108152016002548

SECURITIES AND EXCHANGE COMMISSION

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Company Information

SEC Registration No.	CS200803939
Company Name	TOP FRONTIER INVESTMENT HOLDINGS INC.
Industry Classification	Financial Holding Company Activities
Company Type	Stock Corporation

Document Information

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(Company's Full Name)

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

Virgilio S. Jacinto
Contact Person

(02) 632-3481
Company Telephone Number

1	2		3	1
Month			Day	

Fiscal Year

SEC Form 17-Q
(2nd Quarter 2016)
FORM TYPE

0	7		0	9
Month			Day	

Annual Meeting

Secondary License Type, If Applicable

Dept. Requiring this Doc.

Amended Articles Number/Section

Total Amount of Borrowings

Total No. of Stockholders

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document I. D.

Cashier

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SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-Q

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

1. For the quarterly period ended **JUNE 30, 2016**

2. SEC Identification Number **CS200803939** 3. BIR Tax Identification No. **006-990-128**

4. **TOP FRONTIER INVESTMENT HOLDINGS, INC.**
   Exact name of issuer as specified in its charter

5. **Philippines**
   Province, country or other jurisdiction of incorporation or organization

6. Industry Classification Code: ____________ (SEC Use Only)

7. **5th Floor, ENZO Building, No. 399 Sen. Gil J. Puyat Ave., Makati City** — **1200**
   Address of issuer's principal office — Postal Code

8. **(02) 632-3673**
   Issuer's telephone number, including area code

9. **N/A**
   Former name, former address and former fiscal year, if changed since last report

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 common stock outstanding and amount of debt outstanding (as of June 30, 2016)
Common Shares	**332,886,167***

Net of the 157,310,033 common shares held in Treasury

Total Liabilities	**P932,957 million**

11. Are any or all of the securities listed on a Stock Exchange?

    Yes [√] No [ ]

    If yes, state the name of such Stock Exchange and the class/es of securities listed therein:

    Philippine Stock Exchange **Common Shares**

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.

The unaudited consolidated financial statements of Top Frontier Investment Holdings, Inc. ("Top Frontier" or "Parent Company") and its subsidiaries (collectively, the "Group") as of and for the period ended June 30, 2016 (with comparative figures as of December 31, 2015 and for the period ended June 30, 2015) and Selected Notes to the Consolidated Financial Statements is hereto attached as Annex "A".

Item 2. Management's Discussion and Analysis of Financial Position and Financial Performance.

The information required by Part III, Paragraph (A)(2)(b) of "Annex C" is attached hereto as **Annex "B"**.

PART II -- OTHER INFORMATION

There are no other information to be disclosed under this Part II which has not been previously reported by Top Frontier in a report under SEC Form 17-C.

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	**TOP FRONTIER INVESTMENT HOLDINGS, INC.**
Signature and Title	**AURORA T. CALDERON** Director/Treasurer/Authorized Signatory
Date	August 15, 2016
Signature and Title	**BELLA O. NAVARRA** Chief Finance Officer/Authorized Signatory
Date	August 15, 2016

ANNEX "A"

TOP FRONTIER INVESTMENT HOLDINGS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
JUNE 30, 2016 AND DECEMBER 31, 2015
(In Millions)

ASSETS

	2016 Unaudited	2015 Audited
Current Assets		
Cash and cash equivalents (Notes 9 and 10)	**₱ 190,000**	₱ 181,134
Trade and other receivables - net (Notes 5, 9 and 10)	**121,775**	97,984
Inventories	**76,551**	64,148
Current portion of biological assets - net	**3,493**	3,319
Prepaid expenses and other current assets (Notes 9 and 10)	**72,857**	73,826
Total Current Assets	**464,676**	420,411
Noncurrent Assets		
Investments and advances - net	**25,168**	27,154
Available-for-sale financial assets (Notes 9 and 10)	**5,984**	5,948
Property, plant and equipment - net (Note 6)	**556,910**	561,107
Investment property - net	**8,409**	6,810
Biological assets - net of current portion	**2,239**	2,177
Goodwill - net	**50,750**	49,230
Other intangible assets - net	**227,710**	246,999
Deferred tax assets	**18,093**	17,007
Other noncurrent assets - net (Notes 5, 9 and 10)	**37,209**	32,822
Total Noncurrent Assets	**932,472**	949,254
	₱ 1,397,148	₱ 1,369,665

LIABILITIES AND EQUITY

	2016 Unaudited	2015 Audited
Current Liabilities		
Loans payable (Notes 5, 9 and 10)	**₱ 155,614**	₱ 148,026
Accounts payable and accrued expenses (Notes 5, 9 and 10)	**119,005**	114,297
Finance lease liabilities - current portion (Notes 9 and 10)	**18,113**	16,339
Income and other taxes payable	**15,439**	13,992
Dividends payable	**3,172**	1,446
Current maturities of long-term debt - net of debt issue costs (Notes 5, 9 and 10)	**12,371**	69,394
Total Current Liabilities	**323,714**	363,494
Noncurrent Liabilities		
Long-term debt - net of current maturities and debt issue costs (Notes 5, 9 and 10)	**340,521**	332,436
Deferred tax liabilities	**58,991**	56,785
Finance lease liabilities - net of current portion (Notes 9 and 10)	**172,713**	183,195
Other noncurrent liabilities (Notes 5, 9 and 10)	**37,018**	45,167
Total Noncurrent Liabilities	**609,243**	617,583
Equity		
Equity Attributable to Equity Holders of the Parent Company		
Capital stock - common	**490**	490
Capital stock - preferred	**260**	260
Convertible perpetual securities	**25,162**	-
Additional paid-in capital	**120,501**	120,501
Equity reserve	**(4,301)**	(1,184)
Reserve for retirement plan	**(2,260)**	(2,271)
Cumulative translation adjustments	**(236)**	(261)
Retained earnings:		
Appropriated	**13,325**	13,874
Unappropriated	**50,829**	36,759
Treasury stock	**(76,780)**	(76,780)
	126,990	91,388
Non-controlling Interests	**337,201**	297,200
Total Equity	**464,191**	388,588
	₱ 1,397,148	₱ 1,369,665

Note: See accompanying Management Discussion and Analysis and Selected Notes to the Consolidated Financial Statements.

CERTIFIED CORRECT:

BELLA O. NAVARRA
Chief Finance Officer

TOP FRONTIER INVESTMENT HOLDINGS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF INCOME
FOR THE PERIODS ENDED JUNE 30, 2016 AND 2015
(In Millions, Except Per Share Data)

	2016 Unaudited	2015 Unaudited (As Restated)	For the Quarters Ended 2016 Unaudited	For the Quarters Ended 2015 Unaudited (As Restated)
SALES (Note 2)	P 329,162	P 334,069	P 170,027	P 176,728
COST OF SALES	242,131	265,523	121,952	138,149
GROSS PROFIT	87,031	68,546	48,075	38,579
SELLING AND ADMINISTRATIVE EXPENSES	(39,814)	(28,968)	(23,484)	(14,872)
INTEREST EXPENSE AND OTHER FINANCING CHARGES	(16,400)	(15,006)	(7,935)	(7,816)
INTEREST INCOME	1,891	2,222	937	1,018
EQUITY IN NET EARNINGS (LOSSES) OF ASSOCIATES AND JOINT VENTURES	82	265	(97)	(39)
GAIN ON SALE OF INVESTMENTS AND PROPERTY AND EQUIPMENT	35	31	38	153
OTHER INCOME (CHARGES) - Net (Note 4)	435	(2,049)	(5,406)	(1,889)
INCOME BEFORE INCOME TAX FROM CONTINUING OPERATIONS	33,260	25,041	12,128	15,134
INCOME TAX EXPENSE	10,327	8,359	4,381	4,769
INCOME FROM CONTINUING OPERATIONS	22,933	16,682	7,747	10,365
INCOME (LOSS) AFTER INCOME TAX FROM DISCONTINUED OPERATIONS (Note 3)	12,248	(609)	12,833	(423)
NET INCOME	P 35,181	P 16,073	P 20,580	P 9,942
Attributable to:				
Equity holders of the Parent Company	P 13,521	P 3,374	P 8,546	P 1,930
Non-controlling interests	21,660	12,699	12,034	8,012
	P 35,181	P 16,073	P 20,580	P 9,942
Basic/Diluted Earnings Per Common Share From Continuing Operations, Attributable to Equity Holders of the Parent Company (Note 7)	P 16.55	P 11.52	P 0.23	P 6.74

Note: See accompanying Management Discussion and Analysis and Selected Notes to the Consolidated Financial Statements.

CERTIFIED CORRECT:

BELLA O. NAVARRA
Chief Finance Officer

TOP FRONTIER INVESTMENT HOLDINGS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
FOR THE PERIODS ENDED JUNE 30, 2016 AND 2015
(In Millions)

	2016 Unaudited	2015 Unaudited	For the Quarters Ended 2016 Unaudited	For the Quarters Ended 2015 Unaudited
NET INCOME	**₱ 35,181**	₱ 16,073	**₱ 20,580**	₱ 9,942
OTHER COMPREHENSIVE INCOME (LOSS)				
ITEMS THAT WILL NOT BE RECLASSIFIED TO PROFIT OR LOSS				
EQUITY RESERVE FOR RETIREMENT PLAN	**11**	2	**(2)**	(1)
INCOME TAX BENEFIT (EXPENSE)	**(1)**	(1)	**3**	-
SHARE IN OTHER COMPREHENSIVE INCOME (LOSS) OF ASSOCIATES AND JOINT VENTURES - Net	**14**	191	**14**	(31)
	24	192	**15**	(32)
ITEMS THAT MAY BE RECLASSIFIED TO PROFIT OR LOSS				
GAIN (LOSS) ON EXCHANGE DIFFERENCES ON TRANSLATION OF FOREIGN OPERATIONS	**14**	(1,620)	**(1,323)**	(120)
NET GAIN ON AVAILABLE-FOR-SALE FINANCIAL ASSETS	**23**	253	**234**	106
INCOME TAX EXPENSE	**(5)**	(25)	**(26)**	(24)
	32	(1,392)	**(1,115)**	(38)
OTHER COMPREHENSIVE INCOME (LOSS) - Net of tax	**56**	(1,200)	**(1,100)**	(70)
TOTAL COMPREHENSIVE INCOME - Net of tax	**₱ 35,237**	₱ 14,873	**₱ 19,480**	₱ 9,872
Attributable to:				
Equity holders of the Parent Company	**₱ 13,557**	₱ 3,238	**₱ 8,790**	₱ 1,921
Non-controlling interests	**21,680**	11,635	**10,690**	7,951
	₱ 35,237	₱ 14,873	**₱ 19,480**	₱ 9,872

Note: See accompanying Management Discussion and Analysis and Selected Notes to the Consolidated Financial Statements.

CERTIFIED CORRECT:

BELLA O. NAVARRA
Chief Finance Officer

TOP FRONTIER INVESTMENT HOLDINGS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
FOR THE PERIODS ENDED JUNE 30, 2016 AND 2015
(In Millions)

	Equity Attributable to Equity Holders of the Parent Company													Non-controlling Interests	Total Equity
	Capital Stock		Convertible Perpetual Securities	Additional Paid-in Capital	Equity Reserve	Reserve for Retirement Plan	Cumulative Translation Adjustments		Retained Earnings		Treasury Stock		Total		
	Common	Preferred					Translation Reserve	Fair Value Reserve	Appropriated	Unappropriated	Common	Preferred			
As of January 1, 2016 (Audited)	₱ 490	₱ 260	₱ -	₱ 120,501	₱ (1,184)	₱ (2,271)	₱ (1,517)	₱ 1,256	₱ 13,874	₱ 36,759	₱ (28,457)	₱ (48,323)	₱ 91,388	₱ 297,200	₱ 388,588
Gain (loss) on exchange differences on translation of foreign operations	-	-	-	-	-	-	17	-	-	-	-	-	17	(3)	14
Share in other comprehensive income of associates and joint ventures - net	-	-	-	-	-	-	-	7	-	-	-	-	7	7	14
Net gain on available-for-sale financial assets	-	-	-	-	-	-	-	1	-	-	-	-	1	17	18
Equity reserve for retirement plan	-	-	-	-	-	11	-	-	-	-	-	-	11	(1)	10
Other comprehensive income	-	-	-	-	-	11	17	8	-	-	-	-	36	20	56
Net income	-	-	-	-	-	-	-	-	-	13,521	-	-	13,521	21,660	35,181
Total comprehensive income	-	-	-	-	-	11	17	8	-	13,521	-	-	13,557	21,680	35,237
Issuance of convertible perpetual securities	-	-	25,162	-	-	-	-	-	-	-	-	-	25,162	-	25,162
Net addition (reduction) to non-controlling interests and others	-	-	-	-	(3,117)	-	-	-	-	-	-	-	(3,117)	30,049	26,932
Reversal of appropriations - net	-	-	-	-	-	-	-	-	(549)	549	-	-	-	-	-
Cash dividends and distributions:															
Common	-	-	-	-	-	-	-	-	-	-	-	-	-	(4,326)	(4,326)
Preferred	-	-	-	-	-	-	-	-	-	-	-	-	-	(4,037)	(4,037)
Undated subordinated capital securities	-	-	-	-	-	-	-	-	-	-	-	-	-	(3,365)	(3,365)
As of June 30, 2016 (Unaudited)	₱ 490	₱ 260	₱ 25,162	₱ 120,501	₱ (4,301)	₱ (2,260)	₱ (1,500)	₱ 1,264	₱ 13,325	₱ 50,829	₱ (28,457)	₱ (48,323)	₱ 126,990	₱ 337,201	₱ 464,191
As of January 1, 2015 (Audited)	₱ 490	₱ 260	₱ -	₱ 120,501	₱ (152)	₱ (714)	₱ (352)	₱ 776	₱ 15,964	₱ 34,497	₱ (28,457)	₱ (48,323)	₱ 94,490	₱ 299,988	₱ 394,478
Loss on exchange differences on translation of foreign operations	-	-	-	-	-	-	(380)	-	-	-	-	-	(380)	(1,240)	(1,620)
Share in other comprehensive income of associates and joint ventures - net	-	-	-	-	-	-	-	131	-	-	-	-	131	60	191
Net gain on available-for-sale financial assets	-	-	-	-	-	-	-	112	-	-	-	-	112	116	228
Equity reserve for retirement plan	-	-	-	-	-	1	-	-	-	-	-	-	1	-	1
Other comprehensive income (loss)	-	-	-	-	-	1	(380)	243	-	-	-	-	(136)	(1,064)	(1,200)
Net income	-	-	-	-	-	-	-	-	-	3,374	-	-	3,374	12,699	16,073
Total comprehensive income (loss)	-	-	-	-	-	1	(380)	243	-	3,374	-	-	3,238	11,635	14,873
Net addition to non-controlling interests and others	-	-	-	-	216	-	-	-	-	-	-	-	216	4,781	4,997
Appropriations - net	-	-	-	-	-	-	-	-	2,685	(2,685)	-	-	-	-	-
Cash dividends and distributions:															
Common	-	-	-	-	-	-	-	-	-	-	-	-	-	(4,171)	(4,171)
Preferred	-	-	-	-	-	-	-	-	-	-	-	-	-	(2,656)	(2,656)
Undated subordinated capital securities	-	-	-	-	-	-	-	-	-	-	-	-	-	(2,485)	(2,485)
As of June 30, 2015 (Unaudited)	₱ 490	₱ 260	₱ -	₱ 120,501	₱ 64	₱ (713)	₱ (732)	₱ 1,019	₱ 18,649	₱ 35,186	₱ (28,457)	₱ (48,323)	₱ 97,944	₱ 307,092	₱ 405,036

Note: See accompanying Management Discussion and Analysis and Selected Notes to the Consolidated Financial Statements.

