente Graciano P. Felizmenio, Jr.**  
Director – Markets and Securities Regulation Department

**Philippine Stock Exchange, Inc.**

Philippine Stock Exchange Plaza  
Ayala Triangle, Ayala Avenue  
Makati City

Attention: **Ms. Janet A. Encarnacion**  
Head – Disclosure Department

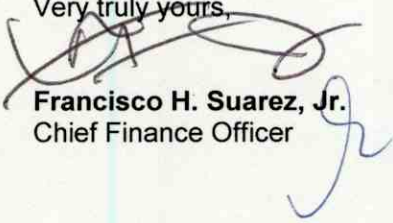
**Mr. Norberto T. Moreno**  
Assistant Head – Disclosure Department

Subject: **Submission of 17Q Report as of June 30, 2015**

Gentlemen / Mesdames:

In line with the reportorial requirements of the Securities Regulation Code and the Revised Disclosure Rules, we hereby submit the attached 2015 Second Quarter Report on SEC Form 17-Q.

Very truly yours,

  
**Francisco H. Suarez, Jr.**  
Chief Finance Officer

# COVER SHEET

**C S 2 0 0 7 1 1 7 9 2**

S.E.C. Registration Number

**G T C A P I T A L H O L D I N G S , I N C .**

(Company's Full Name)

**G T T O W E R I N T E R N A T I O N A L , A Y A L A**

**A V E N U E C O R N E R H . V . D E L A C O S T A**

**S T R E E T , M A K A T I C I T Y**

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

**FH Suarez, Jr. / RP Manon-og**

Contact Person

**836-4500**

Company Telephone Number

**1 2**

Month

**3 1**

Day

Fiscal Year

**Second Quarter Report**

FORM/TYPE

**Second Monday of  
May of each year**

Month Day

Annual Meeting

**N A**

Secondary License Type, If Applicable

SEC General Accountant &

**C F D**

Dept. Requiring this Doc.

**N A**

Amended Articles Number/Section

**As of 6.30.15**

**73**

Total No. of Stockholders

Total Amount of Borrowings)

Domestic

Foreign

-----  
To be accomplished by SEC Personnel concerned.

File Number

LCU

Document I.D.

Cashier

**STAMPS**

Remarks = pls. Use black ink for scanning

SEC Number CS200711792  
File Number \_\_\_\_\_

**GT CAPITAL HOLDINGS, INC.**  
\_\_\_\_\_  
(Company's Full Name)

**43<sup>rd</sup> Floor, GT Tower International, Ayala Avenue corner H.V. Dela Costa St, Makati  
City**  
\_\_\_\_\_  
(Company's Address)

**836-4500**  
\_\_\_\_\_  
(Telephone Number)

**December 31**  
\_\_\_\_\_  
(Fiscal year ending)

**17-Q**  
\_\_\_\_\_  
(Form Type)

\_\_\_\_\_  
(Amendment Designation, if applicable)

**June 30, 2015**  
\_\_\_\_\_  
(Period Ended Date)

**None**  
\_\_\_\_\_  
(Secondary License Type and File Number)



**SECURITIES AND EXCHANGE COMMISSION**

**SEC FORM 17-Q**

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

1. For the quarterly period ended: **June 30, 2015**
2. Commission identification number: **CS200711792**
3. BIR Tax Identification No.: **006-806-867**
4. Exact name of issuer as specified in its charter: **GT CAPITAL HOLDINGS, INC.**
5. Province, country or other jurisdiction of incorporation or organization: **Metro Manila, Philippines**
6. Industry Classification Code:  (SEC Use Only)
7. Address of issuer's principal office: **43/F GT Tower International, Ayala Avenue  
corner H.V. de la Costa Street, Makati City  
Postal Code: 1227**
8. Issuer's telephone number, including area code: **632 836-4500; Fax No: 632 836-4159**
9. Former name, former address and former fiscal year, if changed since last report: **Not applicable**
10. Securities registered pursuant to Sections 8 and 12 of the Code, or Sections 4 and 8 of the RSA

Title of Each Class	Number of Shares of Outstanding Common Stock	Amount of Debt
<b>Common Stock -Php10.00 par value</b>	<b>174,300,000 shares</b>	<b>None</b>
<b>Corporate Retail Bonds</b>	<b>-</b>	<b>Php21.8 billion</b>

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

The Philippine Stock Exchange, Inc. for common shares and Philippine Dealing & Exchange Corporation for corporate retail bonds

12. Indicate by check mark whether the registrant:

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

Yes  No

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

Yes  No



## PART I--FINANCIAL INFORMATION

### Item 1. Financial Statements.

Please see attached Interim Condensed Consolidated Financial Statements and General Notes to Interim Condensed Consolidated Financial Statements (Please refer to Annex A) and Financial Soundness Indicators (Please refer to Annex B)

### Item 2. Management's Discussion and Analysis of Statements of Income and Statement of Financial Position

*Consolidated Statements of Income-For the Six Months Ended June 30, 2015 and For the Six Months ended June 30, 2014*

(In Million Pesos, Except for Percentage)	Unaudited		Increase (Decrease)	
	2015	2014	Amount	Percentage
<b>REVENUE</b>				
Automotive operations	56,497	49,722	6,775	14%
Net fees	8,916	9,198	(282)	(3%)
Real estate sales	2,861	2,809	52	2%
Interest income on real estate sales	672	505	167	33%
Equity in net income of associates	2,751	1,755	996	57%
Net premium earned	980	886	94	11%
Sale of goods and services	273	315	(42)	(13%)
Rent income	374	310	64	21%
Interest income on deposits and investments	273	179	94	53%
Commission income	94	93	1	1%
Other income	592	400	192	48%
	<b>74,283</b>	<b>66,172</b>	<b>8,111</b>	<b>12%</b>
<b>COSTS AND EXPENSES</b>				
Cost of goods and services sold	34,995	31,423	3,572	11%
Cost of goods manufactured	12,694	11,881	813	7%
General and administrative expenses	5,584	5,789	(205)	(4%)
Power plant operation and maintenance expenses	4,900	5,136	(236)	(5%)
Cost of real estate sales	2,333	2,007	326	16%
Interest expense	1,951	1,601	350	22%
Net insurance benefits and claims	503	350	153	44%
Cost of rental	143	111	32	29%
	<b>63,103</b>	<b>58,298</b>	<b>4,805</b>	<b>8%</b>
<b>INCOME BEFORE INCOME TAX</b>	<b>11,180</b>	<b>7,874</b>	<b>3,306</b>	<b>42%</b>
<b>PROVISION FOR INCOME TAX</b>	<b>1,924</b>	<b>1,371</b>	<b>553</b>	<b>40%</b>
<b>NET INCOME</b>	<b>9,256</b>	<b>6,503</b>	<b>2,753</b>	<b>42%</b>
Attributable to:				
<b>Equity holders of the Parent Company</b>	<b>5,622</b>	<b>3,965</b>	<b>1,657</b>	<b>42%</b>
Non-controlling interest	3,634	2,538	1,096	43%
	<b>9,256</b>	<b>6,503</b>	<b>2,753</b>	<b>42%</b>

GT Capital Holdings, Inc. ("GT Capital" or the "Parent Company" or the "Company") consolidated net income attributable to equity holders of the Parent Company grew by 42% from Php4.0 billion for the six months ended June 30, 2014 to Php5.6 billion for the six months ended June 30, 2015. The increase was principally due to the 12% growth in consolidated revenues from Php66.2 billion to Php74.3 billion.

The revenue growth came from: (1) automotive operations of Toyota Motor Philippines Corporation ("TMP") and Toyota Cubao Inc. ("TCI") as combined sales increased from Php49.7 billion to Php56.5 billion contributing 76% of total revenue; (2) higher equity in net income of associates which grew from Php1.8 billion to Php2.8 billion; (3) higher real estate sales and interest income on real estate sales from Federal Land, Inc. ("Fed Land") which grew from Php3.3 billion to Php3.5 billion; and (4) increase in net premium earned from Charter Ping An Insurance Corporation ("CPAIC") from Php886 million to Php980 million.

Fed Land, Global Business Power Corporation ("GBPC"), TMP, CPAIC and TCI are consolidated in the financial statements of the Company. The other component companies Metropolitan Bank and Trust Company ("Metrobank"), Philippine AXA Life Insurance Corporation ("AXA Philippines"), Toyota Manila Bay Corporation ("TMBC") and Toyota Financial Services Philippines Corporation ("TFSPC") are reported through equity accounting.

Of the nine (9) component companies, TMP, GBPC, AXA Philippines and TFSPC posted double digit net income growth for the period in review while Fed Land, CPAIC, TCI and TMBC registered declines in net income. Metrobank reported a 2% increase in consolidated net income for the first half of 2015 versus same period of the previous year.

Automotive operations comprising the sale of assembled and imported auto vehicles and spare parts increased by 14% from Php49.7 billion in the first half of 2014 to Php56.5 billion in the first half of 2015 driven by a 19% increase in retail sales volume from 48,502 units to 57,717 units.

Net fees from GBPC declined by 3% from Php9.2 billion to Php8.9 billion primarily due to mandatory preventive maintenance shutdowns of GBPC's base load coal-fired plants from the fourth quarter 2014 up to the first quarter 2015 and forced downtime experienced by the coal-fired plants in the second quarter due to technical issues.

Real estate sales and interest income on real estate sales grew by 7% from Php3.3 billion in the first half of 2014 to Php3.5 billion in the first half of 2015 due to Fed Land's revenue recognition of middle market projects.

Equity in net income of associates and jointly controlled entities increased by 57% from Php1.8 billion to Php2.8 billion due to: (1) improvement in the core net income of Metrobank from Php5.4 billion to Php8.7 billion; (2) Increase in the net income of AXA Philippines from Php561 million to Php714 million; and (3) net income contribution from TFSPC.

Net premium earned from CPAIC comprising gross premiums on non-life insurance contracts, net of reinsurer's share, increased by 11% from Php886 million to Php980 million.

Sale of goods and services consisting of the sale of petroleum products on a wholesale and retail basis in the Blue Wave mall situated in Pasay City and Marikina City decreased by 13% from Php315 million to Php273 million due to lower fuel sales realized from a series of price increases and decreases during the period in review.

Rent income mainly from the GT Tower International office building, Blue Bay Walk, and Philippine AXA Office Center increased by 21% from Php310 million to Php374 million.

Interest income increased by 53% from Php179 million to Php273 million due to an increase in cash available for short-term investments.



Other income increased by 48% from Php400 million in the first half of 2014 to Php592 million in the first half of 2015 primarily insurance claims received by GBPC.

Consolidated costs and expenses increased by 8% from Php58.3 billion to Php63.1 billion. TMP contributed Php46.7 billion comprising cost of goods and services sold, cost of goods manufactured and general and administrative expenses. GBPC accounted for Php7.7 billion comprising power plant operation and maintenance expenses, general and administrative expenses and interest expenses. Fed Land contributed Php3.8 billion consisting of cost of real estate sale, cost of goods and services sold, cost of rental, general and administration expenses and interest expenses. TCI contributed Php2.9 billion composed of cost of goods and services sold, general and administrative expenses and interest expenses. CPAIC contributed Php1.1 billion while the remaining balance of Php0.9 billion came from GT Capital.

Cost of goods and services sold increased by 11% from Php31.4 billion to Php35.0 billion with TMP's and TCI's completely built-up units and spare parts accounting for Php32.0 billion and Php2.8 billion, respectively and the balance from Fed Land's petroleum service station business.

Cost of goods manufactured comprising cost of materials, labor and overhead incurred in the assembly of vehicles from TMP grew by 7% from Php11.9 billion to Php12.7 billion in the first half of 2015.

Power plant operations and maintenance declined by 5% from Php5.1 billion to Php4.9 billion primarily due to the decline in net fees.

Cost of real estate sales grew by 16% from Php2.0 billion to Php2.3 billion due to the increase in real estate sales.

Interest expense increase by 22% from Php1.6 billion in the first half of 2014 to Php2.0 billion in the first half of 2015 with GBPC, GT Capital, Fed Land, TMP and TCI accounting for Php1.0 billion, Php789 million, Php101 million, Php50 million and Php7 million, respectively.

Net insurance benefits and claims increased by 44% from Php350 million to Php503 million due to increase in claims and losses from fire and motor product lines.

Cost of rental increased by 29% from Php111 million to Php143 million due to an increase in expenses incurred in relation to the leasing business mainly depreciation, maintenance and other overhead expenses.

Provision for income tax increased by 40% from Php1.4 billion to Php1.9 billion due an increase in taxable income.



GT Capital Consolidated Statements of Income  
 Second Quarter Ended June 30, 2015 vs. Second Quarter Ended June 30, 2014

(In Million Pesos, Except for Percentage)	Unaudited		Increase (Decrease)	
	2015	2014	Amount	Percentage
<b>REVENUE</b>				
Automotive operations	28,896	26,096	2,800	11%
Net fees	4,964	5,194	(230)	(4%)
Real estate sales	1,656	1,371	285	21%
Interest income on real estate sales	372	251	121	48%
Equity in net income of associates	1,178	1,032	146	14%
Net premium earned	481	444	37	8%
Sale of goods and services	141	151	(10)	(7%)
Rent income	178	135	43	32%
Interest income on deposits and investments	132	94	38	40%
Commission income	38	46	(8)	(17%)
Other income	432	233	199	85%
	<b>38,468</b>	<b>35,047</b>	<b>3,421</b>	<b>10%</b>
<b>COSTS AND EXPENSES</b>				
Cost of goods and services sold	18,261	16,596	1,665	10%
Cost of goods manufactured	6,036	5,898	138	2%
General and administrative expenses	2,810	3,249	(439)	(14%)
Power plant operation and maintenance expenses	2,651	2,805	(154)	(5%)
Cost of real estate sales	1,355	1,009	346	34%
Interest expense	1,012	778	234	30%
Net insurance benefits and claims	278	170	108	64%
Cost of rental	53	63	(10)	(16%)
	<b>32,456</b>	<b>30,568</b>	<b>1,888</b>	<b>6%</b>
<b>INCOME BEFORE INCOME TAX</b>	<b>6,012</b>	<b>4,479</b>	<b>1,533</b>	<b>34%</b>
<b>PROVISION FOR INCOME TAX</b>	<b>1,098</b>	<b>766</b>	<b>332</b>	<b>43%</b>
<b>NET INCOME</b>	<b>4,914</b>	<b>3,713</b>	<b>1,201</b>	<b>32%</b>
Attributable to:				
<b>Equity holders of the Parent Company</b>	<b>2,824</b>	<b>2,227</b>	<b>597</b>	<b>27%</b>
Non-controlling interest	2,090	1,486	604	41%
	<b>4,914</b>	<b>3,713</b>	<b>1,201</b>	<b>32%</b>

Net income attributable to equity holders of the Parent Company increased by 27% from Php2.2 billion in the second quarter ending June 30, 2014 to Php2.8 billion in the second quarter ending June 30, 2015 primarily due to a 10% increase in revenues from Php35.0 billion to Php38.5 billion.

Automotive operations increased by 11% from Php26.1 billion to Php28.9 billion owing to continued strong demand for the Vios, impact of new models introductions and minor improvements in 2014 – Corolla Altis, Wigo, Yaris, Innova and Hi-Lux, sales volume increments across all other models, and continued expansion in dealer outlets.

