

COVER SHEET

1 5 3 9 3  
S.E.C. Registration Number

H O U S E O F I N V E S T M E N T S I N C .  
(Company's Full Name)

3 / F L O O R G R E P A L I F E B U I L D I N G 2 1 9  
S E N . G I L P U Y A T A V E N U E M A K A T I  
(Business Address: No. Street City/ Town/ Province)

Mr. Raoul A. Villegas  
Contact Person

815-96-36  
Company Telephone Number

1 2 3 1  
Month Day  
Fiscal Year

DEFINITIVE SEC FORM 20 - IS  
FORM TYPE

0 7 1 9  
Month Day  
Annual Meeting

Secondary License Type, If Applicable

Dept. Requiring this Doc.

Amended Articles Number/Section

Total No. Of Stockholders

Total Amount of Borrowings  
Domestic Foreign

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

File Number

LCU

Document I.D.

Cashier

STAMPS

Remarks= pls. Use black ink for scanning purposes

SEC Comments  
Part I.

Management Response

Reference

B. Control and Compensation Information		
ITEM 1: VOTING SECURITIES & PRINCIPAL HOLDERS		
Disclose equity ownership of foreigners on a per class basis, if any		Please refer to page 2, under Item 4
Update information on the number of shares outstanding as of May 31, 2013.		Please refer to page 2, Item 4,
Furnish information required by Part IV paragraph C of "Annex C, as amended"		
(1) Security Ownership of Certain Record and Beneficial Owners of more than 5%:		
(1) Title of Class (2) Name, address (3) Name of Beneficial Owner and Relationship of record owner and relationship with issuer (4) Citizenship (5) No. of Shares (6) Percent Held		Please refer to Pages No. 2-3
(2) Security Ownership of Management		
(1) Title of Class (2) Name of Beneficial Owner (3) Amount and nature of beneficial ownership (4) Citizenship (6) Percent Held of class		Please refer to Page No. 4
ITEM 2: DIRECTORS & EXECUTIVE OFFICERS		
Information required by Part IV paragraphs (A), (D)(1) and (D)(3) of "Annex C as amended"		
(A)(1) Identify Directors, including Independent Directors and Executive Officers	The company will file/submit within 30 days after Elections of Directors during the Annual Stockholders meeting on July 19, 2013 a certification on the Qualifications and Disqualifications of Independent Directors and the corresponding person/s who nominated the candidates and their relationship.	Please refer to Pages No. 5-6 where we disclosed the nominees for 2013-2014.
(4) Involvement in Certain Legal Proceedings		
Describe any of the following events that occurred during the past 5 years up to the latest date that are material to an evaluation of the ability or integrity of any director, executive officer, underwriter or control person of the registrant:	Complied with (Latest date is May 23, 2013)	Page No. 25-26
(5) Part IV, Paragraph (D) of "Annex C" as amended Certain Relationships and Related Transactions (SEC MC No. 14, Series of 2004)		
(1) In addition to the disclosures in the financial statements which are required under SFAS/IAS No. 24 on the Related Party Disclosures, registrant shall describe under this item the elements of the transactions that are necessary for an understanding of the transactions' business purpose and economic substance, their effect on the financial statements, and the special risks or contingencies arising from these transactions. The Commission considers the discussion of the following to be necessary: (a) the business purpose of the arrangement; (b) identification of the related parties transaction business with the registrant and nature of the relationship; (c) how transaction prices were determined by parties; (d) if disclosures represent that the transactions have been evaluated for fairness, a description of how the evaluation was made; and (e) any on going contractual or the other commitments as a result of the arrangement.	Complied with (The discussion was referred to Annex B, Notes 4 and 21, pages 61-66, of the Notes to Financial Statements for the full details of the Group's related party transactions.	Please refer to Page No. 26 for the reference to the audited financial statements
(2) The disclosure shall also include information about parties that fall outside the definition "related parties" under SFAS/IAS No. 24, but with whom the registrants or its related parties have a relationship that enables the parties terms of material transactions that may not be available from other, more clearly independent parties on an arm's length basis. For example, an entity may be established and operated by individuals that were former senior management of, or have some other current or former relationship with, a registrant. The purpose of the entity may be to own assets used by the registrant or provide financing or services to the registrant. Although former management or persons with other relationships may not meet the definition of a related party pursuant to SFAS/IAS 24, the former management positions may result in negotiation of terms that are more or less favorable than those available on an arm's-length basis from clearly independent third parties that are material to the registrant's financial position or financial performance.		
In some cases, investors may be unable to understand the registrant's reported results of operations without clear explanation of these arrangements and relationships. Items of similar nature may be disclosed in aggregate except when separate disclosure is necessary for an understanding of the effect of related party transaction on the financial statements		

<p>(B) If a director has resigned or declined to stand for re-election to the board of directors since the date of the last annual meeting of security holders because of a disagreement with the registrant or any matter relating to the registrant's operations, policies and practices, and if the director has furnished the registrant with a letter describing such agreement and requesting that the matter disclosed, the registrant shall state the date of resignation or declination to stand for re-election and summarize the director's description of the disagreement.</p>	<p>The company will file/submit within 30 days after Elections of Directors during the Annual Stockholders meeting on June 28, 2013 a certification on the Qualifications and Disqualifications of Independent Directors and the corresponding person/s who nominated the candidates and their relationship.</p>	<p>Please refer to Pages No. 5-6 where we disclosed the nominees for 2013-2014.</p>
<p>If the registrant believes that the description provided by the director is incorrect or incomplete, it may include a brief statement presenting its views on the disagreement.</p>		
<p>In case of proxy solicitation and the same is made on behalf of persons other than the registrant, the aforementioned information need be furnished only the nominees of the persons making the solicitation.</p>		
<p><b>ITEM 6: COMPENSATION OF DIRECTORS &amp; EXECUTIVE OFFICERS</b></p>		
<p><b>Part IV, paragraph (B) of "Annex C", as amended</b></p>		
<p>If action to be taken is with regard to election of directors, any bonus profit sharing or other compensation plan, contract or arrangement, any pension/retirement plan, granting of extension of any option, warrant or right to purchase any securities, furnish the following:</p>		
<p>(1) Summary Compensation Table</p>		
<p>(a) Name and Principal (b) Year (c) Salary(P) (d) Bonus (P) (e) Other Annual Compensation</p>		
<p>(2) Description of Any Standard Agreement</p>		
<p>(3) Description of Material Terms of Any Other Arrangement</p>		
<p>(4) Description of the Terms and Condition of each of the following:</p>		
<p>(a) Description of the Terms and Condition of each of the following:</p>		
<p>(b) Compensatory Plan or Arrangement</p>		
<p>(c) Information on all Outstanding Warrants or Options held by Directors, Officers (in tabular form)</p>		<p>Please refer to Page No. 27, Item 6</p>
<p>(5) If Price or Stock Warrants or Options are adjusted or Amended:</p>		
<p>(a) Explanation in Reasonable Detail</p>		
<p>(b) Basis for each repricing</p>		
<p><b>Report to be Furnished to the Stockholders</b></p>		
<p><b>SRC Rule 20 - Disclosures to Stockholders Prior to Meeting</b></p>		
<p><b>MANAGEMENT REPORT</b></p>		
<p>(4) Key Variable and Other Qualitative and Quantitative Factors.</p>		
<p>if Material:</p>		
<p>(i) Any Known Trends, Events or Uncertainties (Material Impact on Liquidity)</p>		
<p>(ii) Events that will trigger direct or contingent financial obligation that is material to the company, including any default or acceleration of an obligation</p>		<p>Please refer to "Annex A" Page No. 110, paragraph No. 13</p>
<p>(iii) All material off-balance sheet transactions, arrangements, obligations (including contingent obligations), and other relationships of the company with unconsolidated entities or other persons created during the reporting period.</p>		<p>Please refer to "Annex A" Page No. 110, paragraph No. 14</p>
<p>(b) Interim Periods: Comparable discussion to assess material changes (last fiscal year and comparable interim period in the preceding year). Disclose the required information required under subparagraph (2) (a) (i) to (iii) above.</p>		<p>Please refer to "Annex A" pages 114 to 116 for the Comparable discussion of interim periods</p>



House of Investments, Inc.  
A YGC Member

## NOTICE OF ANNUAL STOCKHOLDERS' MEETING

NOTICE IS HEREBY GIVEN that the Annual Stockholders' Meeting of **HOUSE OF INVESTMENTS, INC.** will be held on **Friday, July 19, 2013** at 2:30 P.M. at Rooms 527-528 Yuchengco Institute for Advanced Studies, 5<sup>th</sup> Floor, Tower II, RCBC Plaza, Ayala Avenue corner Sen. Gil J. Puyat Avenue, Makati City, Philippines.

1. Call to Order
2. Proof of Notice and Certification of a Quorum
3. Approval of the Minutes of the Annual Meeting of the Stockholders held on July 20, 2012
4. Approval of the Management Report and Audited Financial Statements for 2012
5. Ratification and confirmation of the acts, resolutions and proceedings of the Board of Directors, Executive Committee, Other Committees and the Officers of the Company during the year 2012
6. Election of Directors for 2013-2014
7. Appointment of External Auditors
8. Such other business that may properly come before the meeting
9. Adjournment

Only stockholders of record at close of business on **June 19, 2013** shall be entitled to vote at this said meeting or any adjournment thereof.

Should you be unable to attend the meeting in person, you may execute the necessary proxy and file the same with the office of the Corporate Secretary at 3/F, Grepalife Bldg., 219 Sen. Gil Puyat Avenue, Makati City, Philippines at least ten (10) working days before the scheduled meeting.

For your convenience in registering your attendance, please have available some form of identification such as passport, driver's license or voter's I.D.

Makati City, May 31, 2013.

  
ATTY. SAMUEL V. TORRES  
Corporate Secretary

HOUSE OF INVESTMENTS, INC.

PROXY

I, the undersigned holder of shares of stock of House of Investments, Inc. ("Corporation"), do hereby constitute, name and appoint the **Chairman of the Meeting**, or in his absence, **the secretary of the Meeting**, as my attorney and proxy, to represent me and to vote all the shares registered under my name in the Books of the Corporation at the Annual Meeting of the Stockholders of the Corporation on **July 19, 2013** and any adjournment(s) thereof. In particular, I hereby direct my said proxy to vote on the matters set forth below as I have expressly indicated by marking the same with an "X". **If I fail to indicate my vote on the items specified below, I authorize my proxy full discretion to act and I understand that my proxy shall vote in accordance with the recommendation of the Management. Management recommends a "FOR ALL" vote for proposal 1 and a "FOR" for proposals 2 through 5.**

PROPOSAL	ACTION		
	FOR ALL	WITHHOLD FOR ALL	EXCEPTION
1. Election of Management's Nominees as Directors <b>Management Nominees are:</b> 1. Alfonso T. Yuchengco 2. Helen Y. Dee 3. Medel T. Nera 4. Yvonne S. Yuchengco 5. Wilfrido E. Sanchez 6. Reynaldo V. Bea <b>Independent Directors:</b> 1. Antonino L. Alindogan Jr. 2. Roberto F. De Ocampo 3. Francisco H. Licuanan III 4. Renato C. Valencia 5. Isabel C. Wilson  Above nominees are incumbent directors of the Company <b>INSTRUCTIONS:</b> To withhold authority to vote for any individual nominee(s) of Management, please mark Exception box and list name(s) under.			
	<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>
2. Approval of the Minutes of the Annual Stockholders' Meeting held on July 20, 2012.			
3. Approval of the Management Report and Audited Financial Statements for 2012.			
4. Ratification and confirmation of the acts, resolutions and proceedings of the Board of Directors, Executive Committee and the Officers of the Company during the year 2012.			
5. Appointment of SGV as External Auditors			

THIS PROXY, SOLICITED ON BEHALF OF THE INCUMBENT BOARD OF DIRECTORS OF HOUSE OF INVESTMENTS, INC. SHOULD BE RECEIVED BY THE CORPORATE SECRETARY ON OR BEFORE 10:00 A.M OF JUNE 18, 2013, THE DEADLINE FOR SUBMISSION OF PROXIES.

**REVOCABILITY OF PROXY**

THE SHAREHOLDER MAY REVOKE THE PROXY ISSUED BY HIM AT ANY TIME PRIOR TO ITS USE BY THE PARTY WHO IS THEREBY AUTHORIZED TO EXERCISE THE SAME. THE PERSON SIGNING THE PROXY HAS THE RIGHT TO REVOKE THE PROXY BY ATTENDING THE MEETING IN PERSON OR EXECUTION OF A PROXY AT A LATER DATE.