CERTIFIED CORRECT:

BELLA O. NAVARRA
Chief Finance Officer

TOP FRONTIER INVESTMENT HOLDINGS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE PERIODS ENDED JUNE 30, 2016 AND 2015
(In Millions)

	2016 Unaudited	2015 Unaudited (As Restated)
CASH FLOWS FROM OPERATING ACTIVITIES		
Income before income tax from continuing operations	**₱ 33,260**	₱ 25,041
Income (loss) from discontinued operations (Note 3)	**13,195**	(523)
Income before income tax	**46,455**	24,518
Adjustments for:		
Depreciation, amortization and others - net	**16,927**	14,114
Interest expense and other financing charges	**16,406**	15,008
Interest income	**(1,905)**	(2,233)
Equity in net earnings of associates and joint ventures	**(82)**	(67)
Gain from disposal of discontinued operations (Note 3)	**(14,002)**	-
Gain on sale of investments and property and equipment	**(35)**	(31)
Operating income before working capital changes	**63,764**	51,309
Changes in noncash current assets, certain current liabilities and others	**(8,568)**	(22,069)
Cash generated from operations	**55,196**	29,240
Interest and other financing charges paid	**(13,125)**	(12,301)
Income taxes paid	**(9,611)**	(6,814)
Net cash flows provided by operating activities	**32,460**	10,125
CASH FLOWS FROM INVESTING ACTIVITIES		
Acquisition of subsidiaries	**(1,724)**	(1,095)
Cash and cash equivalents acquired from business combination, net of cash paid	**-**	14,415
Additions to investments and advances	**(539)**	(1,500)
Additions to property, plant and equipment	**(15,929)**	(25,007)
Increase in other noncurrent assets and others	**(21,036)**	(5,301)
Proceeds from sale of investments and property and equipment	**136**	698
Proceeds from disposal of discontinued operations, net of cash and cash equivalents disposed of (Note 3)	**24,154**	-
Interest received	**1,827**	2,173
Dividends received from an associate and available-for-sale financial assets	**14**	9
Net cash flows used in investing activities	**(13,097)**	(15,608)
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from:		
Short-term borrowings	**321,318**	390,088
Long-term borrowings	**28,809**	24,425
Payments of:		
Short-term borrowings	**(318,516)**	(413,905)
Long-term borrowings	**(72,699)**	(24,292)
Payments of finance lease liabilities	**(11,855)**	(10,997)
Cash dividends and distributions paid to non-controlling shareholders	**(10,002)**	(10,320)
Proceeds from reissuance of treasury shares of a subsidiary	**29,722**	20,956
Net proceeds from issuance of preferred shares of a subsidiary	**-**	14,884
Proceeds from issuance of convertible perpetual securities - net	**25,162**	-
Redemption of preferred shares of subsidiaries	**-**	(40,642)
Net increase (decrease) in non-controlling interests	**(2,905)**	582
Net cash flows used in financing activities	**(10,966)**	(49,221)
EFFECT OF EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS	**469**	2,091
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	**8,866**	(52,613)
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE YEAR	**181,134**	258,763
CASH AND CASH EQUIVALENTS AT END OF THE PERIOD	**₱ 190,000**	₱ 206,150

Note: See accompanying Management Discussion and Analysis and Selected Notes to the Consolidated Financial Statements.

CERTIFIED CORRECT:

BELLA O. NAVARRA
Chief Finance Officer

TOP FRONTIER INVESTMENT HOLDINGS, INC. AND SUBSIDIARIES
TRADE AND OTHER RECEIVABLES
JUNE 30, 2016
(In Millions)

			Past Due		
	Total	**Current**	**1 - 30 Days**	**31 - 60 Days**	**Over 60 Days**
Trade	55,181	41,623	4,601	1,400	7,557
Non-trade	64,886	49,726	954	503	13,703
Others	12,719	11,930	10	4	775
Total	132,786	103,279	5,565	1,907	22,035
Less allowance for impairment losses	11,011				
Net	**121,775**				

TOP FRONTIER INVESTMENT HOLDINGS, INC. AND SUBSIDIARIES
FINANCIAL SOUNDNESS INDICATORS

The following are the major performance measures that Top Frontier Investment Holdings, Inc. and Subsidiaries (the Group) uses. Analyses are employed by comparisons and measurements based on the financial data as of June 30, 2016 and December 31, 2015 for liquidity, solvency and profitability ratios and for the periods ending June 30, 2016 and 2015 for operating efficiency ratios.

	June 2016	December 2015
Liquidity:		
Current Ratio	**1.44**	1.16
Solvency:		
Debt to Equity Ratio	**2.01**	2.52
Asset to Equity Ratio	**3.01**	3.52
Profitability:		
Return on Average Equity Attributable to Equity Holders of the Parent Company	**9.45%**	0.19%
Interest Rate Coverage Ratio	**3.90**	3.56

	Period Ended June 30	
	2016	2015
Operating Efficiency:		
Volume Growth	**11%**	6%
Revenue Growth	**(1%)**	(17%)
Operating Margin	**14%**	12%

The manner by which the Group calculates the key performance indicators is as follows:

KPI	Formula
Current Ratio	$\dfrac{\text{Current Assets}}{\text{Current Liabilities}}$
Debt to Equity Ratio	$\dfrac{\text{Total Liabilities (Current + Noncurrent)}}{\text{Equity + Non-controlling Interests}}$
Asset to Equity Ratio	$\dfrac{\text{Total Assets (Current + Noncurrent)}}{\text{Equity + Non-controlling Interests}}$
Return on Average Equity	$\dfrac{\text{Net Income Attributable to Equity Holders of the Parent Company*}}{\text{Average Equity Attributable to Equity Holders of the Parent Company}}$
Interest Rate Coverage Ratio	$\dfrac{\text{Earnings Before Interests, Taxes, Depreciation and Amortization}}{\text{Interest Expense and Other Financing Charges}}$
Volume Growth	$\left(\dfrac{\text{Sum of all Businesses' Revenue at Prior Period Prices}}{\text{Prior Period Net Sales}}\right) -1$
Revenue Growth	$\left(\dfrac{\text{Current Period Net Sales}}{\text{Prior Period Net Sales}}\right) -1$
Operating Margin	$\dfrac{\text{Income from Operating Activities}}{\text{Net Sales}}$

* *Annualized for quarterly reporting*

SELECTED NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(Amounts in Millions, Except Per Share Data)

1. **Summary of Significant Accounting and Financial Reporting Policies**

The Group prepared its interim consolidated financial statements as of and for the period ended June 30, 2016 and comparative financial statements for the same period in 2015 following the new presentation rules under Philippine Accounting Standard (PAS) No. 34, *Interim Financial Reporting*. The consolidated financial statements of the Group have been prepared in compliance with Philippine Financial Reporting Standards (PFRS).

The consolidated financial statements are presented in Philippine peso and all financial information are rounded off to the nearest million (000,000), except when otherwise indicated.

The principal accounting policies and methods adopted in preparing the interim consolidated financial statements of the Group are the same as those followed in the most recent annual audited consolidated financial statements.

Adoption of New and Amended Standards
The Financial Reporting Standards Council (FRSC) approved the adoption of a number of new and amended standards and interpretation as part of PFRS.

Amendments to Standards Adopted in 2016

The Group has adopted the following PFRS starting January 1, 2016 and accordingly, changed its accounting policies in the following areas:

- Disclosure Initiative (*Amendments to PAS 1, Presentation of Financial Statements*). The amendments clarify the following: (i) the materiality requirements in PAS 1; (ii) that specific line items in the consolidated statements of income, consolidated statements of comprehensive income and the consolidated statements of financial position may be disaggregated; (iii) that entities have flexibility as to the order in which they present the notes to the consolidated financial statements; and (iv) that share of other comprehensive income of associates and joint ventures accounted for using the equity method must be presented in aggregate as a single line item, and classified between those items that will or will not be subsequently reclassified to profit or loss. Furthermore, the amendments clarify the requirements that apply when additional subtotals are presented in the consolidated statements of financial position, the consolidated statements of income and consolidated statements of comprehensive income.

- Accounting for Acquisitions of Interests in Joint Operations *(Amendments to PFRS 11, Joint Arrangements).* The amendments require business combination accounting to be applied to acquisitions of interests in a joint operation that constitutes a business. Business combination accounting also applies to the acquisition of additional interests in a joint operation while the joint operator retains joint control. The additional interest acquired will be measured at fair value. The previously held interests in the joint operation will not be remeasured. The amendments place the focus firmly on the definition of a business, because this is key to determining whether the acquisition is accounted for as a business combination or as the acquisition of a collection of assets. As a result, this places pressure on the judgment applied in making this determination.

- Clarification of Acceptable Methods of Depreciation and Amortization *(Amendments to PAS 16, Property, Plant and Equipment and PAS 38, Intangible Assets).* The amendments to PAS 38 introduce a rebuttable presumption that the use of revenue-based amortization methods for intangible assets is inappropriate. This presumption can be overcome only when revenue and the consumption of the economic benefits of the intangible asset are highly correlated, or when the intangible asset is expressed as a measure of revenue. The amendments to PAS 16 explicitly state that revenue-based methods of depreciation cannot be used for property, plant and equipment. This is because such methods reflect factors other than the consumption of economic benefits embodied in the asset - e.g., changes in sales volumes and prices.

- *Annual Improvements to PFRS Cycles 2012-2014* contain changes to four standards, of which the following are applicable to the Group:

  - Changes in Method for Disposal *(Amendments to PFRS 5, Noncurrent Assets Held for Sale and Discontinued Operations).* PFRS 5 is amended to clarify that: (a) if an entity changes the method of disposal of an asset or disposal group - i.e., reclassifies an asset or disposal group from held-for-distribution to owners to held-for-sale, or vice versa, without any time lag - the change in classification is considered a continuation of the original plan of disposal and the entity continues to apply held-for-distribution or held-for-sale accounting. At the time of the change in method, the entity measures the carrying amount of the asset or disposal group and recognizes any write-down (impairment loss) or subsequent increase in the fair value of the asset or disposal group, less costs to sell or distribute; and (b) if an entity determines that an asset or disposal group no longer meets the criteria to be classified as held-for-distribution, then it ceases held-for-distribution accounting in the same way as it would cease held-for-sale accounting. Any change in method of disposal or distribution does not, in itself, extend the period in which a sale has to be completed. The amendments to PFRS 5 are applied prospectively in accordance with PAS 8, *Accounting Policies, Changes in Accounting Estimates and Errors*.

  - *Disclosure of information "elsewhere in the interim financial report' (Amendment to PAS 34).* PAS 34 is amended to clarify that certain disclosures, if they are not included in the notes to interim financial statements, may be disclosed "elsewhere in the interim financial report" – i.e., incorporated by cross-reference from the interim financial statements to another part of the interim financial report (e.g., management commentary or risk report). The interim financial report is incomplete if the interim financial statements and any disclosure incorporated by cross reference are not made available to users of the interim financial statements on the same terms and at the same time. The amendment to PAS 34 is applied retrospectively, in accordance with PAS 8.

Except as otherwise indicated, the adoption of these foregoing amended standards did not have a material effect on the interim consolidated financial statements.

New and Amended Standards Not Yet Adopted

A number of new and amended standards are effective for annual periods beginning after January 1, 2016 and have not been applied in preparing the interim consolidated financial statements. Unless otherwise indicated, none of these is expected to have a significant effect on the interim consolidated financial statements.

The Group will adopt the following new and amended standards on the respective effective dates:

- PFRS 9 (2014), *Financial Instruments*, replaces PAS 39, *Financial Instruments: Recognition and Measurement,* and supersedes the previously published versions of PFRS 9 that introduced new classifications and measurement requirements (in 2009 and 2010) and a new hedge accounting model (in 2013). PFRS 9 includes revised guidance on the classification and measurement of financial assets, including a new expected credit loss model for calculating impairment of all financial assets that are not measured at FVPL, which generally depends on whether there has been a significant increase in credit risk since initial recognition of a financial asset, and supplements the new general hedge accounting requirements published in 2013. The new model on hedge accounting requirements provides significant improvements by aligning hedge accounting more closely with risk management. The new standard is required to be applied retrospectively for annual periods beginning on or after January 1, 2018. Early adoption is permitted.

- PFRS 16, *Leases,* supersedes PAS 17, *Leases,* and the related Philippine Interpretations. The new standard introduces a single lease accounting model for lessees under which all major leases are recognized on-balance sheet, removing the lease classification test. Lease accounting for lessors essentially remains unchanged except for a number of details including the application of the new lease definition, new sale-and-leaseback guidance, new sub-lease guidance and new disclosure requirements. Practical expedients and targeted reliefs were introduced including an optional lessee exemption for short-term leases (leases with a term of 12 months or less) and low-value items, as well as the permission of portfolio-level accounting instead of applying the requirements to individual leases. New estimates and judgmental thresholds that affect the identification, classification and measurement of lease transactions, as well as requirements to reassess certain key estimates and judgments at each reporting date were introduced. PFRS 16 is effective for annual periods beginning on or after January 1, 2019. Earlier application is not permitted until the FRSC has adopted PFRS 15, *Revenue from Contracts with Customers*. The Group is currently assessing the potential impact of PFRS 16 and plans to adopt this new standard on leases on the required effective date once adopted locally.

- PFRS 15 replaces PAS 11, *Construction Contracts*, PAS 18, *Revenue*, IFRIC 13, *Customer Loyalty Programmes*, IFRIC 18, *Transfer of Assets from Customers* and Standard Interpretation Committee - 31, *Revenue - Barter Transactions Involving Advertising Services*. The new standard introduces a new revenue recognition model for contracts with customers which specifies that revenue should be recognized when (or as) a company transfers control of goods or services to a customer at the amount to which the company expects to be entitled. Depending on whether certain criteria are met, revenue is recognized over time, in a manner that best reflects the company's performance, or at a point in time, when control of the goods or services is transferred to the customer. The standard does not apply to insurance contracts, financial instruments or lease contracts, which fall in the scope of other PFRS. It also does not apply if two companies in the same line of business exchange nonmonetary assets to facilitate sales to other parties. Furthermore, if a contract with a customer is partly in the scope of another PFRS, then the guidance on separation and measurement contained in the other PFRS takes precedence.

However, the FRSC has yet to issue/approve this new revenue standard for local adoption pending completion of a study by the Philippine Interpretations Committee on its impact on the real estate industry. If approved, the standard is effective for annual periods beginning on or after January 1, 2018, with early adoption permitted.

- Philippine Interpretation IFRIC 15, *Agreements for the Construction of Real Estate*, applies to the accounting for revenue and associated expenses by entities that undertake the construction of real estate directly or through subcontractors. It provides guidance on the recognition of revenue among real estate developers for sale of units, such as apartments or houses, 'off plan'; i.e., before construction is completed. It also provides guidance on how to determine whether an agreement for the construction of real estate is within the scope of PAS 11 or PAS 18 and the timing of revenue recognition. The SEC issued a notice dated August 5, 2011 that defers the adoption of this interpretation indefinitely.

- *Disclosure initiative (Amendments to PAS 7, Statement of Cash Flows)*. The amendments address financial statements users' requests for improved disclosures about an entity's net debt relevant to understanding an entity's cash flows. The amendments require entities to provide disclosures that enable users of the consolidated financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes – e.g. by providing a reconciliation between the opening and closing balances in the consolidated statements of financial position for liabilities arising from financing activities. If the required disclosure is provided in combination with disclosures of changes in other assets and liabilities, it shall disclose the changes in liabilities arising from financing activities separately from changes in those other assets and liabilities. On February 17, 2016, the FRSC has adopted the amendments to PAS 7, which apply prospectively for annual periods beginning on or after January 1, 2017 with early adoption permitted. When the Group first applies those amendments, it is not required to provide comparative information for preceding periods.

- *Recognition of Deferred Tax Assets for Unrealized Losses (Amendments to PAS 12)*. The amendments clarify that:

  - the existence of a deductible temporary difference depends solely on a comparison of the carrying amount of an asset and its tax base at the end of the reporting period, and is not affected by possible future changes in the carrying amount or expected manner of recovery of the asset;

  - the calculation of future taxable profit in evaluating whether sufficient taxable profit will be available in future periods excludes tax deductions resulting from the reversal of the deductible temporary differences;

  - the estimate of probable future taxable profit may include the recovery of some of an entity's assets for more than their carrying amount if there is sufficient evidence that it is probable that the entity will achieve this; and

  - an entity assesses a deductible temporary difference related to unrealized losses in combination with all of its other deductible temporary differences, unless a tax law restricts the utilization of losses to deduction against income of a specific type.

On February 17, 2016, the FRSC has adopted the Amendments to PAS 12, which will become effective for annual periods beginning on or after January 1, 2017.

- Sale or Contribution of Assets between an Investor and its Associate or Joint Venture (Amendments to PFRS 10, *Consolidated Financial Statements* and PAS 28, *Investments in Associates*). The amendments address an inconsistency in the requirements in PFRS 10 and PAS 28 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.

  Originally, the amendments apply prospectively for annual periods beginning on or after January 1, 2016 with early adoption permitted. However on January 13, 2016, the FRSC decided to postpone the effective date until the International Accounting Standards Board has completed its broader review of the research project on equity accounting that may result in the simplification of accounting for such transactions and of other aspects of accounting for associates and joint ventures.

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2. Segment Information

Operating Segments

The reporting format of the Group's operating segments is determined based on the Group's risks and rates of return which are affected predominantly by differences in the products and services produced. The operating businesses are organized and managed separately according to the nature of the products produced and services provided, with each segment representing a strategic business unit that offers different products and serves different markets.

The Group's reportable segments are beverage, food, packaging, energy, fuel and oil, infrastructure and mining.

The beverage segment produces and markets alcoholic and non-alcoholic beverages.

The food segment includes, among others, poultry operations, livestock farming, and processing and selling of meat products, processing and marketing of refrigerated and canned meat products, manufacturing and marketing of feeds and flour products, cooking oil, biscuits, breadfill desserts and dairy-based products, importation and marketing of coffee and coffee-related products and grain terminal handling.

The packaging segment is involved in the production and marketing of packaging products including, among others, glass containers, glass molds, polyethylene terephthalate (PET) bottles and preforms, PET recycling, plastic closures, corrugated cartons, woven polypropylene, kraft sacks and paperboard, pallets, flexible packaging, plastic crates, plastic floorings, plastic films, plastic trays, plastic pails and tubs, metal closures and two-piece aluminum cans, woven products, industrial laminates and radiant barriers. It is also involved in crate and plastic pallet leasing, PET bottle filling graphics design, packaging research and testing, packaging development and consultation, contract packaging and trading.

The energy segment is engaged in power generation, distribution and trading and coal mining. The power generation assets supply electricity to a variety of customers, including Manila Electric Company, electric cooperatives, industrial customers and the Philippine Wholesale Electricity Spot Market.