Real estate sales and interest income on real estate sales rose by 25% from Php1.6 billion to Php2.0 billion mainly from the ongoing high-end and middle- market developments of Fed Land situated in Pasay City, Bonifacio Global City, Quezon City, Escolta, Manila, Paco, Manila, Cebu and Marikina City.

Equity in net income of associates and jointly controlled entities grew by 14% from Php1.0 billion to Php1.2 billion mainly due to the improvement in the net income of Metrobank, AXA Philippines and TFSPC.

Net premium earned from CPAIC increased by 8% from Php444 million to Php481 million due to volume increase in fire and motor lines.

Sales of goods and services consisting of the sale of petroleum products, on a wholesale and retail basis, dropped by 7% from Php151 million to Php141 million due to lower fuel sales arising from successive price increases and rollbacks implemented in the quarter.

Rent income mainly from the GT Tower International office building, Blue Bay Walk, and Philippine AXA Office Center increased by 32% from Php135 million to Php178 million.

Interest income on deposits and investments rose by 40% from Php94 million to Php132 million owing to an increase in available cash from short term investments.

Commission income from CPAIC decreased by 17% from Php46 million to Php38 million.

Other income almost doubled from Php233 million to Php432 million primarily from insurance proceeds received by GBPC for claims on business interruption.

Consolidated costs and expenses grew by 6% from Php30.6 billion to Php32.5 billion. TMP contributed Php23.5 billion comprising cost of goods and services sold, cost of goods manufactured, general and administrative expenses and interest expenses. GBPC accounted for Php4.2 billion comprising power plant operations and maintenance expenses, general and administrative expenses and interest expenses. Fed Land contributed Php2.1 billion from cost of real estate sales, cost of goods and services sold, general and administrative expenses and interest expenses. TCI contributed Php1.6 billion composed of cost of goods and services sold, general and administrative expenses and interest expenses. CPAIC contributed Php0.6 billion while the remaining balance of Php0.5 billion came from GT Capital.

Cost of goods and services sold increased by 10% from Php16.6 billion to Php18.3 billion with TMP's and TCI's completely built-up units and spare parts accounting for Php16.7 billion and Php1.5 billion, respectively and the balance of Php0.1 billion from Fed Land's petroleum service station business.

General and administrative expenses declined by 14% from Php3.2 billion to Php2.8 billion with TMP, GBPC, Fed Land, CPAIC, GT Capital and TCI contributing Php949 million, Php896 million, Php545 million, Php299 million, Php98 million and Php46 million, respectively.

Power plant operation and maintenance expenses from GBPC declined by 5% from Php2.8 billion to Php2.7 billion principally from the decline in energy fees.

Cost of real estate sales increased by 34% from Php1.0 billion to Php1.4 billion due to the increase in real estate sales.



Interest expenses increased by 30% from Php778 million to Php1.0 billion with GBPC, GT Capital, TMP, Fed Land, and TCI contributing Php499 million, Php467 million, Php24 million, Php19 million, and Php3 million, respectively.

Net insurance benefits and claims increased by Php108 million from Php170 million to Php278 million for the quarter due to claims and losses on fire and motor product lines.

Cost of rental declined by 16% from Php63 million to Php53 million due to the decline in costs related to the leasing business.

Provision for income tax reached Php1.1 billion subdivided among TMP, (Php974 million); Fed Land, (Php69 million); GT Capital (Php26 million) GBPC, (Php17 million); CPAIC, (negative Php8 million); and TCI, (Php2 million).



<i>Consolidated Statements of Financial Position</i>	Unaudited	Audited	Increase (Decrease)	
	June 2015	December 2014	Amount	Percentage
(In Million Pesos, Except for Percentage)				
<b>ASSETS</b>				
<b>Current Assets</b>				
Cash and cash equivalents	27,489	29,702	(2,213)	(7%)
Short-term investments	1,674	1,309	365	28%
Receivables	15,818	16,223	(405)	(2%)
Reinsurance assets	2,864	3,879	(1,015)	(26%)
Inventories	38,759	31,426	7,333	23%
Due from related parties	171	171	-	0%
Prepayments and other current assets	5,888	5,468	420	8%
<b>Total Current Assets</b>	<b>92,663</b>	<b>88,178</b>	<b>4,485</b>	<b>5%</b>
<b>Noncurrent Assets</b>				
Receivables	7,627	4,897	2,730	56%
Available-for-sale investments	4,625	4,127	498	12%
Investments in associates and jointly controlled entities	58,151	47,451	10,700	23%
Investment properties	8,956	8,643	313	4%
Property and equipment	47,577	44,801	2,776	6%
Goodwill and intangible assets	17,572	17,806	(234)	(1%)
Deferred tax assets	1,875	1,726	149	9%
Other noncurrent assets	352	634	(282)	(44%)
<b>Total Noncurrent Assets</b>	<b>146,735</b>	<b>130,085</b>	<b>16,650</b>	<b>13%</b>
	<b>239,398</b>	<b>218,263</b>	<b>21,135</b>	<b>10%</b>
<b>LIABILITIES AND EQUITY</b>				
<b>Current Liabilities</b>				
Accounts and other payables	20,373	19,280	1,093	6%
Insurance contract liabilities	4,759	5,665	(906)	(16%)
Short-term debt	2,537	2,347	190	8%
Current portion of long-term debt	2,982	3,061	(79)	(3%)
Current portion of liabilities on purchased properties	783	783	-	0%
Customers' deposits	1,998	2,549	(551)	(22%)
Income tax payable	829	476	353	74%
Due to related parties	174	176	(2)	(1%)
Dividends payable	-	2,034	(2,034)	(100%)
Other current liabilities	628	882	(254)	(29%)
<b>Total Current Liabilities</b>	<b>35,063</b>	<b>37,253</b>	<b>(2,190)</b>	<b>(6%)</b>
<b>Noncurrent Liabilities</b>				
Long-term debt – net of current portion	59,700	42,117	17,583	42%
Bonds payable	21,788	21,775	13	0%
Liabilities on purchased properties – net of current portion	2,315	2,729	(414)	(15%)
Pension liability	2,346	2,261	85	4%
Deferred tax liabilities	3,503	3,532	(29)	(1%)
Other noncurrent liabilities	2,818	2,654	164	(6%)
<b>Total Noncurrent Liabilities</b>	<b>92,470</b>	<b>75,068</b>	<b>17,402</b>	<b>23%</b>
	<b>127,533</b>	<b>112,321</b>	<b>15,212</b>	<b>14%</b>

	Unaudited	Audited	Increase (Decrease)	
	June 2015	December 2014	Amount	Percentage
<b>Equity</b>				
Equity attributable to equity holders of GT Capital				
Common stock	1,743	1,743	-	0%
Preferred stock - voting	17	-	17	100%
Additional paid-in capital	46,695	46,695	-	0%
Treasury shares	(6)	(2)	(4)	200%
Retained earnings				
Unappropriated	29,531	24,432	5,099	21%
Appropriated	6,000	6,000	-	0%
Other equity adjustments	576	583	(7)	(1%)
Other comprehensive income	304	(104)	408	392%
	<b>84,860</b>	79,347	5,513	7%
Non-controlling interest	27,005	26,595	410	2%
<b>Total equity</b>	<b>111,865</b>	105,942	5,923	6%
	<b>239,398</b>	218,263	21,135	10%

The major changes in the balance sheet items of the Company from December 31, 2014 to June 30, 2015 are as follows:

Total consolidated assets of the GT Capital Group increased by 10% or Php21.1 billion from Php218.3 billion as of December 31, 2014 to Php239.4 billion as of June 30, 2015. Total liabilities increased by 14% or Php15.2 billion from Php112.3 billion to Php127.5 billion while total equity rose by 6% or Php5.9 billion from Php105.9 billion to Php111.9 billion.

Cash and cash equivalents decreased by 7% or Php2.2 billion from Php29.7 billion to Php27.5 billion with GBPC, TMP, GT Capital, Fed Land, CPAIC and TCI accounting for Php13.2 billion, Php9.9 billion, Php3.3 billion, Php622 million, Php512 million and Php12 million, respectively.

Short-term investments increased by 28% or Php365 million from Php1.3 billion to Php1.7 billion with TMP, GBPC and CPAIC contributing Php1.3 billion, Php301 million and Php57 million, respectively.

Receivables declined from Php16.2 billion to Php15.8 billion with TMP contributing Php4.9 billion consisting of trade receivables with credit terms ranging from one (1) to thirty (30) days, Fed Land contributing Php4.1 billion, a majority of which were installment contract receivables, trade receivables and other receivables and GBPC contributing Php3.8 billion representing outstanding billings for energy fees and passed-through fuel costs arising from the delivery of power. CPAIC accounted for Php2.5 billion primarily insurance receivables and TCI accounted for Php0.5 billion comprising trade receivables from the sale of vehicles, spare parts and after-sales services.

Reinsurance assets declined by 26% from Php3.9 billion to Php2.9 billion due to settlement of losses.

Inventories increased by 23% or Php7.3 billion from Php31.4 to Php38.8 billion with Fed Land comprising condominium units for sale and land for development and TMP representing finished goods accounting for Php32.6 billion and Php4.9 billion, respectively. The balance of Php1.2 billion came from GBPC representing coal and spare parts and supplies (Php1.1 billion) and TCI representing automobiles and spare parts (Php0.1 billion).

Prepayments and other current assets grew by 8% from Php5.5 billion to Php5.9 billion comprising input VAT, advances to contractors and suppliers and prepaid expenses from Fed Land, (Php3.0 billion); GBPC, (Php1.9 billion); TMP, (Php437 million); CPAIC, (Php458 million); TCI, (Php61 million) and GT Capital (Php34 million).



Noncurrent receivables from Fed Land unit buyers who opted for long-term down payment arrangements (Php7.1 billion) and various GBPC electric cooperatives (Php526 million) rose by 56% or Php2.7 billion from Php4.9 billion to Php7.6 billion.

Available-for-sale investments increased by 12% from Php4.1 billion to Php4.6 billion, with GBPC, CPAIC and TMP accounting for Php2.7 billion, Php1.4 billion and Php0.5 billion, respectively.

Investments in associates and jointly controlled entities increased by 23% from Php47.5 billion to Php58.2 billion due to 1) Php8.3 billion additional investment in the Metrobank stock rights offering; 2) Php2.8 billion share in net income of associates and jointly controlled entities; 3) Php0.2 billion share in other comprehensive income and 4) Php0.1 billion effect of intra-group elimination on sale of inventories and land within the group; offset by Php0.7 billion cash dividends received from associates and jointly-controlled entities.

Property and equipment increased by 6% from Php44.8 billion to Php47.6 billion mainly GBPC's ongoing construction of the Panay Energy Development Corporation Unit 3 Plant Expansion.

Deferred tax assets reached Php1.9 billion, with Fed Land accounting for Php695 million comprising deferred tax assets on acquisition of undeveloped land from Metrobank; TMP accounting for Php651 million comprising deferred tax assets on accrued retirement benefits, provision for claims and assessments and warranty payable; and GBPC contributing Php513 million representing deferred tax assets on provision for retirement benefits, net operating loss carry over (NOLCO) and unrealized foreign exchange losses. The remaining Php16 million originated from TCI, (Php14 million) and CPAIC (Php2 million).

Other noncurrent assets declined by 44% or Php282 million from Php634 million to Php352 million mainly application of deposit on purchase of land to the actual purchase price of undeveloped land and the amortization of deferred input tax.

Accounts and other payables increased by 6% from Php19.3 billion to Php20.4 billion with TMP, GBPC, Fed Land, CPAIC, TCI and GT Capital accounting for Php10.3 billion, Php4.8 billion, Php3.4 billion, Php1.5 billion, Php300 million and Php151 million, respectively.

Insurance contract liabilities declined by 16% from Php5.7 billion to Php4.8 billion due to CPAIC's settlement of claims payable and losses.

Short-term debt increased by Php190 million from Php2.3 billion to Php2.5 billion due to additional loans from Fed Land (Php800 million), TMP's dealer subsidiaries (Php400 million) and TCI (Php350 million) for working capital offset by loan payments made by TMP's dealer subsidiaries (Php725 million) and TCI (Php635 million).

Customers' deposits declined by 22% from Php2.5 billion to Php2.0 billion mainly due to projects launched from 2012 to 2014 which were recognized as real estate sales.

Dividends payable declined by Php2.0 billion as GBPC fully paid its cash dividends due to its stockholders.

Income tax payable increased by Php353 million from Php476 million to Php829 million due to the increase in taxable income of certain subsidiaries.

Other current liabilities declined by 29% from Php882 million to Php628 million due to settlement of advances to GBPC's stockholders and withholding taxes payable.

Long-term debt-net of current portion increased by Php17.6 billion from Php42.1 billion to Php59.7 billion due to: 1) Php13.0 billion bilateral fixed-rate term loan for GT Capital Parent Company to finance its investment in the Metrobank stock rights offering and investment in Series B preferred



shares in Fed Land; 2) Panay Energy Development Corporation Php4.0 billion partial loan drawdown on its project loan to partially finance the construction of a plant expansion program of one of its operating company; and 3) Php2.2 billion long-term loan for Fed Land to finance land bank offset by 1) Php1.2 billion GBPC debt payment; 2) Php0.2 billion amortization of deferred financing cost; and 3) Php0.2 billion amortization of fair value adjustment in GBPC's long-term debt.

Liabilities on purchased properties, net of current portion, declined by 15% from Php2.7 billion to Php2.3 billion due to scheduled principal payments.

Other noncurrent liabilities reached Php2.8 billion, composed of long-term accrued expenses of TMP, (Php1.6 billion); non-current retention payable of Fed Land, (Php0.6 billion); asset retirement obligation of GBPC, (Php0.2 billion) and refundable and other deposits of Fed Land, (Php0.2 billion).

Capital stock increased by Php17 million due to GT Capital's issuance of voting preferred shares in April 2015.

Treasury shares amounted to Php6 million representing investment in shares of stock by CPAIC in GT Capital common shares of stock

Unappropriated retained earnings increased by 21% from Php24.4 billion to Php29.5 billion mainly the Php5.6 billion consolidated net income realized in the first half of 2015, net of Php0.5 billion cash dividends declared in March 2015.

Other comprehensive income improved by Php408 million from negative Php104 million to Php304 million due to mark-to-market gains recorded on available-for-sale investments of GT Capital's subsidiaries and associates.

Equity before non-controlling interests increased by 7% from Php79.3 billion to Php84.9 billion after accounting for the Php17 million voting preferred shares, Php5.6 billion net income realized for the period, Php523 million cash dividends declared, and Php408 million increase in other comprehensive income.

*Key Performance Indicators (In Million Pesos, except %)*

<b>Income Statement</b>	<b>June 30, 2015</b>	<b>June 30, 2014</b>
Total Revenues	74,283	66,172
Net Income attributable to GT Capital Holdings	5,622	3,965
<b>Balance Sheet</b>	<b>June 30, 2015</b>	<b>December 31, 2014</b>
Total Assets	239,398	218,263
Total Liabilities	127,533	112,321
Equity attributable to GT Capital Holdings	84,860	79,347
Return on Equity (%) *	13.7%	12.2%

- Annualized net income attributable to GT Capital Holdings divided by the average equity; where average equity is the sum of equity attributable to GT Capital Holdings at the beginning and end of the period/year divided by 2.