**PERSONS MAKING THE SOLICITATION**

THIS PROXY IS SOLICITED ON BEHALF OF THE MANAGEMENT. THE PROXY STATEMENT AND THE ENCLOSED PROXY SHALL BE SENT BY THE SECRETARY OF THE CORPORATION EITHER BY MAIL, POSTAGE PREPAID, OR BY PERSONAL DELIVERY TO EACH STOCKHOLDER AT HIS ADDRESS APPEARING IN THE RECORDS OF THE CORPORATION. DULY EXECUTED PROXIES MAY BE RETURNED BY MAIL, FAX, OR BY HAND TO THE OFFICE OF THE CORPORATE SECRETARY ON OR BEFORE 10:00 A.M. ON JULY 18, 2013.

SOLICITATIONS OF PROXIES WILL BE MAINLY CONDUCTED THROUGH MAIL. IN ADDITION TO SOLICITATION OF THE PROXIES BY MAIL, OFFICERS AND EMPLOYEES OF THE COMPANY MAY ALSO SOLICIT PROXIES PERSONALLY OR BY TELEPHONE. THE COST OF SOLICITATION, APPROXIMATELY ₱ 110,000 WILL BE BORNE BY THE COMPANY.

THERE IS NO MATERIAL CONSIDERATION CONTRACT OR ARRANGEMENT FOR THE SOLICITATION. THE COMPANY IS NOT A PARTY TO ANY ARRANGEMENT OR UNDERSTANDING WITH ANY PERSON WITH RESPECT TO ANY MATTER TO BE ACTED UPON THE MEETING.

THIS PROXY SHALL BE VALID FOR FIVE (5) YEARS FROM THE DATE HEREOF UNLESS OTHERWISE INDICATED IN THE BOX HEREIN PROVIDED:

THIS PROXY, WHEN PROPERLY EXECUTED, WILL BE VOTED IN THE MANNER AS DIRECTED HEREIN BY THE STOCKHOLDER(S). IF NO DIRECTION IS MADE, THIS PROXY WILL BE VOTED "FOR" THE ELECTION OF ALL NOMINEES AND FOR SUCH MATTERS AS MAY PROPERLY COME BEFORE THE MEETING, INCLUDING MATTERS WHICH THE SOLICITOR(S) DO NOT KNOW A REASONABLE TIME BEFORE THE SOLICITATION ARE TO BE PRESENTED AT THE MEETING, IN THE MANNER DESCRIBED IN THE INFORMATION STATEMENT AND/OR AS RECOMMENDED BY MANAGEMENT OR THE BOARD OF DIRECTORS.

INTEREST OF CERTAIN PERSONS IN OR OPPOSITION TO MATTERS TO BE ACTED UPON:

- 1. Except for Alfonso T. Yuchengco, no other current director or officer of the Company, or nominee for election as directors of the Company or any associate thereof, has any substantial interest, direct or indirect, by security holdings or otherwise, in any matter to be acted upon other than the election to office. Alfonso T. Yuchengco owns 54.61% of the Company's preferred shares.
- 2. No director has informed the Company in writing that he intends to oppose any action to be taken by the registrant at the meeting.

THIS PROXY SHALL CONFER DISCRETIONARY AUTHORITY TO VOTE WITH RESPECT TO ANY OF THE FOLLOWING MATTERS:

- 1. MATTERS WHICH THE COMPANY DOES NOT KNOW DURING A REASONABLE TIME BEFORE THIS SOLICITATION ARE TO BE PRESENTED AT THE MEETING.
- 2. MATTERS INCIDENT TO THE CONDUCT OF THE MEETING.

Printed Name	Signature of Stockholder	No. of Shares	Date
Address and Telephone Number			

**THIS PROXY IS BEING SOLICITED IN BEHALF OF THE MANAGEMENT OF HOUSE OF INVESTMENTS, INC.**

**Please mail this proxy form to :**

**THE CORPORATE SECRETARY**  
**House of Investments, Inc.**  
**3/F Grepalife Bldg.**  
**219 Sen. Gil Puyat Avenue      OR      FAX TO : 816-11-27 / 815-99-81**  
**Makati City**

**SECURITIES AND EXCHANGE COMMISSION**  
**SEC FORM 20-IS**  
**INFORMATION STATEMENT PURSUANT TO SECTION 20**  
**OF THE SECURITIES REGULATION CODE**

1. Check the appropriate box:

- Preliminary Information Statement  
 Definitive Information Statement

2. Name of Registrant as specified in its charter **House of Investments, Inc.**

3. **Makati City, Philippines**

Province, country or other jurisdiction of incorporation or organization

4. SEC Identification Number **15393**

5. BIR Tax Identification Code **000-463-069-000**

6. **3F, Grepalife Bldg., 219 Sen. Gil J. Puyat Ave., Makati City, Phil. 1200**  
 Address of principal office Postal Code

7. Registrant's telephone number, including area code **(632) 815-9636 to 38**

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

**July 19, 2013, 2:30 P.M., Rooms 527-528 Yuchengco Institute for Advanced Studies, 5<sup>th</sup> Floor, Tower II, RCBC Plaza, Ayala Avenue corner Sen. Gil J. Puyat Avenue, Makati City, Philippines.**

9. Approximate date on which the Information Statement is first to be sent or given to security holders  
 June 21, 2013.

10. **In case of Proxy Solicitations:**

**Name of Person Filing the Statement/Solicitor: Atty. Samuel V. Torres**

**Address: House of Investments, Inc., 3/F Grepalife Building, 219 Sen. Gil Puyat Avenue, Makati City**

**Telephone No.: 815-96-36**

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

Title of Each Class	Number of Shares Outstanding
<b>Common</b> (1.25 billion shares authorized PV ₱ 1.50)	<b>616,196,757 million shares</b>
<b>Preferred</b> (2.50 billion shares authorized PV ₱ 0.40)	<b>1,026,774,998 million shares</b>

**Outstanding Amount of Debt as of 3.31.13** **P11.62 Billion**

11. Are any or all of registrant's securities listed on a Stock Exchange?

Yes  No  **Common Stocks**

The **common stock** of the Corporation is listed on the **Philippine Stock Exchange, Inc.**

## **PART 1**

### **INFORMATION REQUIRED IN INFORMATION STATEMENT**

#### **A. GENERAL INFORMATION**

##### **Item 1: Date, Time and Place of Meeting of Security Holders:**

Date of meeting : **July 19, 2013**  
Time of meeting : **2:30 pm**  
Place of meeting : **Rooms 527-528 Yuchengco Institute for Advanced Studies  
5<sup>th</sup> Floor, Tower II, RCBC Plaza  
Ayala Avenue corner Sen. Gil J. Puyat Avenue  
Makati City, Philippines**

Approximate mailing date of this statement : **June 21, 2013**  
Registrant's mailing address : **3/F, Grepalife Building  
219 Sen. Gil J. Puyat Avenue  
Makati City, Philippines**

##### **Item 2: Dissenters' Right of Appraisal**

Pursuant to Section 81 of the Corporation Code of the Philippines, any stockholder of the Corporation shall have the right to dissent and demand payment of the fair value of his shares on any matter that may be acted upon such as in the following instances.

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

There are no matters in the Agenda that may give rise to a possible exercise of appraisal right by any stockholder.

##### **Item 3: Interest of Certain Persons in or Opposition to Matters to be Acted Upon**

- a) Except for Alfonso T. Yuchengco, no other current director or officer of the Company, or nominee, for election as directors of the Company or any associate thereof, has any substantial interest, direct or indirect, by security holdings or otherwise, in any matter to be acted upon other than the election to office. Alfonso T. Yuchengco owns 54.61% of the Company's preferred shares
- b) No director has informed the Company in writing that he intends to oppose any action to be taken by the registrant at the meeting.



## B. CONTROL AND COMPENSATION INFORMATION

### Item 4: Voting Securities and Principal Holders Thereof

#### (a) Class of Voting shares as of May 31, 2013:

Common Stocks	616,196,757 shares
Preferred Stocks	1,026,774,998 shares

Both common and preferred shares of the Company's capital stock are entitled to notice and to vote at the Annual Stockholders' Meeting. Each share is entitled to one (1) vote.

#### (b) Record Date June 19, 2013

Only stockholders of record at the close of business on **June 19, 2013** are entitled to vote at the meeting either in person or by proxy.

#### (c) Election of Directors and Cumulative Voting Rights

In all items for approval except election of directors, each share of stock entitles its registered owner to one (1) vote.

In case of election of Directors, each stockholder may vote the number of shares of stock standing in his own name as of the record date of the meeting for as many persons as there are directors to be elected or he may cumulate said shares and give one candidate as many votes as the number of directors to be elected multiplied by the number of his shares shall equal, or he may distribute them on the same principle among as many candidates as he shall see fit; Provided, that the total number of votes cast by him shall not exceed the number of shares owned by him as shown in the books of the Corporation multiplied by the whole number of directors to be elected.

#### Security Ownership of Certain Beneficial Owners and Management

As of May 31, HI knows of no one who beneficially owns in excess of 5% of HI's common and preferred stock except as set forth in the tables below:

##### 1. Owners of more than 5% of voting securities as of May 31, 2013.

The following table shows the beneficial owners directly or indirectly owning more than 5% of the Company's capital stock as of May 31, 2013:

<i>Title of Class</i>	<i><u>Name, Address of Record Owner and Relationship with Issuer</u></i>	<i><u>Name of Beneficial Owner and Relationship with Record Owner</u></i>	<i>Citizenship</i>	<i><u>No. of Shares Held</u></i>	<i><u>Percent</u></i>
Common	Pan Malayan Management & Investment Corp. 48 <sup>th</sup> Flr. RCBC Plaza 6819 Ayala Ave., Makati City Affiliate	A Management & Holding company of the family of Sec. Alfonso T. Yuchengco, a director and the father of Helen Y. Dee, the Chairman, President, and CEO. Person authorized to direct voting of the share is Sec. Alfonso T. Yuchengco.	Filipino	294,758,580	47.84%

Common	PCD Nominee Corp. G/F MSE Bldg., 6767 Ayala Ave., Makati City None	PCD Nominee Corporation is a wholly owned subsidiary of the Philippine Central Depository Inc. ("PCD"). It is the registered owner of the shares in the books of the Company's stock and transfer agent. The beneficial owners of such shares are PCD'S participants, who hold the shares on their own behalf or on behalf of their clients	Filipino	240,487,627	<u>39.03%</u> <sup>1</sup>
Common	PCD Nominee Corp. G/F MSE Bldg., 6767 Ayala Ave., Makati City None	Same as above.	Non-Filipino	19,525,053	3.17%

<b>Title of Class</b>	<b>Name, Address of Record Owner and Relationship with Issuer</b>	<b>Name of Beneficial Owner and Relationship with Record Owner</b>	<b>Citizenship</b>	<b>No. of Shares Held</b>	<b>Percent</b>
Preferred	Alfonso T. Yuchengco #29 Tamarind Road Forbes Park, Makati Major Stockholder	N.A.	Filipino	560,757,059	54.61%
Preferred	Pan Malayan Management & Investment Corp. 48 <sup>th</sup> Flr. RCBC Plaza 6819 Ayala Ave., Makati Affiliate	A Management & Holding company of the family of Sec. Alfonso T. Yuchengco, a director and the father of Helen Y. Dee, the Chairman, President, and CEO. Person authorized to direct voting of the share is Sec. Alfonso T. Yuchengco.	Filipino	384,983,255	37.49%

There are no arrangements that may result in change in control.

<sup>1</sup> The Company has no record of beneficial owners of shares lodged with PCD. None of these stockholders has shares registered in their names equivalent to more than 5% of the voting securities of the Company

## 2. Security Ownership of Management

Securities beneficially owned by the directors, nominees, officers, other than qualifying shares, as of May 31, 2013 according to the records of its stock and transfer agent, Rizal Commercial Banking Corporation (RCBC):

<i>Title of Class</i>	<i>Name of Beneficial Owner</i>	<i>Amount &amp; Nature of Beneficial Ownership</i>	<i>Citizenship</i>	<i>Percent of Class</i>
Common	Helen Y. Dee Chairperson/CEO/Director	1,125,345 - direct 367,520 – indirect	Filipino	0.1826% 0.0596%
Common Preferred	Sec. Alfonso T. Yuchengco Director	794,450- direct 560,757,059– direct	Filipino	0.1289% 54.61%
Common	Medel T. Nera President / CEO	5 – direct	Filipino	0.0000%
Common	Yvonne S. Yuchengco Director	90,255- indirect	Filipino	0.0146%
Common	Roberto F. de Ocampo Independent Director	5 – direct	Filipino	0.0000%
Common	Wilfrido E. Sanchez Director	5 – direct	Filipino	0.0000%
Common Preferred	Isabel Caro Wilson Independent Director	3,783,970 - direct 815,900– direct	Filipino	0.6141% 0.0795%
Common	Renato C. Valencia Independent Director	1,000 – direct	Filipino	0.0002%
Common	Antonino L. Alindogan Jr. Independent Director	500 – indirect	Filipino	0.0001%
Common	Francisco H. Licuanan III Independent Director	500 – direct	Filipino	0.0001%
Common	Raoul A. Villegas Vice President-Finance	1,200 – direct	Filipino	0.0002%

### Changes in Control

There had been no change in control in the Company that had occurred since the beginning of last year.