The fuel and oil segment is engaged in refining and marketing of petroleum products.

The infrastructure segment is engaged in the business of construction and development of various infrastructure projects such as airports, roads, highways, toll roads, freeways, skyways, flyovers, viaducts and interchanges.

The mining segment is engaged in exploration, development and commercial utilization of nickel, cobalt, chrome, iron, gold and other mineral deposits.

Inter-segment Transactions

Segment revenues, expenses and performance include sales and purchases between operating segments. Transfer prices between operating segments are set on an arm's length basis in a manner similar to transactions with third parties. Such transactions are eliminated in consolidation.

Financial information about reportable segments follows:

	Beverage		Food		Packaging		Energy		Fuel and Oil		Infrastructure		Mining and Others		Eliminations		Consolidated	
	2016	2015	**2016**	2015	**2016**	2015	**2016**	2015	**2016**	2015	**2016**	2015	**2016**	2015	**2016**	2015	**2016**	2015
Sales																		
External sales	**P55,719**	P46,757	**P53,110**	P50,504	**P10,156**	P9,736	**P36,052**	P36,079	**P158,128**	P183,440	**P9,779**	P5,335	**P6,218**	P2,218	**P –**	P –	**P329,162**	P334,069
Inter-segment sales	**91**	498	**44**	4	**3,355**	2,277	**5,020**	4,376	**3,735**	2,611	**–**	–	**5,272**	7,724	**(17,517)**	(17,490)	**–**	–
Total sales	**P55,810**	P47,255	**P53,154**	P50,508	**13,511**	12,013	**P41,072**	P40,455	**P161,863**	P186,051	**P9,779**	P5,335	**P11,490**	P9,942	**(P17,517)**	(P17,490)	**P329,162**	P334,069
Results																		
Segment results	**P12,662**	P10,795	**P3,452**	P2,590	**P1,099**	P872	**P15,369**	P13,278	**P11,463**	P8,860	**P5,035**	P2,987	**(P1,334)**	P155	**(P529)**	P41	**P47,217**	P39,578

3. Discontinued Operations

On May 30, 2016, San Miguel Corporations (SMC) entered into agreements with Philippine Long Distance Telephone Company (PLDT) and Globe Telecom, Inc. (Globe), respectively, for the sale of 100% ownership interest of SMC in Vega Telecom, Inc. (Vega) for total amount of P30,004 million. Vega holds the telecommunications assets of SMC through its subsidiaries. In addition, advances by SMC to Vega was also assigned to PLDT and Globe, in the total amount of P22,077 million. SMC received P26,040 million or 50% of the proceeds from the sale of shares and assignment of advances upon signing of the agreement. The payments of the remaining balance will be made to SMC at 25% of the proceeds each on December 1, 2016 and May 16, 2017.

SMC booked a net gain from the transaction amounting to P6,948 million, net of capital gains tax.

As required by PFRS 5, *Noncurrent Assets Held for Sale and Discontinued Operations*, the financial performace of Vega and its subsidiaries for the period from Janaury 1 to May 30, 2016 and for the period ended June 30, 2015, were presented as a separate item under "Income (loss) after income tax from discontinued operations" in the consolidated statements of income. Accordingly, the comparable 2015 consolidated statement of income was restated.

The result of discontinued operations is presented below:

	2016	2015
Net sales	**P818**	P815
Cost of sales	**389**	414
Gross profit	**429**	401
Selling and administrative expenses	**(1,380)**	(767)
Interest expense and other financing charges	**(6)**	(2)
Interest income	**14**	11
Equity in net losses of associates	**-**	(198)
Other income - net	**136**	32
Loss before income tax	**(807)**	(523)
Income tax expense	**175**	86
Loss from discontinued operations	**(982)**	(609)
Gain on sale of investment - net of tax of P772	**13,230**	-
Net income (loss) from discontinued operations	**12,248**	(609)
Attributable to:		
Equity holders of the Parent Company	**8,054**	(430)
Non-controlling interests	**4,194**	(179)
	P12,248	(P609)

Basic and diluted earnings per common share from discontinued operations, attributable to equity holders of the Parent Company, are presented in Note 7.

Cash flows provided by (used in) discontinued operations are presented below:

	2016	2015
Net cash flows used in operating activities	**(P419)**	(P83)
Net cash flows provided by (used in) investing activities	**20,492**	(1,649)
Net cash flows used in financing activities	**(1,220)**	-
Net cash flows provided by (used in) discontinued operations	**P18,853**	(P1,732)

The effect of disposal on the financial position follows:

	2016
Assets	
Cash and cash equivalents	**P1,877**
Trade and other receivables - net	**1,516**
Inventories	**258**
Prepaid expenses and other current assets	**3,185**
Investments and advances - net	**8**
Available-for-sale financial assets	**2**
Property, plant and equipment - net	**13,141**
Goodwill - net	**734**
Other intangible assets - net	**23,843**
Deferred tax assets	**103**
Other noncurrent assets - net	**236**
Liabilities	
Accounts payable and accrued expenses	**(509)**
Income and other taxes payable	**(242)**
Deferred tax liabilities	**(257)**
Other noncurrent liabilities	**(4,557)**
Non-controlling interests	**(852)**
Reserve for retirement plan	**14**
Net assets disposed of	**P38,500**

Cash consideration received	**P26,040**
Transaction cost	**(9)**
Cash and cash equivalents disposed of	**(1,877)**
Net cash flows	**P24,154**

4. **Other Income (Charges)**

Other income (charges) consists of:

	June 30	
	2016	2015
Gain (loss) on foreign exchange - net	**P836**	(P1,853)
Construction revenue	**4,983**	3,931
Loss on derivatives - net	**(1,079)**	(785)
Construction costs	**(4,983**	(3,931)
Others	**678**	589
	P435	(P2,049)

Construction revenue is recognized by reference to the stage of completion of the construction activity at the reporting date. When it is probable that the total contract costs will exceed total contract revenue, the expected loss is recognized as an expense immediately.

Construction costs pass through the profit or loss before it is capitalized as toll road and airport concession rights.

5. Related Party Disclosures

The Parent Company, certain subsidiaries and their shareholders and associates and joint ventures in the normal course of business, purchase products and services from one another. Transactions with related parties are made at normal market prices and terms. An assessment is undertaken at each financial year by examining the financial position of the related party and the market in which the related party operates.

The following are the transactions with related parties and the outstanding balances as of June 30, 2016 and December 31, 2015:

		Revenue from Related Parties	Purchases from Related Parties	Amounts Owed by Related Parties	Amounts Owed to Related Parties	Terms	Conditions
Shareholders of the Parent Company	**June 30, 2016**	**P -**	**P -**	**P -**	**P10,213**	On demand;	Unsecured;
	December 31, 2015	-	-	-	10,077	interest bearing	no impairment
	June 30, 2016	**-**	**-**	**-**	**221**	On demand;	Unsecured;
	December 31, 2015	-	-	-	221	non-interest bearing	no impairment
Retirement Plans	**June 30, 2016**	**226**	**-**	**13,532**	**62**	On demand;	Unsecured;
	December 31, 2015	485	-	13,194	-	interest bearing	no impairment
Associates	**June 30, 2016**	**903**	**80**	**455**	**113**	On demand;	Unsecured;
	December 31, 2015	1,940	119	452	28	interest and non-interest bearing	no impairment
	June 30, 2016	**-**	**-**	**-**	**19,046**	Less than 1	Unsecured and
	December 31, 2015	-	-	-	20,529	to 10 years; interest bearing	secured
Joint Ventures	**June 30, 2016**	**49**	**1**	**694**	**2**	On demand;	Unsecured;
	December 31, 2015	3	416	665	162	non-interest bearing	no impairment
Shareholders	**June 30, 2016**	**135**	**140**	**107**	**2,643**	On demand;	Unsecured;
in Subsidiaries	December 31, 2015	222	77	178	2,765	non-interest bearing	no impairment
Others	**June 30, 2016**	**44**	**12**	**82**	**6,316**	On demand;	Unsecured;
	December 31, 2015	92	-	40	6,231	non-interest bearing	no impairment
Total	**June 30, 2016**	**P1,357**	**P233**	**P14,870**	**P38,616**		
Total	December 31, 2015	P2,742	P612	P14,529	P40,013		

a. Interest-bearing payables and related financing charges are amounts owed to a shareholder of the Parent Company. Payables are used for working capital purposes and for the acquisition of investments in shares of stock. These payables, which bear interest of 3.00% per annum have no definite payment terms and are considered payable upon demand. Interest expense amounted to P134 and P129 for the periods ended June 30, 2016 and 2015, respectively.

b. Amounts owed by related parties consist of current and noncurrent receivables and deposits, and share in expenses.

c. Amounts owed to related parties consist of trade payables and professional fees.

d. The amounts owed to associates include interest bearing loans to Bank of Commerce (BOC) presented as part of "Loans payable" and "Long-term debt" accounts in the consolidated statements of financial position.

6. Property, Plant and Equipment

Property, plant and equipment consist of:

June 30, 2016 and December 31, 2015

	Land and Land Improvements	Buildings and Improvements	Power Plants	Refinery and Plant Equipment	Service Stations and Other Equipment	Equipment, Furniture and Fixtures	Leasehold Improvements	Mine and Mining Property	Capital Projects in Progress	Total
Cost										
January 1, 2015 (Audited)	P59,818	P54,245	P255,082	P50,532	P16,142	P134,677	P2,350	P5,530	P135,986	P714,362
Additions	869	3,743	-	1,177	1,191	9,122	115	47	43,830	60,094
Disposals/reclassifications/acquisition of subsidiaries	3,036	(1,770)	-	(362)	(74)	5,125	(147)	7	2,938	8,753
Currency translation adjustments	(1,158)	(1,263)	-	(1,562)	(1,029)	(317)	-	-	(346)	(5,675)
December 31, 2015 (Audited)	62,565	54,955	255,082	49,785	16,230	148,607	2,318	5,584	182,408	777,534
Additions	92	248	-	115	52	623	146	-	14,653	15,929
Disposals/reclassifications	228	215	-	94,376	(335)	(16,634)	(241)	10	(104,167)	(26,548)
Currency translation adjustments	484	500	-	671	436	94	-	-	120	2,305
June 30, 2016 (Unaudited)	**63,369**	**55,918**	**255,082**	**144,947**	**16,383**	**132,690**	**2,223**	**5,594**	**93,014**	**769,220**
Accumulated Depreciation and Amortization										
January 1, 2015 (Audited)	3,973	20,616	27,859	32,218	10,471	81,994	1,324	4,652	-	183,107
Depreciation and amortization	224	2,301	6,776	1,730	1,287	8,149	206	113	-	20,786
Disposals/reclassifications/acquisition of subsidiaries	61	(777)	-	(109)	(53)	4,656	(284)	-	-	3,494
Currency translation adjustments	(75)	(722)	-	(751)	(565)	(841)	-	-	-	(2,954)
December 31, 2015 (Audited)	4,183	21,418	34,635	33,088	11,140	93,958	1,246	4,765	-	204,433
Depreciation and amortization	127	1,176	3,387	2,146	400	4,282	97	62	-	11,677
Disposals/reclassifications	(11)	(451)	-	(13)	(61)	(14,805)	(193)	17	-	(15,517)
Currency translation adjustments	32	312	-	588	234	63	-	-	-	1,229
June 30, 2016 (Unaudited)	**4,331**	**22,455**	**38,022**	**35,809**	**11,713**	**83,498**	**1,150**	**4,844**	**-**	**201,822**

(Forward)

	Land and Land Improvements	Buildings and Improvements	Power Plants	Refinery and Plant Equipment	Service Stations and Other Equipment	Equipment, Furniture and Fixtures	Leasehold Improvements	Mine and Mining Property	Capital Projects in Progress	Total
Accumulated Impairment Losses										
January 1, 2015 (Audited)	P266	P1,882	P -	P -	P -	P6,886	P -	P573	P -	P9,607
Impairment	-	202	-	-	-	2,129	-	-	-	2,331
Disposals and reclassifications	-	-	-	-	-	(9)	-	-	-	(9)
Currency translation adjustments	-	(22)	-	-	-	87	-	-	-	65
December 31, 2015 (Audited)	266	2,062	-	-	-	9,093	-	573	-	11,994
Disposals and reclassifications	-	(6)	-	-	-	(1,327)	-	-	-	(1,333)
Currency translation adjustments	-	(52)	-	-	-	(121)	-	-	-	(173)
June 30, 2016 (Unaudited)	**266**	**2,004**	**-**	**-**	**-**	**7,645**	**-**	**573**	**-**	**10,488**
Carrying Amount										
December 31, 2015 (Audited)	P58,116	P31,475	P220,447	P16,697	P5,090	P45,556	P1,072	P246	P182,408	P561,107
June 30, 2016 (Unaudited)	**P58,772**	**P31,459**	**P217,060**	**P109,138**	**P4,670**	**P41,547**	**P1,073**	**P177**	**P93,014**	**P556,910**

June 30, 2015	Land and Land Improvements	Buildings and Improvements	Power Plants	Refinery and Plant Equipment	Service Stations and Other Equipment	Equipment, Furniture and Fixtures	Leasehold Improvements	Mine and Mining Property	Capital Projects in Progress	Total
Cost										
January 1, 2015 (Audited)	P59,818	P54,245	P255,082	P50,532	P16,142	P134,677	P2,350	P5,530	P135,986	P714,362
Additions	318	351	-	301	895	2,269	22	3	21,130	25,289
Disposals/reclassifications/acquisition of subsidiaries	1,142	(1,477)	-	(2)	(157)	(3,010)	179	7	1,465	(1,853)
Currency translation adjustments	(545)	(606)	-	(723)	(476)	(231)	-	-	(165)	(2,746)
June 30, 2015 (Unaudited)	60,733	52,513	255,082	50,108	16,404	133,705	2,551	5,540	158,416	735,052
Accumulated Depreciation and Amortization										
January 1, 2015 (Audited)	3,973	20,616	27,859	32,218	10,471	81,994	1,324	4,652	-	183,107
Depreciation and amortization	109	1,127	3,387	946	682	3,571	103	55	-	9,980
Disposals/reclassifications/acquisition of subsidiaries	64	(937)	-	(2)	(49)	(1,133)	(160)	-	-	(2,217)
Currency translation adjustments	(39)	(348)	-	(328)	(259)	(466)	-	-	-	(1,440)
June 30, 2015 (Unaudited)	4,107	20,458	31,246	32,834	10,845	83,966	1,267	4,707	-	189,430
Accumulated Impairment Losses										
January 1, 2015 (Audited)	266	1,882	-	-	-	6,886	-	573	-	9,607
Currency translation adjustments	-	22	-	-	-	65	-	-	-	87
June 30, 2015 (Unaudited)	266	1,904	-	-	-	6,951	-	573	-	9,694
Carrying Amount										
June 30, 2015 (Unaudited)	P56,360	P30,151	P223,836	P17,274	P5,559	P42,788	P1,284	P260	P158,416	P535,928

Depreciation and amortization charged to operations amounted to P11,677 and P9,980 for the periods ended June 30, 2016 and 2015, respectively.

7. **Basic and Diluted Earnings Per Share (EPS)**

Basic EPS is computed by dividing the net income for the period attributable to equity holders of the Parent Company, net of dividends on preferred shares, by the weighted average number of issued and outstanding common shares during the period, with retroactive adjustment for any stock dividends declared.

Diluted EPS is computed in the same manner, adjusted for the effects of dilutive potential common shares.

Basic and diluted EPS per share is computed as follows:

	June 30	
	2016	2015
Net income from continuing operations attributable to common shareholders of the Parent Company (a)	**P5,467**	P3,804
Net income (loss) from discontinued operations attributable to common shareholders of the Parent Company (b)	**8,054**	(430)
Net income (loss) from discontinued operations attributable to common shareholders of the Parent Company	**P13,521**	P3,374
Weighted average number of common shares outstanding (in millions) (c)	**330**	330
Basic/diluted earnings per common share attributable to equity holders of the Parent Company		
Continuing operations (a/c)	**P16.55**	P11.52
Discontinued operations (b/c)	**24.38**	(1.30)
	P40.93	P10.22

The Parent Company has no dilutive debt or equity instruments as of June 30, 2016 and 2015.

8. **Dividends**

The Parent Company has no dividend declaration in June 2016 and 2015.

On August 10, 2016, the Board of Directors (BOD) of the Parent Company declared cash dividends at P279.00 per preferred share, payable on August 12, 2016 to shareholders owning preferred shares as of August 10, 2016.

9. **Financial Risk and Capital Management Objectives and Policies**

Objectives and Policies

The Group has significant exposure to the following financial risks primarily from its use of financial instruments:

- Interest Rate Risk
- Foreign Currency Risk
- Commodity Price Risk
- Liquidity Risk
- Credit Risk

This note presents information about the exposure to each of the foregoing risks, the objectives, policies and processes for measuring and managing these risks, and for management of capital.

The principal non-trade related financial instruments of the Group include cash and cash equivalents, option deposit, AFS financial assets, financial assets at FVPL, restricted cash, short-term and long-term loans, and derivative instruments. These financial instruments, except financial assets at FVPL and derivative instruments, are used mainly for working capital management purposes. The trade-related financial assets and financial liabilities of the Group such as trade and other receivables, noncurrent receivables and deposits, accounts payable and accrued expenses, finance lease liabilities and other noncurrent liabilities arise directly from and are used to facilitate its daily operations.