## Component Companies Financial Performance

### Metrobank

Metrobank registered a 30% growth in core net income, with consolidated net income of Php9.3 billion for the first six months of 2015. The Bank delivered double digit growth in both loans and deposits, realized stronger contributions for fee-based income and improved efficiencies through better cost management.

Net interest income grew by 7.4% from Php20.4 billion in the first half of 2014 to Ph21.9 billion in the first half of 2015 mainly due to the 14.4% growth in loans and receivables reaching Php740.6 billion for the period driven by strong loan demand in the small and medium scale and middle market and consumer segments.

Non-interest income, on the other hand, amounted to Php10.9 billion. The major components of non-interest income are services charges, fees and commissions, (Php5 billion); miscellaneous income, (Php4 billion); and trading securities and foreign exchange gains, (Php1.9 billion). Miscellaneous income included gains realized from a property sale and continued disposal of non-core assets.

Total resources increased by 13.4% from Php1.4 trillion to Php1.6 trillion due to the double digit growth in loans and receivables and deposits. Total deposits grew by 12% year-on-year from Php1.1 trillion to Php1.2 trillion. Of total deposits, low cost deposits accounted for 53%.

### Federal Land

Fed Land total revenue grew from Php4.4 billion in the first half of 2014 to Php4.6 billion in the first half of 2015 as real estate sales and interest income on real estate sales, equity in net earnings of an associate and a joint venture, and rent income improved for the period in review.

Real estate sales including interest income on real estate sales grew by 7% from Php3.3 billion to Php3.5 billion as Fed Land completed three (3) vertical residential condominium projects as of June 30 thereby resulting in a decline in average percentage-of-completion of ongoing projects from 40% in the first half of 2014 to 31% in the first half of 2015. To date, Fed Land has launched three (3) vertical residential condominium projects namely, Six Senses Resort Tower 5 and Palm Court Villas, with both projects situated in the Bay Area, Macapagal Avenue, Pasay City, and Paseo de Roces Tower 2, situated along Pasong Tamo, Makati City. Reservation sales increased by 6% from Php5.9 billion as of June 30, 2014 to Php6.3 billion as of June 30, 2015.

Equity in net earnings from an associate and a joint venture grew by 11.2% from Php210.3 million to Php233.9 million inclusive of net earnings from the Metrobank / Grand Hyatt project situated in Veritown, Bonifacio Global City, Taguig City.

Rent income increased by 23.7% from Php313.2 million to Php387.5 million, with the GT Tower office tower as major contributor, arising from annual price escalation and contribution from the Blue Bay Walk retail and commercial complex located along the Bay Area, Macapagal Avenue, Pasay City.

Net income attributable to equity holders of the Parent Company declined from Php716.2 million in 2014 to Php691.5 million in 2015 as real estate revenues booked were middle market projects which have lower margins.



## Global Business Power

GBPC's net fees, comprising energy fees for electricity supplied by its operating companies to its customers decreased from Php9.2 billion in the first half of 2014 to Php8.9 billion in the first half of 2015 as the Company's base load coal-fired plants implemented mandatory preventive maintenance shutdowns in the first quarter to take advantage of the low power demand and plant downtimes reported in the second quarter.

Power plant operation and maintenance decreased by 6.5% from Php5.4 billion to Php5 billion as first quarter 2014 was an extraordinary period with majority of GBPC's customers suspending their operations due to Typhoon Yolanda related-expenses and imposition of the administrative price cap.

GBPC realized a Php243 million non-recurring income comprising collection of insurance claims from business interruption. Net income attributable to equity holders of the Parent Company increased by 25.9% from Php919.7 million in the first half of 2014 to Php1.2 billion in the first half of 2015. Excluding the extraordinary income, net income reflected a decline to Php914.8 million.

## Toyota Motor Philippines

TMP's consolidated sales registered a 9.3% growth from Php48.9 billion in the first half of 2014 to Php53.4 billion in the first half of 2015 as wholesales volume grew by 17%. TMP retail sales volume likewise grew by 19% outpacing the Philippine auto industry's 17%. The sales improvement was attributed to the launching of the all new Vios in July 2013, strong sales performance of the Fortuner and Hi-Ace, full impact of new model introductions in 2014 – Corolla Altis, Wigo and Yaris, and aggressive sales promotions. Worth mentioning, Vios continued to achieve monthly record sales of 2,851 units in June.

The sales volume growth, managed cost efficiencies, favorable foreign exchange rates and models mix resulted in continued improvements in gross profit margin from 13.6% to 16.5%, operating profit margin from 8.3% to 12.8% and net profit margin from 6.3% to 9.7%. Consolidated net income attributable to equity holders grew by 69.1% from Php3 billion to Php5.1 billion.

Currently, two (2) new dealer outlets were inaugurated namely Toyota Zamboanga in Mindanao and Toyota Roxas City in the Visayas thereby bringing TMP's dealer network to 47.

TMP also includes the following four (4) Toyota dealer outlets: Toyota Makati with one (1) branch Toyota Bicutan, Toyota San Fernando in Pampanga with one (1) branch in Plaridel Bulacan, both located in Luzon and Lexus Manila, Bonifacio Global City, Taguig City.



#### AXA Philippines

AXA Philippines generated a 34% increase in new business or Annualized Premium Equivalent from Php1.8 billion in the first half of 2014 to Php2.4 billion in the first half of 2015 coming from higher demand for unit-linked investment products due to strong equities market. Premium revenue grew by 56% from Php7.7 billion in the first half of 2014 to Php11.9 billion in the first half of 2015 with single premium and regular premium products contributing 69% and 31% of premium income. By distribution platform, bancassurance and sales agency accounted for 75% and 25%. Net income rose by 27% from Php561 million in the first half of 2014 to Php714 million in the first half of 2015.

#### Charter Ping An

CPAIC reported a 3% decline in gross premium written from Php2 billion in the first half of 2014 to Php1.9 billion in the first half of 2015 due to reallocation of gross premium written from property to motor car lines, and reduction in land-based rates for OFWs. Claims and losses from property and motor insurance increased by 44% from Php349.8 million in the first half of 2014 to Php503.1 million in the first half of 2015 thereby resulting in a 27% decline in gross underwriting contribution from Php305.4 million to Php222.1 million. Net income decreased by 52% from Php101.7 million to Php49 million.

#### Toyota Manila Bay

TMBC consolidated sales, comprising vehicle sales, spare parts and maintenance services grew by 6.4% from Php5.4 billion in the first half of 2014 to Php5.8 billion in the first half of 2015. Vehicle sales, accounting for 92% of TMBC sales, grew by 5.7% from Php5 billion to Php5.3 billion coming from the 6% increase in retail sales volume from 5,421 units to 5,748 units. Sales from spare parts and maintenance services, accounting for a combined 8% of sales, increased by 15% and 17%, respectively.

Gross profit margin for vehicle sales decreased from 3.7% to 3%. As a result, overall gross profit margin dropped from 5.8% to 5.4% due to intensified competition. Net income for the first half of 2015 dropped by 20% from Php66.4 million to Php53.4 million.

TMBC has three (3) auto dealer outlets located in Manila Bay, Roxas Boulevard, Pasay City, Jose Abad Santos, Manila and Dasmaringas, Cavite.

#### Toyota Cubao, Inc.

TCI consolidated sales, comprising vehicle sales, spare parts and maintenance services grew by 28% from Php2.3 billion in the first half of 2014 to Php3 billion in the first half of 2015. Vehicle sales, accounting for 93% of TCI sales, grew by 29% from Php2.1 billion to Php2.8 billion coming from the 15% increase in retail sales volume from 2,481 units to 2,841 units. Sales from spare parts and maintenance services, accounting for a combined 7% of sales, increased by 15% and 5%, respectively.

Gross profit margin for vehicle sales decreased from 4.7% to 4.5% due to intensified competition. As a result, overall gross profit margin dropped from 7.5% to 6.9%. Operating expenses increased by 30% from Php144.1 million to Php187.2 million owing to accelerated depreciation, rent, taxes and salaries and benefit expenses. Net income for the first half of 2015 dropped by 55% from Php14.4 million to Php6.5 million.

TCI has two (2) auto dealer outlets situated in Cubao, Quezon City and Marikina City.

Toyota Financial Services Philippines Corporation

TFSPC recorded a 29.2% growth in gross interest income from Php1.1 billion in the first half of 2014 to Php1.4 billion in the first half of 2015 as loans and receivables increased by 28% to Php34.2 billion. Booking volume, however, dropped by 6% from 10,413 units to 9,808 units due to heightened competition from the banks and other financial institutions. Although net income for the period improved by 44.2% from Php209.6 million to Php302.3 million this was mainly from a Php80 million reversal of provision for credit losses based on implementation of a new risk-based methodology.

Except for (ii) and (vii) as discussed below, the Company does not know of:

- (i) Any known trends or any known demands, commitments, events, uncertainties that will result or that are reasonably likely in the Company's liquidity increasing or decreasing in any material way;
- (ii) Any events that would trigger direct or contingent financial obligation (including contingent obligation) that is material to the Company, including any default or acceleration of an obligation except those disclosed in the notes to the interim condensed unaudited financial statements;
- (iii) Any material off-balance sheet transactions, arrangements, obligations (including contingent obligations) and other relationships of the Company with unconsolidated entities or other persons created during the reporting period;
- (iv) Any material commitments for capital expenditures, their purpose, and sources of funds for such expenditures;
- (v) Any known trends, events or uncertainties that have had or are reasonably expected to have a material favorable or unfavorable impact on net sales or revenues or income from continuing operations;
- (vi) Any significant elements of income or loss that did not arise from the Company's continuing operations;
- (vii) The causes of any material change from period to period including vertical and horizontal analysis of any material item, the causes of material changes are discussed in the Management Discussion & Analysis; and
- (viii) Any seasonal aspects that had a material effect on financial condition or results of operation of the Company.



**PART II - OTHER INFORMATION**

**GT CAPITAL HOLDINGS, INC.  
AGING OF RECEIVABLES  
IN MILLION PESOS  
AS OF JUNE 30, 2015**

Number of Days	Amount
Less than 30 days	Php 1,917
30 days to 60 days	434
61 days to 90 days	330
91 days to 120 days	242
Over 120 days	1,254
Current (not yet due)	13,911
Noncurrent installment contract receivable	5,703
Total	Php 23,791

**GT CAPITAL HOLDINGS, INC.  
LIST OF STOCKHOLDERS AND PERCENTAGE OF HOLDINGS  
AS OF JUNE 30, 2015**

The following stockholders own more than 5% of the total issued and outstanding common shares of the Company as of June 30, 2015:

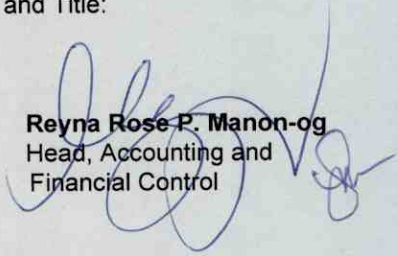
Name Of Stockholder	Total Number Of Shares Held	Percent To Total Number Of Shares Issued
Grand Titan Capital Holdings, Inc.	94,656,110	54.306%
PCD Nominee (Non-Filipino)	63,012,073	36.152%
PCD Nominee (Filipino)	16,036,615	9.201%
Others	595,202	0.341%
Total	174,300,000	100.00%

**SIGNATURES**

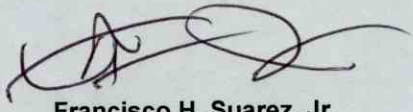
Pursuant to the requirements of the Securities Regulation Code, the issuer has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Issuer: **GT Capital Holdings, Inc.**

Signature and Title:



**Reyna Rose P. Manon-og**  
Head, Accounting and  
Financial Control



**Francisco H. Suarez, Jr.**  
Chief Finance Officer

Date: August 13, 2015



# GT Capital Holdings, Inc. and Subsidiaries

## **Interim Condensed Consolidated Financial Statements**

As of June 30, 2015 (Unaudited) and December 31, 2014 (Audited)  
and for the period ended June 30, 2015 and 2014 (Unaudited)

**GT CAPITAL HOLDINGS, INC. AND SUBSIDIARIES**  
**INTERIM CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL POSITION**  
(In Millions)

	Unaudited June 30, 2015	Audited December 31, 2014
<b>ASSETS</b>		
<b>Current Assets</b>		
Cash and cash equivalents	P27,489	P29,702
Short-term investments	1,674	1,309
Receivables	15,818	16,223
Reinsurance assets	2,864	3,879
Inventories	38,759	31,426
Due from related parties	171	171
Prepayments and other current assets	5,888	5,468
<b>Total Current Assets</b>	<b>92,663</b>	<b>88,178</b>
<b>Noncurrent Assets</b>		
Receivables	7,627	4,897
Available-for-sale investments	4,625	4,127
Investments in associates and jointly controlled entities	58,151	47,451
Investment properties	8,956	8,643
Property and equipment	47,577	44,801
Goodwill and intangible assets	17,572	17,806
Deferred tax assets	1,875	1,726
Other noncurrent assets	352	634
<b>Total Noncurrent Assets</b>	<b>146,735</b>	<b>130,085</b>
	<b>P239,398</b>	<b>P218,263</b>
<b>LIABILITIES AND EQUITY</b>		
<b>Current Liabilities</b>		
Accounts and other payables	P20,373	P19,280
Insurance contract liabilities	4,759	5,665
Short-term debt	2,537	2,347
Current portion of long-term debt	2,982	3,061
Current portion of liabilities on purchased properties	783	783
Customers' deposits	1,998	2,549
Income tax payable	829	476
Due to related parties	174	176
Dividends payable	-	2,034
Other current liabilities	628	882
<b>Total Current Liabilities</b>	<b>35,063</b>	<b>37,253</b>
<b>Noncurrent Liabilities</b>		
Long-term debt – net of current portion	59,700	42,117
Bonds payable	21,788	21,775
Liabilities on purchased properties – net of current portion	2,315	2,729
Pension liability	2,346	2,261
Deferred tax liabilities	3,503	3,532
Other noncurrent liabilities	2,818	2,654
<b>Total Noncurrent Liabilities</b>	<b>92,470</b>	<b>75,068</b>
	<b>127,533</b>	<b>112,321</b>

(Forward)



	Unaudited	Audited
	June 30, 2015	December 31, 2014
<b>Equity</b>		
Equity attributable to equity holders of the Parent Company		
Common Stock	P1,743	P1,743
Preferred Stock – Voting	17	-
Additional paid-in capital	46,695	46,695
Treasury shares	(6)	(2)
Retained earnings		
Unappropriated	29,531	24,432
Appropriated	6,000	6,000
Other equity adjustments	576	583
Other comprehensive income	304	(104)
	<b>84,860</b>	<b>79,347</b>
Non-controlling interests	<b>27,005</b>	<b>26,595</b>
Total equity	<b>111,865</b>	<b>105,942</b>
	<b>P239,398</b>	<b>P218,263</b>

**GT CAPITAL HOLDINGS, INC. AND SUBSIDIARIES**  
**INTERIM CONDENSED CONSOLIDATED STATEMENTS OF INCOME**  
(In Millions, Except Earnings Per Share)