### Voting Trust Holders of 5% and more

There are no shareholdings holding any Voting Trust Agreement or any such similar agreement.

**Item 5: Directors and Executive Officers of the Issuer**

**Board of Directors & Executive Officers**

**(a.) (1) Directors for 2013-2014**

Following are the names, ages, positions, and period of service of all incumbent directors, executive officers, and all persons nominated or chosen to become such:

<b>Name</b>	<b>Age</b>	<b>Citizenship</b>	<b>Position</b>	<b>Period during which individual has served as such</b>
Helen Y. Dee	68	Filipino	Chairperson	Nov. 2001 to present
Alfonso T. Yuchengco	90	Filipino	Director	September 2005 to present
Medel T. Nera	58	Filipino	President & CEO	July 2011 to present
Yvonne S. Yuchengco	59	Filipino	Director	August, 2007 to present
Roberto F. De Ocampo	67	Filipino	Independent Director	2000 to present

<b>Name</b>	<b>Age</b>	<b>Citizen ship</b>	<b>Position</b>	<b>Period during which individual has served as such</b>
Isabel Caro Wilson	82	Filipino	Independent Director	1989 to 1992; 2001 to present
Wilfrido E. Sanchez	76	Filipino	Director	2000 to 2008, 2009 present
Renato C. Valencia	71	Filipino	Independent Director	March 17, 2005 to present
Antonino L. Alindogan	75	Filipino	Independent Director	August 18, 2006 to present
Francisco H. Licuanan III	68	Filipino	Independent Director	March 20, 2006 to present
Porfirio S. de Guzman Jr.	74	Filipino	Senior Vice Pres.	1993 to present
Jose Ma. G. Castillo III	69	Filipino	Senior Vice President - Finance & Treasurer	1992 to present
Alexander Anthony G. Galang	52	Filipino	Senior Vice President	2004-June,2009, (VP) July 1, 2009 to present
Godofredo C. Cualteros, Jr.	48	Filipino	Vice President	August, 2009 to present
Raoul A. Villegas	44	Filipino	Vice President Finance & Deputy CFO	March 2011 to present
Jose A. Tanjangco III	51	Filipino	AVP-Chief Risk Officer	December, 2010 to present
Ma. Teresa T. Bautista	40	Filipino	AVP-Controller	October, 2011 to present
Ma. Elisa E. De Lara	43	Filipino	AVP-Internal Audit	January, 2011 to present
Samuel V. Torres	48	Filipino	Corporate Secretary	March 20, 2006 to present
Mary Ann Emily D. Roque	40	Filipino	Asst. Corporate Secretary	July 21, 2006 to present

**Directors, Nominees and Executive Officers with other Directorship Held in Reporting Companies and Business Experience during the past five (5) years**

HI's Board of Directors (BOD) has eleven (11) members elected by and from among the stockholders. The Board is accountable for providing overall management and direction of the firm. Board meetings are held on a regular basis or as often as required to discuss HI's operations, business strategy, policies, and other corporate matters. The information below includes positions currently held by the directors and executive officers, as well as positions held during the past five years.

## BOARD OF DIRECTORS

Amb. Alfonso T. Yuchengco	
Helen Y. Dee	Atty. Wilfrido E. Sanchez
Antonino L. Alindogan, Jr.	Renato C. Valencia
Francisco H. Licuanan III	Dr. Reynaldo B. Vea
Medel T. Nera	Amb. Isabel Caro Wilson
Roberto F. de Ocampo, OBE	Yvonne S Yuchengco

### Amb. ALFONSO T. YUCHENGCO (90, Filipino) Director

#### Other Positions within the last 5 years

Chairman	<ul style="list-style-type: none"> <li>• Yuchengco Group of Companies 1998 – Present</li> <li>• Pan Malayan Management and Investment Corporation 1964 – Present</li> <li>• MICO Equities 1998 – Present</li> <li>• GPL Holdings, Inc Jan 1992 – Present</li> <li>• RCBC Realty Corporation May 2009 – Present</li> <li>• Yuchengco Center 1994 – Present</li> <li>• Yuchengco Museum Jun 2002 – Present</li> <li>• YGC Corporate Services, Inc. Jun 2003 – Present</li> <li>• Master of Business Administration (MBA)- Juris Doctor (JD) dual degree program 2003 – Present               <ul style="list-style-type: none"> <li>○ De La Salle University Professional Schools Inc.</li> <li>○ Graduate School of Business of De La Salle University</li> <li>○ Far Eastern University Institute of Law</li> </ul> </li> <li>• AY Foundation 1988 – Present</li> <li>• Philippine Ambassadors Foundation 2000 – Present</li> <li>• Bantayog ng mga Bayani Jan 2005 – Present</li> <li>• Advisory Board of Confederation of Asia-Pacific Chambers of Commerce and Industries 1998 – Present</li> <li>• Enrique T. Yuchengco, Inc. Feb 2003 – Present</li> <li>• Honda Cars Kalookan, Inc. May 2002 – Present</li> </ul>
Honorary Chairman	<ul style="list-style-type: none"> <li>• Rizal Commercial Banking Corporation Jun 2005 – Present</li> <li>• Compania Operatta ng Pilipinas, Inc. Feb 2007 – Present</li> </ul>

CEO	<ul style="list-style-type: none"> <li>• Pan Malayan Management and Investment Corporation</li> </ul>	1964 – Present
Director	<ul style="list-style-type: none"> <li>• Malayan Insurance Co., Inc.</li> <li>• GPL Holdings, Inc</li> <li>• Sunlife Grepa Financial Inc.</li> <li>• RCBC Land Inc.</li> <li>• International Insurance Society</li> <li>• Philippine-Japan Economic Cooperation Committee</li> </ul>	Aug 2006 – Present Jan 1992 – Present 2010 – Present Jul 2009 – Present 1998 – Present 1995 – Present
Chairman of Board of Trustees	<ul style="list-style-type: none"> <li>• Mapua Institute of Technology</li> <li>• EEI Corporation</li> <li>• Bayanihan Folk Arts Foundation Inc</li> </ul>	Feb 2003 – Present Jul 2011 – Present Jan 2005 – Present
Vice Chairman of the Board of Judges	<ul style="list-style-type: none"> <li>• Blessed Teresa Calcutta Awards</li> </ul>	1989 – Present
Chairman Emeritus	<ul style="list-style-type: none"> <li>• Philippine Constitutional Association</li> </ul>	Oct 201 – Present
Member	<ul style="list-style-type: none"> <li>• Board of Governors of Pacific Forum based in Hawaii</li> <li>• Board of Overseers, Columbia University, Business School</li> <li>• Honors Committee, International Insurance Society</li> <li>• International Advisory Board, Waseda Institute for Asia Pacific Studies</li> <li>• Advisory Board of Ritsumeikan Asia Pacific University</li> <li>• International Business Advisory Board Culverhouse College of Commerce &amp; Business Administration of University of Alabama</li> <li>• Board of Trustees, University of St. La Salle Affiliate College, Roxas City</li> </ul>	1999 – Present 1995 – Present 1998 – Present 1998 – Present 1998 – Present 2005 – Present 2000 - Present
Trustee Emeritus	<ul style="list-style-type: none"> <li>• The Asia Society</li> <li>• University of San Francisco</li> </ul>	Jun 2007 – Present Jun 2010 - Present
President Emeritus	<ul style="list-style-type: none"> <li>• Confederation of Asia-Pacific Chamber of Commerce &amp; Industry</li> </ul>	Jul 2010 – Present
Honorary Member	<ul style="list-style-type: none"> <li>• Dabaw Kaisa Foundation, Inc.</li> </ul>	Jul 2009 – Present

#### Awards Received

Outstanding Lam-An Townmates Award Philippine Lam-An Association Inc.	Nov 19, 2012
Icons of the Industry Philippine Insurers and Reinsurers Association	Oct 18, 2012
Distinguished Service Award Department of Foreign Affairs	Feb 24, 2012
Business Icons of the Decade Award Presented by Biz News Asia	Nov 25, 2011
Distinguished Service Award Presented by the Confederation of Asia-Pacific Chambers of Commerce and Industry	Oct 23, 2011
First Recipient of the F.A.I.R. Hall of Fame Presented by the Federation of Afro-Asian Insurers & Reinsurers	Oct 5, 2011
Leadership Award Presented by the Philippine Constitution Association	Sep 26, 2011
Lifetime Achievement Award Asia Insurance Industry Awards	Oct 17, 2010
Philippine Legion of Honor With the Degree of Grand Commander Presented by President Gloria Macapagal-Arroyo	Jun 29, 2010
Philconsa Maharlika Award Presented by the Philippine Constitution Association	2010
First Recipient of the Order of Lakandula with the rank of Bayani Presented by President Gloria Macapagal-Arroyo	Nov 20, 2003
Grand Cordon of the Order of the Rising Sun Presented by His Majesty, the Emperor of Japan	1998
Order of Sikatuna with the Rank of Datu Presented by President Fidel V. Ramos	1998
Order of the Sacred Treasurer, Gold and Silver Star, Awarded by His Majesty, The Emperor of Japan	1993
First Recipient of the Global Insurance Humanitarian Award Conferred by the University of Alabama	2008
Management Man of the Year Management Association of the Philippines	1992
International Insurance Society (IIS) Founders' Gold Medal Award of Excellence International Insurance Society	1979
Knight's Grand Officer of Rizal Presented by the Knights of Rizal	1998
Outstanding Certified Public Accountant in International Relations Philippine Institute of Certified Public Accountants	1996
First Asean to be Elected to the "Insurance Hall of Fame", International Insurance Society, Inc.	1997
The Outstanding Filipino Awardee TOFIL	2000
Gold Medallion Confederation of Asia-Pacific Chambers of Commerce & Industry	2000
Hall of Fame Award Philippine Institute of Certified Public Accountants	1997
Outstanding Manilan in Diplomacy	1995
Adopted Son of Davao Exemplary Leadership in Business and Government	Jul 14, 2009
Outstanding Service to Church & Nation De La Salle University	1993
Most Outstanding JCI Senator in the Field of Business and Economics XXXIII Jaycee International (JCI) World Congress	1978
Parangal San Mateo Philippine Institute of Certified Public Accountants Foundation, Inc.	Oct 2001
Hall of Fame Awardee Far Eastern University	Dec 13, 2003
Medal of Merit Philippines-Japan Society	1995
Outstanding Citizen in the Field of Business City of Manila	1976
Insurance Man of the Year Business Writers Association of the Philippines	1955
Distinguished La Sallian Award for Insurance & Finance	1981
Presidential Medal of Merit Far Eastern University	1978
Most Distinguished Alumnus Far Eastern University	1955



Outstanding Alumni Awardee Far Eastern University	May 2003
Lifetime Achievement Award Dr. Jose P. Rizal Awards for Excellence	Jun 2002
CEO EXCEL Award International Association of Business Communicators	Mar 2009

#### Positions held in Philippine Government

##### Under the Administration of President Gloria Macapagal Arroyo

• Presidential Adviser on Foreign Affairs with Cabinet Rank, Office of the President	Jan 30 2004 – Jun 2010
• Member, Consultative Commission to Propose Revision to the 1987 Constitution	Aug 2005 – Mar 2006
• Philippine Permanent Representative to the United Nations with the rank of Ambassador	Nov 2001 – Dec 2002
• Presidential Special Envoy to Greater China, Japan and Korea	2001

##### Under the Administration of President Joseph Ejercito Estrada

• Presidential Assistant on APEC Matter with Cabinet Rank	1998 – 2000
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##### Under the Administration of President Fidel V. Ramos