The outstanding derivative instruments of the Group such as commodity and currency options, forwards and swaps are intended mainly for risk management purposes. The Group uses derivatives to manage its exposures to foreign currency, interest rate and commodity price risks arising from the operating and financing activities.

The BOD has the overall responsibility for the establishment and oversight of the risk management framework of the Group. The BOD has established the Risk Management Committee, which is responsible for developing and monitoring the risk management policies. The committee reports regularly to the BOD on its activities.

The risk management policies of the Group are established to identify and analyze the risks faced by the Group, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and activities. The Group, through its training and management standards and procedures, aims to develop a disciplined and constructive control environment in which all employees understand their roles and obligations.

The BOD constituted the Audit Committee to assist the BOD in fulfilling its oversight responsibility of the Group's corporate governance process relating to the: a) quality and integrity of the financial statements and financial reporting process and the systems of internal accounting and financial controls; b) performance of the internal auditors; c) annual independent audit of the financial statements, the engagement of the independent auditors and the evaluation of the independent auditors' qualifications, independence and performance; d) compliance with legal and regulatory requirements, including the disclosure control and procedures; e) evaluation of management's process to assess and manage the enterprise risk issues; and f) fulfillment of the other responsibilities set out by the BOD. The Audit Committee shall also prepare the reports required to be included in the annual report of the Group.

The Audit Committee also oversees how management monitors compliance with the risk management policies and procedures of the Group and reviews the adequacy of the risk management framework in relation to the risks faced by the Group. The Audit Committee is assisted in its oversight role by Internal Audit. Internal Audit undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the Audit Committee.

The accounting policies in relation to derivatives are set out in Note 10 to the selected notes to the consolidated financial statements.

Interest Rate Risk

Interest rate risk is the risk that future cash flows from a financial instrument (cash flow interest rate risk) or its fair value (fair value interest rate risk) will fluctuate because of changes in market interest rates. The Group's exposure to changes in interest rates relates primarily to the long-term borrowings and investment securities. Investments acquired or borrowings issued at fixed rates expose the Group to fair value interest rate risk. On the other hand, investment securities acquired or borrowings issued at variable rates expose the Group to cash flow interest rate risk.

The Group manages its interest cost by using an optimal combination of fixed and variable rate debt instruments. Management is responsible for monitoring the prevailing market-based interest rate and ensures that the mark-up rates charged on its borrowings are optimal and benchmarked against the rates charged by other creditor banks.

On the other hand, the investment policy of the Group is to maintain an adequate yield to match or reduce the net interest cost from its borrowings pending the deployment of funds to their intended use in the operations and working capital management. However, the Group invests only in high-quality securities while maintaining the necessary diversification to avoid concentration risk.

In managing interest rate risk, the Group aims to reduce the impact of short-term fluctuations on the earnings. Over the longer term, however, permanent changes in interest rates would have an impact on profit or loss.

The management of interest rate risk is also supplemented by monitoring the sensitivity of the Group's financial instruments to various standard and non-standard interest rate scenarios.

The sensitivity to a reasonably possible 1% increase in the interest rates, with all other variables held constant, would have decreased the Group's profit before tax (through the impact on floating rate borrowings) by P1,784 and P2,251 for the period ended June 30, 2016 and for the year ended December 31, 2015, respectively. A 1% decrease in the interest rate would have had the equal but opposite effect. These changes are considered to be reasonably possible given the observation of prevailing market conditions in those periods. There is no impact on the Group's other comprehensive income.

Interest Rate Risk Table

The terms and maturity profile of the interest-bearing financial instruments, together with its gross amounts, are shown in the following tables:

June 30, 2016	<1 Year	1-2 Years	>2-3 Years	>3-4 Years	>4-5 Years	>5 Years	Total
Fixed Rate							
Philippine peso-denominated	P9,198	P28,191	P24,032	P11,957	P27,733	P52,038	P153,149
Interest rate	5.65% - 12.00%	5.65% - 8.74899%	5.5% - 10.50%	5.65% - 8.74899%	4.9925% - 8.74899%	5.50% - 8.74899%	
Foreign currency-denominated (expressed in Philippine peso)	68	-	-	-	-	24,301	24,369
Interest rate	12.45% - 13.27%	-	-	-	-	4.875%	
Floating Rate							
Philippine peso-denominated	1,136	1,295	1,254	733	545	1,642	6,605
Interest rate	PDST-R + margin or BSP overnight rate, whichever is higher	PDST-R + margin or BSP overnight rate, whichever is higher	PDST-R + margin or BSP overnight rate, whichever is higher	PDST-R + margin or BSP overnight rate, whichever is higher	PDST-R + margin or 5,75%, whichever is higher	PDST-R + margin or 5.75%, whichever is higher	
Foreign currency-denominated (expressed in Philippine peso)	2,267	85,745	48,714	8,582	19,367	7,131	171,806
Interest rate	LIBOR + margin, COF + margin	LIBOR + margin, COF + margin	LIBOR + margin, COF + margin	LIBOR + margin, COF + margin	LIBOR + margin,		
	P12,669	P115,231	P74,000	P21,272	P47,645	P85,112	P355,929

December 31, 2015	<1 Year	1-2 Years	>2-3 Years	>3-4 Years	>4-5 Years	>5 Years	Total
Fixed Rate							
Philippine peso-denominated	P6,112	P29,399	P9,643	P23,426	P13,730	P58,854	P141,164
Interest rate	5.65% - 12.00%	5.65% - 8.74899%	5.65% - 8.74899%	5.50% - 10.50%	4.9925% - 8.74899%	5.50% - 8.74899%	
Foreign currency-denominated (expressed in Philippine peso)	14,021	-	-	-	-	24,301	38,322
Interest rate	7% - 13.27%	-	-	-	-	4.875%	
Floating Rate							
Philippine peso-denominated	1,096	1,215	1,303	1,059	545	1,915	7,133
Interest rate	PDST-R + margin or BSP overnight rate, whichever is higher	PDST-R + margin or BSP overnight rate, whichever is higher	PDST-R + margin or BSP overnight rate, whichever is higher	PDST-R + margin or BSP overnight rate, whichever is higher	PDST-R + margin or 5.75%, whichever is higher	PDST-R + margin or 5.75%, whichever is higher	
Foreign currency-denominated (expressed in Philippine peso)	48,437	11,181	126,410	11,046	20,901	-	217,975
Interest rate	LIBOR + margin, COF + margin	LIBOR + margin, COF + margin	LIBOR + margin, COF + margin	LIBOR + margin, COF + margin	LIBOR + margin		
	P69,666	P41,795	P137,356	P35,531	P35,176	P85,070	P404,594

Foreign Currency Risk

The functional currency is the Philippine peso, which is the denomination of the bulk of the Group's revenues. The exposure to foreign currency risk results from significant movements in foreign exchange rates that adversely affect the foreign currency-denominated transactions of the Group. The risk management objective with respect to foreign currency risk is to reduce or eliminate earnings volatility and any adverse impact on equity. The Group enters into foreign currency hedges using a combination of non-derivative and derivative instruments such as foreign currency forwards, options or swaps to manage its foreign currency risk exposure.

Short-term currency forward contracts (deliverable and non-deliverable) and options are entered into to manage foreign currency risks arising from importations, revenue and expense transactions, and other foreign currency-denominated obligations. Currency swaps are entered into to manage foreign currency risks relating to long-term foreign currency-denominated borrowings.

Information on the Group's foreign currency-denominated monetary assets and monetary liabilities and their Philippine peso equivalents is as follows:

	June 30, 2016		December 31, 2015	
	US Dollar	**Peso Equivalent**	US Dollar	Peso Equivalent
Assets				
Cash and cash equivalents	**US$1,877**	**P88,372**	US$1,766	P83,084
Trade and other receivables	**706**	**33,223**	807	37,320
Prepaid expenses and other current assets	**-**	**-**	56	2,578
Noncurrent receivables	**51**	**2,419**	43	2,007
	2,634	**124,014**	2,672	124,989
Liabilities				
Loans payable	**661**	**31,070**	356	16,774
Accounts payable and accrued expenses	**1,124**	**52,942**	1,073	50,511
Long-term debt (including current maturities)	**4,167**	**196,175**	5,445	256,298
Finance lease liabilities (including current portion)	**1,970**	**92,723**	2,058	96,843
Other noncurrent liabilities	**349**	**16,417**	297	13,963
	8,271	**389,327**	9,229	434,389
Net foreign currency-denominated monetary liabilities	**(US$5,637)**	**(P265,313)**	(US$6,557)	(P309,400)

The Group reported net gains (losses) on foreign exchange - net amounting to P836 and (P1,853) for the period ended June 30, 2016 and 2015, respectively, with the translation of its foreign currency-denominated assets and liabilities. These mainly resulted from the movements of the Philippine peso against the US dollar as shown in the following table:

	Philippine Peso to US Dollar
June 30, 2016	**47.06**
December 31, 2015	47.06
June 30, 2015	45.09
December 31, 2014	44.72

The management of foreign currency risk is also supplemented by monitoring the sensitivity of the Group's financial instruments to various foreign currency exchange rate scenarios.

The following table demonstrates the sensitivity to a reasonably possible change in the US dollar exchange rate, with all other variables held constant, of the Group's profit before tax (due to changes in the fair value of monetary assets and liabilities) and the Group's equity (due to translation of results and financial position of foreign operations):

	P1 Decrease in the US Dollar Exchange Rate		**P1 Increase in the US Dollar Exchange Rate**	
June 30, 2016	**Effect on Income before Income Tax**	**Effect on Equity**	**Effect on Income before Income Tax**	**Effect on Equity**
Cash and cash equivalents	**(P1,557)**	**(P1,442)**	**P1,557**	**P1,442**
Trade and other receivables	**(429)**	**(511)**	**429**	**511**
Noncurrent receivables	**(32)**	**(28)**	**32**	**28**
	(2,018)	**(1,981)**	**2,018**	**1,981**
Loans payable	**625**	**531**	**(625)**	**(531)**
Accounts payable and accrued expenses	**771**	**903**	**(771)**	**(903)**
Long-term debt (including current maturities)	**4,107**	**2,952**	**(4,107)**	**(2,952)**
Finance lease liabilities (including current portion)	**1,970**	**1,379**	**(1,970)**	**(1,379)**
Other noncurrent liabilities	**272**	**191**	**(272)**	**(191)**
	7,745	**5,956**	**(7,745)**	**(5,956)**
	P5,727	**P3,975**	**(P5,727)**	**(P3,975)**

December 31, 2015	P1 Decrease in the US Dollar Exchange Rate		P1 Increase in the US Dollar Exchange Rate	
	Effect on Income before Income Tax	Effect on Equity	Effect on Income before Income Tax	Effect on Equity
Cash and cash equivalents	(P1,457)	(P1,329)	P1,457	P1,329
Trade and other receivables	(630)	(621)	630	621
Prepaid expenses and other current assets	(47)	(42)	47	42
Noncurrent receivables	(34)	(36)	34	36
	(2,168)	(2,028)	2,168	2,028
Loans payable	240	284	(240)	(284)
Accounts payable and accrued expenses	751	848	(751)	(848)
Long-term debt (including current maturities)	5,035	3,935	(5,035)	(3,935)
Finance lease liabilities (including current portion)	2,058	1,441	(2,058)	(1,441)
Other noncurrent liabilities	297	208	(297)	(208)
	8,381	6,716	(8,381)	(6,716)
	P6,213	P4,688	(P6,213)	(P4,688)

Exposures to foreign exchange rates vary during the period depending on the volume of overseas transactions. Nonetheless, the analysis above is considered to be representative of the Group's foreign currency risk.

Commodity Price Risk

Commodity price risk is the risk that future cash flows from a financial instrument will fluctuate because of changes in commodity prices. The Group enters into various commodity derivatives to manage its price risks on strategic commodities. Commodity hedging allows stability in prices, thus offsetting the risk of volatile market fluctuations. Through hedging, prices of commodities are fixed at levels acceptable to the Group, thus protecting raw material cost and preserving margins. For hedging transactions, if prices go down, hedge positions may show marked-to-market losses; however, any loss in the marked-to-market position is offset by the resulting lower physical raw material cost.

SMC enters into commodity derivative transactions on behalf of its subsidiaries and affiliates to reduce cost by optimizing purchasing synergies within the Group and managing inventory levels of common materials.

Commodity Swaps, Futures and Options. Commodity swaps, futures and options are used to manage the Group's exposures to volatility in prices of certain commodities such as fuel oil, crude oil, aluminum, soybean meal and wheat.

Commodity Forwards. The Group enters into forward purchases of various commodities. The prices of the commodity forwards are fixed either through direct agreement with suppliers or by reference to a relevant commodity price index.

Liquidity Risk

Liquidity risk pertains to the risk that the Group will encounter difficulty to meet payment obligations when they fall under normal and stress circumstances.

The Group's objectives to manage its liquidity risk are as follows: a) to ensure that adequate funding is available at all times; b) to meet commitments as they arise without incurring unnecessary costs; c) to be able to access funding when needed at the least possible cost; and d) to maintain an adequate time spread of refinancing maturities.

The Group constantly monitors and manages its liquidity position, liquidity gaps and surplus on a daily basis. A committed stand-by credit facility from several local banks is also available to ensure availability of funds when necessary. The Group also uses derivative instruments such as forwards and swaps to manage liquidity.

The table below summarizes the maturity profile of the Group's financial assets and financial liabilities based on contractual undiscounted receipts and payments used for liquidity management.

June 30, 2016	Carrying Amount	Contractual Cash Flow	1 Year or Less	> 1 Year - 2 Years	> 2 Years - 5 Years	Over 5 Years
Financial Assets						
Cash and cash equivalents	**P190,000**	**P190,000**	**P190,000**	**P -**	**P -**	**P -**
Trade and other receivables - net	**121,775**	**121,775**	**121,775**	**-**	**-**	**-**
Derivative assets (included under "Prepaid expenses and other current assets" account)	**872**	**872**	**872**	**-**	**-**	**-**
Financial assets at FVPL (included under "Prepaid expenses and other current assets" account)	**152**	**152**	**152**	**-**	**-**	**-**
AFS financial assets (including current portion presented under "Prepaid expenses and other current assets" account)	**6,036**	**6,069**	**74**	**5,691**	**181**	**123**
Noncurrent receivables and deposits - net (included under "Other noncurrent assets" account)	**9,939**	**9,939**	**-**	**2,122**	**148**	**7,669**
Restricted cash (included under "Prepaid expenses and other current assets" and "Other noncurrent assets" accounts)	**5,838**	**5,838**	**2,838**	**3,000**	**-**	**-**
Financial Liabilities						
Loans payable	**155,614**	**156,256**	**156,256**	**-**	**-**	**-**
Accounts payable and accrued expenses (excluding current retirement liabilities, derivative liabilities and IRO)	**116,244**	**116,550**	**116,550**	**-**	**-**	**-**
Derivative liabilities (included under "Accounts payable and accrued expenses" account)	**2,150**	**2,150**	**2,150**	**-**	**-**	**-**
Long-term debt (including current maturities)	**352,892**	**423,130**	**29,548**	**129,765**	**167,788**	**96,029**
Finance lease liabilities (including current portion)	**190,826**	**220,065**	**23,915**	**24,185**	**79,832**	**92,133**
Other noncurrent liabilities (excluding noncurrent retirement liabilities, IRO, ARO and accrual for mine rehabilitation and decommissioning)	**23,637**	**23,645**	**-**	**23,048**	**7**	**590**

December 31, 2015	Carrying Amount	Contractual Cash Flow	1 Year or Less	> 1 Year - 2 Years	> 2 Years - 5 Years	Over 5 Years
Financial Assets						
Cash and cash equivalents	P181,134	P131,134	P131,134	P -	P -	P -
Trade and other receivables - net	97,984	97,984	97,984	-	-	-
Derivative assets (included under "Prepaid expenses and other current assets" account)	391	391	391	-	-	-
Financial assets at FVPL (included under "Prepaid expenses and other current assets" account)	147	147	147	-	-	-
AFS financial assets (including current portion presented under "Prepaid expenses and other current assets" account)	6,018	6,049	85	5,574	213	177
Noncurrent receivables and deposits - net (included under "Other noncurrent assets" account)	6,353	6,437	-	2,587	1,089	2,761
Restricted cash (included under "Prepaid expenses and other current assets" and "Other noncurrent assets" accounts)	5,687	5,687	4,230	1,457	-	-
Financial Liabilities						
Loans payable	148,026	148,809	148,809	-	-	-
Accounts payable and accrued expenses (excluding current retirement liabilities, derivative liabilities and IRO)	111,255	111,524	111,524	-	-	-
Derivative liabilities (included under "Accounts payable and accrued expenses" account)	2,581	2,581	2,581	-	-	-
Long-term debt (including current maturities)	401,830	471,811	86,864	56,767	232,745	95,435
Finance lease liabilities (including current portion)	199,534	231,882	23,776	24,040	77,806	106,260
Other noncurrent liabilities (excluding noncurrent retirement liabilities, IRO, ARO and accrual for mine rehabilitation and decommissioning)	30,953	30,958	-	30,413	4	541

Credit Risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from trade and other receivables and investment securities. The Group manages its credit risk mainly through the application of transaction limits and close risk monitoring. It is the Group's policy to enter into transactions with a wide diversity of creditworthy counterparties to mitigate any significant concentration of credit risk.