	Unaudited			
	Jan to June		April to June	
	2015	2014	2015	2014
<b>REVENUE</b>				
Automotive operations				
Net fees	P56,497	P49,722	P28,896	P26,096
Real estate sales	8,916	9,198	4,964	5,194
Interest income on real estate sales	2,861	2,809	1,656	1,371
Equity in net income of associates	672	505	372	251
Net premium earned	2,751	1,755	1,178	1,032
Sale of goods and services	980	886	481	444
Rent income	273	315	141	151
Interest income on deposits and investments	374	310	178	135
Commission income	273	179	132	94
Other income	94	93	38	46
	592	400	432	233
	<b>74,283</b>	<b>66,172</b>	<b>38,468</b>	<b>35,047</b>
<b>COSTS AND EXPENSES</b>				
Cost of goods and services sold	34,995	31,423	18,261	16,596
Cost of goods manufactured	12,694	11,881	6,036	5,898
Cost of rental	143	111	53	63
General and administrative expenses	5,584	5,789	2,810	3,249
Power plant operation and maintenance expenses	4,900	5,136	2,651	2,805
Cost of real estate sales	2,333	2,007	1,355	1,009
Interest expense	1,951	1,601	1,012	778
Net insurance benefits and claims	503	350	278	170
	<b>63,103</b>	<b>58,298</b>	<b>32,456</b>	<b>30,568</b>
<b>INCOME BEFORE INCOME TAX</b>	<b>11,180</b>	<b>7,874</b>	<b>6,012</b>	<b>4,479</b>
<b>PROVISION FOR INCOME TAX</b>	<b>1,924</b>	<b>1,371</b>	<b>1,098</b>	<b>766</b>
<b>NET INCOME</b>	<b>P9,256</b>	<b>P6,503</b>	<b>P4,914</b>	<b>P3,713</b>
Attributable to:				
Equity holders of the Parent Company	P5,622	P3,965	P2,824	P2,227
Non-controlling interest	3,634	2,538	2,090	1,486
	<b>P9,256</b>	<b>P6,503</b>	<b>P4,914</b>	<b>P3,713</b>
<b>Basic/Diluted Earnings Per Share</b>				
<b>Attributable to Equity Holders of the Parent Company</b>	<b>P32.3</b>	<b>P22.7</b>		



**GT CAPITAL HOLDINGS, INC. AND SUBSIDIARIES**  
**INTERIM CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**  
(In Millions)

	Unaudited			
	Jan to June		April to June	
	2015	2014	2015	2014
<b>NET INCOME</b>	<b>₱9,256</b>	<b>₱6,503</b>	<b>₱4,914</b>	<b>₱3,713</b>
<b>OTHER COMPREHENSIVE INCOME (LOSS)</b>				
<i>Items that may be reclassified to profit or loss in subsequent periods:</i>				
Changes in fair value of available-for-sale investments	483	(29)	222	(88)
Equity in other comprehensive income of associates:				
Changes in fair value of available-for-sale investments of associates	125	(137)	(113)	1,032
Translation adjustment of associates	46	(451)	44	(425)
	654	(617)	153	519
<i>Items that may not be reclassified to profit or loss in subsequent periods:</i>				
Remeasurement of defined benefit plans	(17)	2	-	-
Equity in remeasurement of defined benefit plans of associates	(15)	-	(11)	1
Income tax effect	10	-	4	-
	(22)	2	(7)	1
<b>TOTAL OTHER COMPREHENSIVE INCOME, NET OF TAX</b>	<b>₱632</b>	<b>(₱615)</b>	<b>₱146</b>	<b>₱520</b>
<b>TOTAL COMPREHENSIVE INCOME, NET OF TAX</b>	<b>₱9,888</b>	<b>₱5,888</b>	<b>₱5,060</b>	<b>₱4,233</b>
Attributable to:				
Equity holders of the Parent Company	₱6,030	₱3,372	₱2,858	₱2,795
Non-controlling interest	3,858	2,516	2,202	1,438
	₱9,888	₱5,888	₱5,060	₱4,233

**GT CAPITAL HOLDINGS, INC. AND SUBSIDIARIES**  
**INTERIM CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY**  
**AS OF JUNE 30, 2015 AND 2014 (UNAUDITED)**  
(In Millions)

	Equity Attributable to Equity Holders of the Parent Company													
	Common Stock	Preferred Stock - Voting	Additional Paid-in Capital	Treasury Shares	Unappropriated Retained Earnings	Appropriated Retained Earnings	Net Unrealized Gain on Available-for-Sale Investments	Net Unrealized Gain (Loss) on Remeasurement of Defined Benefit Plans	Equity in Net Unrealized Gain (Loss) on Available-for-Sale Investments of Associates	Equity in Translation Adjustment of Associates	Equity in Net Unrealized Loss on Remeasurement of Defined Benefit Plans of Associates	Other Equity Adjustments	Non-controlling Interests	Total
<b>At January 1, 2015</b>	<b>P1,743</b>	<b>P-</b>	<b>P46,695</b>	<b>(P2)</b>	<b>P24,432</b>	<b>P6,000</b>	<b>P618</b>	<b>(P420)</b>	<b>(P78)</b>	<b>P391</b>	<b>(P615)</b>	<b>P583</b>	<b>P26,595</b>	<b>P105,942</b>
Total comprehensive income	-	-	-	-	5,622	-	258	(11)	125	46	(10)	-	3,858	9,888
Issuance of Preferred Stock - Voting	-	17	-	-	-	-	-	-	-	-	-	-	-	-
Dividends declared	-	-	-	-	(523)	-	-	-	-	-	-	-	-	17
Acquisition of non-controlling interest in a subsidiary	-	-	-	-	-	-	-	-	-	-	-	-	(3,443)	(3,966)
Reissuance of treasury shares	-	-	-	(4)	-	-	-	-	-	-	-	(7)	(5)	(12)
<b>At June 30, 2015 (Forward)</b>	<b>P1,743</b>	<b>P17</b>	<b>P46,695</b>	<b>(P6)</b>	<b>P29,531</b>	<b>P6,000</b>	<b>P876</b>	<b>(P431)</b>	<b>P47</b>	<b>P437</b>	<b>(P625)</b>	<b>P576</b>	<b>P27,005</b>	<b>P111,865</b>



Equity Attributable to Equity Holders of the Parent Company

	Capital Stock	Additional Paid-in Capital	Treasury Shares	Unappropriated Retained Earnings	Appropriated Retained Earnings	Net Unrealized Gain on Available-Investments for-Sale of Associates	Net Unrealized Gain (Loss) on Remeasurement of Defined Benefit Plans	Unrealized Gain (Loss) on Available-Investments for-Sale of Associates	Equity in Net Translation Adjustment of Associates	Equity in Net Unrealized Loss on Remeasurement of Defined Benefit Plans of Associates	Other Equity Adjustment	Non-controlling Interests	Total
	₱1,743	₱46,695	(₱6)	₱21,802	₱-	₱80	(₱216)	₱5	₱417	(₱723)	₱729	₱22,038	₱92,564
At January 1, 2014													
Total comprehensive income	-	-	-	3,965	-	(6)	1	(451)	(137)	-	-	2,516	5,888
Dividends declared	-	-	-	(523)	-	-	-	-	-	-	-	(2,262)	(2,785)
Movement in non-controlling interest of subsidiaries	-	-	-	-	-	-	-	-	-	-	-	-	-
Acquisition of non-controlling interest in a subsidiary	-	-	-	-	-	-	-	-	-	-	-	2,677	2,677
Sale of non-controlling interest in a subsidiary	-	-	-	-	-	-	-	-	-	-	(376)	(336)	(712)
Effect of acquisition of a subsidiary	-	-	-	-	-	-	-	-	-	-	194	105	299
Disposal of treasury shares	-	-	(4)	-	-	-	-	-	-	-	-	24	24
Acquisition of new treasury shares	-	-	4	-	-	-	-	-	-	-	-	-	(4)
Appropriation of retained earnings	-	-	-	(3,000)	3,000	-	-	-	-	-	-	-	4
Effect of change in direct ownership in existing subsidiaries	-	-	-	-	-	-	-	-	-	-	-	-	-
At June 30, 2014	₱1,743	₱46,695	(₱6)	₱22,244	₱3,000	₱74	(₱215)	(₱446)	₱280	(₱723)	₱583	₱24,726	₱97,955
											36	(36)	-

**GT CAPITAL HOLDINGS, INC. AND SUBSIDIARIES**  
**INTERIM CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(In Millions)

	Unaudited	
	Period Ended June 30	
	2015	2014
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Income before income tax	P11,180	P7,874
Adjustments for:		
Equity in net income of associates and a joint venture	(2,751)	(1,755)
Interest expense	1,951	1,601
Depreciation and amortization	1,795	1,375
Interest income	(945)	(684)
Pension expense	123	68
Gain on sale of property and equipment	(19)	(25)
Gain on sale of available-for-sale investments	(18)	(6)
Dividend income	(33)	(2)
Allowance for doubtful accounts	1	-
Unrealized foreign exchange loss	36	-
Operating income before changes in working capital	11,320	8,446
Decrease (increase) in:		
Short-term investments	(365)	202
Receivables	(1,767)	(2,268)
Reinsurance assets	1,015	(183)
Inventories	(7,883)	(4,408)
Due from related parties	(1)	162
Prepayments and other current assets	(419)	281
Increase (decrease) in:		
Accounts and other payables	1,017	888
Insurance contract liabilities	(906)	238
Customers' deposits	(551)	334
Other current liabilities	(254)	(34)
Cash provided by operations	1,206	3,658
Contribution to pension fund	(49)	(14)
Interest received	867	677
Interest paid	(2,102)	(1,833)
Dividends received	242	482
Dividends paid	(6,000)	(4,751)
Income taxes paid	(1,570)	(920)
Net cash provided by (used in) operating activities	(7,406)	(2,701)
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Proceeds from sales of:		
Available-for-sale investments	227	290
Property and equipment	80	249
Additions to:		
Available-for-sale investments	(230)	(439)
Investment in associates and joint ventures	(8,332)	(651)
Property and equipment	(4,303)	(2,071)
Intangible assets	(3)	(2)
Investment properties	(13)	-
Acquisition of subsidiary through business combination	-	(282)
Decrease (increase) in other noncurrent asset	134	(1,047)
Net cash used in investing activities	(12,440)	(3,953)
(Forward)		



	Unaudited	
	Period Ended June 30	
	2015	2014
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Proceeds from loan availment	26,347	5,574
Proceeds from bond issuance	-	-
Payment of loans payable	(8,408)	(3,163)
Issuance of capital stock	17	-
Increase (decrease) in:		
Liabilities on purchased properties	(414)	(283)
Due to related parties	(2)	(5)
Other noncurrent liabilities	129	(134)
Noncontrolling interest	-	2,677
Net cash provided by financing activities	17,669	4,666
Effect of exchange rate changes on cash and cash equivalents	(36)	-
<b>NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS</b>	(2,213)	(1,988)
<b>CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD</b>	29,702	27,167
<b>CASH AND CASH EQUIVALENTS AT END OF PERIOD</b>	<b>₱27,489</b>	<b>₱25,179</b>

**GT CAPITAL HOLDINGS, INC. AND SUBSIDIARIES**  
**GENERAL NOTES TO INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

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**1. Corporate Information**

GT Capital Holdings, Inc. (the Parent Company) was organized and registered with the Philippine Securities and Exchange Commission (SEC) on July 26, 2007. The primary purpose of the Parent Company is to invest in, purchase, or otherwise acquire and own, hold, use, sell, assign, transfer, lease, mortgage, exchange, develop or otherwise dispose of real property of every kind and description, including shares of stocks, bonds, debentures, notes, evidences of indebtedness, and other securities or obligations of any corporation or corporations, associations, domestic or foreign, and to possess and exercise in respect thereof all the rights, powers and privileges of ownership, including all voting powers of any stock so owned.

The common shares of the Parent Company were listed beginning April 20, 2012 and have since been traded in the Philippine Stock Exchange, Inc.

Group Activities

The Parent Company, Federal Land, Inc. (Fed Land) and Subsidiaries (Fed Land Group), Charter Ping An Insurance Corporation (Charter Ping An or Ping An), Toyota Motor Philippines Corporation (Toyota or TMPC) and Subsidiaries (Toyota Group), Global Business Power Corporation (GBPC) and Subsidiaries (GBPC Group) and Toyota Cubao, Inc. (TCI) and Subsidiary (TCI Group) are collectively referred herein as the "Group". The Parent Company, the holding company of the Fed Land Group (real estate business), Charter Ping An (non-life insurance business), Toyota Group (automotive business), GBPC Group (power generation business) and TCI Group (automotive business) is engaged in investing, purchasing and holding shares of stock, notes and other securities and obligations.

The principal business interests of the Fed Land Group are real estate development and leasing and selling properties and acting as a marketing agent for and in behalf of any real estate development company or companies. The Fed Land Group is also engaged in the business of trading of goods such as petroleum, non-fuel products on wholesale or retail basis, maintaining a petroleum service station and food and restaurant service.

GBPC was registered with the Philippine SEC on March 13, 2002 primarily to invest in, hold, purchase, import, acquire (except land), lease, contract or otherwise, with the limits allowed for by law, any and all real and personal properties of every kind and description, whatsoever, and to do acts of being a holding company except to act as brokers dealers in securities.

Toyota Group is engaged in the assembly, manufacture, importation, sale and distribution of all kinds of motor vehicles including vehicle parts, accessories and instruments.

Charter Ping An is engaged in the business of nonlife insurance which includes fire, motor car, marine hull, marine cargo, personal accident insurance and other products that are permitted to be sold by a nonlife insurance company in the Philippines.

TCI is engaged in purchasing, trading, exchanging, distributing, marketing, repairing and servicing automobiles, trucks and all kinds of motor vehicles and automobile products of every kind and description, motor vehicle parts, accessories, tools and supplies and equipment items.

The Parent Company also has significant shareholdings in Metropolitan Bank & Trust Co. (MBTC), Philippine AXA Life Insurance Corporation (AXA Philippines or Phil AXA) and Toyota Manila Bay Corporation (TMBC) and Toyota Financial Services Philippines Corporation (TFSPC).

The registered office address of the Parent Company is at 43<sup>rd</sup> Floor, GT Tower International, Ayala Avenue corner H.V. de la Costa St., Makati City.



The accompanying interim condensed consolidated financial statements of the Company were approved for issue by the Company's Audit Committee on August 10, 2015.

## 2. Summary of Significant Accounting Policies

### Basis of Preparation

The accompanying interim condensed consolidated financial statements have been prepared in accordance with Philippine Accounting Standards (PAS) 34 Interim Financial Reporting. Accordingly, the interim condensed consolidated financial statements do not include all of the information and disclosures required in the annual audited financial statements and should be read in conjunction with the Group's annual audited financial statements as at December 31, 2014.

The interim condensed consolidated financial statements of the Group have been prepared using the historical cost basis except for available-for-sale (AFS) investments which have been measured at fair value. The Group's interim condensed consolidated financial statements are presented in Philippine Peso (₱), the Group's functional currency. Values are rounded to the nearest million pesos (₱000,000) unless otherwise indicated.