• Ambassador Extraordinary & Plenipotentiary of the Republic of the Philippines to Japan	1995 – 1998
• Chairman, Council of Private Sector Advisers to the Philippine Government on the Spratly issue	1995 – 1998
• Member, Philippine Centennial Commission	1998

##### Under the Administration of President Corazon C. Aquino

• Ambassador Extraordinary & Plenipotentiary of the Republic of the Philippines to the People's Republic of China	1986 – 1988
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#### Other Positions Held

Chairman	• Rizal Commercial Banking Corporation	1963 – 1995 1998 – Jun 2001 Jun 2004 – Jun 2005
	• MICO Equities	1986-1995
	• Malayan Insurance Co., Inc.	1986 – 1995
	• House of Investments	1984 – 1995
	• RCBC Land Inc.	Up to 2001 Jul 2003 – Jul 7, 2009
	• YGC Corporate Services, Inc.	1999 – 2000
	• Bantayog ng mga Bayani	1991 – 1992
	• International Insurance Society	1985
	• Enrique T. Yuchengco, Inc.	Up to 2001
	• Philippine Fuji Xerox Corporation	1965 - 1995
	• Philippine Long Distance Telephone Company	1970 – 1995
	• BA Savings Bank	1974 – 1995
	• DOLE Philippine, Incorporated	1976 - 1995
	• Asian Bankers Association	2003 - 2004
	• Benguet Corporation	1990 - 1994

	<ul style="list-style-type: none"> <li>• Philippine Delegation to the Asian-Japanese Businessmen's Meetings</li> </ul>	1992 – 1994
	<ul style="list-style-type: none"> <li>• Asia's Emerging Dragon Corporation</li> </ul>	1993 – 1995
	<ul style="list-style-type: none"> <li>• Philippine-Japan Economic Cooperation Committee</li> </ul>	1994 – 1995
Vice Chairman	<ul style="list-style-type: none"> <li>• Malayan Insurance Co., Inc.</li> <li>• Bantayog ng mga Bayani</li> </ul>	1983 – 1986 1992 – 1995 1998 – Jan 2005
	<ul style="list-style-type: none"> <li>• International Insurance Society</li> <li>• Asian Bankers Association</li> </ul>	1994 2000 - 2002
Director	<ul style="list-style-type: none"> <li>• Rizal Commercial Banking Corporation</li> </ul>	Jun 2001 – Oct 2001
	<ul style="list-style-type: none"> <li>• House of Investments</li> <li>• International Insurance Society</li> <li>• Philippines-Japan Society, Incorporated</li> <li>• Chamber of Commerce of the Philippines</li> </ul>	1998 – 2001 1979 - 1985 1993 – 2002 1968 - 1969
Honorary Chairman	<ul style="list-style-type: none"> <li>• Rizal Commercial Banking Corporation</li> </ul>	May 2002 – Jun 2004
	<ul style="list-style-type: none"> <li>• Philippine Ballet Theatre</li> <li>• Our Lady of Peace Mission</li> </ul>	1992 - 2005 1992 – 1997
Chairman of Board of Trustees	<ul style="list-style-type: none"> <li>• Mapua Institute of Technology</li> </ul>	1999 – Sep 2001
Conferred Chairman Emeritus	<ul style="list-style-type: none"> <li>• Philippine Ambassadors Foundation</li> </ul>	Apr 24 2003
Member	<ul style="list-style-type: none"> <li>• Board of Governors, Pacific Forum based in Hawaii</li> <li>• Board of Trustees, The Asia Society, New York</li> <li>• International Board of Trustees, University of San Francisco</li> <li>• Board of Trustees Alliant International University</li> <li>• Board of Trustees St. Paul's College</li> <li>• Board of Trustees De la Salle University, Manila</li> <li>• Board of Trustee Insurance Institute for Asia &amp; the Pacific</li> </ul>	1994 – 1995 1995 – 2002 1994 – Jun 2010 2006 – Nov 2009 1991 – 1996 1967 – 1969
Chairman of the Coordinating Council	<ul style="list-style-type: none"> <li>• International Insurance Society</li> </ul>	1978
Adviser	<ul style="list-style-type: none"> <li>• Philippines-Japan Society, Incorporated</li> </ul>	2002 – 2003
President	<ul style="list-style-type: none"> <li>• Confederation of Asia-Pacific Chambers of Commerce and Industries</li> <li>• Federation of Afro-Asian Insurers and Re-insurers</li> <li>• Philippine Ambassador's Association</li> <li>• Confederation of Asia-Pacific Chamber of Commerce &amp; Industry</li> <li>• Manila Junior Chamber of Commerce</li> <li>• Manila Downtown Y's Men Club</li> </ul>	1994 & 1995 1981 – 1983 1989 – 1993 1994 – 1995 1957 – 1958 1953 – 1954

- Philippine Chamber of Insurance & Surety
- Filipino Life Insurance Association

**HELEN Y. DEE** (68, Filipino) • Chairperson

Other Positions within the last 5 years

Chairman	<ul style="list-style-type: none"> <li>• Hydee Management &amp; Resources, Inc.</li> <li>• Tameena Resources, Inc.</li> <li>• Landev Corp</li> <li>• HI-Eisai Pharmaceuticals, Inc.</li> <li>• Manila Memorial Park Cemetery, Inc</li> <li>• Mapua Information Technology Center, Inc</li> <li>• Rizal Commercial Banking Corp.</li> <li>• Pan Malayan Realty Corps</li> <li>• RCBC Savings Bank</li> <li>• RCBC Forex Brokers Corp.</li> <li>• Financial Brokers Insurance Agency, Inc</li> <li>• La Funeraria Paz Sucat</li> <li>• Mijo Holdings, Inc.</li> <li>• Malayan Insurance Company</li> <li>• Xamdu Motors Inc.</li> <li>• National Reinsurance Corp. of the Philippines</li> <li>• Seafront Resources Corp</li> <li>• PetroEnergy Corp.</li> <li>• RCBC Leasing &amp; Finance Corp.</li> <li>• Maibarara Geothermal, Inc.</li> </ul>	<p>Aug 4, 1978 to present</p> <p>Jul 17, 1997 to present</p> <p>Nov 5, 2001 to present</p> <p>Nov 8, 2001 to present</p> <p>Nov 21, 2001 to present</p> <p>Mar 19, 2002 to present</p> <p>Jun 27, 2005 to present</p> <p>Sep 10, 2007 to present</p> <p>Sep 17, 2007 to present</p> <p>Sep 25, 2007 to present</p> <p>Oct 1, 2007 to present</p> <p>Oct 17, 2007 to present</p> <p>Nov 15, 2007 to present</p> <p>Feb 16, 2008 to present</p> <p>Dec 10, 2009 to present</p> <p>Jun 29, 2010 to present</p> <p>Jul 28, 2011 to present</p> <p>Jul 28, 2011 to present</p> <p>Apr 13, 2012 to present</p> <p>Jun 29, 2012 to present</p>
Vice Chairman	<ul style="list-style-type: none"> <li>• Pan Malayan Management &amp; Investment Corporation</li> <li>• West Spring Development Corp.</li> </ul>	<p>Feb 28, 2005 to present</p> <p>Nov. 16, 2011 to present</p>

Director	• Philippine Long Distance Telephone Company	Jun 18, 1986 to present
	• Petro Energy Resources Corp.	Feb 21, 2002 to present
	• South Western Cement Corp.	Mar 15, 2002 to present
	• Great Life Financial Assurance Corp.	Mar 15, 2002 to present
	• Seafront Resources Corp.	Mar 19, 2002 to present
	• Malayan Insurance Co., Inc.	Aug 16, 2002 to present
	• MICO Equities, Inc.	Aug 16, 2002 to present
	• Pan Malayan Management & Investment Corp.	Sep 16, 2004 to present
	• iPeople, Inc.	2005 to present
	• Honda Cars Philippines, Inc.	Apr 3, 2006 to present
	• Isuzu Philippines, Inc.	Apr 6, 2006 to present
	• AY Holdings, Inc.	May 24, 2007 to present
	• Pan Malayan Express	Sep 10, 2007 to present
	• Honda Cars Kalookan	Sep 20, 2007 to present
	• RCBC Forex Brokers Corp.	Sep 25, 2007 to present
	• Financial Brokers Insurance Agency, Inc.	Oct 1, 2007 to present
	• La Funeraria Paz Sucat	Oct 17, 2007 to present
	• Sunlife Grepa Financial, Inc.	Nov 9, 2007 to present
	• Mijo Holdings, Inc.	Nov 15, 2007 to present
	• Philippine Integrated Advertising Agency, Inc.	Mar 31, 2011 to present
• RCBC Leasing & Finance Corp.	Apr 13, 2012 to present	
President	• Hydee Management & Resources, Inc.	Aug 4, 1978 to present
	• Moira Management, Inc.	May 1995 to present
	• YGC Corporate Services, Inc.	Jan 1, 2003 to present
	• Financial Brokers Insurance Agency, Inc.	Oct 1, 2007 to present
	• GPL Holdings	Oct 11, 2007 to present

	• Mijo Holdings, Inc.	Nov 15, 2007 to present
Vice-President	• A.T. Yuchengco, Inc.	May 28, 2008 to present
CEO	• Tameena Resources, Inc.	Jul 17, 1997 to present
Board Member	• Rizal Commercial Banking Corp.	Mar 28, 2005 to present
	• EEI Corporation	Jun 9, 2006 to present
Excom Member	• Great Life Financial Assurance Corp.	Mar 15, 2002 to present
Board Member Trustee	• Philippine Business for Education Inc -	Dec 11, 2012 to present
Member	• Mapua Board of Trustees -	Nov. 5, 2001 to present
Treasurer	• Business Harmony Realty, Inc. -	Jun 20, 2006 to present

**MEDEL T. NERA (58, Filipino): Director**

Other Positions within the last 5 years

**President and CEO**

- House of Investments, Inc.

**President and Director**

- RCBC Realty Corporation
- Honda Cars Kalookan Inc.

**Chairman and Director**

- Greyhounds Security
- Hexagon Lounge
- Southwestern Cement Corp.

**Chairman**

- Management Association of the Philippines (Nomination and Election Committee)

**Director**

- iPeople, Inc.
- People eServe Corp.
- Blackhounds Security
- Hi-Eisai Pharmaceuticals
- Malayan Colleges Laguna
- Landev Corporation
- Sino Motors
- Investment Managers, Inc.
- YGC Corporate Services, Inc.
- EEI Corporation
- EEI Realty
- Rizal Commercial Banking Corporation
- RCBC Forex
- Manila Memorial Park

**Independent Director**

- National Reinsurance Corp.

**Former Senior Partner**

- Sycip, Gorres, Velayo and Co., CPAs
- Financial Services Practice Head

**Treasurer and Director**

- Seafont Resources
- CRIBS Foundation Inc

**ANTONIO L. ALINDOGAN, JR.** (75, Filipino) Director

## Other Positions within the last 5 years

- |                      |  |
|----------------------|--|
| Chairman of AuditCom | • Philippine Air Lines   |
| Independent Director | • Rizal Commercial Banking Corp.<br>• Bankard Inc.<br>• Great Life Financial Assurance<br>• LT Group<br>• ETON Properties Phil Inc |
| EXCOM Member         | • Rizal Commercial Banking Corp.<br>• Bankard Inc.<br>• Great Life Financial Assurance LT Group<br>• ETON Properties Phil Inc      |

## Other Positions Held

- |                          |                                       |
|--------------------------|---------------------------------------|
| Chairman                 | • Development Bank of the Philippines |
| Member of Monetary Board | • Bangko Sentral ng Pilipinas         |

**FRANCISCO H. LICUANAN, III** (69, Filipino) Director

## Other Positions within the last 5 years

- |           |  |
|-----------|--|
| Chairman  | • Geo State Development Corporation<br>• New Pacific Resource Management   |
| President | • Innovative Property Solutions, Inc   |
| CEO       | • Innovative Property Solutions, Inc<br>• Geo State Development Corporation<br>• New Pacific Resource Management |

## Other Positions Held

- |                       |  |
|-----------------------|--|
| Chairman              | • Subic Bay Metropolitan Authority       |
| President             | • Ayala Land Inc                         |
| Senior Vice President | • Real Estate Group of Ayala Corporation |
| CEO                   | • Ayala Land Inc                         |
| Adviser               | • Subic Clark Area Development           |

**ROBERTO F. DE OCAMPO.** (67, Filipino) Director

## Other Positions within the last 5 years

- |                                     |  |
|-------------------------------------|--|
| Officer of the Most Excellent Order | • British Empire (OBE) by Queen Elizabeth II and as Chevalier of the Legion d' Honneur by France |
| Chairman                            | • RFO Center for Public Finance<br>• Regional Economic Cooperation                               |

Board of Trustees Member	• Asian Institute of Management
Advisory Board Member	• The Conference Board
	• Trilateral Commission
	• BOAO Forum Asia
	• Emerging Markets Forum

Other Positions Held

Secretary of Finance • Republic of the Philippines

Member of the Board of Governors • World Bank

Chairman • Asian Development Bank

• APEC Finance Ministries

• ASEAN Finance Ministries

• Land Bank of the Philippines

• Philippine Deposit Insurance Corporation

• Philippine Export Foreign Loan Guarantee Corporation

• Committee on Privatization

• Development Bank of the Philippines

CEO • Development Bank of the Philippines

President • Asian Institute of Management

**WILFRIDO E. SANCHEZ** (76, Filipino) Director

Other Positions within the last 5 years

Tax Counsel • Quiason Makalintal Barot Torres & Ibarra Law Offices

Director • Adventure International Tours, Inc.