The Group has regular internal control reviews to monitor the granting of credit and management of credit exposures.

Trade and Other Receivables

The exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the demographics of the Group's customer base, including the default risk of the industry and country in which customers operate, as these factors may have an influence on the credit risk.

Goods are subject to retention of title clauses so that in the event of default, the Group would have a secured claim. Where appropriate, the Group obtains collateral or arranges master netting agreements.

The Group has established a credit policy under which each new customer is analyzed individually for creditworthiness before the standard payment and delivery terms and conditions are offered. The Group ensures that sales on account are made to customers with appropriate credit history. The Group has detailed credit criteria and several layers of credit approval requirements before engaging a particular customer or counterparty. The review includes external ratings, when available, and in some cases bank references. Purchase limits are established for each customer and are reviewed on a regular basis. Customers that fail to meet the benchmark creditworthiness may transact with the Group only on a prepayment basis.

The Group establishes an allowance for impairment losses that represents its estimate of incurred losses in respect of trade and other receivables. The main components of this allowance include a specific loss component that relates to individually significant exposures, and a collective loss component established for groups of similar assets in respect of losses that have been incurred but not yet identified. The collective loss allowance is determined based on historical data of payment statistics for similar financial assets.

Investments
The Group recognizes impairment losses based on specific and collective impairment tests, when objective evidence of impairment has been identified either on an individual account or on a portfolio level.

Financial information on the Group's maximum exposure to credit risk, without considering the effects of collaterals and other risk mitigation techniques, is presented below.

	June 30, 2016	December 31, 2015
Cash and cash equivalents (excluding cash on hand)	**P188,225**	P178,851
Trade and other receivables - net	**121,775**	97,984
Derivative assets	**872**	391
Financial assets at FVPL	**152**	147
AFS financial assets	**6,036**	6,018
Noncurrent receivables and deposits - net	**9,939**	6,353
Restricted cash	**5,838**	5,687
	P332,837	P295,431

The credit risk for cash and cash equivalents, option deposit, derivative assets, financial assets at FVPL, AFS financial assets and restricted cash is considered negligible, since the counterparties are reputable entities with high quality external credit ratings.

The Group's exposure to credit risk arises from default of counterparty. Generally, the maximum credit risk exposure of trade and other receivables and noncurrent receivables and deposits is its carrying amount without considering collaterals or credit enhancements, if any. The Group has no significant concentration of credit risk since the Group deals with a large number of homogenous counterparties. The Group does not execute any credit guarantee in favor of any counterparty.

Financial and Other Risks Relating to Livestock
The Group is exposed to financial risks arising from the change in cost and supply of feed ingredients and the selling prices of chicken, hogs and cattle and related products, all of which are determined by constantly changing market forces such as supply and demand and other factors. The

other factors include environmental regulations, weather conditions and livestock diseases for which the Group has little control. The mitigating factors are listed below:

- The Group is subject to risks affecting the food industry, generally, including risks posed by food spoilage and contamination. Specifically, the fresh meat industry is regulated by environmental, health and food safety organizations and regulatory sanctions. The Group has put into place systems to monitor food safety risks throughout all stages of manufacturing and processing to mitigate these risks. Furthermore, representatives from the government regulatory agencies are present at all times during the processing of dressed chicken, hogs and cattle in all dressing and meat plants and issue certificates accordingly. The authorities, however, may impose additional regulatory requirements that may require significant capital investment at short notice.

- The Group is subject to risks relating to its ability to maintain animal health status considering that it has no control over neighboring livestock farms. Livestock health problems could adversely impact production and consumer confidence. However, the Group monitors the health of its livestock on a daily basis and proper procedures are put in place.

- The livestock industry is exposed to risk associated with the supply and price of raw materials, mainly grain prices. Grain prices fluctuate depending on the harvest results. The shortage in the supply of grain will result in adverse fluctuation in the price of grain and will ultimately increase the Group's production cost. If necessary, the Group enters into forward contracts to secure the supply of raw materials at a reasonable price.

<u>Other Market Price Risk</u>
The Group's market price risk arises from its investments carried at fair value (financial assets at FVPL and AFS financial assets). The Group manages its risk arising from changes in market price by monitoring the changes in the market price of the investments.

<u>Capital Management</u>
The Group maintains a sound capital base to ensure its ability to continue as a going concern, thereby continue to provide returns to stockholders and benefits to other stakeholders and to maintain an optimal capital structure to reduce cost of capital.

The Group manages its capital structure and makes adjustments in the light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, pay-off existing debts, return capital to shareholders or issue new shares.

The Group defines capital as paid-in capital stock, additional paid-in capital and retained earnings, both appropriated and unappropriated. Other components of equity such as treasury stock, cumulative translation adjustments, reserve for retirement plan and equity reserve are excluded from capital for purposes of capital management.

The BOD has overall responsibility for monitoring capital in proportion to risk. Profiles for capital ratios are set in the light of changes in the external environment and the risks underlying the Group's business, operation and industry.

The Group, except for BOC which is subject to certain capitalization requirements by the Bangko Sentral ng Pilipinas, is not subject to externally imposed capital requirements.

10. **Financial Assets and Financial Liabilities**

Date of Recognition. The Group recognizes a financial asset or a financial liability in the consolidated statements of financial position when it becomes a party to the contractual provisions of the instrument. In the case of a regular way purchase or sale of financial assets, recognition is done using settlement date accounting.

Initial Recognition of Financial Instruments. Financial instruments are recognized initially at fair value of the consideration given (in case of an asset) or received (in case of a liability). The initial measurement of financial instruments, except for those designated as at FVPL, includes transaction costs.

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

<u>*Financial Assets*</u>
The Group classifies its financial assets, at initial recognition, in the following categories: financial assets at FVPL, loans and receivables, AFS financial assets and held-to-maturity (HTM) investments. The classification depends on the purpose for which the investments are acquired and whether they are quoted in an active market. The Group determines the classification of its financial assets at initial recognition and, where allowed and appropriate, re-evaluates such designation at every reporting date.

Financial Assets at FVPL. A financial asset is classified as at FVPL if it is classified as held for trading or is designated as such upon initial recognition. Financial assets are designated as at FVPL if the Group manages such investments and makes purchase and sale decisions based on their fair values in accordance with the documented risk management or investment strategy of the Group. Derivative instruments (including embedded derivatives), except those covered by hedge accounting relationships, are classified under this category.

Financial assets are classified as held for trading if they are acquired for the purpose of selling in the near term.

Financial assets may be designated by management at initial recognition as at FVPL, when any of the following criteria is met:

- the designation eliminates or significantly reduces the inconsistent treatment that would otherwise arise from measuring the assets or recognizing gains or losses on a different basis;

- the assets are part of a group of financial assets which are managed and their performances are evaluated on a fair value basis, in accordance with a documented risk management or investment strategy; or

- the financial instrument contains an embedded derivative, unless the embedded derivative does not significantly modify the cash flows or it is clear, with little or no analysis, that it would not be separately recognized.

The Group carries financial assets at FVPL using their fair values. Attributable transaction costs are recognized in the consolidated statements of income as incurred. Fair value changes and realized gains or losses are recognized in the consolidated statements of income. Fair value changes from derivatives accounted for as part of an effective cash flow hedge are recognized in other comprehensive income and presented in the consolidated statements of changes in equity. Any interest earned is recognized as part of "Interest income" account in the consolidated statements of income. Any dividend income from equity securities classified as at FVPL is recognized in the consolidated statements of income when the right to receive payment has been established.

The Group's derivative assets and financial assets at FVPL are classified under this category.

Loans and Receivables. Loans and receivables are non-derivative financial assets with fixed or determinable payments and maturities that are not quoted in an active market. They are not entered into with the intention of immediate or short-term resale and are not designated as AFS financial assets or financial assets at FVPL.

Subsequent to initial measurement, loans and receivables are carried at amortized cost using the effective interest rate method, less any impairment in value. Any interest earned on loans and receivables is recognized as part of "Interest income" account in the consolidated statements of income on an accrual basis. 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 periodic amortization is also included as part of "Interest income" account in the consolidated statements of income. Gains or losses are recognized in the consolidated statements of income when loans and receivables are derecognized or impaired.

Cash includes cash on hand and in banks which are stated at face value. Cash equivalents are short-term, highly liquid investments that are readily convertible to known amounts of cash and are subject to an insignificant risk of changes in value.

The Group's cash and cash equivalents, trade and other receivables, option deposit, noncurrent receivables and deposits, and restricted cash are included under this category.

AFS Financial Assets. AFS financial assets are non-derivative financial assets that are either designated in this category or not classified in any of the other financial asset categories. Subsequent to initial recognition, AFS financial assets are measured at fair value and changes therein, other than impairment losses and foreign currency differences on AFS debt instruments, are recognized in other comprehensive income and presented in the "Fair value reserve" account in the consolidated statements of changes in equity. The effective yield component of AFS debt securities is reported as part of "Interest income" account in the consolidated statements of income. Dividends earned on holding AFS equity securities are recognized as dividend income when the right to receive the payment has been established. When individual AFS financial assets are either derecognized or impaired, the related accumulated unrealized gains or losses previously reported in the consolidated statements of changes in equity are transferred to and recognized in the consolidated statements of income.

AFS financial assets also include unquoted equity instruments with fair values which cannot be reliably determined. These instruments are carried at cost less impairment in value, if any.

The Group's investments in equity and debt securities are classified under this category.

Financial Liabilities
The Group classifies its financial liabilities, at initial recognition, in the following categories: financial liabilities at FVPL and other financial liabilities. The Group determines the classification of its financial liabilities at initial recognition and, where allowed and appropriate, re-evaluates such designation at every reporting date. All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings, net of directly attributable transaction costs.

Financial Liabilities at FVPL. Financial liabilities are classified under this category through the fair value option. Derivative instruments (including embedded derivatives) with negative fair values, except those covered by hedge accounting relationships, are also classified under this category.

The Group carries financial liabilities at FVPL using their fair values and reports fair value changes in profit or loss. Fair value changes from derivatives accounted for as part of an effective accounting hedge are recognized in other comprehensive income and presented in the consolidated statements of changes in equity. Any interest expense incurred is recognized as part of "Interest expense and other financing charges" account in the consolidated statements of income.

The Group's derivative liabilities are classified under this category.

Other Financial Liabilities. This category pertains to financial liabilities that are not designated or classified as at FVPL. After initial measurement, other financial liabilities are carried at amortized cost using the effective interest rate method. Amortized cost is calculated by taking into account any premium or discount and any directly attributable transaction costs that are considered an integral part of the effective interest rate of the liability. The effective interest rate amortization is included in "Interest expense and other financing charges" account in the consolidated statements of income. Gains and losses are recognized in the consolidated statements of income when the liabilities are derecognized as well as through the amortization process.

The Group's liabilities arising from its trade or borrowings such as loans payable, accounts payable and accrued expenses, long-term debt, finance lease liabilities and other noncurrent liabilities are included under this category.

Derecognition of Financial Assets and Financial Liabilities
Financial Assets. A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognized when:

- the rights to receive cash flows from the asset have expired; or

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

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

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

<u>Impairment of Financial Assets</u>
The Group assesses, at the reporting date, whether a financial asset or group of financial assets is impaired.

A financial asset or a group of financial assets is deemed to be impaired if, and only if, there is objective evidence of impairment as a result of one or more events that have occurred after the initial recognition of the asset (an incurred loss event) and that loss event has an impact on the estimated future cash flows of the financial asset or the group of financial assets that can be reliably estimated.

Assets Carried at Amortized Cost. For financial assets carried at amortized cost such as loans and receivables, the Group first assesses whether impairment exists individually for financial assets that are individually significant, or collectively for financial assets that are not individually significant. If no objective evidence of impairment has been identified for a particular financial asset that was individually assessed, the Group includes the asset as part of a group of financial assets with similar credit risk characteristics and collectively assesses the group for impairment. Assets that are individually assessed for impairment and for which an impairment loss is, or continues to be recognized, are not included in the collective impairment assessment.

Evidence of impairment may include indications that the borrower or a group of borrowers is experiencing financial difficulty, default or delinquency in principal or interest payments, or may enter into bankruptcy or other form of financial reorganization intended to alleviate the financial condition of the borrower. For collective impairment purposes, evidence of impairment may include observable data on existing economic conditions or industry-wide developments indicating that there is a measurable decrease in the estimated future cash flows of the related assets.

If there is objective evidence of impairment, the amount of loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses) discounted at the financial asset's original effective interest rate (i.e., the effective interest rate computed at initial recognition). Time value is generally not considered when the effect of discounting the cash flows is not material. If a loan or receivable has a variable rate, the discount rate for measuring any impairment loss is the current effective interest rate, adjusted for the original credit risk premium. For collective impairment purposes, impairment loss is computed based on their respective default and historical loss experience.

The carrying amount of the asset is reduced either directly or through the use of an allowance account. The impairment loss for the period is recognized in the consolidated statements of income. If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognized, the previously recognized impairment loss is reversed. Any subsequent reversal of an impairment loss is recognized in the consolidated statements of income, to the extent that the carrying amount of the asset does not exceed its amortized cost at the reversal date.

AFS Financial Assets. For equity instruments carried at fair value, the Group assesses, at each reporting date, whether objective evidence of impairment exists. Objective evidence of impairment includes a significant or prolonged decline in the fair value of an equity instrument below its cost. 'Significant' is evaluated against the original cost of the investment and 'prolonged' is evaluated against the period in which the fair value has been below its original cost. The Group generally regards fair value decline as being significant when the decline exceeds 25%. A decline in a quoted market price that persists for 12 months is generally considered to be prolonged.

If an AFS financial asset is impaired, an amount comprising the difference between the cost (net of any principal payment and amortization) and its current fair value, less any impairment loss on that financial asset previously recognized in the consolidated statements of changes in equity, is transferred to the consolidated statements of income. Impairment losses in respect of equity instruments classified as AFS financial assets are not reversed through the consolidated statements of income. Increases in fair value after impairment are recognized directly in other comprehensive income.

For debt instruments classified as AFS, impairment is assessed based on the same criteria as financial assets carried at amortized cost. If, in subsequent period, the fair value of the debt instrument increases and the increase can be objectively related to an event occurring after the impairment loss was recognized in the consolidated statements of income, the impairment loss is reversed through the consolidated statements of income.

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

Classification of Financial Instruments between Liability and Equity

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

A financial instrument is classified as liability if it provides for a contractual obligation to:

- deliver cash or another financial asset to another entity;
- exchange financial assets or financial liabilities with another entity under conditions that are potentially unfavorable to the Group; or
- satisfy the obligation other than by the exchange of a fixed amount of cash or another financial asset for a fixed number of own equity shares.

If the Group does not have an unconditional right to avoid delivering cash or another financial asset to settle its contractual obligation, the obligation meets the definition of a financial liability.

The components of issued financial instruments that contain both liability and equity elements are accounted for separately, with the equity component being assigned the residual amount after deducting from the instrument as a whole or in part, the amount separately determined as the fair value of the liability component on the date of issue.

Debt Issue Costs

Debt issue costs are considered as an adjustment to the effective yield of the related debt and are deferred and amortized using the effective interest rate method. When a loan is paid, the related unamortized debt issue costs at the date of repayment are recognized in the consolidated statements of income.

Offsetting Financial Instruments

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

The table below presents a comparison by category of the carrying amounts and fair values of the Group's financial instruments:

	June 30, 2016		December 31, 2015	
	Carrying Amount	**Fair Value**	Carrying Amount	Fair Value
Financial Assets				
Cash and cash equivalents	**P190,000**	**P190,000**	P181,134	P181,134
Trade and other receivables - net	**121,775**	**121,775**	97,984	97,984
Derivative assets (included under "Prepaid expenses and other current assets" account)	**872**	**872**	391	391
Financial assets at FVPL (included under "Prepaid expenses and other current assets" account)	**152**	**152**	147	147
AFS financial assets (including current portion presented under "Prepaid expenses and other current assets" account)	**6,036**	**6,036**	6,018	6,018
Noncurrent receivables and deposits - net (included under "Other noncurrent assets" account)	**9,939**	**9,725**	6,353	6,041
Restricted cash (included under "Prepaid expenses and other current assets" and "Other noncurrent assets" accounts)	**5,838**	**5,838**	5,687	5,687
Financial Liabilities				
Loans payable	**155,614**	**155,614**	148,026	148,026
Accounts payable and accrued expenses (excluding current retirement liabilities, derivative liabilities and IRO)	**116,244**	**116,244**	111,255	111,255
Derivative liabilities (included under "Accounts payable and accrued expenses" account)	**2,150**	**2,150**	2,581	2,581
Long-term debt (including current maturities)	**352,892**	**386,639**	401,830	426,143
Finance lease liabilities (including current portion)	**190,826**	**190,826**	199,534	199,534
Other noncurrent liabilities (excluding noncurrent retirement liabilities, IRO, ARO and accrual for mine rehabilitation and decommissioning)	**23,637**	**23,637**	30,953	30,953

The following methods and assumptions are used to estimate the fair value of each class of financial instruments:

Cash and Cash Equivalents, Trade and Other Receivables, Noncurrent Receivables and Deposits and Restricted Cash. The carrying amount of cash and cash equivalents and trade and other receivables approximates fair value primarily due to the relatively short-term maturities of these financial instruments. In the case of noncurrent receivables and deposits and restricted cash, the fair value is based on the present value of expected future cash flows using the applicable discount rates based on current market rates of identical or similar quoted instruments.