### Presentation of Financial Statements

Financial assets and financial liabilities are offset and the net amount reported in the consolidated statement of financial position only when there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis, or to realize the assets and settle the liabilities simultaneously. Income and expense are not offset in the consolidated statement of income unless required or permitted by any accounting standard or interpretation, and as specifically disclosed in the accounting policies of the Group.

### Basis of Consolidation

The interim condensed consolidated financial statements comprise the financial statements of the Parent Company and the following wholly and majority-owned domestic subsidiaries:

	Country of Incorporation	Direct Percentages of Ownership		Effective Percentages of Ownership	
		June 30, 2015	December 31, 2014	June 30, 2015	December 31, 2014
Fed Land and Subsidiaries	Philippines	100.00	100.00	100.00	100.00
Charter Ping An	-do-	100.00	100.00	100.00	100.00
GBPC and Subsidiaries	-do-	51.27	51.27	52.45	52.45
TCI and Subsidiary	-do-	53.80	52.01	53.80	52.01
Toyota and Subsidiaries	-do-	51.00	51.00	51.00	51.00

As of June 30, 2015 and December 31, 2014, the Parent Company has effective ownership over GBPC of 52.45% (51.27% direct interest and 1.18% indirect interest). The Parent Company's indirect interest comes from its 25.11% direct interest in MBTC, which has 99.23% direct interest in First Metro Investments Corporation (FMIC). FMIC, in turn, has 4.73% direct interest in GBPC as of June 30, 2015 and December 31, 2014.

On June 1, 2015, the Parent Company acquired 2,705,295 shares of TCI for a total consideration of ₱13.50 million resulting to 53.80% ownership over TCI (see Note 8).

### Fed Land's Subsidiaries

	Percentage of Ownership
FLI - Management and Consultancy, Inc. (FMCI)*	100.00
Baywatch Project Management Corporation (BPMC)*	100.00
Horizon Land Property and Development Corp. (HLPDC)	100.00
Omni Orient Management Corp. (OOMC)	100.00
Central Realty and Development Corp. (CRDC)	75.80
Federal Brent Retail, Inc. (FBRI)	51.66

\*On July 4, 2014, the BOD of Fed Land approved the merger of Fed Land and its two subsidiaries namely FMCI and BPMC, where Fed Land will be the surviving entity and the two subsidiaries will be the absorbed entities. The merger was approved by the Philippine SEC on March 20, 2015.



### GBPC's Subsidiaries

	Percentage of Ownership
ARB Power Venture, Inc. (APVI)	100.00
Toledo Holdings Corp. (THC)	100.00
Toledo Cebu Int'l Trading Resources Corp. (TCITRC)	100.00
Toledo Power Company (TPC)	100.00
GBH Power Resources, Inc. (GPRI)	100.00
Global Energy Supply Corp. (GESC)	100.00
Mindanao Energy Development Corporation (MEDC)	100.00
Global Hydro Power Corporation (GHPC)	100.00
Global Renewables Power Corporation	100.00
Global Luzon Energy Development Corporation (GLEDC)**	100.00
Global Formosa Power Holdings, Inc. (GFPHI)	93.00
Panay Power Holdings Corp (PPHC)	89.30
Panay Power Corp. (PPC)	89.30
Panay Energy Development Corp. (PEDC)	89.30
Cebu Energy Development Corp. (CEDC)	52.18

*\*\*GBPC acquired 51% of GLEDC from Meralco PowerGen Corporation by virtue of a Deed of Assignment dated 30 October 2014. Registration in the name of GBPC was completed in July 2015.*

### Toyota's Subsidiaries

	Percentage of Ownership
Toyota Makati Inc.	100.00
Toyota Sta. Rosa Laguna Inc. (TSRLI)*	100.00
Toyota San Fernando Inc.	55.00
Lexus Manila Inc.	75.00

*\*TSRLI was incorporated on June 24, 2015.*

TCI has investments in Oxfordshire Holdings, Inc., a wholly owned subsidiary.

Subsidiaries are fully consolidated from the date of acquisition, being the date on which the Group obtains control, and continue to be consolidated until the date when such control ceases. Control is achieved when the Parent Company is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Parent Company controls an investee if, and only if, the Parent Company 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.

The Group reassesses 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.

The financial statements of the subsidiaries are prepared for the same reporting period as the Parent Company, using consistent accounting policies except for Charter Ping An which uses the revaluation method in accounting for its condominium units included as part of 'Property and equipment' account in the interim condensed consolidated statement of financial position. The carrying values of the condominium units are adjusted to eliminate the effect of revaluation and to recognize the related accumulated depreciation based on the original acquisition cost to align the measurement with the Group's accounting policy. All intragroup transactions, balances, income and expenses resulting from intragroup transactions and dividends are eliminated in full on consolidation.



Non-controlling interests (NCI) represent the portion of profit or loss and net assets in a subsidiary not attributed, directly or indirectly, to the Parent Company. NCI are presented separately in the interim condensed consolidated statement of income, consolidated statement of comprehensive income, consolidated statement of changes in equity and within equity in the consolidated statement of financial position, separately from the Parent Company's equity.

Profit or loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the Parent Company and to the NCI, even if that results in the NCI having a deficit balance.

If the Group loses control over a subsidiary, it:

- Derecognizes the assets (including goodwill) and liabilities of the subsidiary, the carrying amount of any NCI 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; and
- Reclassifies the parent's share of components previously recognized in other comprehensive income to profit or loss or retained earnings, as appropriate, as would be required if the Group had directly disposed of the related assets or liabilities.

#### Business Combinations Involving Entities Under Common Control

A business combination involving entities under common control is accounted for using the uniting of interest method, except when the acquisition is deemed to have commercial substance for the Group, in which case the business combination is accounted for under the acquisition method. The combined entities accounted for by the uniting of interests method reports the results of operations for the period in which the combination occurs as though the entities had been combined as of the beginning of the period. Financial statements of the separate entities presented for prior years are also restated on a combined basis to provide comparative information. The effects of intercompany transactions on assets, liabilities, revenues, and expenses for the periods presented, and on retained earnings at the beginning of the periods presented are eliminated to the extent possible.

Under the uniting of interest method, the acquirer accounts for the combination as follows:

- the assets and liabilities of the acquiree are consolidated using the existing carrying values instead of fair values;
- intangible assets and contingent liabilities are recognized only to the extent that they were recognized by the acquiree in accordance with applicable PRFS;
- no amount is recognized as goodwill.
- any non-controlling interest is measured as a proportionate share of the book values of the related assets and liabilities; and
- comparative amounts are restated as if the combination had taken place at the beginning of the earliest comparative period presented.

The acquiree's equity are included in the opening balances of the equity as a restatement and are presented as "Effect of uniting of interest" in the consolidated statement of changes in equity. Cash consideration transferred on acquisition of a subsidiary under common control is deducted in the "Retained earnings" at the time of business combination.

When evaluating whether an acquisition has commercial substance, the Group considers the following factors, among others:

- the purpose of the transaction;
- the involvement of outside parties in the transaction, such as NCI or other third parties; and
- whether or not the transaction is conducted at fair value.



### 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 fair values, at the date of exchange, of assets given, liabilities incurred or assumed, and equity instruments issued by the Group in exchange for control of the acquiree. For each business combination, the acquirer measures the non-controlling interests in the acquiree either at fair value or at the proportionate share of the acquiree's identifiable net assets at the date of acquisition. Acquisition-related costs are expensed and included in the interim condensed consolidated statement of income.

When the Group acquires a business, it assesses the financial assets and liabilities of the acquiree 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. The Group also assesses whether assets or liabilities of the acquiree that are previously unrecognized in the books of the acquiree will require separate recognition in the interim condensed consolidated financial statements of the Group at the acquisition date.

In a business combination achieved in stages, the Group remeasures its previously-held equity interest in the acquiree at its acquisition-date fair value and recognizes the resulting gain or loss, if any, in the interim condensed consolidated statements of income. Any recognized changes in the value of its equity interest in the acquiree previously recognized in other comprehensive income are recognized by the Group in profit or loss, as if the previously-held equity interests are disposed of.

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 either in the interim condensed consolidated statements of income or as changes to other comprehensive income. If the contingent consideration is classified as equity, it shall not be re-measured until it is finally settled within equity.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted during the measurement period, or additional assets or liabilities are recognized, to reflect new information obtained about facts and circumstances that existed as at the acquisition date that if known, would have affected the amounts recognized as at that date. The measurement period is the period from the date of acquisition to the date the Group receives complete information about facts and circumstances that existed as at the acquisition date and is subject to a maximum of one year.

Goodwill is initially measured as the excess of the aggregate of the consideration transferred, the amount recognized for any non-controlling interest in the acquiree and the fair value of the acquirer's previously-held interest, if any, over the fair value of the net assets acquired.

If after reassessment, the fair value of the net assets acquired exceeds the consideration transferred, the amount recognized for any non-controlling interest in the acquiree and the fair value of the acquirer's previously-held interest, if any, the difference is recognized immediately in the interim condensed consolidated statements of income as 'Gain on bargain purchase'.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. Any impairment loss is recognized immediately in the interim condensed consolidated statement of income and is not subsequently reversed. For the purpose of impairment testing, goodwill acquired in a business combination is allocated to each of the Group's cash-generating unit (CGU) that are expected to benefit from the combination from the acquisition date irrespective of whether other assets or liabilities of the acquiree are assigned to those units.



Where goodwill forms part of a CGU 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 CGU retained.

#### Change in Ownership without Loss of Control

Changes in the Group's ownership interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions. In such circumstances, the carrying amounts of the controlling interest and NCI are adjusted by the Group to reflect the changes in its relative interests in the subsidiary. Any difference between the amount by which the NCI is adjusted and the fair value of the consideration paid or received is recognized directly in equity and attributed to the equity holders of the Parent Company.

#### Changes in Accounting Policies

The accounting policies adopted in preparation of the unaudited interim condensed consolidated financial statements are consistent with those followed in the preparation of the audited annual consolidated financial statements as of and for the year ended December 31, 2014 except for the following new and amended Philippine Financial Reporting Standards (PFRS), PAS and Philippine Interpretations which were adopted as of January 1, 2015.

*PFRS 9, Financial Instruments – Classification and Measurement (2010 version)*  
PFRS 9 (2010 version) reflects the first phase on the replacement of PAS 39 and applies to the classification and measurement of financial assets and liabilities as defined in PAS 39, Financial Instruments: Recognition and Measurement. PFRS 9 requires all financial assets to be measured at fair value at initial recognition. A debt financial asset may, if the fair value option (FVO) is not invoked, be subsequently measured at amortized cost if it is held within a business model that has the objective to hold the assets to collect the contractual cash flows and its contractual terms give rise, on specified dates, to cash flows that are solely payments of principal and interest on the principal outstanding. All other debt instruments are subsequently measured at fair value through profit or loss. All equity financial assets are measured at fair value either through other comprehensive income (OCI) or profit or loss. Equity financial assets held for trading must be measured at fair value through profit or loss. For FVO liabilities, the amount of change in the fair value of a liability that is attributable to changes in credit risk must be presented in OCI. The remainder of the change in fair value is presented in profit or loss, unless presentation of the fair value change in respect of the liability's credit risk in OCI would create or enlarge an accounting mismatch in profit or loss. All other PAS 39 classification and measurement requirements for financial liabilities have been carried forward into PFRS 9, including the embedded derivative separation rules and the criteria for using the FVO.

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

*PAS 19, Employee Benefits – Defined Benefit Plans: Employee Contributions (Amendments)*  
PAS 19 requires an entity to consider contributions from employees or third parties when accounting for defined benefit plans. Where the contributions are linked to service, they should be attributed to periods of service as a negative benefit. These amendments clarify that, if the amount of the contributions is independent of the number of years of service, an entity is permitted to recognize such contributions as a reduction in the service cost in the period in which the service is rendered, instead of allocating the contributions to the periods of service. This amendment is effective for annual periods beginning on or after January 1, 2015. It is not expected that this amendment would be relevant to the Group, since it has noncontributory defined benefit plan.



Annual Improvements to PFRSs (2010-2012 cycle)

*PFRS 2, Share-based Payment – Definition of Vesting Condition*

This improvement is applied prospectively and clarifies various issues relating to the definitions of performance and service conditions which are vesting conditions, including:

- a performance condition must contain a service condition
- a performance target must be met while the counterparty is rendering service
- a performance target may relate to the operations or activities of an entity, or to those of another entity in the same group
- a performance condition may be a market or non-market condition
- if the counterparty, regardless of the reason, ceases to provide service during the vesting period, the service condition is not satisfied.

This amendment does not apply to the Group as it has no share-based payments.

*PFRS 3, Business Combinations – Accounting for Contingent Consideration in a Business Combination*

The amendment is applied prospectively for business combinations for which the acquisition date is on or after July 1, 2014. It clarifies that a contingent consideration that is not classified as equity is subsequently measured at fair value through profit or loss whether or not it falls within the scope of PAS 39, Financial Instruments: Recognition and Measurement (or PFRS 9, Financial Instruments, if early adopted). The Group shall consider this amendment for future business combinations.

*PFRS 8, Operating Segments – Aggregation of Operating Segments and Reconciliation of the Total of the Reportable Segments' Assets to the Entity's Assets*

The amendments are applied retrospectively and clarify that: An entity must disclose the judgments made by management in applying the aggregation criteria in the standard, including a brief description of operating segments that have been aggregated and the economic characteristics (e.g., sales and gross margins) used to assess whether the segments are 'similar'. The reconciliation of segment assets to total assets is only required to be disclosed if the reconciliation is reported to the chief operating decision maker, similar to the required disclosure for segment liabilities. These amendments are applied retrospectively and affect disclosures only.

*PAS 16, Property, Plant and Equipment, and PAS 38, Intangible Assets – Revaluation Method – Proportionate Restatement of Accumulated Depreciation and Amortization*

The amendment is applied retrospectively and clarifies in PAS 16 and PAS 38 that the asset may be revalued by reference to the observable data on either the gross or the net carrying amount. In addition, the accumulated depreciation or amortization is the difference between the gross and carrying amounts of the asset. The amendment has no impact on the Group's financial position or performance.

*PAS 24, Related Party Disclosures – Key Management Personnel*

The amendment is applied retrospectively and clarifies that a management entity, which is an entity that provides key management personnel services, is a related party subject to the related party disclosures. In addition, an entity that uses a management entity is required to disclose the expenses incurred for management services. The amendments affect disclosures only and have no impact on the Group's financial position or performance.

Annual Improvements to PFRSs (2011-2013 cycle)

*PFRS 3, Business Combinations – Scope Exceptions for Joint Arrangements*

The amendment is applied prospectively and clarifies the following regarding the scope exceptions within PFRS 3:

- Joint arrangements, not just joint ventures, are outside the scope of PFRS 3.

This scope exception applies only to the accounting in the financial statements of the joint arrangement itself.



*PFRS 13, Fair Value Measurement – Portfolio Exception*

The amendment is applied prospectively and clarifies that the portfolio exception in PFRS 13 can be applied not only to financial assets and financial liabilities, but also to other contracts within the scope of PAS 39. The amendment has no significant impact on the Group's financial position or performance.