• Amon Trading Corp.

• Center for Leadership & Change, Inc.

• EEI Corporation

• Eton Properties Philippines, Inc.

• EMCOR, Inc

• J-DEL Investment and Management Corp.

• JVR Foundation, Inc.

• Jubilee Shipping Corporation

• Kawasaki Motor Corp.

• K Servico, Inc.

• Magellan Capital Holdings Corp

• PETNET, Inc.

• PETPLANS, Inc.

• Philippine Pacific Ocean Lines, Inc.

• Rizal Commercial Banking Corporation

• LT Group, Inc.

• Transnational Diversified Corp.

• Transnational Diversified Group, Inc.

• Transnational Financial Services, Inc.

• Universal Robina Corp.

Other Positions Held

Managing Director	<ul style="list-style-type: none"><li>• Tax Division, SGV &amp; Co.</li></ul>
Chairman	<ul style="list-style-type: none"><li>• Taxes &amp; Tariff of the Philippine Committee, American Chamber of Commerce</li><li>• Tax Committee, Philippine Chamber of Commerce</li></ul>
Head	<ul style="list-style-type: none"><li>• Tax Division, SGV &amp; Co.</li><li>• Tax Division, Goh Tab &amp; Go (Singapore)</li></ul>
Legal Researcher	<ul style="list-style-type: none"><li>• Court of Appeals</li></ul>

**RENATO C. VALENCIA** (71, Filipino) Director

Other Positions within the last 5 years

Chairman	<ul style="list-style-type: none"><li>• Hypercash Payment System, Inc.</li><li>• iPeople, Inc</li></ul>
Vice Chairman	<ul style="list-style-type: none"><li>• Asia Pacific Network Holdings, Inc.</li><li>• Habitat for Humanity Philippines</li></ul>
Director	<ul style="list-style-type: none"><li>• Roxas &amp; Company, Inc.</li></ul>
Independent Director	<ul style="list-style-type: none"><li>• Metropolitan Bank &amp; Trust Co.</li><li>• Bases Conversion Dev. Authority, Inc.</li><li>• Roxas Holdings, Inc.</li><li>• Fort Bonifacio Development Corp</li><li>• Grepalife Fixed Income Fund Corp.</li><li>• House of Investments, Inc.</li><li>• Malayan Insurance Co., Inc.</li><li>• Anglo Philippine Holdings, Inc.</li></ul>
Advisory Board Member	<ul style="list-style-type: none"><li>• Coca-Cola Philippines, Inc</li></ul>
President	<ul style="list-style-type: none"><li>• Roxas Holdings, Inc</li></ul>
CEO	<ul style="list-style-type: none"><li>• Roxas Holdings, Inc</li></ul>

Other Positions Held

CEO	<ul style="list-style-type: none"><li>• Social Security System</li></ul>
Administrator	<ul style="list-style-type: none"><li>• Social Security System</li></ul>
President	<ul style="list-style-type: none"><li>• Social Security System</li></ul>
Board Member	<ul style="list-style-type: none"><li>• San Miguel Corporation</li><li>• Far East Bank &amp; Trust Co</li><li>• Union Bank of the Phils.</li></ul>

**DR. REYNALDO B. VEA** (61, Filipino): Director

Other Positions within the last 5 years

President	<ul style="list-style-type: none"><li>• Mapua Institute of Technology</li><li>• Malayan Colleges Laguna</li><li>• Malayan High School of Science</li><li>• Mapua IT Center</li></ul>
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	<ul style="list-style-type: none"> <li>• Mapua Techserv</li> </ul>
CEO	<ul style="list-style-type: none"> <li>• Mapua Institute of Technology</li> </ul>
Trustee	<ul style="list-style-type: none"> <li>• AY Foundation</li> <li>• Yuchengco Center of De La Salle University</li> </ul>

#### Other Positions Held

Director	<ul style="list-style-type: none"> <li>• Seafont Resources Group</li> <li>• Petrogen Energy Corp</li> <li>• Maibarara Geothermal, Inc</li> <li>• Rizal Commercial Banking Corp.</li> <li>• Grepalife Fixed Income Fund</li> <li>• Grepalife Dollar Bond Fund</li> </ul>
Member	<ul style="list-style-type: none"> <li>• UNESCO National Commission</li> <li>• Philippine Fullbright Commission</li> </ul>
Trustee	<ul style="list-style-type: none"> <li>• Philippine Association Colleges and Universities</li> </ul>
Chairman	<ul style="list-style-type: none"> <li>• Committee on Science and Technology in UNESCO</li> </ul>
Dean	<ul style="list-style-type: none"> <li>• UP College of Engineering</li> </ul>

#### **Amb ISABEL CARO WILSON** (82,Filipino) Director

#### Other Positions within the last 5 years

Chairman	<ul style="list-style-type: none"> <li>• Business Machines Corporation</li> <li>• Rhine Marketing Corporation</li> <li>• Carson Corporation</li> <li>• Carson Holding &amp; Development Corporation</li> </ul>
President	<ul style="list-style-type: none"> <li>• Aquila Resources &amp; Holdings, Inc.</li> </ul>
Director	<ul style="list-style-type: none"> <li>• Asian Cultural Council</li> <li>• Pandiman Philippines, Inc.</li> <li>• Survey Specialist, Inc.</li> </ul>
Trustee	<ul style="list-style-type: none"> <li>• Cultural Center of the Philippines</li> <li>• Memorare Manila</li> </ul>

#### Other Positions Held

Ambassador	<ul style="list-style-type: none"> <li>• Philippine Ambassador to Spain</li> </ul>
Chairman	<ul style="list-style-type: none"> <li>• Metals Engineering &amp; Resources Corp.</li> <li>• National Movement for Free Elections in Makati</li> </ul>
President	<ul style="list-style-type: none"> <li>• Zonta Club of the Philippines</li> <li>• Dasmariñas Village Association</li> <li>• Dasmariñas Village Street Children Foundation</li> <li>• Asian Cultural Council of the Philippines</li> <li>• Manila Polo Club</li> <li>• Cultural Center of the Philippines</li> </ul>
Senior Adviser	<ul style="list-style-type: none"> <li>• Spain &amp; Portugal, Philippine Chamber of Commerce &amp; Industry</li> </ul>
Director	<ul style="list-style-type: none"> <li>• Philippine Business for Social Progress</li> <li>• Makati Business Club</li> <li>• Philippine Spanish Business Council</li> <li>• Memorare Manila</li> </ul>

	<ul style="list-style-type: none"> <li>• INDRA Philippines, Inc.</li> </ul>
Treasurer	<ul style="list-style-type: none"> <li>• Fundacion Amigos del Instituto Cervantes</li> </ul>
Kagawad	<ul style="list-style-type: none"> <li>• Dasmariñas Baranggay Council</li> </ul>
Member	<ul style="list-style-type: none"> <li>• Makati Business Club</li> <li>• Heritage Conservation Society</li> <li>• National Museum Foundation</li> </ul>
Columnist	<ul style="list-style-type: none"> <li>• Manila Chronicle</li> </ul>

**YVONNE S. YUCHENGCO** (59, Filipino) Director

Other Positions within the last 5 years

Chairman	<ul style="list-style-type: none"> <li>• First Nationwide Assurance Corporation</li> <li>• Malayan Plaza Condominium Asso. Inc.</li> <li>• RCBC Capital Corporation</li> <li>• XYZ Assets Corporation</li> </ul>	<p>2009 2006 2003 2005</p>
Director	<ul style="list-style-type: none"> <li>• Honda Cars Kalookan</li> <li>• HYDee Management &amp; Resource Corp.</li> <li>• iPeople, Inc.</li> <li>• La Funenaria Paz Sucat, Inc.</li> <li>• Luisita Industrial Park Corp.</li> <li>• Malayan College</li> <li>• Malayan College Laguna</li> <li>• Malayan High School of Science, Inc.</li> <li>• Malayan Insurance (H.K.)</li> <li>• Malayan Insurance (U.K.)</li> <li>• Malayan Insurance Co., Inc.</li> <li>• Malayan International Insurance Corp.</li> <li>• Manila Memorial Park, Inc.</li> <li>• Mapua Institute of Technology</li> <li>• MICO Equities, Inc.</li> <li>• National Reinsurance Corp. of the Phils.</li> <li>• Pan Malayan Management &amp; Investment Corp.</li> <li>• Pan Malayan Realty Corp.</li> <li>• Petro Energy Resources Corp.</li> <li>• Philippine Integrated Advertising Agency, Inc.</li> <li>• RCBC Capital Corporation</li> <li>• Seafront Resources Corp.</li> </ul>	<p>1992 2007 2001 2001 2007 2001 2006 2005 1995 1995 1995 1995 1995 1999 1995 2006 1980 1980 2008 2003 1999 2000</p>
President	<ul style="list-style-type: none"> <li>• Malayan Insurance Co., Inc.</li> <li>• MICO Equities, Inc.</li> <li>• Philippine Integrated Advertising Agency, Inc.</li> </ul>	<p>1995 1995 2012</p>
Member Board of Trustees	<ul style="list-style-type: none"> <li>• AY Foundation, Inc.</li> </ul>	<p>1999</p>
Member Advisory Com	<ul style="list-style-type: none"> <li>• Rizal Commercial Banking Corp.</li> </ul>	<p>2011</p>
Treasurer	<ul style="list-style-type: none"> <li>• Honda Cars Kalookan</li> <li>• Pan Malayan Management &amp; Investment Corp.</li> </ul>	<p>1992 1980</p>
Assistant Treasurer	<ul style="list-style-type: none"> <li>• Enrique T. Yuchengco, Inc.</li> </ul>	<p>1980</p>
CFO	<ul style="list-style-type: none"> <li>• Pan Malayan Management &amp; Investment Corp.</li> </ul>	<p>1980</p>

### Resignation of Directors

To date, no director has resigned or declined to stand for re-election for the Board of Directors due to any disagreement with the Corporation relative to the Corporation's operations, policies and practices.

### ELECTION OF DIRECTORS

The Directors of HI are elected at the annual stockholders' meeting to hold office until the next succeeding annual meeting or until their respective successors have been elected and qualified.

### APPOINTMENT OF OFFICERS

Officers are appointed or elected annually by the Board of Directors at its first meeting following the Annual Meeting of Stockholders, each to hold office until the corresponding meeting of the Board of Directors in the next year or until a successor shall have been elected, appointed or shall have qualified.

Key Officers	Position	Age	Citizenship
Helen Y. Dee	Chairperson	68	Filipino
Medel T. Nera*	President & CEO	58	Filipino
Porfirio S. De Guzman, Jr.	Senior Vice President	74	Filipino
Jose Ma. G. Castillo III	Senior Vice President	70	Filipino
Alexander Anthony G. Galang	Senior Vice President	52	Filipino
Raoul A. Villegas	Vice President	44	Filipino
Godofredo C. Cualteros, Jr.	Vice President	48	Filipino
Ma. Teresa T. Bautista	Assistant Vice President	40	Filipino
Jose A. Tanjangco III	Assistant Vice President	52	Filipino
Ma. Elvira E. De Lara	Assistant Vice President	43	Filipino
Maria Eloisa Gan	Assistant Vice President	43	Filipino
Atty. Samuel V. Torres	Corporate Secretary	49	Filipino
Atty. Mary Ann Emily D. Roque	Asst. Corporate Secretary	41	Filipino

For the past ten (10) years, Mrs. Helen Y. Dee, Mr. Porfirio S. de Guzman, Jr., and Mr. Jose Ma. G. Castillo III have been officers of HI and have held the positions indicated opposite their respective names.