Derivatives. The fair values of forward exchange contracts are calculated by reference to current forward exchange rates. In the case of freestanding currency and commodity derivatives, the fair values are determined based on quoted prices obtained from their respective active markets. Fair values for stand-alone derivative instruments that are not quoted from an active market and for embedded derivatives are based on valuation models used for similar instruments using both observable and non-observable inputs.

Financial Assets at FVPL and AFS Financial Assets. The fair values of publicly traded instruments and similar investments are based on quoted market prices in an active market. For debt instruments with no quoted market prices, a reasonable estimate of their fair values is calculated based on the expected cash flows from the instruments discounted using the applicable discount rates of comparable instruments quoted in active markets. Unquoted equity securities are carried at cost less impairment.

Loans Payable and Accounts Payable and Accrued Expenses. The carrying amount of loans payable and accounts payable and accrued expenses approximates fair value due to the relatively short-term maturities of these financial instruments.

Long-term Debt, Finance Lease Liabilities and Other Noncurrent Liabilities. The fair value of interest-bearing fixed-rate loans is based on the discounted value of expected future cash flows using the applicable market rates for similar types of instruments as of reporting date. Discount rates used for Philippine peso-denominated loans range from 1.6% to 4.2% and 2.4% to 4.6% as of June 30, 2016 and December 31, 2015, respectively. The discount rates used for foreign currency-denominated loans range from 0.6% to 7.4% and 0.4% to 9.1% as of June 30, 2016 and December 31, 2015, respectively. The carrying amounts of floating rate loans with quarterly interest rate repricing approximate their fair values.

Derivative Financial Instruments and Hedging

The Group's derivative financial instruments according to the type of financial risk being managed and the details of freestanding and embedded derivative financial instruments are discussed below.

The Group enters into various currency and commodity derivative contracts to manage its exposure on foreign currency and commodity price risk. The portfolio is a mixture of instruments including forwards, swaps and options.

Freestanding Derivatives
For the purpose of hedge accounting, hedges are classified as either:

(a) fair value hedges when hedging the exposure to changes in the fair value of a recognized asset or liability or an unrecognized firm commitment (except for foreign currency risk);

(b) cash flow hedges when hedging exposure to variability in cash flows that is either attributable to a particular risk associated with a recognized asset or liability or a highly probable forecast transaction or the foreign currency risk in an unrecognized firm commitment; or

(c) hedges of a net investment in foreign operations.

At the inception of a hedge relationship, the Group formally designates and documents the hedge relationship to which the Group wishes to apply hedge accounting and the risk management objective and strategy for undertaking the hedge. The documentation includes identification of the hedging instrument, the hedged item or transaction, the nature of the risk being hedged and how the entity will assess the hedging instrument's effectiveness in offsetting the exposure to changes in the hedged item's fair value or cash flows attributable to the hedged risk. Such hedges are expected to be highly effective in achieving offsetting changes in fair value or cash flows and are assessed on an ongoing basis to determine that they actually have been highly effective throughout the financial reporting periods for which they were designated.

Fair Value Hedge. Derivatives classified as fair value hedges are carried at fair value with corresponding change in fair value recognized in the consolidated statements of income. The carrying amount of the hedged asset or liability is also adjusted for changes in fair value attributable to the hedged item and the gain or loss associated with that remeasurement is also recognized in the consolidated statements of income.

When the hedge ceases to be highly effective, hedge accounting is discontinued and the adjustment to the carrying amount of a hedged financial instrument is amortized immediately.

The Group discontinues fair value hedge accounting if:

(a) the hedging instrument expires, is sold, is terminated or is exercised;

(b) the hedge no longer meets the criteria for hedge accounting; or

(c) the Group revokes the designation.

The Group has no outstanding derivatives accounted for as a fair value hedge as of June 30 and March 31, 2016 and December 31, 2015.

Cash Flow Hedge. Changes in the fair value of a hedging instrument that qualifies as a highly effective cash flow hedge are recognized in other comprehensive income and presented in the consolidated statements of changes in equity. The ineffective portion is immediately recognized in the consolidated statements of income.

If the hedged cash flow results in the recognition of an asset or a liability, all gains or losses previously recognized directly in the consolidated statements of changes in equity are transferred and included in the initial measurement of the cost or carrying amount of the asset or liability. Otherwise, for all other cash flow hedges, gains or losses initially recognized in the consolidated statements of changes in equity are transferred to the consolidated statements of income in the same period or periods during which the hedged forecasted transaction or recognized asset or liability affects the consolidated statements of income.

When the hedge ceases to be highly effective, hedge accounting is discontinued prospectively. The cumulative gain or loss on the hedging instrument that has been reported directly in the consolidated statements of changes in equity is retained until the forecasted transaction occurs. When the forecasted transaction is no longer expected to occur, any net cumulative gain or loss previously reported in the consolidated statements of changes in equity is recognized in the consolidated statements of income.

The Group has no outstanding derivatives accounted for as a cash flow hedge as of June 30 and March 31, 2016 and December 31, 2015.

Net Investment Hedge. Hedges of a net investment in a foreign operation, including a hedge of a monetary item that is accounted for as part of the net investment, are accounted for in a way similar to cash flow hedges. Gains or losses on the hedging instrument relating to the effective portion of the hedge are recognized in other comprehensive income while any gains or losses relating to the ineffective portion are recognized in the consolidated statements of income. On disposal of a foreign operation, the cumulative value of any such gains and losses recorded in the consolidated statements of changes in equity is transferred to and recognized in the consolidated statements of income.

The Group has no hedge of a net investment in a foreign operation as of June 30 and March 31, 2016 and December 31, 2015.

Changes in fair values of derivatives that do not qualify for hedge accounting are recognized directly in the consolidated statements of income.

Derivative Instruments not Designated as Hedges

The Group enters into certain derivatives as economic hedges of certain underlying exposures. These include freestanding and embedded derivatives found in host contracts, which are not designated as accounting hedges. Changes in fair value of these instruments are accounted for directly in the consolidated statements of income. Details are as follows:

Freestanding Derivatives

Freestanding derivatives consist of commodity and currency derivatives entered into by the Group.

Interest Rate Swap

As of June 30 and March 31, 2016 and December 31, 2015, the Group has outstanding interest rate swap with notional amount of US$300. Under the agreement, the Group receives quarterly floating interest rate based on LIBOR and pays annual fixed interest rate adjusted based on a specified index up to March 2020. The negative fair value of the swap amounted to P1,325, P1,052 and P632 as of June 30 and March 31, 2016 and December 31, 2015, respectively.

Currency Forwards

The Group has outstanding foreign currency forward contracts with aggregate notional amount of US$1,085, US$1,139 and US$1,013 as of June 30 and March 31, 2016 and December 31, 2015, respectively, and with various maturities in 2016. The net positive (negative) fair value of these currency forwards amounted to P395, (P727) and (P202) as of June 30 and March 31, 2016 and December 31, 2015, respectively.

Currency Options
The Group has outstanding currency options with an aggregate notional amount of US$1,764 as of June 30, 2016 and US$565 as of March 31, 2016 and December 31, 2015, and with various maturities in 2016. The net negative fair value of these currency options amounted to P402, P1,443 and P1,232 as of June 30 and March 31, 2016 and December 31, 2015, respectively.

Commodity Swaps
As of March 31, 2016 and December 31, 2015, the Group has outstanding swap agreements covering its aluminum requirements, with various maturities in 2016. Under the agreement, payment is made either by the Group or its counterparty for the difference between the agreed fixed price of aluminum and the price based on the relevant price index. The outstanding equivalent notional quantity covered by the commodity swaps is 465 and 1,150 metric tons as of March 31, 2016 and December 31, 2015, respectively. The net negative fair value of these swaps amounted to P1 and P2 as of March 31, 2016 and December 31, 2015, respectively. The Group has no outstanding swap agreements covering its aluminum requirements as of June 30, 2016.

The Group has outstanding swap agreements covering its oil requirements, with various maturities in 2016. Under the agreement, payment is made either by the Group or its counterparty for the difference between the hedged fixed price and the relevant monthly average index price. The outstanding equivalent notional quantity covered by the commodity swaps is 11.8, 9.2 and 10.9 million barrels as of June 30 and March 31, 2016 and December 31, 2015, respectively. The positive (negative) fair value of these swaps amounted to P120, (P46) and (P39) as of June 30 and March 31, 2016 and December 31, 2015, respectively.

Commodity Options
As of June 30 and March 31, 2016 and December 31, 2015, the Group has no outstanding commodity options on the purchase of wheat.

As of June 30 and March 31, 2016 and December 31, 2015, the Group has no outstanding commodity options on the purchase of soybean meals.

As of June 30 and March 31, 2016 and December 31, 2015, the Group has no outstanding 3-way options designated as hedge of forecasted purchases of crude oil.

Embedded Derivatives
The Group's embedded derivatives include currency derivatives (forwards and options) embedded in non-financial contracts.

Embedded Currency Forwards
The total outstanding notional amount of currency forwards embedded in non-financial contracts amounted to US$150, US$166 and US$173 as of June 30 and March 31, 2016 and December 31, 2015, respectively. These non-financial contracts consist mainly of foreign currency- denominated purchase orders, sales agreements and capital expenditures. The embedded forwards are not clearly and closely related to their respective host contracts. The net positive (negative) fair value of these embedded currency forwards amounted to (P66), P75 and (P83) as of June 30 and March 31, 2016 and December 31, 2015, respectively.

Embedded Currency Options
As of June 30 and March 31, 2016 and December 31, 2015, the Group has no outstanding currency options embedded in non-financial contracts.

The Group recognized marked-to-market losses from freestanding and embedded derivatives amounting to P1,079, P785, P1,627 and P248 for the periods ended June 30, 2016 and 2015 and March 31, 2016 and 2015, respectively.

Fair Value Measurements

The Group measures a number of financial and non-financial assets and liabilities at fair value at each reporting 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 most advantageous market must be accessible to the Group.

The fair value of an asset or 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.

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

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

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities;

- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly; and

- Level 3: inputs for the asset or liability that are not based on observable market data.

For assets and liabilities that are recognized in the consolidated financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing the categorization at the end of each reporting period.

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

Fair Value Hierarchy

Financial assets and financial liabilities measured at fair value in the consolidated statements of financial position are categorized in accordance with the fair value hierarchy. This hierarchy groups financial assets and financial liabilities into three levels based on the significance of inputs used in measuring the fair value of the financial assets and financial liabilities.

The table below analyzes financial instruments carried at fair value by valuation method:

	June 30, 2016			December 31, 2015		
	Level 1	**Level 2**	**Total**	Level 1	Level 2	Total
Financial Assets						
Derivative assets	**P -**	**P872**	**P872**	P -	P391	P391
Financial assets at FVPL	**-**	**152**	**152**	-	147	147
AFS financial assets	**245**	**5,791**	**6,036**	233	5,785	6,018
Financial Liabilities						
Derivative liabilities	**-**	**2,150**	**2,150**	-	2,581	2,581

The Group has no financial instruments valued based on Level 3 as of June 30, 2016 and December 31, 2015. During the year, there were no transfers between Level 1 and Level 2 fair value measurements, and no transfers into and out of Level 3 fair value measurement.

11. Other Matters

a. There are no unusual items as to nature and amount affecting assets, liabilities, equity, net income or cash flows, except those stated in Management's Discussion and Analysis of Financial Position and Financial Performance.

b. There were no material changes in estimates of amounts reported in prior financial years.

c. There were no known trends, demands, commitments, events or uncertainties that will have a material impact on the Group's liquidity.

d. There were no known trends, events or uncertainties that have had or that are reasonably expected to have a favorable or unfavorable impact on net sales or revenues or income from continuing operation.

e. There were no known events that will trigger direct or contingent financial obligation that is material to the Group, including any default or acceleration of an obligation and there were no changes in contingent liabilities and contingent assets since the last annual reporting date, except for Note 45 (a) of the 2015 Audited Consolidated Financial Statements, that remain outstanding as of June 30, 2016. No material contingencies and any other events or transactions exist that are material to an understanding of the current interim period.

f. The effects of seasonality or cyclicality on the interim operations of the Group's businesses are not material.

g. There were no material off-statements of financial position transactions, arrangements, obligations (including contingent obligations), and other relationship of the Group with unconsolidated entities or other persons created during the reporting period, except for the outstanding derivative transactions entered by the Group as of and for the period ended June 30, 2016.

h. The Group's material commitments for capital expenditure projects have been approved during the current year but are still ongoing and not yet completed as of end of June 30, 2016. These consist of construction, acquisition, upgrade or repair of fixed assets needed for normal operations of the business. The said projects will be carried forward to the next quarter until its completion. The fund to be used for these projects will come from available cash, short and long-term loans.

i. Certain amounts in prior year have been reclassified for consistency with the current period presentation. These reclassifications had no effect on the reported financial performance for any period.

TOP FRONTIER
INVESTMENT HOLDINGS, INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS
OF FINANCIAL POSITION AND FINANCIAL PERFORMANCE

INTRODUCTION

The following discussion should be read in conjunction with the attached unaudited consolidated financial statements of Top Frontier Investment Holdings, Inc. ("Top Frontier" or "Parent Company") and its subsidiaries (collectively referred to as the "Group") as of and for the period ended June 30, 2016 (with comparative figures as of December 31, 2015 and for the period ended June 30, 2015). All necessary adjustments to present fairly the consolidated financial position, financial performance and cash flows of the Group as of June 30, 2016, and for all the other periods presented, have been made. Certain information and footnote disclosure normally included in the audited consolidated financial statements prepared in accordance with Philippine Financial Reporting Standards have been omitted.

I. 2016 SIGNIFICANT TRANSACTIONS

SECOND QUARTER

DIVESTMENT

- *Sale of Telecommunications Business to Philippine Long Distance Telephone Company (PLDT) and Globe Telecom, Inc. (Globe)*

On May 30, 2016, San Miguel Corporations (SMC) entered into agreements with PLDT and Globe, respectively, for the sale of 100% ownership interest of SMC in Vega Telecom, Inc. (Vega) for total amount of P30,004 million. Vega holds the telecommunications assets of SMC through its subsidiaries. In addition, advances by SMC to Vega was also assigned to PLDT and Globe, in the total amount of P22,077 million. SMC received P26,040 million or 50% of the proceeds from the sale of shares and assignment of advances upon signing of the agreement. The payments of the remaining balance will be made to SMC at 25% of the proceeds each on December 1, 2016 and May 16, 2017.

SMC booked a net gain from the transaction amounting to P6,948 million, net of capital gains tax.

On May 30, 2016, SMC, PLDT, and Globe filed a notice with the Philippine Competition Commission (the "PCC") to inform them of the execution of the SPA among the parties (the "Notice"). The Notice was filed pursuant to memorandum circulars issued by the PCC that transactions of which the PCC is notified during the period prior to the adoption of the implementing rules and regulations of the Philippine Competition Act shall be deemed approved. On June 7, 2016, the PCC required SMC, PLDT and Globe to provide additional information regarding the transaction and advised them that the notice which they filed are insufficient and thus have to be re-filed with the PCC. Consequently, the PCC advised SMC, PLDT and Globe that the transaction is not deemed approved by the PCC.

Both PLDT and Globe filed their respective petitions for certiorari and prohibition with the Court of Appeals to enjoin the PCC from proceeding with the evaluation of the transaction and not considering the transaction to be deemed approved. An application for a temporary restraining order against the PCC made by Globe was denied. PLDT's similar application for a temporary restraining order is pending resolution by the Court of Appeals. The two petitions have been consolidated. SMC is not a party to the pending cases between the PCC and PLDT and Globe.

INVESTMENTS

- *Additional Investment in Universal LRT Corporation (BVI) Limited (ULC BVI) and Acquisition of 100% Equity Interest in ULCOM Company, Inc. (ULCOM) by San Miguel Holdings Corp. (SMHC)*

On June 16, 2016, SMC through its wholly-owned subsidiary, SMHC, executed an Amended and Restated Share Sale and Purchase Agreement with Universal LRT Corporation Limited (ULC HK) and Mr. Salvador B. Zamora II and various parties, for the purchase of: (i) an additional 49% equity interest in ULC BVI; and (ii) 100% equity interest in ULCOM. The total consideration for the acquisition of ULC BVI and ULCOM is US$100 million, which amount consists of payment for the shares as well as the outstanding shareholder advances made by each of ULC HK and Mr. Zamora to ULC BVI and ULCOM, respectively. The amount of the shareholder advances is approximately US$3.8 million. ULC BVI holds the exclusive right, obligation and privilege to finance, design, construct, supply, complete and commission the Metro Rail Transit Line 7 Project (MRT 7 Project) by virtue of the Concession Agreement dated, June 18, 2008 with the Republic of the Philippines, through the Department of Transportation and Communications. ULCOM is the designated Facility Operator and Maintenance Provider of the MRT 7 Project.