*PAS 40, Investment Property*

The amendment is applied prospectively and clarifies that PFRS 3, and not the description of ancillary services in PAS 40, is used to determine if the transaction is the purchase of an asset or business combination. The description of ancillary services in PAS 40 only differentiates between investment property and owner-occupied property (i.e., property, plant and equipment). The amendment has no significant impact on the Group's financial position or performance.

Except as otherwise indicated, the impact of the revised standards adopted effective January 1, 2015 has been reflected in the interim condensed consolidated financial statements, as applicable.

**Significant Accounting Policies**

Fair Value Measurement

The Group measures financial instruments, such as AFS investments, at fair value at each consolidated statement of financial position date.

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 best economic interest.

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

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

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

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

For assets and liabilities that are recognized in the interim condensed consolidated financial statements on a recurring basis, the Group determines whether transfers have occurred between



levels in the fair value hierarchy by reassessing 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.

#### Financial Instruments – Initial Recognition and Subsequent Measurement

##### *Date of recognition*

The Group recognizes a financial asset or a financial liability in the interim condensed 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 trade date, which is the date when the Group commits to purchase or sell assets.

##### *Initial recognition of financial instruments*

All financial assets are initially recognized at fair value. Except for financial assets and financial liabilities at fair value through profit or loss (FVPL), the initial measurement of financial assets and financial liabilities includes transaction costs. The Group classifies its financial assets in the following categories: financial assets at FVPL, held-to-maturity (HTM) investments, AFS investments, and loans and receivables. The Group classifies its financial liabilities as financial liabilities at FVPL or 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.

As of June 30, 2015 and December 31, 2014, the Group's financial assets are of the nature of loans and receivables and AFS investments while financial liabilities are of the nature of other financial liabilities. The Group made no reclassifications in its financial assets in 2015 and 2014.

##### *Determination of fair value*

The fair value for financial instruments traded in active markets at the reporting date is based on their quoted market price or dealer price quotations (bid price for long positions and asking price for short positions), without any deduction for transaction costs. When current bid and asking prices are not available, the price of the most recent transaction provides evidence of the current fair value as long as there has not been a significant change in economic circumstances since the time of the transaction.

For all other financial instruments not listed in an active market, the fair value is determined by using appropriate valuation techniques. Valuation techniques include net present value techniques, comparison to similar instruments for which market observable prices exist, options pricing models, and other relevant valuation models. The inputs to these models are derived from observable market data where possible, but where observable market data are not available, judgment is required to establish fair values. The judgments include considerations of liquidity and model inputs such as volatility for longer dated derivatives and discount rates.

##### *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 investments or financial assets at FVPL. This accounting policy relates to the interim condensed consolidated statement of financial position captions "Cash and cash equivalents", "Short-term investment", "Receivables", "Due from related parties" and "Long term cash investments".

Loans and receivables are recognized initially at fair value which normally pertains to the billable amount. After initial measurement, the 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 an integral part of the effective interest rate. The amortization is included in "Interest Income" in the interim condensed consolidated statement of income. The losses arising from impairment of such loans and receivables are recognized in the interim condensed consolidated statement of income.



#### *AFS investments*

AFS investments are non-derivative financial assets which are designated as such or do not qualify to be classified as designated at FVPL, HTM investments, or loans and receivables. They are purchased and held indefinitely, and may be sold in response to liquidity requirements or changes in market conditions. The Group's AFS investments pertain to quoted and unquoted equity securities.

After initial recognition, AFS investments are measured at fair value with gains or losses recognized as a separate component of equity until the investment is derecognized or until the investment is determined to be impaired at which time the cumulative gain or loss previously included in equity are included in the consolidated statement of comprehensive income. Dividends on an AFS equity instrument are recognized in the interim condensed consolidated statement of comprehensive income when the Group's right to receive payment has been established. Interest earned on holding AFS debt instruments are reported in the statement of income as "Interest income" using the effective interest method.

The fair value of investments that are traded in active markets is determined by reference to quoted market bid prices at the close of business on the reporting date. The unquoted equity investments are carried at cost less any impairment losses because fair value cannot be measured reliably due to the unpredictable nature of future cash flows and the lack of suitable methods of arriving at a reliable fair value.

#### *Other financial liabilities*

Other financial liabilities are financial liabilities not designated at FVPL 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. After initial measurement, other financial liabilities are subsequently measured at amortized cost using the effective interest rate method. Amortized cost is calculated by taking into account any discount or premium on the issue and fees that are an integral part of the effective interest rate.

This accounting policy applies primarily to the Group's "Accounts and other payables", "Loans payable", "Bonds payable", "Liabilities on purchased properties", "Due to related parties" and other obligations that meet the above definition (other than liabilities covered by other accounting standards, such as income tax payable).

#### Standards Issued But Not Yet Effective

The Group will adopt the following standards and interpretations when these become effective. Except as otherwise indicated, the Group does not expect the adoption of these new and amended PFRS and Philippine Interpretations to have significant impact on its financial statements.

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



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

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

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

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

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

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

The amendments apply to both the acquisition of the initial interest in a joint operation and the acquisition of any additional interests in the same joint operation and are prospectively effective for annual periods beginning on or after January 1, 2016, with early adoption permitted.

The Group shall consider this amendment for future joint arrangements.



#### *PFRS 14, Regulatory Deferral Accounts*

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

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

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

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

#### *PFRS 9, Financial Instruments (2014 or final version)*

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

The adoption of PFRS 9 will have an effect on the classification and measurement of the Group's financial assets and impairment methodology for financial assets, but will have no impact on the classification and measurement of the Group's financial liabilities. The adoption will also have an effect on the Group's application of hedge accounting. The Group is currently assessing the impact of adopting this standard.

#### *IFRS 15, Revenue from Contracts with Customers*

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

#### Annual Improvements to PFRSs (2012-2014 cycle)

The Annual Improvements to PFRSs (2012-2014 cycle) are effective for annual periods beginning on or after January 1, 2016.



*PFRS 5, Non-current Assets Held for Sale and Discontinued Operations – Changes in Methods of Disposal*

The amendment is applied prospectively and clarifies that changing from a disposal through sale to a disposal through distribution to owners and vice-versa should not be considered to be a new plan of disposal, rather it is a continuation of the original plan. There is, therefore, no interruption of the application of the requirements in PFRS 5. The amendment also clarifies that changing the disposal method does not change the date of classification.

*PFRS 7, Financial Instruments: Disclosures – Servicing Contracts*

PFRS 7 requires an entity to provide disclosures for any continuing involvement in a transferred asset that is derecognized in its entirety. The amendment clarifies that a servicing contract that includes a fee can constitute continuing involvement in a financial asset. An entity must assess the nature of the fee and arrangement against the guidance in PFRS 7 in order to assess whether the disclosures are required. The amendment is to be applied such that the assessment of which servicing contracts constitute continuing involvement will need to be done retrospectively. However, comparative disclosures are not required to be provided for any period beginning before the annual period in which the entity first applies the amendments.

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

This amendment is applied retrospectively and clarifies that the disclosures on offsetting of financial assets and financial liabilities are not required in the condensed interim financial report unless they provide a significant update to the information reported in the most recent annual report.

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

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

*PAS 34, Interim Financial Reporting – disclosure of information ‘elsewhere in the interim financial report’*

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

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

This interpretation covers accounting for revenue and associated expenses by entities that undertake the construction of real estate directly or through subcontractors. The interpretation requires that revenue on construction of real estate be recognized only upon completion, except when such contract qualifies as construction contract to be accounted for under PAS 11 or involves rendering of services in which case revenue is recognized based on stage of completion. Contracts involving provision of services with the construction materials and where the risks and reward of ownership are transferred to the buyer on a continuous basis will also be accounted for based on stage of completion. The SEC and the FRSC have deferred the effectivity of this interpretation until the final Revenue standard is issued by the International Accounting Standards Board (IASB) and an evaluation of the requirements of the final Revenue standard against the practices of the Philippine real estate industry is completed.



### 3. Investment in subsidiaries, associates and jointly controlled entities

#### Investment in MBTC

On January 21, 2015, the BOD of MBTC approved the entitlement of one (1) rights share for every 6.3045 common shares held by eligible shareholders as of record date of March 18, 2015. The offer price was ₱73.50 per share and the offer period was from March 23 to 27, 2015. As of March 18, 2015, the Parent Company held 689.2 million shares and is entitled to 109.3 million shares.

In March 2015, the Parent Company exercised its stock rights and subscribed for additional shares which aggregated to 112.6 million shares with a total cost of ₱8.28 billion. This increased the Parent Company's investment in MBTC from ₱22.48 billion to ₱30.76 billion. Consequently, the Parent Company's percentage of ownership in MBTC increased from 25.11% to 25.22% respectively.

#### Investment in TMBC

On December 18, 2013, the Parent Company acquired 101.87 million common shares of TMBC for a total consideration of ₱502.24 million, representing 40.75% of TMBC's outstanding capital stock.

On March 4, 2014 the Parent Company acquired 48.12 million common shares of TMBC from FMIC, a majority owned subsidiary of MBTC, for a total purchase price of ₱237.26 million. The acquisition represents 19.25% of TMBC's outstanding capital stock and raised the Parent Company's ownership interest in TMBC to 60.00%.

The Parent Company assessed that it has joint control over TMBC based on the existing contractual arrangement among TMBC's shareholders.

#### Investment in TFSPC

On August 29, 2014, GT Capital signed a Sale and Purchase Agreement with MBTC and Philippine Savings Bank (PSBank), a majority owned subsidiary of MBTC, to purchase their respective shares in TFSPC representing 15.00% and 25.00%, respectively, of ownership interest for an aggregate consideration of ₱2.10 billion.

On September 26, 2014 and November 27, 2014, the Parent Company remitted ₱70.00 million and ₱210.00 million, respectively to TFSPC in response to the latter's equity call upon its stockholders.

#### Investment in Alveo-Federal Land Communities Inc.

On April 29, 2015, Fed Land and Alveo Land Corp. executed a joint venture agreement for the organization of a joint venture, Alveo-Federal Land Communities Inc. (AFLCI), to manage the development of a 45-hectare property along Laguna Boulevard in Binan, Laguna. AFLCI was incorporated on June 16, 2015.

#### Cash dividends from MBTC

On January 27, 2015, the BOD of MBTC approved the declaration of a 5.00% cash dividend or ₱1.00 per share based on a par value of ₱20.00 to all stockholders of record as of March 26, 2015 payable on March 31, 2015. The BSP approved such dividend declaration on March 12, 2015.

#### Investment in Fed Land Preferred Shares--Series B

On January 20, 2015 and February 16, 2015, the Parent Company disbursed funds totaling ₱3.50 billion and ₱2.50 billion, respectively representing its deposit for future stock subscription of Fed Land's Preferred Shares--Series B.

#### Business Combinations

2014

#### Acquisition of TCI



In March 2014, the Parent Company acquired an aggregate of 69.62 million common shares of TCI for a total purchase price of ₱347.40 million. The acquisition represents 89.05% of the TCI's outstanding capital stock. The Parent Company assessed that it has control over TCI through its ability to direct the relevant activities of TCI and accounted for TCI as a subsidiary.

The acquisition of TCI was accounted for as a business combination using the acquisition method. The Group engaged a third party valuer to conduct the purchase price allocation. The Group elected to measure the non-controlling interest in TCI at the proportionate share of the non-controlling interest in the identifiable net assets of TCI.

In December 2014, the fair values of the identifiable assets and liabilities of TCI as of acquisition date were finalized. Details of final the purchase price allocation relating to the Parent Company's acquisition of control over TCI are extensively discussed in the 2014 Audited Financial Statements.

2013

#### Acquisition of Toyota

In January 2013, the Parent Company and MBTC executed a Sale and Purchase Agreement for the acquisition of 2,324,117 common shares of stock of Toyota from MBTC for a total consideration of ₱4.54 billion. This represented 15.00% of Toyota's outstanding capital stock and increased the Parent Company's shareholdings in Toyota to 51.00%.

The acquisition of Toyota was accounted for as a business combination achieved in stages, wherein the cost of consideration included the cash consideration paid for acquiring direct interests, fair value of previously held interest and the cost of indirect interest. The Parent Company's 36.00% direct ownership interest over Toyota was regarded as the previously held interest and remeasured at fair value.

The Group engaged a third party valuer to conduct the purchase price allocation. The Group elected to measure the non-controlling interest in Toyota at the proportionate share of the non-controlling interest in the fair value of the identifiable net assets of Toyota.

In December 2013, the fair values of the identifiable assets and liabilities of Toyota as of acquisition date were finalized. Details of final the purchase price allocation relating to the Parent Company's acquisition of control over Toyota are extensively discussed in the 2013 Audited Financial Statements.

#### Acquisition of Charter Ping An

In October 2013, GT Capital acquired 2,334,434 common shares of Ping An from Ty family investment holding companies at a fixed price of ₱614.3 per share for a total consideration of ₱1.4 billion. The acquisition represented 66.67% of the firm's outstanding capital stock. The Parent Company has effective ownership over Ping An of 74.97% (66.67% direct holdings and 8.30% indirect ownership). The Parent Company's 8.30% indirect ownership came from its 25.11% direct interest in MBTC which has 99.23% direct interest in FMIC. FMIC, in turn, has 33.33% direct interest in Ping An.

The acquisition of Ping An was accounted for as a business combination achieved in stages, wherein the cost of consideration included the cash consideration paid for acquiring direct interests, fair value of previously held interest and the cost of indirect interest. The Parent Company's indirect ownership interest over Ping An through its associate MBTC which owns 99.23% of FMIC which in turn owns 33.33% of Ping An before the business combination date was regarded as the previously held interest and remeasured at fair value.

The Group elected to measure the non-controlling interest in Ping An at the proportionate share of the non-controlling interest in the identifiable net assets of Ping An. In October 2014, the Parent Company finalized its purchase price allocation. There were no changes in the provisional values as the additional information subsequently obtained was not significant to affect the preliminary values.



Details of the purchase price allocation and the fair values of the identifiable assets and liabilities of Ping An as of acquisition date are discussed in the 2014 Audited Financial Statements.

#### 4. Cash and cash equivalents

This account consists of:

	June 30, 2015	June 30, 2014	December 31, 2014
Cash on hand	₱7	₱7	₱32
Cash in banks	4,746	5,451	17,170
Cash equivalents	22,736	19,721	12,500
	<b>₱27,489</b>	<b>₱25,179</b>	<b>₱29,702</b>

#### 5. Inventories

Additional inventories in 2015 mainly pertain to acquisition of land for development amounting to ₱7.3 billion located in Macapagal, Pasay City, Bonifacio Global City, Taguig City and Ortigas, Pasig City.

#### 6. Property and Equipment and Other Noncurrent Assets

The significant increase in the property and equipment account is primarily attributable to the ongoing construction of the PEDC Unit 3 Expansion Project of the GBPC Group amounting to ₱3.8 billion.

#### 7. Loans Payable and Bonds Payable

##### Short-term loans payable

The increase in the Group's short-term loans payable in 2015 is primarily due to availment of short-term loans by Fed Land, TMP's dealer subsidiaries and TCI amounting to ₱0.8 billion, ₱0.4 billion, ₱0.35 billion, respectively, offset by loan payments made by TMP subsidiaries and TCI amounting to ₱0.72 billion and ₱0.64 billion, respectively.