**Porfirio S. De Guzman, Jr., 74, Filipino**, has been Senior Vice-President for more than ten (10) years. He is a director of Landev Corporation, Grepaland, Inc., and Philippine Integrated Advertising Agency. He is the Vice President & Deputy CFO of Pan Malayan Management & Investment Corp., Enrique T. Yuchengco, Inc, and Y Realty Corporation. He was a former partner of Sycip Gorres Velayo & Co., CPAs (SGV).

**Jose Ma. G. Castillo III, 70, Filipino**, has been Senior Vice-President, Treasurer, Chief Information Officer, and Compliance Officer of House of Investments Inc. and iPeople inc. for more than ten (10) years. He is a Director, Chief Financial Officer, and Treasurer of Landev Corporation, Greyhounds Security & Investigation Agency, and Mapua Information Technology Center. He is also the Chief Financial Officer and Treasurer of Pan Pacific Computer Center, Inc., and HI-Eisai Pharmaceutical, Inc. He is a Director of Malayan Colleges Laguna, Inc., Zamboanga Industrial Finance Corp., and Manila Memorial Park Inc. He is also the Chief Financial Officer of RCBC Realty Corp. He is the Treasurer of Malayan Colleges Laguna, Inc. and Malayan Colleges Inc. (MCI).

**Alexander Anthony G. Galang, 52, Filipino**, was appointed as Vice-President of HI on December 1, 2004 and became Senior Vice-President in July 2009. Prior to joining HI, he was Vice-President for Audit & Special projects of Anglo Asian Strategic Management Inc. from 1993-2004. He was also a regional auditor for Triumph International, and Senior International Corporate Auditor of International Semi-Tech Microelectronics, Inc. He was an Internal Audit Manager of Honda Philippines, Inc., prior to that, Finance Comptroller of Midas Touch Foods Corp. He was a senior auditor with SGV and Co., CPAs. He is a Certified Public Accountant and placed 12<sup>th</sup> in the 1981 board exams for accountancy. He also holds a global certification as a Certified Fraud Examiner.

**Raoul A. Villegas, 44, Filipino**, is Vice President and Group CFO. He is a director and Treasurer of HI-Eisai Pharmaceuticals. He is a director of Southwestern Cement Corp. He is a director of People eServe Corp. He was a Managing Director and Chief Financial Officer of Citadel Holdings, Inc. He was also the Director of Philippine Operations for Integreon Managed Solutions Inc. (Philippines), the multi-national knowledge process outsourcing firm under Live It Solutions of the Ayala Corporation. From 2004-2007, he was with House of Investments where he rose to Assistant Vice President and Head of Corporate Finance & Business Development.

**Godofredo C. Cualteros, Jr., 48, Filipino**, is the Vice-President for Group Internal Audit. He was formerly a Senior Audit Manager with Shea Labagh Dobberstein CPAs, San Francisco CA. He also worked as Senior Audit Manager with Hein & Associates LLP, Irvine CA; and Grant Thornton, Irvine CA. He was also a former Director of KPMG-Philippines, a Senior Audit Manager of Ernst & Young-Brunei, Punongbayan & Araullo; and worked with SGV & Co CPAs.

**Maria Teresa T. Bautista, 40, Filipino**, was appointed as Assistant Vice President and Corporate Controller in October 2011. Prior to her appointment she was the Group Finance Manager of Prime Orion Philippines, Inc. She also worked for over 14 years with the Insular Life Assurance Company, where she specialized in audit, project management, and business analysis. She is a CPA, a Certified Internal Auditor, and holds a Six Sigma Green Belt.

**Jose A. Tanjangco III, 52, Filipino**, is Assistant Vice-President - Chief Risk Officer of House of Investments, Inc. effective December 2010. He is also currently a Director of Manila Memorial Park Cemetery, Inc. and Zamboanga Industrial Finance Corp. Prior to joining HI, he was an Associate Director of the Philippine Dealing System (PDS) Group of Companies from December 2007 to October 2010. His other previous employers include: Buenaventura Echaz & Partners Financial Services, as Associate from 2002-2006; Carlos T. Soriano, as Executive Assistant from 1995-2001; and International Container Terminal Services, Inc., as Finance Manager from 1991-1994.

**Maria Elisa E. De Lara, 43, Filipino**, joined the Company in October 2010 and was appointed as Assistant Vice President for Group Internal Audit effective January 2011. She was the Sales and Operations Management Senior Manager from February 2009 to December 2010 and the Compliance and Risk Manager from July 2008 to January 2009 of IDS (Philippines), Inc., a member of Li & Fung Group of Hong Kong. She was the Financial Controller and a Director of JDH Philippines, Inc., a member of Li & Fung Group of Hong Kong from October 2004 to June 2008. She was a Senior Audit Manager of Isla Lipana & Co., a Philippine member firm of the PwC global network from 1993-2004.

**Maria Eloisa Gan, 43, Filipino**, is Assistant Vice President – Legal and Admin Head for House of Investments. She was formerly the Chief Legal and Compliance Officer of Great Life Financial Assurance Corporation, head of the Legal Department and Assistant Corporate Secretary of Sun Life Grepa Financial, Inc. (formerly Great Pacific Life Assurance Corporation) as well as Assistant Corporate Secretary of Grepalife Asset Management Corporation, Grepalife Fixed Income Fund Corporation, Grepalife Dollar Bond Fund Corporation, and Grepalife Bond Fund Corporation. Until September 2005, Atty. Gan was head of the Complaints and Investigations Division, Compliance and Enforcement Department (now the Enforcement and Prosecution Department) of the Securities and Exchange Commission.

**Samuel V. Torres, 49, Filipino**, is the Corporate Secretary of HI and concurrently the Corporate Secretary of Rizal Commercial Banking Corporation. His other present positions include: General Counsel & Corporate Secretary of Pan Malayan Management & Investment Corporation, Corporate Secretary of Bankard, Inc., Great Pacific Life Assurance Corp., First Malayan Leasing and Finance Corporation, GPL Cebu Tower Office Condominium Corporation, iPeople, Inc., RCBC Land, Inc., RCBC Forex Brokers Corporation, RCBC Realty Corporation, RCBC Securities, Inc., Malayan High School of Science, Inc., Mapua Information Technology Center, Inc., Malayan Colleges, Inc., GPL Holdings, Petro Energy Resources Corp., Seafont Resources Corp., Pan Pacific Computer Center, Inc., Honda Cars Kalookan, Inc., Hi-Eisai Pharmaceutical, Inc., People eServe Corp., La Funeraria Paz Sucat, Inc., Landev Corporation, Pan Malayan Realty Corp. He is also the Assistant Corporate Secretary of First Nationwide Assurance Corp., Malayan Insurance Co., Inc., Malayan Reinsurance Corporation, Malayan Zurich Insurance Corporation, MICO Equities, Inc., and Tokio Marine Malayan Insurance Corporation. He was formerly the International Counsel, South Pacific for Federal Express Corporation.

**Mary Ann Emily D. Roque, 41, Filipino**, is the Assistant Corporate Secretary. She is also the Corporate Secretary of the Yuchengco Tower Office Condominium Corp., Orophil Stonecraft, Inc., Oro Filipino Enterprises & Development Corp., and Golden Tower Industrial Development Corp. She is also the Assistant Corporate Secretary of Bankard, Inc., iPeople, Inc., and the Legal Officer of Pan Malayan Management & Investment Corp. She was formerly a Legal Officer with UCPB, and before that an Associate of Quasha Ancheta Peña & Nolasco Law Office.

## **Nominations for independent Directors and Procedures for Nomination**

Following rules and procedures shall apply to the nomination and election of Independent Directors.

- a) There shall be at least two (2) independent directors. An independent director is one who is independent of management and free from business or other relationship which could, or could reasonably be perceived to, materially interfere with his exercise of independent judgment in carrying out his responsibilities as director, and must possess all of the qualifications, and none of the disqualifications as prescribed by the Bangko Sentral Ng Pilipinas, Securities and Exchange Commission and other regulatory authorities, from time to time.
- b) A Nomination Committee composed of at least three (3) members, one of whom is an independent director, shall promulgate the guidelines or criteria to govern the conduct of the nominations:
- c) Nomination of independent director shall be conducted by the Nomination Committee prior to the stockholders' meeting. All recommendations shall be signed by the nominating stockholders together with the acceptance and conformity by the would-be nominees.
- d) The Nomination Committee shall pre-screen the qualifications and prepare a final list of all candidates and put in place screening policies and parameters to enable it to effectively review the qualifications of the nominees for independent directors;
- e) After the nomination, the Nominations Committee shall prepare a Final List of Candidates which shall contain all the information about all the nominees for independent directors, as required by existing and applicable rules, which list, shall be made available to the Commission and to all stockholders through the filing and distribution of the Information Statement, or in such other reports the Bank is required to submit to the Commission. The name of the person or group of persons who recommended the nomination of the independent director shall be identified in such report including any relationship with the nominee;
- f) Only nominees whose names appear on the Final List of Candidates shall be eligible for election as Independent Directors. No other nominations shall be entertained after the Final List of Candidates shall have been prepared. No further nominations shall be entertained or allowed on the floor during the actual annual stockholders' meeting.
- g) Election of Independent Directors
  - Subject to pertinent existing rules and regulation of SEC, the conduct of the election of independent directors shall be made in accordance with the standard election procedures of the By-laws.
  - It shall be the responsibility of the Chairman of the Meeting to inform all stockholders in attendance of the mandatory requirement of electing independent directors. He shall ensure that independent directors are elected during the stockholders' meeting.
  - Specific slots for independent directors shall not be filled up by unqualified nominees.

In case of failure of elections for independent directors, the Chairman of the Meeting shall call a separate election during the same meeting to fill up the vacancy.

The following were nominated to the position of directors of the Company for the year 2012-2013:

**Regular Directors**

- 1) Ms. Helen Y. Dee
- 2) Sec. Alfonso T. Yuchengco
- 3) Mr. Medel T. Nera
- 4) Mr. Yvonne S. Yuchengco
- 5) Mr. Wilfrido E. Sanchez
- 6) Dr. Reynaldo B. Vea

**Independent Directors**

- 7) Amb. Isabel Caro Wilson
- 8) Mr. Renato C. Valencia
- 9) Mr. Roberto F. de Ocampo
- 10) Mr. Antonino L. Alindogan, Jr.
- 11) Mr. Francisco H. Licuanan III

The above-mentioned nominees are all incumbent members of the Board of Directors.

The nominees for independent directors are neither officers nor employees of the Company or any of its affiliates, and do not have any relationship with the Company which would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. The Nomination Committee passed upon their qualifications and found no disqualifications, as provided for in the By-Laws and in accordance with SRC Rule 38.

Ms. Virginia Rances, a stockholder of the Company, who is not in anyway related to the nominees, nominated Messrs. Renato C. Valencia, Roberto F, de Ocampo, Isabel Caro Wilson, Francisco H. Licuanan III and Antonino L. Alindogan, Jr. as independent directors.

The Nomination Committee reviews and evaluates the qualifications of all persons nominated as director as well as those to be nominated to other positions requiring appointment by the Board of Directors. With respect to the independent directors, their nomination and qualification by the Nomination Committee were in compliance with the Company's By-Laws, Manual of Corporate Governance and SRC Rule 38. The directors so nominated possess all the qualifications and none of the disqualifications for independent directors.

**HI amended its By-Laws last July 16, 2004 to incorporate the provisions of the Securities Regulation code with respect to independent directors.**

**Period in Which the Directors and Executive Officers Should Serve**

The Directors of the Company are elected at the annual stockholders' meeting to hold office until the next succeeding annual meeting or until their respective successors have been elected and qualified.

Officers are appointed or elected annually by the Board of Directors at its first (organizational) meeting following the Annual Meeting of Stockholders, each to hold office until the corresponding meeting of the Board of Directors in the next year or until a successor shall have been elected, appointed or shall have qualified.

**Terms of Office of a Director**

Pursuant to the Company By-Laws, the directors who shall be stockholders are elected annually by the stockholders for the term of one year and shall serve until the election and acceptance of their duly qualified successors.