The additional investment in ULC BVI and the acquisition of ULCOM was completed on July 1, 2016. With the completion of such acquisition, SMHC now owns 100% interest in ULC BVI and ULCOM.

EQUITY

- *Issuance of 2,588,300 Philippine Peso-Denominated Convertible Perpetual Securities (CPS) by the Parent Company*

On June 30, 2016, the Parent Company issued Philippine Peso-denominated convertible perpetual securities with an aggregate face value of P25,883 million in favor of Bryce Canyon Investments Limited, a British Virgin Island business company. The CPS shall entitle the security holder a cumulative preferential distribution in PHP at 6.25% per annum on their face value amount, payable semi-annually in arrears on June 30 and December 31 in each year, commencing on December 31, 2016. The security holders shall have the option to convert the CPS into preferred shares of the Parent Company at any time on or after July 31, 2019.

Proceeds from the sale of the securities were used by the Parent Company for repayment of the US$550 million long-term debt.

LONG-TERM DEBT

- *Payment of Long-term Debt*

- Parent Company

On June 30, 2016, the Parent Company paid its US$550 million (P25,883 million) long-term debt obtained in March 2014. The payment was funded by the proceeds from the issuance of the convertible perpetual securities.

- SMC

On April 7, 2016, SMC fully paid its US$170 million (P7,837 million) loan, obtained to fund the infrastructure investments and for general corporate purposes. The payment was funded by the proceeds from the issuance of Series "2 - G, H and I" Preferred Shares of SMC.

FIRST QUARTER

EQUITY

- *Issuance of 400,000,000 Series "2" Preferred Shares – Subseries G, H and I by SMC*

On February 24, 2016, the Board of Directors of Philippine Stock Exchange, Inc. approved the listing application of SMC of up to 975,571,800 shares of Series "2" Preferred Shares under shelf registration (the "Shelf Registered Shares") and the offering of up to 400,000,000 shares of Series "2" Preferred Shares (the "First Tranche") with a par value of P5.00 per share and an offer price of P75.00 per share. The Philippine Securities and Exchange Commission approved the shelf registration of the Shelf Registered Shares and issued a permit to sell covering the same on March 8, 2016.

SMC offered the "First Tranche" of (i) up to 280,000,000 shares of Series "2" Preferred Shares consisting of Subseries "2-G", "2-H" and "2-I" and (ii) up to 120,000,000 shares of Series "2" Preferred Shares to cover the oversubscription option. The First Tranche will be re-issued and offered from the Series "2" Preferred Shares Subseries held in treasury. The offer period was from March 14 to March 18, 2016. The First Tranche was issued on March 30, 2016 which was also the listing date of the Shelf Registered Shares.

The remaining 575,571,800 Shelf Registered Shares will be issued within a period of three years. The offer shares shall be issued from the remaining Series "2" Preferred Shares Subseries "2-A" held in treasury and unissued shares of Series "2" Preferred Shares.

Dividend rates are 6.5793%, 6.3222% and 6.3355% per annum for Subseries "2-G", "2-H" and "2-I", respectively.

Following the completion of SMC's follow-on offering of 280,000,000 Series "2" Preferred Shares, with an oversubscription option of 120,000,000 Series "2" Preferred Shares, SMC shall reissue the following Series "2" Preferred Shares held in treasury: (i) 244,432,686 Series "2" Preferred Shares; and (ii) 155,567,314 Subseries "2-A" Preferred Shares (collectively, the "Offer Shares"). The Series "2" Preferred Shares were Series "1" Preferred Shares held in treasury that were reclassified to Series "2" Preferred Shares on June 9, 2015.

After reissuance of the Offer Shares on March 30, 2016, SMC shall have a remaining 565,445,086 Subseries "2-A" Preferred Shares held in treasury. There are no more Series "2" Preferred Shares held in treasury.

LONG-TERM DEBT

- *Refinancing of the US300 Million Short-term Loan*

- SMC Global Power Holdings Corp. (SMC Global)

On January 26, 2016, SMC Global redeemed its US$300 million (P14,115 million), 7%, five-year bond, issued on January 14, 2011 under the Regulations of the U.S. Securities Act of 1933, as amended. The bond issue was listed in the Singapore Exchange Securities Trading Limited.

SMC Global availed of a US$300 million (P14,364 million) bridge financing, six-month term loan, with a local bank on January 14, 2016 for the redemption of the US$300 million bond.

On July 11, 2016, SMC Global issued and listed in the Philippine Dealing & Exchange Corp. fixed rate Philippine Peso-denominated bonds (the "Bonds") with an aggregate principal amount of P15 billion. The Bonds were issued 100% of face value in minimum denominations of P50,000.00 each, and in integral multiples of P10,000.00 thereafter. The bonds comprised of the Series A Bonds, the Series B Bonds, and the Series C Bonds.

The terms and interest rate of the bonds are as follows:

	Term	Interest Rate Per Annum
Series A Bonds	five (5) years, due 2021	4.3458%
Series B Bonds	seven (7) years, due 2023	4.7575%
Series C Bonds	ten (10) years, due 2026	5.1792%

Interest on the Bonds shall be payable quarterly in arrears starting on October 11, 2016, for the first Interest Payment Date, and January 11, April 11, July 11 and October 11 of each year thereafter.

The net proceeds of the Offer shall be used primarily by SMC Global to refinance the short-term US$300 million bridge financing loan availed for the redemption of the US$300 million bond.

- Atlantic Aurum Investments Philippines Corporation (AAIPC)

On March 14, 2016, AAIPC availed in full the P16,700 million loan facility with various banks. The loan has a term of nine years and bears a fixed interest rate of 6.7394% per annum.

The net proceeds of the loan were used by AAIPC to acquire the Stage 3 Connector Tollways Holding Corporation shares owned by Atlantic Aurum Investments B.V. (AAIBV).

On March 15, 2016, AAIBV used the proceeds from the sale of the shares to prepay its existing US$340 million (P16,000 million) loan with Standard Chartered Bank. The loan is payable lump sum on September 19, 2016 and bears an interest rate of 5.375% margin rate and LIBOR rate applicable to the loan payable at the end of each interest period.

- *Availment of Long-term Debt to Finance Capital Projects*

- SMC Consolidated Power Corporation (SCPC)

In 2016, SCPC has drawn a total of US$254 million (P11,906 million) from the US$400 million, seven-year term loan with a syndicate of banks. The loan bears interest rate of LIBOR plus a margin, payable in arrears on the last day of the agreed interest period. Repayment of the loan principal shall commence on October 31, 2017, and every three months thereafter.

Proceeds of the loan is earmarked for the financing of the construction of the 2x150MW Limay Power Plant (Phase I), in Bataan.

- Vertex Tollways Devt. Inc. (Vertex)

On January 29 and February 1, 2016, Vertex has drawn a total of P1,100 million, to complete the P7,500 million loan facility for the financing of ongoing construction of the Ninoy Aquino International Airport (NAIA) Expressway Project.

II. FINANCIAL PERFORMANCE

<u>2016 vs. 2015</u>

As a result of completion of the sale of Vega and subsidiaries on May 30, 2016, the line by line consolidation of Vega and subsidiaries were excluded in the consolidated statements of income for the periods ended June 30, 2016 and 2015 and presented under "Income (loss) after income tax from discontinued operations." Accordingly, the comparable 2015 consolidated statement of income was restated.

The consolidated sales revenue of the Group for the first semester of 2016 amounted to P329,162 million. This is slightly lower than 2015. Most businesses increased their revenues but the decline in oil prices lowered Petron revenues offsetting the increases.

The Group's consolidated operating income reached P47,217 million, 19% higher than last year. This is a result of Petron's improved refinery margins, Infrastructure business' full semester contribution, core Beverage, Food and Packaging business' double digit income growth as well as the Energy business improved income performance.

The higher interest expense was mainly due to the absence of capitalized interest of Petron in 2016 and the six month-period balance contribution of AAIBV Group compared to four months last year.

The decrease in interest income was mainly due to lower average balance of money market placements of SMC, SMC Global and Petron in June 2016 compared to the same period last year, net of the higher interest income of Infra Group due to six month-period balance contribution of AAIBV Group compared to four months last year.

The decrease in equity in net earnings in 2016 primarily represents the share of San Miguel Properties, Inc. (SMPI) in the lower net income of Bank of Commerce in 2016. The Group recognized P137 million as its share in the net income of AAIBV Group from January 1 to March 5, 2015, prior to consolidation.

Other charges consist of the gain (loss) on foreign exchange and derivatives of the Group. The gain on foreign exchange in 2016, consists of translation of the foreign currency-denominated cash and cash equivalents and the foreign exchange gain realized from the payment US$170 million long-term debt in April 2016 of SMC. The appreciation of Malaysian Ringgit against the United States Dollar during the period resulted to the gain on foreign exchange from the importation of crude oil and petroleum products of Petron Malaysia.

The depreciation of the Philippine Peso against the United States Dollar by P0.37 on June 30, 2015, resulted to foreign exchange loss on the translation of foreign currency-denominated liabilities of SMC Global and Petron.

Petron incurred higher net loss on freestanding currency forward derivatives, partly offset by higher net gain on commodity hedging. However, SMC gained from its freestanding currency derivatives, a turn-around from the loss in June 2015.

The higher income tax expense was primarily due to: a) increase in taxable net income of Petron, SMC Global and San Miguel Foods, Inc.; b) recognition of deferred income tax on the temporary difference of the net book value of leased assets against the carrying amount of finance lease liabilities of SMC Global; c) recognition of income tax on the dividend income from foreign subsidiaries of Petron; and d) six month-period balance contribution of AAIBV Group compared to four months last year. However, this was tempered by the recognition by Petron of income tax holiday from the Refinery Master Plan Phase 2.

Gain from discontinued operations amounting to P12,248 million represents recovery of previous costs, losses, interest expense, and provisions pertaining to the sale of telecommunication business.

The net loss from discontinued operations in 2015 pertains to the consolidated net loss of Vega and its subsidiaries for the first semester of 2015.

Consolidated net income amounted to P35,181 million, more than double the previous year's level.

The share of non-controlling interests (NCI) on the Group's net income increased in 2016 mainly due to the increase in share of the holders of undated subordinated capital securities on the net income of SMC Global due to additional issuance in August 2015, the increase in share of NCI due to higher net income of SMC, San Miguel Brewery Inc. (SMB) and Petron in 2016 and the higher share of NCI in the net income of Citra Metro Manila Tollways Corporation and South Luzon Tollways Corporation, which were consolidated to the Group starting March 5, 2015.

2015 vs. 2014

Top Frontier's 2015 consolidated sales revenue for the first semester amounted to P334,069 million, 17% lower than 2014. As in the first quarter of 2015, this is due to the decline in Petron's sales revenue which primarily resulted from the lower selling price per liter.

Offsetting the decline in Petron's sales revenue was the continued growth in Beverages, Food and Packaging businesses as well as Infrastructure business. In June 2015, the Infrastructure business contributed P5,305 million in toll revenues with the consolidation of SLEX and Skyway starting March 2015.

The lower cost of sales resulted from the drop in reference crude Dubai prices.

Margin improvement in Petron during the second quarter of 2015 coupled by continued improved performance of Beverage, Food and Packaging as well as Infrastructure business resulted to June 2015 consolidated operating income of P39,578 million, 25% higher than 2014.

The consolidation of AAIBV Group starting March 2015 mainly accounts for the increase in interest expense and other financing charges.

Interest earned from the placement of the proceeds from the sale of the investments in Philippine Airlines, Inc. and Air Philippines Corporation and the proceeds from the reissuance of SMC's Series "1" Preferred Shares principally contributed to the increase in interest income.

The decrease in equity in net earnings of associates and joint ventures is mainly attributable to the consolidation of the AAIBV Group starting March 2015 which was previously accounted for as an associate.

The depreciation of the Philippine Peso against the United States Dollar by P0.37 on June 30, 2015 as compared to the appreciation of Philippine Peso by P0.745 on June 30, 2014, resulted to loss on foreign exchange of P1,853 million in 2015 as compared to gain on foreign exchange of P4,660 million in 2014.

The higher income tax expense in 2015 primarily resulted from the higher taxable income of SMB, the expiration of the income tax holiday of San Miguel Energy Corporation, South Premiere Power Corp. and Strategic Power Devt. Corp. in July 2014, and the consolidation of the AAIBV Group.

Including net financing charges and taxes, consolidated net income amounted to P16,073 million, while the corresponding net income attributable to equity holders of the Parent Company is P3,374 million. This is lower than 2014, with the loss on foreign exchange in June 2015 versus the gains in June 2014.

Excluding the effect of foreign exchange, consolidated net income would have been P17,632 million, 14% higher than the comparable amount in 2014.

The following are the highlights of the performance of the individual business segments:

1. **BEVERAGE**

<u>**2016 vs. 2015**</u>

a. San Miguel Brewery Inc.

San Miguel Brewery registered consolidated sales revenues of P47,396 million, 19% higher than the previous year, driven by higher domestic sales volumes.

Domestic operations sold 101.3 million cases, 17% higher than last year, despite the price increase implemented last April 1. This is due to the increased consumption of SMB Brands with the favorable economic environment as well as with the effective implementation of new campaigns, consumer and trade programs. Corresponding domestic revenues posted a 21% growth from last year to reach P41,565 million.

International operations, on the other hand, contributed 13.6 million cases equivalent to P5,831 million revenues during the first semester. This is 7% higher than last year with the increase coming mainly from Indonesia.

With higher sales, SMB's consolidated operating income reached P12,574 million, 16% higher than last year.

b. Ginebra San Miguel Inc. (GSMI)

Ginebra San Miguel continued to do very well, first semester 2016 sales revenues increased by 13% from last year to P8,414 million. This is on the back of a 12% volume growth in hard liquor reaching 11.4 million cases, fueled by strong sales of core brands Ginebra San Miguel and Vino Kulafu.

The corresponding operating income grew 68% to about P414 million.

<u>2015 vs. 2014</u>

a. San Miguel Brewery Inc.

SMB's consolidated revenues grew 5%, reaching P39,802 million for the first half of 2015. This was mainly driven by its domestic beer operations which delivered a 3% volume growth or 86.4 million cases. Along with the price increase implemented in October 2014, this translated to domestic revenues of P34,473 million, 13% higher than 2014. On the other hand, volumes in the international operations were lower as the Hong Kong and Indonesia markets continued to face challenges. With this, SMB managed to register consolidated beer sales volume of 100.5 million cases, slightly lower than 2014.

With cost management programs, operating income for the first semester of 2015 amounted to P10,875 million, 6% better than 2014.

b. Ginebra San Miguel Inc.

GSMI regains profitability as it ends the first half of 2015 with a net income of P5 million. This is mainly brought about by growth in volumes, led by GSM Red. First semester of 2015 volume totaled to 10.2 million cases, 4% above 2014. Coupled with the effect of the implemented price adjustments in January 2015 to recover higher excise taxes, consolidated revenues ended at about P7,453 million, 8% ahead of 2014.

With higher revenues and contained costs, operating income for the semester reached P246 million, significantly higher than 2014's levels.

2. FOOD

<u>2016 vs. 2015</u>

San Miguel Pure Foods Company Inc. (SMPFC) and its subsidiaries achieved a 5% growth in consolidated sales revenues reaching P53,154 million for the first semester of 2016. Just like in the first quarter, this was driven by the good performance of its major businesses – Agro-industrial and Branded Value-added businesses.

Agro-industrial cluster posted a revenue growth of 8% coming from its Poultry and Feeds businesses. Poultry and Meats revenues went up by 9% due to higher volumes and prices of chicken, tempered by lower pork prices due to the influx of lower-priced imported meats.

Branded Value-added cluster contributed revenue of P12,147 million, 8% higher than last year. Still, this is a result of combined strong brand leadership in the market of Pure Foods and Magnolia thru their product expansion, effective marketing campaigns and better sales mix strategy.

SMPFC's consolidated operating income amounted to P3,602 million, 31% higher than last year. In addition to revenue increases, operation efficiencies on its major business segments and lower prices of key raw materials also helped improved SMPFC's income performance.

2015 vs. 2014

SMPFC's consolidated revenue for the first semester of 2015 is up by 3% versus 2014 level to P50,508 million. Agro and Milling businesses posted a modest 2% revenue growth with higher feeds and flour volume. The increase was achieved despite lower results in Poultry and Meat businesses with lower chicken selling prices due to industry oversupply, and lower supply of meat due to slower weight gain. On the other hand, core brands such as Purefoods, Magnolia, Star and Dari Crème remained strong and contributed to the 11% growth in revenue of the Branded Value-added businesses.

These translated to a consolidated operating income amounting to P2,740 million, 2% above 2014. The improved profitability of the Branded Value-added business during the second quarter of 2015 and sustained strong performance of Feeds offset the impact of Poultry and Meat businesses' weak performance.

3. PACKAGING

2016 vs. 2015

The San Miguel Yamamura Packaging Group's (SMYPG) sales revenues for the first semester of 2016 amounted to P13,511 million, 12% higher than 2015. Glass business with revenue increasing by 14% versus June 2015 remained the major contributor. It is worthy to note, however, that Australia operations and Metal business' increased sales performance was sustained.

The corresponding operating income increased by 21% to P1,331 million.