##### Long-term loans payable

The increase in long-term debt is due to GT Capital's availment of ₱13.0 billion bilateral fixed-rate term loans to finance its investment in the Metrobank stock rights offering and increase in the land bank of Fed Land, PEDC's ₱4.0 billion drawdown on its ₱11.0 billion project loan to partially finance construction of PEDC Unit 3 Plant and Fed Land's availment of ₱2.0 billion long-term loan to finance working capital requirements, offset by a ₱1.6 billion debt service payment, amortization of deferred financing cost and amortization of fair value adjustment in GBPC's long-term debt.



Bonds payable  
This account consists of the following Peso Bonds:

Maturity Dates	Interest rate	Par Value	Carrying Value	
			June 30, 2015	December 31, 2014
<b>₱10.0 billion Bonds</b>				
February 27, 2020	4.8371%	₱3,900	<b>₱3,871</b>	₱3,869
February 27, 2023	5.0937%	6,100	<b>6,028</b>	6,025
		10,000	<b>9,899</b>	9,894
<b>₱12.0 billion Bonds</b>				
November 7, 2019	4.7106%	3,000	<b>2,974</b>	2,971
August 7, 2021	5.1965%	5,000	<b>4,954</b>	4,950
August 7, 2014	5.6250%	4,000	<b>3,961</b>	3,960
		12,000	<b>11,889</b>	11,881
<b>Balances at end of year</b>		<b>₱22,000</b>	<b>₱21,788</b>	<b>₱21,775</b>

Unamortized debt issuance costs on these notes amounted to ₱192.39 million and ₱205.28 million as of June 30, 2015 and December 31, 2014, respectively.

## 8. Equity

### Treasury shares

As of June 30, 2015 and December 31, 2014, treasury shares of the Group pertain to 5,000 shares of the Parent Company held by Ping An with original acquisition cost of ₱6.25 million and ₱2.28 million, respectively.

### Retained earnings

#### Amendment of Articles of Incorporation to Create Voting Preferred Shares of Stock

On January 9, 2015, the stockholders of the Parent Company by the affirmative vote of over two-thirds (2/3) of the outstanding capital stock of the Parent Company, approved the amendment of Article Seventh of the Parent Company's Articles of Incorporation by creating of a new class of shares – voting preferred shares, taken out of the Parent Company's existing and unissued portion of the Authorized Capital Stock. The Amended Articles of Incorporation was approved by the Securities and Exchange Commission on February 18, 2015.

#### Voting Preferred Shares Stock Rights Offering and Issuance

On March 13, 2015, the BOD of the Parent Company approved the issuance of 174,300,000 Voting Preferred Shares with a par value of Ten Centavos (₱0.10) per share through a 1:1 Stock Rights Offering, to all stockholders of record as of March 25, 2015, offered to eligible shareholders from April 1 to 8, 2015 and issued on April 13, 2015.

#### Amendment of Articles of Incorporation to Create Perpetual Preferred Shares of Stock

On March 13, 2015, the BOD of the Parent Company approved the amendment of Article SEVENTH of its Amended Articles of Incorporation to create a new class of shares (Perpetual Preferred Shares). The authorized capital stock of the Corporation of Five Billion Pesos (₱5,000,000,000.00) in lawful money of the Philippines, will be divided into Two Hundred Ninety Eight Million, Two Hundred Fifty Seven Thousand (298,257,000) Common Shares with a par value of Ten Pesos (₱10.00) per share, Twenty Million (20,000,000) Perpetual Preferred Shares with a par value of One Hundred Pesos (₱100.00) per share and One Hundred Seventy Four Million Three Hundred Thousand (174,300,000) Voting Preferred Shares with a par value of Ten Centavos (₱0.10) per share.

The Perpetual Preferred Shares shall have the following features, rights and privileges:

- a. The Issue Value and Dividend Rate shall be determined by the BOD at the time of the issuance thereof;
- b. The Perpetual Preferred Shares shall be entitled to the payment of current as well as any accrued or unpaid dividends before any dividends can be paid to the holders of Common Shares. No dividend shall be declared or paid on the Common Shares unless the full accumulated dividends on all the Perpetual Preferred Shares for all past dividend periods and for the current dividend period shall have been declared and paid by the Corporation;
- c. The holders of Perpetual Preferred Shares shall have preference over holders of Common Shares in the distribution of corporate assets in the event of dissolution, liquidation or winding up of the Corporation, whether voluntary or involuntary;
- d. The Perpetual Preferred Shares shall not be entitled to vote, except in those cases specifically provided by law;
- e. The Perpetual Preferred Shares shall be non-participating in any other further dividends beyond that specifically payable thereon;
- f. The Perpetual Preferred Shares shall be non-convertible to common shares or Voting Preferred Shares;
- g. The Perpetual Preferred Shares shall be redeemable at the option of the Corporation under such terms that the Board may approve at the time of the issuance thereof;
- h. The Perpetual Preferred Shares shall have no pre-emptive rights to any issue of shares, common or preferred; and
- i. Other features, rights and privileges as determined by the BOD.

The Amended Articles of Incorporation to create perpetual preferred shares of stock was approved by the Securities and Exchange Commission on June 3, 2015.

*Retained earnings*

On December 15, 2014, the BOD of the Parent Company approved the appropriation of retained earnings amounting to ₱6.00 billion to be earmarked for the additional investments in Series B Perpetual Preferred Shares of Fed Land within 2015.

On March 11, 2014, the BOD of the Parent Company approved the appropriation of retained earnings amounting to ₱3.00 billion. The appropriation is earmarked for the following:

Project Name	Timeline	Amount
Equity call from GBPC for plant expansions	2014	₱2.00 billion
Acquisition of investments	2014-2015	1.00 billion
		<b>₱3.00 billion</b>

Said appropriation was reversed in 2014 upon completion of the expansion and acquisition.

Details of the Parent Company's dividend distributions out of the Parent Company's retained earnings as approved by the Parent Company's BOD follow:

Date of declaration	Per share	Total amount (in millions)	Record date	Payment date
March 13, 2015	₱3.00	₱522.90	April 17, 2015	May 4, 2015
March 11, 2014	₱3.00	₱522.90	April 8, 2014	May 2, 2014

*Other equity adjustments*

Charter Ping An

On January 27, 2014, the Parent Company completed the acquisition of 100.00% ownership interest in Charter Ping An. The Parent Company purchased the remaining 33.33% (represented by 1.71 million shares) of Charter Ping An's outstanding capital stock from FMIC for a total consideration of ₱712.00 million. Prior to the said acquisition, the Parent Company's ownership interest in Charter Ping An was at 66.67%. This acquisition was accounted for as an equity



transaction in the interim condensed consolidated financial statements and resulted in the recognition of negative other equity adjustments amounting to ₱375.67 million.

#### TCI

On April 23, 2014, the Parent Company acquired 200,000 shares of TCI for a total consideration of ₱1.00 million, resulting to 89.31% ownership over TCI. This acquisition was accounted for as an equity transaction and resulted in the recognition of negative other equity adjustments amounting to ₱0.42 million.

On June 17, 2014, the Parent Company subscribed to 33,003,040 shares of TCI for a total consideration of ₱33.00 million, resulting to 92.48% ownership over TCI. The acquisition was accounted for as an equity transaction resulting in the recognition of negative other equity adjustment amounting to ₱24.79 million.

On June 23, 2014, the Parent Company sold 45,000,000 shares of TCI to Mitsui for a total consideration of ₱298.7 million. This represents 40% of TCI's outstanding capital stock. As a result, the Parent Company's ownership over TCI is 52.01% of June 30, 2014. This acquisition was accounted for as an equity transaction and resulted in the recognition of other equity adjustments amounting to ₱193.95 million.

In June 2015, the Parent Company acquired 2,705,295 shares of TCI for a total consideration of ₱13.5 million, resulting to 53.80% ownership over TCI. This acquisition was accounted for as an equity transaction and resulted in the recognition of other equity adjustments amounting to negative ₱7.1 million

#### GBPC

On May 28, 2014, the Parent Company subscribed to 7,217,470 shares of GBPC, representing an additional 0.38% of GBPC. With this transaction, the Parent Company's direct ownership over GBPC increased from 50.89% to 51.27%. This acquisition was accounted for an equity transaction and resulted in the recognition of other equity adjustments amounting to ₱60.52 million.

The above acquisitions and sale were accounted for as changes in ownership without loss of control and are accounted for as equity transactions, which are presented under equity attributable to the Parent Company in the interim condensed consolidated statement of financial position, representing the excess of the consideration paid over the carrying amount of the non-controlling interests acquired at the acquisition date. Total negative other equity adjustments recognized from these acquisitions and sale for the period amounted to ₱146.41 million.

There were no other transactions affecting other equity adjustments for the period.

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## **9. 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 and the parties are subject to common control or common significant influence. Related parties may be individuals or corporate entities.

The Group, in its regular conduct of its business, has entered into transactions with its associate and other related parties principally consisting of cash advances for reimbursement of expenses merger and acquisitions and capital infusion, leasing agreements, management agreements and dividends received from associates. Transactions with related parties are made at normal market prices.

As of June 30, 2015 and December 31, 2014, the Group has not made any provision for probable losses relating to amounts owed by related parties. This assessment is undertaken each financial year by examining the financial position of the related party and the market in which the related party operates.

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#### 10. Basic/Diluted Earnings Per Share

The basic/diluted earnings per share amounts for the periods indicated were computed as follows:

	<u>June</u>		December 31,
	<u>2015</u>	<u>2014</u>	<u>2014</u>
	<u>Unaudited</u>		<u>Audited</u>
Net income attributable to equity holders of the Parent Company	<b>₱5,622</b>	₱3,965	₱9,153
Weighted average number of shares outstanding	<b>174.3</b>	174.3	174.3
	<b>₱32.3</b>	₱22.7	₱52.51

Basic and diluted earnings per share are the same due to the absence of dilutive potential common shares.

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#### 11. Operating Segments

##### Segment Information

For management purposes, the Group is organized into business units based on their products and activities and has four reportable segments as follows:

- Real estate is engaged in real estate and leasing, development and selling of properties of every kind and description, as well as ancillary trading of goods such as petroleum, non-fuel products on wholesale or retail basis, maintenance of a petroleum service station, engaging in food and restaurant service and acting as a marketing agent for and in behalf of any real estate development company or companies;
- Financial institutions are engaged in the banking industry, insurance industry and financing business;
- Power is engaged mainly in the generation and distribution of electricity;
- Automotive operations is engaged in the assembly, manufacture, importation, sale and distribution of all kinds of automobiles including automobile parts, accessories, and instruments; and
- Others pertain to other corporate activities of the Group (i.e., capital raising activities, acquisitions and investments).

The chief operating decision maker (CODM) monitors the operating results of the Group for making decisions about resource allocation and performance assessment. Segment performance is evaluated based on revenue, earnings before interest, taxes and depreciation/amortization (EBITDA) and pretax income which are measured similarly under PFRS, except for EBITDA. EBITDA is computed by reconciling net interest income (expense) and provision for income taxes to the net income and adding back depreciation and amortization expenses for the period.

##### Seasonality of Operations

The operations of the Group are not materially affected by seasonality, except for the mall leasing operations of the real estate segment which experiences higher revenues during the holiday seasons. This information is provided to allow for a proper appreciation of the results of the Group's operations. However, management concluded that the aforementioned discussions of seasonality do not constitute "highly seasonal" as considered in PAS 34.

##### Segment Assets

Segment assets are resources owned by each of the operating segments that are employed in its operating activities.



### Segment Liabilities

Segment liabilities are obligations incurred by each of the operating segments from its operating activities.

In 2015, the Group changed its presentation of operating segment assets, particularly for the Group's investments in subsidiaries, associates and jointly controlled entities which are previously reported under others segment. Beginning January 1, 2015, the Group's investments in subsidiaries, associates and jointly controlled entities are presented under the respective segment to which the investee entity belongs. The presentation of operating segment assets as of December 31, 2014 has been updated to reflect this change.

The following tables present the financial information of the operating segments of the Group as of and for the six month period ended June 30, 2015 and as of and for the year ended December 31, 2014:

	Period Ended June 30, 2015 (Unaudited)					
	Real Estate	Financial Institution	Automotive	Power	Others	Total
Revenue	₱3,112	₱980	₱56,497	₱8,916	₱-	₱69,505
Other income	592	127	54	309	-	1,082
Equity in net income of associates and joint ventures	234	2,485	32	-	-	2,751
	3,938	3,592	56,583	9,225	-	73,338
Cost of goods and services sold	215	-	34,780	-	-	34,995
Cost of goods manufactured	-	-	12,694	-	-	12,694
Cost of rental	143	-	-	-	-	143
Cost of real estate sales	2,333	-	-	-	-	2,333
Power plant operation and maintenance	-	-	-	4,900	-	4,900
Net insurance benefits	-	503	-	-	-	503
General and administrative expense	959	596	2,231	1,677	121	5,584
	3,650	1,099	49,705	6,577	121	61,152
Earnings before interest and taxes	288	2,493	6,878	2,648	(121)	12,186
Depreciation and amortization	120	22	415	1,236	2	1,795
EBITDA	408	2,515	7,293	3,884	(119)	13,981
Interest income	682	35	135	84	9	945
Interest expense	(101)	-	(59)	(1,002)	(789)	(1,951)
Depreciation and amortization	(120)	(22)	(415)	(1,236)	(2)	(1,795)
Pretax income	869	2,528	6,954	1,730	(901)	11,180
Provision for income tax	142	8	1,753	(5)	26	1,924
Net Income (Loss)	₱727	₱2,520	₱5,201	₱1,735	(₱927)	₱9,256
Segment Assets	₱61,454	₱60,570	₱41,388	₱72,669	₱3,317	₱239,398
Segment Liabilities	₱26,618	₱6,509	₱18,848	₱40,590	₱34,968	₱127,533

	<b>December 31, 2014</b>					
<b>Results of Operations</b>	Real Estate	Financial Institution	Automotive	Power	Others	Total
Revenue	₱6,424	₱1,751	₱108,816	₱18,973	₱-	₱135,964
Other income	1,420	191	430	105	(3)	2,143
Equity in net income of associates and joint ventures	358	2,988	74	-	-	3,420
	8,202	4,930	109,320	19,078	(3)	141,527
Cost of goods and services sold	540	-	70,057	-	-	70,597
Cost of goods manufactured	-	-	24,213	-	-	24,213
Cost of real estate sales	4,334	-	-	-	-	4,334
Cost of rental	270	-	-	-	-	270
Power plant operation and maintenance	-	-	-	8,572	-	8,572
Net insurance benefits	-	784	-	-	-	784
General and administrative expense	1,834	1,110	5,021	5,103	183	13,251
	6,978	1,894	99,291	13,675	183	122,021
Earnings before interest and taxes	1,224	3,036	10,029	5,403	(186)	19,506
Depreciation and amortization	246	40	588	2,324	5	3,203
EBITDA	1,470	3,076	10,617	7,727	(181)	22,709
Interest income	1,170	75	192	140	19	1,596
Interest expense	(472)	-	(121)	(1,848)	(800)	(3,241)
Depreciation and amortization	(246)	(40)	(588)	(2,324)	(5)	(3,203)
Pretax income	1,922	3,111	10,100	3,695	(967)	17,861
Provision for income tax	426	(598)	2,767	111	4	2,710
Net Income (Loss)	₱1,496	₱3,709	₱7,333	₱3,584	(₱971)	₱15,151
Segment Assets	₱53,223	₱50,442	₱42,433	₱70,191	₱1,974	₱218,263
Segment Liabilities	₱24,966	₱7,039	₱18,064	₱40,324	₱21,928	₱112,321

#### Geographical Information

The following table shows the distribution of the Group's consolidated revenues to external customers by geographical market, regardless of where the goods were produced:

	June 30, 2015	June 30, 2014	December 31, 2014
Domestic	₱69,356	₱60,287	₱131,359
Foreign	4,927	5,885	11,764
	₱74,283	₱66,172	₱143,123

## 12. Financial Risk Management and Objectives

The Group's principal financial instruments comprise of cash and cash equivalents, receivables, long-term cash investments, due from related parties, AFS investments, accounts and other payables, loans payable and due to related parties. The main purpose of the Group's financial instruments is to provide funding for its business operations and capital expenditures. The Group does not enter into hedging transactions or engage in speculation with respect to financial instruments.