**Committee Membership of Directors (2012-2013 )**

***Executive Committee***

Helen Y. Dee	Chairman
Medel T. Nera	Member
Wilfrido E. Sanchez	Member
Renato C. Valencia	Member

***Compensation Committee***

Wilfrido E. Sanchez	Chairman
Renato C. Valencia	Member
Antonino L. Alindogan	Member

***Risk Management Committe***

Antonino L. Alindogan	Chairman
Wilfrido E. Sanchez	Member
Renato C. Valencia	Member
Yvonne S. Yuchengco	Member

***Audit Committee***

Roberto F. de Ocampo	Chairman
Wilfrido E. Sanchez	Member
Antonino L. Alindogan, Jr.	Member



### **Good Governance Committee**

Wilfrido E. Sanchez	Chairman
Renato C. Valencia	Member
Antonino L. Alindogan, Jr.	Member

### **Nomination Committee**

Isabel Caro Wilson	Chairman
Roberto F. de Ocampo	Member
Wilfrido E. Sanchez	Member
Jose Ma. G. Castillo III	(non-voting member)

### **Significant Employees**

There is no person who is not an executive officer that is expected by the issuer to make a significant contribution to the business.

### **Family Relationships**

Mrs. Helen Y. Dee and Ms. Yvonne S. Yuchengco are siblings. They are also the daughters of Amb. Alfonso T. Yuchengco.

### **Interest on Certain Matters to be Acted Upon**

No director or officer of the Company has substantial interest, direct or indirect, in any matter to be acted upon in the meeting.

### **Certain Relationships and Related Transactions**

There is no director, executive officer, nominee for director, beneficial holder, or any family member involved in any business transaction with HI.

Please refer to **Annex B, Notes 4 and 21, pages 61-66**, of the Notes to the Financial Statements for the full details of the Group's related party transactions. As discussed in the notes, in the normal conduct of business, aside from transactions disclosed in Loans Payable and Long-term Debt, other transactions with certain affiliates include sharing in general and administrative expenses and cash advances.

### **Involvement in Legal Proceedings**

The Company is not aware and none of the directors and officers or persons nominated to become directors or officers has informed the Company of the following events during the past five years until May 31, 2013:

(a) any bankruptcy petition filed by or against any business of which any of its director or executive officers was a general partner or executive officer either at the time of bankruptcy or within two (2) years prior to that time.

(b) any conviction by final judgment of any director or senior executive in a criminal proceeding domestic or foreign or being subject to a pending criminal proceeding domestic or foreign, of any director, executive officer or person nominated to be a director

(c) any director or senior executive being subject to any order, judgment or decree not subsequently reversed suspended or vacated of any court of competent jurisdiction, domestic or foreign permanently or temporarily enjoining barring, suspending or otherwise limiting such directors' or executive officer's involvement in any type of business securities, commodities or banking activities

(d) any executive officer or director found by a domestic or foreign court of competent jurisdiction, the Commission or other foreign body or a domestic or foreign Exchange or other organized trading market or self-regulatory organization to have violated a securities or commodities law or regulation and the judgment has not been reversed, suspended, or vacated.

#### Item 6: Compensation of Directors and Executive Officers

Information as to the aggregate compensation paid or accrued during the last two fiscal years and to be paid in the ensuing fiscal year to the Company's Chief Executive Officer and other officers follows:

Summary of Annual Compensation Table (In Million Pesos)										
Chief Executive Officers and Senior Executive Officers										
Name	Position	2013 Estimate			2012 Estimate			2011		
		Salary	Bonus	Other Annual Compensation	Salary	Bonus	Other Annual Compensation	Salary	Bonus	Other Annual Compensation
Helen Y. Dee	Chairperson									
Medel T. Nera	President/CEO									
Porfirio S. De Guzman	Senior Vice President									
Jose Ma. G. Castillo III	SVP - Finance/Treasurer									
Alexander A. Galang	SVP - Audit									
Gene C. da Jesus	SVP - Car Division									
	Total	22.00			20			18.1		
Chief Executive Officers and Senior Executive Officers										
Godofredo Cualteros, Jr.	Vice President									
Raoul A. Villegas	VP - Finance									
Jose A. Tangjangco III	AVP - Chief Risk Officer									
Ma. Teresa Bautista	AVP - Controller									
Ma. Elisa de Lara	AVP - Internal Audit									
Sec. Alfonso T. Yuchengco	Director									
Antonino L. Alindogan Jr.	Director									
Roberto F. De Ocampo	Director									
Francisco H. Licuanan II	Director									
Wilfrido E. Sanchez	Director									
Renato C. Valencia	Director									
Isabel Caro C. Wilson	Director									
	Total	20.02			18.2			15.7		
	Grand Total	42.02			38.2			33.8		

The members of the Board of Directors, except those holding Management positions in HI, are entitled to P25,000 per diem for attendance in any regular and special meeting.

#### **Item 7: Independent Public Auditors**

The Accounting firm of Sycip Gorres Velayo and Company (SGV & Co.), with office address at 6760 Ayala Avenue, SGV Building, Makati City, Philippines, has been the Company's Independent Auditors since the Company's incorporation, and has been recommended to serve as such for the current year.

Pursuant to Memorandum Circular No. 8, series of 2003 (Rotation of External Auditors), the Company has engaged Ms. Cyril Jasmin B. Valencia, as the Engagement Partner of SGV & Co. effective 2008 until 2012.

The engagement of the external auditors was favorably endorsed by the Audit Committee to the Board of Directors. The engagement is ultimately submitted for approval of the stockholders.

SEC rules mandate the compulsory rotation of audit partners after 5 years. SGV & Co. will nominate a new engagement partner for the audit year 2013 because at the conclusion of the 2012 external audit, Ms. Cyril Jasmin B. Valencia would have been the engagement partner for five years. The succeeding engagement partner for the year 2013 will be named during the Annual Stockholders' Meeting for 2013.

#### Disagreement with Accountants on Accounting and Financial Disclosure

There was no event for the last 5 years where SGV & Co. had any disagreement with regard to any matter relating to accounting principles or practices, financial statement disclosure or auditing scope or procedure.

#### Attendance of Accountants at the Meeting

Representatives of SGV & Co. are expected to be present at the annual stockholders meeting on July 19, 2013 with the opportunity to make any statement, if they so desire, and will be available to respond to appropriate questions on the Company's financial statements.

#### External Audit Fees and Services

The Company has engaged SGV & Co. as the external auditor, and is tasked to conduct the financial audit of the Company. For this service, SGV & Co. has billed the company the following amounts:

<b>Year</b>	<b>Audit Fee Billing</b>
2012	P2,707,341
2011	P2,020,005
2010	P1,908,730

The Company has not engaged SGV & Co. for any other services aside from its annual audit for the last five (5) years.

Tax Fees

The Company has not engaged the services of the external auditor for tax accounting, compliance, advice, planning and any other form of tax services.

All Other Fees

There are no other fees billed in each of the last two years for the products and services provided by the external auditor, other than the services reported under the items mentioned above.

**Item 8: Compensation Plans**

No action shall be taken with respect to any plan pursuant to which cash or non-cash compensation may be paid or distributed.

## C. ISSUANCE AND EXCHANGE OF SECURITIES

### **Item 9: Authorization or Issuance of Securities Other than for Exchange**

No action is to be taken with respect to the following:

1. modification or exchange of securities
2. financial and other information
3. mergers, consolidation, acquisition and similar matters
4. restatement of accounts

### **Item 10. Modification or Exchange of Securities**

No action is to be taken with respect to the modification of any class of securities of the registrant, or the issuance or authorization for issuance of one class of securities of the registrant in exchange for outstanding securities of another class.

### **Item 11: Financial and Other Information**

The audited financial statements as of December 31, 2012, Management Discussion and Analysis, Market Price of Shares and Dividends and other data related to the Company's financial information are attached hereto as **Annex "B"** and **"Annex A"**, respectively.

### **Item 12: Mergers, Consolidations, Acquisitions and Similar Matters**

No action is to be taken with respect to any transaction involving the following:

1. the merger or consolidation of the registrant into or with any other person or of any other person into or with the registrant;
2. the acquisition by the registrant or any of its security holders of securities of another person;
3. the acquisition by the registrant of any other going business or of the assets thereof;
4. the sale or other transfer of all or any substantial part of the assets of the registrant; or
5. the liquidation or dissolution of the registrant.

### **Item 13: Acquisition or Disposition of Property**

No action is to be taken with respect to the acquisition or disposition of any property.

### **Item 14: Restatement of Accounts**

No action is to be taken with respect to the restatement of any asset, capital, or surplus account of the registrant.

## D. OTHER MATTERS

### **Item 15: Action With Regard to Reports**

The Minutes of the previous stockholders meeting held on July 20, 2012 and the Management Report as set forth in the Annual Report will be submitted for stockholders approval.

Approval of the July 20, 2012 Minutes constitutes a ratification of the accuracy and faithfulness of the Minutes of the events that transpired during the said meeting, such as (a) 2012 annual report and audited financial statements, (b) ratification of actions of the Board of Directors, different Committees and Management during the year 2011, (c) elections of directors, and (d) appointment of external auditors.

Approval of the Annual Report constitutes a ratification of the Company's performance during the previous calendar years as contained in the Annual Report.

Ratification and confirmation of all the acts, resolutions and proceedings of the Board of Directors, Executive Committee and officers of the Company. This pertains to all acts resolutions, proceedings and approval made by the Board of Directors, Executive Committee and Officers of the Company from the last stockholders' meeting on July 20, 2012 for the period 2012 up to the date of meeting (July 19, 2013). This includes, among others, those that involve the day to day operations, administrations and management of the corporate affairs such as; a) opening of bank accounts/ bank signatories, b) approval of loans, c) declaration of cash dividends, and d) appointment of officers.

Copies of the minutes of stockholders' meeting shall be given to the stockholders at the meeting.

**Item 16: Matters Not Required to be Submitted**

Ratification of acts of management and of the Board of Directors referred to in the Notice of the Annual Meeting of Stockholders refers only to acts done in the ordinary course of business and operation of HI, which have been duly disclosed to the SEC and the PSE in accordance with law. Ratification is being sought in the interest of transparency and as a matter of customary practice or procedure undertaken at every annual meeting of HI stockholders.

This pertains to all acts, resolutions, proceedings and approval made by the Board of Directors, Executive Committee and Officers of the Company from the last stockholders' meeting in July 20, 2012 for the period 2012 up to the date of meeting (July 19, 2013). This includes, among others, those that include day to day operations, administration and management of the corporate affairs such as (a) designation of authorized signatories, (b) renewal of credit facilities, (c) new/additional investments, (d) declaration of cash dividends payable to preferred shareholders, (e) sale of company vehicles, (f) conversion of preferred shares to common shares, (g) acceptance of resignation and election of new members of the Board of Directors, and (h) appointment of new officers.

Copies of the minutes of the stockholders' meeting shall be given to stockholders before the start of meeting.

**Item 17: Amendment of Charter, Bylaws or Other Documents**

None

**Item 18: Other Proposed Action**

The following matters will be submitted to a vote at the meeting:

1. Approval of the Minutes of the Annual Stockholders' Meeting held on July 20, 2012.
2. Approval of the Management Report and the Audited Financial Statements of the Company for the year ended December 31, 2012;
3. Ratification and confirmation of all acts, resolutions and proceedings of the Board of Directors, Executive Committee and Officers of the Company during the year 2012.
4. Election of Directors for 2013-2014.
5. Appointment of External Auditors.

### **Item 19: Voting Procedures**

At all elections of Directors, each stockholder may vote the shares registered in his name in person or by proxy for as many persons as there are Directors, or he may cumulate said shares and give one candidate as many votes, as the number of Directors to be elected multiplied by the number of his share, or he may distribute them on the same principle among as many candidates as he shall see fit; provided, however, that the whole number of votes cast by him shall not exceed the number of shares owned by him as shown on the Company's stock transfer books multiplied by the number of Directors to be elected.

The voting procedure for election and approval of corporate action in which Stockholders' approval will be required shall be by "viva voce" unless voting by ballot is decided upon during the meeting. The methods by which vote will be counted, except in cases where voting by ballots is applicable, voting and counting shall be by "viva voce". If by ballot, counting shall be supervised by external auditors.

The Company will not declare stock dividends during the year.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this report is true, complete and correct. This report is signed in Makati City on May 31, 2013.

**House of Investments, Inc.**

**By:**



**Atty. Samuel V. Torres**  
Corporate Secretary



## **MANAGEMENT REPORT**

### **Financial and Other Information**

#### **Audited Financial Statements**

The Statement of Management's Responsibility and Consolidated Audited Financial Statements of the Group as at December 31, 2012 are attached hereto as **Annex "B"**.