2015 vs. 2014

SMYPG's consolidated revenues for the first semester of 2015 amounted to P12,013 million, 4% higher than 2014. The business continued to benefit from higher revenues from Glass and Paper business. Glass business grew stronger during the second quarter of 2015 with growing demands coming from beverage clients and exports. The Paper business, on the other hand continued to benefit from higher tolling and export sales.

With better productivity and improved costs, Packaging Group's first semester of 2015 operating income reached P1,104 million, 7% above 2014.

4. ENERGY

2016 vs. 2015

SMC Global Power's off take volume for the first semester of 2016 was 9.3 million megawatt hours (MWh), 14% higher than 2015. This is a result of Sual and Ilijan's continued higher bilateral volumes coupled with San Roque's higher plant dispatch because of better water inflow.

The resulting Energy group's consolidated net revenue, however, increased only by 2% to P41,072 million with lower average realization prices for both spot sales and bilateral customers.

The Energy business' corresponding operating income reached P15,741 million, 15% higher than last year.

2015 vs. 2014

SMC Global's off take volume for the first semester of 2015 was about 8.2 million MWh, 7% lower than 2014. Ilijan's lower volumes were due to the scheduled maintenance outage of Malampaya and Block 2 units of the plant that started in the first quarter of 2015. This was moderated by the 5% increase in Sual's off take volume with higher bilateral and Wholesale Electricity Spot Market volumes.

Coupled with decrease in average prices, SMC Global's consolidated revenue was P40,455 million, 8% lower than 2014.

The Energy business' consolidated operating income of P13,650 million was 9% lower than 2014.

5. FUEL AND OIL

2016 vs. 2015

Petron Corporation continued its strong performance, posting a consolidated net income of P5,279 million in the first half of 2016. This represents 55% income growth from 2015, attributed to increase in sales volumes supported by its aggressive network expansion, improved production and cost efficiencies, and a deeper focus on customer programs.

Consolidated sales volumes increased by 9% to 51.8 million barrels in the first 6 months of 2016. Petron saw robust growth across its major businesses namely Retail, Industrial, Liquefied Petroleum Gas (LPG) and Lubricants in both countries. Philippine sales volume grew 10% to 32.7 million barrels, remaining the undisputed leader in retail through the aggressive network expansion and posting double digit growth during the period in its Industrial, Lubricants and LPG businesses. Malaysia sales, on the other hand, spurred volumes by 8% to 19 million barrels as more focused customer programs grew preference and confidence in Petron Malaysia's products and services.

The prolonged slump in oil prices, with Dubai crude averaging $36.80 per barrel in the first half of 2016 compared to $56.59 per barrel last year, led to Petron sale revenues declining by 13% to P161,863 million for the first half of 2016. The decrease in prices coupled with reduced product "cracks" was however offset by the improved refinery margins resulting from the Bataan Refinery upgrade which has substantially increased the production of high margin products. Operating income increased by 29% to reach P11,479 million during the first semester of 2016.

2015 vs. 2014

Petron closed the first semester of 2015 with a P3,408 million net income, 13% higher than 2014, following a strong second quarter performance. For the second quarter of 2015 alone, a net income of P3,151 million was recognized resulting from higher volumes due to increased production from the Bataan Refinery and higher margin due to steadier crude oil prices during the quarter.

June 2015 volumes ended at about 47.4 million barrels, 9% above 2014's level. Philippine operations led the volume growth with 29.7 million barrels, 17% ahead of 2014, on account of the 10% increase in retail sales and 25% growth in LPG business. Petron Malaysia's volumes, on the other hand, contributed about 17.7 million barrels.

Meanwhile, consolidated revenues continued to reflect weakness in finished product prices causing a 28% decline and ended at P186,051 million.

With increased volumes and improved margins, first semester of 2015 consolidated operating income of P8,876 million grew by 48%.

6. INFRASTRUCTURE

2016 vs. 2015

The Infrastructure business, mainly composed of Metro Manila Skyway (Skyway) and South Luzon Expressway (SLEX) operations, contributed P9,779 million in revenues and P5,035 million in operating income, registering growth of 14% and 9%, respectively, on a full semester comparison. The increase in revenues is driven by higher traffic from Skyway, SLEX, Southern Tagalog Arterial Road (STAR), and full semester operations of Sections 1 and 2 for Tarlac-Pangasinan-La Union Toll Expressway (TPLEX).

2015 vs. 2014

The 2015 first semester results of the Infrastructure business mainly represents the tollway operations of the Skyway and SLEX for the period from March 5 to June 30, 2015, and the first semester financial performance of TPLEX and STAR. The consolidation of the Skyway and SLEX with SMC group starting March 5, 2015 contributed P5,305 million in toll revenues and about P2,987 million in operating income in June 2015.

June 2014 revenue and operating loss of the Infrastructure business amounted to P397 million and P87 million, respectively, which comprise mainly of the tollway operations of TPLEX and STAR.

III. FINANCIAL POSITION

2016 vs. 2015

The Group's consolidated total assets as of June 30, 2016 amounted to P1,397,148 million, P27,483 million higher than 2015. The increase is primarily due to the higher balance of cash and cash equivalents, from the net proceeds of the issuance of Series "2" preferred shares of SMC and the recognition of receivable from PLDT and Globe related to the sale of the investment in shares of stock of Vega and the assignment of the receivables from Vega and its subsidiaries.

Cash and cash equivalents increased by P8,866 million mainly due to the net proceeds from the: (a) issuance of Series "2 - G, H and I" Preferred Shares of SMC and (b) 50% down payment from the sale of investment in shares of stock of Vega and assignment of Telco advances, net of the payment of: (a) long-term debt of SMC; (b) loans payable of Petron and SMPI; and (c) dividends and distributions.

Trade and other receivables increased by P23,791 million primarily due to the receivable from PLDT and Globe related to the sale of the investment in shares of stock of Vega and the assignment of the receivables from Vega and its subsidiaries.

Inventories increased by P12,403 million due to: a) higher price and volume of crude and finished products of Petron Philippines; b) importation of certain major raw materials, usage of which will commence in the third quarter of 2016 by SMPFC; c) higher volume of banker fuel oil importation by SL Harbour Bulk Terminal Corporation (SLHBTC); and d) purposive build-up of molasses by GSMI.

Biological assets increased by P236 million, mainly due higher piglet cost.

Investments and advances decreased by P1,986 million in 2016 mainly due to reclassification to investment in subsidiaries of the advances for the acquisition of: (a) the shares of stock of E-Fare Investment Holdings, Inc. and (b) 49% non-controlling interest in ULC BVI.

Investment property increased by P1,599 million mainly due to the consolidation of E-fare's balance.

Other intangible assets decreased by P19,289 million primarily due to the deconsolidation of licenses attributed to the subsidiaries of Vega, net of the recognition of additional concession rights for the various infrastructure project, such as: Skyway Stage 3, TPLEX, NAIA Expressway, Boracay Airport and Manila North Harbor Development Program in 2016.

Deferred tax assets increased by P1,086 million mainly due to the recognition by SMC of deferred tax asset on net operating loss carry over.

Other noncurrent assets increased by P4,387 million mainly due to the down payment for the engineering procurement and construction contract for MRT 7 Project.

The increase in loans payable of P7,588 million was mainly due to the reclassification of the US$125 million loan of the Parent Company from current maturities of long-term debt.

The increase in income and other taxes payable of P1,447 million in 2016 was mainly due to higher income tax and Value-added Tax (VAT) payable attributable to the increase in net sales and service revenue of SLHBTC.

Dividends payable increased by P1,726 million mainly due to the dividend declared by SMC to its preferred stockholders owning Series 1 and Series 2 – B, C, D, E, F, G, H and I, on May 12, 2016, which was subsequently paid on July 6, 2016. SMC has no outstanding dividend payable to its preferred stockholders as of December 31, 2015.

The decrease in long-term debt was mainly due to payments made by the Parent Company, SMC, Infrastructure Group, Petron, SMC PowerGen Inc. and San Miguel Yamamura Packaging Corp. of their maturing long-term debt; redemption of the US$300 million bonds of SMC Global which matured in January 2016 and the reclassification to loans payable of the US$125 million loan of the Parent Company from current maturities of long-term debt. This was partly offset by the availments used to finance the following projects: (a) SMC Consolidated Power Corporation to finance the construction of the 2x150MW Limay Power Plant (Phase I), in Bataan, and (b) Vertex for the construction of the NAIA Expressway Project.

The decrease in finance lease liabilities was mainly due to payments of P11,856 million, net of interest.

Other noncurrent liabilities decreased by P8,149 million mainly due to the deconsolidation of Vega's balance, as a result of the sale of the investment.

The increase in equity was primarily due to the issuance by the Parent Company of convertible perpetual securities with an aggregate face value amount of P25,883 million to Bryce Canyon Investments Limited on June 30, 2016 and the net income attributable to the equity holders of the Parent Company during the period.

The increase in non-controlling interests pertains mainly to the issuance of 400 million Series “2”, in Subseries G, H and I preferred shares of SMC at P75.00 per share on March 30, 2016 and share of NCI in the net income of the Group, net of dividends declared.

2015 vs. 2014

The Group’s consolidated total assets as of June 30, 2015 amounted to P1,370,242 million, P28,225 million higher than 2014. The increase is primarily due to the consolidation of AAIBV’s balance of toll road concession rights to operate and maintain the SLEX and the Skyway and the recognition of goodwill upon the consolidation of AAIBV on March 5, 2015, net of the decrease in cash and cash equivalents.

Cash and cash equivalents decreased by P52,613 million mainly due to the a) redemption of: the preferred shares of Petron and its subsidiary and the US$284 million medium term notes of SMC; and b) payment of short-term loans of Petron and finance lease liabilities of SMC Global, net of the proceeds from reissuance of 279,406,667 Series “1” Preferred Shares of SMC and the consolidation of AAIBV Group's cash and cash equivalents balance.

Trade and other receivables decreased by P15,648 million mainly due to the collection of: a) non-trade receivables of SMHC, b) advances to crude supplier of Petron and c) trade receivables of SMPFC.

Prepaid expenses and other current assets increased by P15,843 million mainly due to the consolidation of AAIBV Group's balance and the increase in excess of input VAT of SMC Global and Petron Malaysia due to payments made for the costs of materials, equipment and labor for the construction of the new power plants and with the implementation of Goods and Services Tax starting April 1, 2015, respectively.

The decrease in assets held for sale was primarily due to the sale by Coastal View of the investment in shares of stock of Indophil Resources NL.

Investments and advances decreased by P7,667 million mainly due to the reclassification of the carrying amount of the investment in AAIBV, Manila Toll Expressway Systems, Inc. and Skyway O&M Corporation to investments in subsidiaries from investments in associates. These companies were consolidated starting March 5, 2015.

Investment property decreased by P426 million mainly due to the reclassification by SMPI to property, plant and equipment of the land and model unit of Makati Diamond Residences.

Biological assets increased by P315 million as breeding stocks affected by typhoon Glenda were replenished.

Goodwill increased by P18,318 million mainly due to the consolidation of AAIBV Group.

Other intangible assets increased by P58,921 million mainly due to the consolidation of AAIBV's toll road concession rights to operate and maintain the SLEX and Stages 1 to 3 of the Skyway; and the recognition of additional toll road concession rights for the various infrastructure projects namely: NAIA Expressway, TPLEX, Boracay Airport and STAR in 2015.

Other noncurrent assets decreased by P6,185 million mainly due to the elimination of the noncurrent receivable of SMC from AAIBV upon its consolidation in March 2015.

Loans payable decreased by P24,704 million mainly due to the payments made by Petron and SMPFC of their short-term loan.

Income and other taxes payable decreased by P1,050 million mainly due to the lower accrued sales tax payable of Petron Malaysia resulting from lower regulated price of crude, net of the consolidation of the income and other taxes payable balance of AAIBV Group.

Dividends payable decreased by P1,008 million mainly due to the payment by SMC in 2015 of the dividends payable to its preferred and common stockholders which were outstanding in 2014.

The increase in long-term debt of P50,023 million was mainly due to the consolidation of the balance of AAIBV Group, and the loan availments made by: a) SMC Global primarily to finance the ongoing construction of power plants in Davao and Limay, b) Vertex to fund the NAIA Expressway Project and c) PIDC to fund the TPLEX Project, net of the redemption of US$284 million medium term notes of SMC.

Deferred tax liabilities increased by P6,596 million due to the consolidation of AAIBV.

The decrease in finance lease liabilities was mainly due to payments, net of interests and the effect of foreign exchange rate changes.

Equity reserve increased by P216 million primarily due to the acquisition by San Miguel Pure Foods International, Limited of the 49% equity interest of Hormel Netherlands B.V. in San Miguel Pure Foods Investment (BVI) Limited.

Cumulative translation adjustments decreased by P137 million mainly due to the translation adjustments on the net assets of foreign subsidiaries, particularly of Petron.

Additional appropriation on retained earnings was made by SMPFC to cover the expansion projects of its subsidiaries.

Equity

The increase in equity is due to:

(In millions)	**June 30**	
	2016	2015
Addition to non-controlling interests and others	**P26,932**	P4,997
Issuance of convertible perpetual securities	**25,162**	-
Income during the period	**35,181**	16,073
Other comprehensive income (loss)	**56**	(1,200)
Cash dividends and distributions	**(11,728)**	(9,312)
	P75,603	P10,558

IV. SOURCES AND USES OF CASH

A brief summary of cash flow movements is shown below:

(In millions)	June 30	
	2016	2015
Net cash flows provided by operating activities	**P32,460**	P10,125
Net cash flows used in investing activities	**(13,097)**	(15,608)
Net cash flows used in financing activities	**(10,966)**	(49,221)

Net cash flows provided by operating activities for the period basically consists of income for the period less changes in noncash current assets, certain current liabilities and others.

Major components of net cash flows used in investing activities included the following:

(In millions)	June 30	
	2016	2015
Proceeds from disposal of discontinued operations, net of cash and cash equivalents disposed of	**P24,154**	P -
Proceeds from sale of investments and property and equipment	**136**	698
Interest received	**1,827**	2,173
Increase in other noncurrent assets and others	**(21,036)**	(5,301)
Additions to property, plant and equipment	**(15,929)**	(25,007)
Acquisition of subsidiaries	**(1,724)**	(1,095)
Additions to investments and advances	**(539)**	(1,500)
Cash and cash equivalents acquired from business combination net of cash paid	**-**	14,415

Net cash flows used in financing activities included the following:

(In millions)	June 30	
	2016	2015
Proceeds from reissuance of treasury shares of a subsidiary	**P29,722**	P20,956
Proceeds from issuance of convertible perpetual securities - net	**25,162**	-
Proceeds from (payment of) short-term loans - net	**2,802**	(23,817)
Proceeds from (payments of) long-term debt - net	**(43,890)**	133
Payment of finance lease liabilities	**(11,855)**	(10,997)
Payment of cash dividends and distributions	**(10,002)**	(10,320)
Net increase (decrease) in non-controlling interests	**(2,905)**	582
Proceeds from issuance of preferred shares of a subsidiary	**-**	14,884
Redemption of preferred shares of subsidiaries	**-**	(40,642)

The effect of exchange rate changes on cash and cash equivalents amounted to P469 million and P2,091 million on June 30, 2016 and 2015, respectively.

V. KEY PERFORMANCE INDICATORS

The following are the major performance measures that the Group uses. Analyses are employed by comparisons and measurements based on the financial data of the current period against the comparative period of previous year. Please refer to Item II "Financial Performance" for the discussion of certain Key Performance Indicators.

	June 2016	December 2015
Liquidity:		
Current Ratio	**1.44**	1.16
Solvency:		
Debt to Equity Ratio	**2.01**	2.52
Asset to Equity Ratio	**3.01**	3.52
Profitability:		
Return on Average Equity Attributable to Equity Holders of the Parent Company	**9.45%**	0.19%
Interest Rate Coverage Ratio	**3.90**	3.56

	Period Ended June 30	
	2016	2015
Operating Efficiency:		
Volume Growth	**11%**	6%
Revenue Growth	**(1%)**	(17%)
Operating Margin	**14%**	12%

The manner by which the Group calculates the key performance indicators is as follows:

KPI	Formula
Current Ratio	$\frac{\text{Current Assets}}{\text{Current Liabilities}}$
Debt to Equity Ratio	$\frac{\text{Total Liabilities (Current + Noncurrent)}}{\text{Equity + Non-controlling Interests}}$
Asset to Equity Ratio	$\frac{\text{Total Assets (Current + Noncurrent)}}{\text{Equity + Non-controlling Interests}}$
Return on Average Equity	$\frac{\text{Net Income Attributable to Equity Holders of the Parent Company*}}{\text{Average Equity Attributable to Equity Holders of the Parent Company}}$
Interest Rate Coverage Ratio	$\frac{\text{Earnings Before Interests, Taxes, Depreciation and Amortization}}{\text{Interest Expense and Other Financing Charges}}$
Volume Growth	$\left(\frac{\text{Sum of all Businesses' Revenue at Prior Period Prices}}{\text{Prior Period Net Sales}}\right)-1$
Revenue Growth	$\left(\frac{\text{Current Period Net Sales}}{\text{Prior Period Net Sales}}\right)-1$

Operating Margin	$\dfrac{\text{Income from Operating Activities}}{\text{Net Sales}}$

* *Annualized for quarterly reporting*