Exposure to credit, liquidity, foreign currency and interest rate 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 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.

#### Credit risk

The Group's credit risks are primarily attributable to its financial assets. To manage credit risks, the Group maintains defined credit policies and monitors on a continuous basis its exposure to credit risks. Given the Group's diverse base of counterparties, it is not exposed to large concentrations of credit risk.

Financial assets comprise of cash and cash equivalents, receivables, due from related parties and AFS investments. 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.

In respect of installment receivables 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. 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 and the requirement for remedial procedures is minimal given the profile of buyers.

#### *Maximum exposure to credit risk after taking into account collateral held or other credit enhancements*

As of June 30, 2015 and December 31, 2014, the maximum exposure to credit risk of the Group's financial assets is equal to its carrying value except for installment contracts receivable with nil exposure to credit risk since the fair value of the related condominium units collateral is greater than the carrying value of the installment contracts receivable.

#### Liquidity risk

The Group monitors its cash flow position, debt maturity profile and overall liquidity position in assessing its exposure to liquidity risk. The Group maintains a level of cash and cash equivalents deemed sufficient to finance operations and to mitigate the effects of fluctuation in cash flows. Accordingly, its loan maturity profile is regularly reviewed to ensure availability of funding through an adequate amount of credit facilities with financial institutions.

Overall, the Group's funding arrangements are designed to keep an appropriate balance between equity and debt, to give financing flexibility while continuously enhancing the Group's businesses. To serve as back-up liquidity, management develops variable funding alternatives either by issuing debt or raising capital.

The table below summarizes the maturity profile of the Group's financial assets and liabilities based on contractual undiscounted payments:

(Amounts in millions)	June 30, 2015 (Unaudited)			Total
	< 1 year	> 1 to < 5 years	> 5 years	
<b>Financial assets</b>				
Cash and cash equivalents*	₱27,471	₱-	₱-	₱27,471
Short-term investments	1,674	-	-	1,674
Receivables	19,956	8,416	797	29,169
Due from related parties	171	-	-	171
AFS investments				
Equity securities				
Quoted	3,022	-	-	3,022
Unquoted	481	-	-	481
Debt securities	16	330	776	1,122
<b>Total undiscounted financial assets</b>	<b>₱52,791</b>	<b>₱8,746</b>	<b>₱1,573</b>	<b>₱63,110</b>
<b>Financial liabilities</b>				
Accounts and other payables	₱20,822	₱822	₱175	₱21,819
Loans payable	6,760	25,389	38,978	71,127
Bonds payable	1,125	12,040	16,333	29,498
Due to related parties	174	-	-	174
Liabilities on purchased properties	909	1,028	1,714	3,651
<b>Total undiscounted financial liabilities</b>	<b>₱29,790</b>	<b>₱39,279</b>	<b>₱57,200</b>	<b>₱126,269</b>
<b>Liquidity Gap</b>	<b>₱23,001</b>	<b>(₱30,533)</b>	<b>(₱55,627)</b>	<b>(₱63,159)</b>

(Amounts in millions)	December 31, 2014			Total
	< 1 year	> 1 to < 5 years	> 5 years	
<b>Financial assets</b>				
Cash and cash equivalents	₱29,702	₱-	₱-	₱29,702
Short-term investments	1,309	-	-	1,309
Receivables	16,771	3,743	522	21,036
Due from related parties	171	-	-	171
AFS investments				
Equity securities				
Quoted	2,549	-	-	2,549
Unquoted	481	-	-	481
Debt securities	26	349	722	1,097
<b>Total undiscounted financial assets</b>	<b>₱51,009</b>	<b>₱4,092</b>	<b>₱1,244</b>	<b>₱56,345</b>
<b>Other financial liabilities</b>				
Accounts and other payables	₱19,948	₱508	₱175	₱20,631
Dividends payable	2,034	-	-	2,034
Loans payable	7,929	32,981	16,993	57,903
Bonds payable	1,126	12,217	16,731	30,074
Due to related parties	176	-	-	176
Liabilities on purchased properties	783	1,982	747	3,512
<b>Total undiscounted financial liabilities</b>	<b>₱31,996</b>	<b>₱47,688</b>	<b>₱34,646</b>	<b>₱114,330</b>
<b>Liquidity Gap</b>	<b>₱19,013</b>	<b>(₱43,596)</b>	<b>(₱33,402)</b>	<b>(₱57,985)</b>

*Foreign currency risk*

Foreign currency risk is the risk that the value of financial instruments will fluctuate due to changes in foreign exchange rate. The Group's foreign currency-denominated financial instruments primarily consist of cash and cash equivalents, accounts receivable and accounts payable. The Group's policy is to maintain foreign currency exposure within acceptable limits.



*Interest rate risk*

The Group's interest rate exposure management policy centers on reducing the Group's 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 maintaining a debt portfolio mix of both fixed and floating interest rates. The portfolio mix is a function of historical, current trend and outlook of interest rates, volatility of short-term interest rates, the steepness of the yield curve and degree of variability of cash flows.

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**13. Fair Value Measurement**

The methods and assumptions used by the Group in estimating the fair value of the financial instruments are as follows:

*Cash and cash equivalents and Other current assets (short-term cash investments)*

The fair value of cash and cash equivalents approximate the carrying amounts at initial recognition due to the short-term maturities these instruments.

*Receivables*

The fair value of receivables due within one year approximates its carrying amounts. The fair values of installment contracts receivable 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 8.00% to 12.00% as of June 30, 2015 and December 31, 2014. For the long-term loan receivable, the Group used discounted cash flow analyses to measure the fair value of the loan and determined that the carrying amount of the loans receivable was not materially different from its calculated fair value.

*Due from and to related parties*

The carrying amounts approximate fair values due to its short term nature. Related party receivables and payables are due and demandable.

*AFS investments - unquoted*

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.

*AFS investments - quoted*

Fair value of quoted AFS investment is based on the quoted market bid prices at the close of business on the reporting date.

*Accounts and other payables*

The fair values of accounts and other payables approximate the carrying amounts due to the short-term nature of these transactions.

*Loans payable*

Current portion of loans payable approximates its fair value due to its short-term maturity. Long-term portion of loans payable subjected to quarterly repricing is not discounted. The interest rates used ranged from 3.75% to 7.10% for the year ended June 30, 2015 and December 31, 2014.

### *Bonds payable*

The fair value of the bonds payable is based on its quoted market price in the Philippine Dealing and Exchange Corporation.

### *Liabilities on purchased properties*

Estimated fair value was based on the discounted value of future cash flows using the applicable interest rates for similar types of loans as of reporting date. Liabilities on purchased properties were incurred in 2012 with 3.00% interest per annum. The Group used discounted cash flow analyses to measure the fair value of the long-term portion of the liabilities on purchased properties and determined that the carrying value was not materially different from its calculated fair value.

The following tables summarize the carrying amount and fair values of financial assets and liabilities, as well as nonfinancial assets, analyzed based on the fair value hierarchy (see accounting policy on Fair Value Measurement), except for assets and liabilities where the carrying values as reflected in the consolidated statements of financial position and related notes approximate their respective fair values.

Carrying Value	June 30, 2015 (Unaudited)			Total	
	Level 1	Level 2	Level 3		
<b>Financial Assets</b>					
Loans and receivables					
Installment contracts receivable	₱9,316	₱-	₱-	₱13,111	₱13,111
AFS investments					
Government securities	798	-	798	-	798
Quoted debt securities	324	324	-	-	324
Quoted equity securities	3,022	3,022	-	-	3,022
<b>Total Financial Assets</b>	<b>₱13,460</b>	<b>₱3,346</b>	<b>₱798</b>	<b>₱13,111</b>	<b>₱17,255</b>
<b>Non-Financial Assets</b>					
Investment properties	₱8,956	₱-	₱-	₱11,180	₱11,180
<b>Financial Liabilities</b>					
Loans payable	₱65,239	₱-	₱68,741	₱-	₱68,741
Bonds payable	21,788	22,599	-	-	22,599
<b>Total Financial Liabilities</b>	<b>₱87,027</b>	<b>₱22,599</b>	<b>₱68,741</b>	<b>₱-</b>	<b>₱91,340</b>

Carrying Value	December 31, 2014			Total	
	Level 1	Level 2	Level 3		
<b>Financial Assets</b>					
Loans and receivables					
Installment contracts receivable	₱7,545	₱-	₱-	₱11,056	₱11,056
AFS investments					
Government securities	781	-	781	-	781
Quoted debt securities	316	316	-	-	316
Quoted equity securities	2,549	2,549	-	-	2,549
<b>Total Financial Assets</b>	<b>₱11,191</b>	<b>₱2,865</b>	<b>₱781</b>	<b>₱11,056</b>	<b>₱14,702</b>
<b>Non-Financial Assets</b>					
Investment properties	₱8,643	₱-	₱-	₱11,141	₱11,141
<b>Financial Liabilities</b>					
Loans payable	₱47,525	₱-	₱49,162	₱-	₱49,162
Bonds payable	21,775	21,517	-	-	21,517
<b>Total Financial Liabilities</b>	<b>₱69,300</b>	<b>₱21,517</b>	<b>₱49,162</b>	<b>₱-</b>	<b>₱70,679</b>

As of June 30, 2015 and December 31, 2014, no transfers were made among the three levels in the fair value hierarchy.

Inputs used in estimating fair values of financial instruments carried at cost and categorized under Level 3 include risk-free rates and applicable risk premium.



The fair value of the Group's investment properties has been determined based on valuations performed by third party valuers. The value of the land was estimated by using the Market Data Approach, a valuation approach that considers the sales, listings and other related market data within the vicinity of the subject properties and establishes a value estimate by processes involving comparison. Valuation of the Group's investment properties are done every three years with the latest valuation report issued in February 2012.

The table below summarizes the valuation techniques used and the significant unobservable inputs valuation for each type of investment properties held by the Group:

	<b>Valuation Techniques</b>	<b>Significant Unobservable Inputs</b>
Land	Market Data Approach	Price per square meter, size, location, shape, time element and corner influence
Building and Land Improvements	Cost Approach and Market Data Approach	Lineal and square meter, current cost of materials, labor and equipment, contractor's profits, overhead, taxes and fees

Description of the valuation techniques and significant unobservable inputs used in the valuation of the Group's investment properties are as follows:

**Valuation Techniques**

**Market Data Approach** A process of comparing the subject property being appraised to similar comparable properties recently sold or being offered for sale.

**Cost Approach** A process of determining the cost to reproduce or replace in new condition the assets appraised in accordance with current market prices for similar assets, with allowance for accrued depreciation on physical wear and tear, and obsolescence.

**Significant Unobservable Inputs**

**Reproduction Cost New** The cost to create a virtual replica of the existing structure, employing the same design and similar building materials.

**Size** Size of lot in terms of area. Evaluate if the lot size of property or comparable conforms to the average cut of the lots in the area and estimate the impact of lot size differences on land value.

**Shape** Particular form or configuration of the lot. A highly irregular shape limits the usable area whereas an ideal lot configuration maximizes the usable area of the lot which is associated in designing an improvement which conforms with the highest and best use of the property.

**Location** Location of comparative properties whether on a Main Road, or secondary road. Road width could also be a consideration if data is available. As a rule, properties located along a Main Road are superior to properties located along a secondary road.

**Time Element** "An adjustment for market conditions is made if general property values have appreciated or depreciated since the transaction dates due to inflation or deflation or a change in investors' perceptions of the market over time". In which case, the current data is superior to historic data.

**Discount** Generally, asking prices in ads posted for sale are negotiable. Discount is the amount the seller or developer is willing to deduct from the posted selling price if the transaction will be in cash or equivalent.

**Corner influence** Bounded by two (2) roads.

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**14. Contingent Liabilities**

In the ordinary course of the Group's operations, certain companies within the Group have pending tax assessments/claims which are in various stages of protest/appeal with the tax authorities, the amounts of which cannot be reasonably estimated. Management believes that the bases of said protest/appeal are legally valid such that the ultimate resolution of these assessments/claims would not have material effects on the Group's interim condensed consolidated financial position and results of operations.

In addition, in order to partially guarantee the completion of Fed Land's ongoing projects, the Parent Company issued Letters of Guarantee (LG) in favor of Housing and Land Use Regulatory Board for a total guarantee amount of ₱1.36 billion as of June 30, 2015 and December 31, 2014.

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**15. Events after Financial Reporting Date**

On August 6, 2015, the Parent Company signed an agreement to acquire 22.68% of Property Company of Friends, Inc. for ₱7.24 billion, subject to closing conditions, with an option to increase its direct shareholding to 51% within the next three years.



**GT CAPITAL HOLDINGS, INC. AND SUBSIDIARIES**  
**SCHEDULE OF FINANCIAL SOUNDNESS INDICATORS**  
**AS OF AND FOR THE PERIODS ENDED JUNE 30, 2015 AND JUNE 30, 2014 (UNAUDITED)**

(Amounts in millions except ratio and %)	2015	2014
<b>Liquidity Ratio</b>		
Current ratio	2.64	1.90
Current assets	₱92,663	₱76,183
Current liabilities	35,063	40,184
<b>Solvency Ratio</b>		
Total liabilities to total equity ratio	1.14	1.04
Total liabilities	127,533	101,648
Total equity	111,865	97,955
Debit to equity ratio	0.81	0.64
Total debt	90,105	62,283
Total equity	111,865	97,955
<b>Asset to Equity Ratio</b>		
Asset equity ratio	2.82	2.73
Total assets	239,398	199,603
Equity attributable to Parent Company	84,860	73,229
<b>Interest Rate Coverage Ratio*</b>		
Interest rate coverage ratio	6.25	5.49
Earnings before interest and taxes (EBIT)	12,186	8,791
Interest expense	1,951	1,601
<b>Profitability Ratio</b>		
Return on average assets (Year-to-date)	2.46%	2.02%
Net income attributable to Parent Company	5,622	3,965
Total assets	239,398	199,603
Average assets	228,831	195,982
Return on Average Equity (Year-to-date)	6.85%	5.52%
Net income attributable to Parent Company	5,622	3,965
Equity attributable to Parent Company	84,860	73,229
Average equity attributable to Parent Company	82,104	71,877

\*computed as EBIT/Interest Expense