#### **Changes in and Disagreements with Accountants in Accounting and Financial Disclosure**

None

#### **Management Discussion and Analysis of Financial Condition and Plan of Operations**

##### **Item 1: Description of Business**

The House of Investments (HI) is incorporated in the Republic of the Philippines. The Parent Company is a publicly-listed corporation on the Philippine Stock Exchange (PSE).

HI was incorporated as the first investment bank in the Philippines in 1959. It has evolved into an investment holding company with a diversified portfolio.

Using funding raised through various sources (internally generated cash, equity, debt, or a combination) HI seeks to buy entire businesses (or take majority control in a friendly transaction) with a view towards increasing the returns from such enterprises. By taking control of high return businesses, management seeks to increase the enterprise value of the firm as the earnings stream and cash flows from such investments grow.

These returns are then channelled to stockholders primarily through dividends.

HI does have the alternative of exiting investments via sale of such assets. This is also a tool for leaving low-return businesses with the objective of investing additional capital in higher return businesses.

The firm's portfolio is organized in seven distinct sectors:

**CAR DEALERSHIP:** HI wholly owns and operates two car retailing groups: Honda Cars Quezon City (HCQC), and Isuzu Manila (IMI). HI also owns a majority stake in Honda Cars Kalookan (HKI).

**CONSTRUCTION:** HI owns a majority stake in one of the largest Philippine construction and general contracting firms, EEI. EEI has international operations spanning from the Kingdom of Saudi Arabia to Africa and Asia. It is also a market leader in the domestic construction and contracting sector.

**EDUCATION AND INFORMATION TECHNOLOGY:** HI owns a majority stake in iPeople inc. iPeople inc. is the vehicle for our investments in the education and information technology sector.

iPeople (together with HI) wholly owns the Malayan Colleges Inc. (MCI) which operates under the name of Mapua Institute of Technology. The Mapua Institute of Technology is widely considered to be the leading engineering and I.T. school in the country.

MCI also has two other wholly-owned subsidiaries, the Malayan Colleges Laguna (MCL) and the Malayan High School of Science (MHSS).

iPeople owns Pan Pacific Computer Center (PPCC). PPCC services the I.T. related requirements of the Yuchengco Group of Companies (YGC) and select clients

**AFTERLIFE SERVICES:** HI owns material stakes in both Manila Memorial Park Cemeteries Inc. (MMPCI) and La Funeraria Paz Sucat Inc. (LFPSI).

MMPCI is the recognized market leader in afterlife services. It sells memorial lots and owns, operates, and maintains memorial parks.

LFPSI provides mortuary services to the bereaved and their loved ones.

**CONSUMER FINANCE:** HI also owns 50% of Zamboanga Industrial Finance Corporation (ZIFC). ZIFC provides consumer finance services (personal loans, secured loans, equipment leasing) in Zamboanga City.

**PROPERTY MANAGEMENT, PROJECT MANAGEMENT, SECURITY:** HI wholly owns Landev Corporation. Landev Corporation is primarily engaged in property management and project management for the YGC.

Landev owns a subsidiary named Greyhounds Security and Investigative Agency (GSIA). GSIA provides comprehensive security services to leading installations.

**PHARMACEUTICALS:** HI owns 50% of HI-Eisai Pharmaceuticals, which is a joint venture with the Eisai Company of Japan.

HI-ESAI imports pharmaceuticals from Japan which it sells in the Philippine market through established drug distributors.

The operations of each business in the portfolio, along with a discussion of risks and 2012 performance, will be discussed in the appropriate section.

## **Competition**

House of Investments is subject to competition in the segments in which each of its portfolio companies operate. Please refer to the related section of each business; there is also a discussion of risks each portfolio company faces.

HI does face competition in some cases when it is in the process of bidding on prospective deals. There are other holding companies or business groups that are very active in expanding their Philippine portfolio of earning assets. In some situations HI might find itself bidding against such competitors when prime assets of businesses are for sale.

## **Risks at the Holding Company Level**

The following covers the risk management policies at the holding company (HI) level. For a discussion of risks faced by each portfolio company, please refer to the appropriate section in this report.

### **Interest Rate Risk**

HI is exposed to interest rate risk because it has borrowings from local banks. It is a company policy to use excess liquidity to pay down borrowings in order to decrease financing costs, and reduce exposure to rising interest rates.

It is also a company policy to actively discuss with lending banks on how to lower financing costs. When possible, HI will use lower cost debt to pay down higher cost debt. HI does not have a practice of speculating on the direction of interest rates. The main objective is to lower financing costs as much as possible.

### **Foreign Exchange Risk**

HI's exposure to foreign exchange risk is minimal. The company does have excess funds denominated in U.S. dollars. Where possible and when warranted, it is the company practice to pay dollar liabilities with its excess dollar funds. The company does not speculate on the direction of foreign exchange rates.

### **Liquidity Risk**

HI seeks to manage its liquidity to be able to service maturing debts, finance capital requirements, and pay for existing operations. HI maintains a consistent level of funding to be able to pay for its day to day operations. HI constantly monitors its projected cash flows through risk meetings that occur on a weekly basis. When major acquisitions pop up on the radar screen, HI assesses market conditions to be able to source the funding as inexpensively as possible.

### **Credit Risk**

HI's holding of cash and short term securities exposes the company to the credit risk of the counterparty. Given HI's diverse body of counterparties, it does not have a concentrated credit risk exposure.

### **Price Risk**

Available for sale (AFS) financial instruments are held and are subject to price fluctuation. These securities are vulnerable to price risk due to changes in market values because of specific factors related to these securities, or because of factors related to the overall market for financial assets. These prices change depending on how market participants act in the market.

HI has core holdings in its AFS investments, and non-core holdings in its AFS investments. As a general rule, HI would not sell its core holdings.

For non-core holdings, HI's investment policy is to monitor developments in the market and to monitor these securities very closely. The company regularly assesses the opportunity cost of holding these securities. When a more appropriate use of the funds is determined, it is HI's intention to sell these investments and put the excess cash to work.

### **Business Continuity Risk**

HI is acutely conscious of the risks posed by natural disasters, acts of God, or other man-made actions that can have an adverse impact on the continuity of regular operations. The firm works to make sure that its business continuity plans are up to date

### **Succession Risk**

The company knows that people are an important resource and that its executive management team is a significant contributor to the value-adding activities of the firm. In order to preserve the management chain of succession and institutional knowledge that comes with it, each member of executive management is accountable for putting a succession plan in place that includes the identification and development of his or her successor.

The respective company presidents, general managers, and chief risk officers of each portfolio company are accountable for making sure that their risk management policies line up with the risk management policies of the holding company. Group internal audit (GIA) provides valuable input to risk management support by conducting regular business unit audits that also incorporate the evaluation of risk management practices.

The Risk Management Committee of the Board meets regularly and exercises and oversight role on executive management who are accountable for managing the risks that arise out of regular business operations.

## **BUSINESS UNIT OPERATIONS**

### **Car Retailing: Honda Cars Quezon City (HCQC), Isuzu Manila (IMI), and Honda Cars Kalookan, Inc. (HKI)**

HI wholly owns and operates two car retailing groups: Honda Cars Quezon City (HCQC), and Isuzu Manila (IMI). Both HCQC and IMI are divisions of HI. HI also owns 55% of Honda Cars Kalookan, Inc.

HCQC has five locations: Quezon Avenue, Manila, Fairview, Marikina, and Tandang Sora. HKI has one location, on E. de los Santos Avenue in Balintawak. Taken together, HI's Honda dealership group is a significant player in the retailing of Honda cars in Metro Manila.

### **Products & Business Lines**

HCQC and HKI are engaged in retailing new automobiles under the Honda brand. They also generate higher margin revenue through repair services, the sale of replacement and aftermarket parts, and the sale of third party finance and insurance products.

We believe our various income streams help to lower the impact of the cyclicity found in the automotive sector. Revenues from higher margin service and parts sales are typically less cyclical than retail vehicle sales, and generate the largest part of our gross profit. HCQC and HKI retail a vehicle line up in the passenger cars and commercial vehicle category.

IMI has 3 locations: Manila, Greenhills, and Commonwealth Avenue. IMI represents the Isuzu automobile brand and conducts essentially the same business activities as the other members of HI's car division.

New vehicle unit sales are cyclical. Changes in unit sales are driven by factors like manufacturer incentives, interest rates, fuel prices, unemployment, inflation, weather, the level of personal discretionary spending, credit availability, consumer confidence and others. Car retailers have historically been less vulnerable than car manufacturers and car parts suppliers to declines in new vehicle sales. We believe this is due to the more flexible expense structure of retailers (they don't own the factories) and their diversified revenue streams. Car manufacturers may also offer various dealer incentives which help to decrease earnings volatility for car retailers.

## **Risk Factors**

The risks that current stockholders and prospective investors, should consider include the following:

**Macro-economic conditions.** The Car Division Performance is impacted by general economic conditions overall, and in particular by economic conditions in the markets in which we operate. These economic conditions include: levels of new and used vehicle sales; availability of consumer credit; changes in consumer demand; consumer confidence levels; fuel prices; personal discretionary spending levels; interest rates; and unemployment rates.

**Automotive manufacturers exercise significant control over us.** Our dealerships operate under a franchise agreement Honda or Isuzu. These agreements govern almost every aspect of the operation of our dealerships, and give manufacturers the discretion to terminate or not renew our franchise agreements for a variety of reasons. Without franchise agreements, we would be unable to sell new vehicles or perform manufacturer authorized warranty service. If our franchise agreement with either Honda or Isuzu were to be terminated, we would be materially affected.

**Restructuring, bankruptcy or other adverse condition affecting a significant automotive manufacturer or supplier.** Our success depends on the overall success of the automotive industry and in particular on the success of Honda and Isuzu. Significant adverse events that interrupt vehicle or parts supply to our dealerships, would likely have a significant and adverse impact on the industry as a whole, including us, particularly if the events relate to any of the manufacturers whose franchises generate a significant percentage of our revenue.

**Our business is very competitive.** We generally compete with: other franchised automotive dealerships in our markets; private market buyers and sellers of used vehicles; local service and repair shops and parts retailers; and automotive manufacturers (those that own their own dealerships). Buying decisions by consumers when shopping for a vehicle are extremely price sensitive. The level of competition in the market can lead to lower selling prices and related profits

**Property loss, business interruption or other liabilities.** Our business is subject to substantial risk of loss due to: the significant concentration of property values, including vehicle and parts inventories, at our operating locations; claims by employees, customers and third parties for personal injury or property damage; and fines and penalties in connection with alleged violations of regulatory requirements.

While we have insurance for many of these risks, we retain risk relating to certain of these perils and certain perils are not covered by our insurance. If we experience significant losses that are not covered by our insurance, whether due to adverse weather conditions or otherwise, or we are required to retain a significant portion of a loss, it could have a significant and adverse effect on us.

**Leverage.** Our debt from inventory financing exposes us to a number of risks. A significant portion of the cash flow we generate must be used to service the interest and principal payments relating to our various financial commitments. A sustained or significant decrease in our operating cash flows could lead to an inability to meet our debt service requirements.

**Availability of financing.** Because we finance the majority of our operating and strategic initiatives using a variety of credit facilities, we are dependent on continued availability of these sources of funds. If these agreements are terminated or we are unable to access them because of a breach of financial or operating covenants or otherwise, we will likely be materially affected.

**Interest rate variability.** The interest rates we are charged on a substantial portion of our debt are variable, increasing or decreasing based on changes in certain published interest rates. Increases to such interest rates would likely result in significantly higher interest expense for us, which would negatively affect our operating results. Because many of our customers finance their vehicle purchases, increased interest rates may also decrease vehicle sales, which would negatively affect our operating results.

**Information Technology.** Our information systems are fully integrated into our operations. If these systems go down, our business could be significantly disrupted. In addition, to the extent our systems are subject to intentional attacks or unintentional events that allow unauthorized access that disrupts our systems, our business could be significantly disrupted.

**Regulatory issues.** We are subject to a wide variety of regulatory activities, including: government regulations, claims and legal proceedings. Government regulations affect almost every aspect of our business, including taxation, and the treatment of our employees.

In the event of regulation restricting our ability to generate revenue from arranging financing for our customers, we could be adversely affected. We could also be susceptible to claims or related actions if we fail to operate our business in accordance with applicable laws. Claims arising out of actual or alleged violations of law which may be asserted against our dealers by individuals, through class actions, or by governmental entities in civil or criminal investigations and proceedings, may expose us to substantial monetary damages which may adversely affect us.

**Environmental regulations.** We are subject to a wide range of environmental laws and regulations, including those governing: discharges into the air and water; the operation and removal of storage tanks; and the use, storage and disposal of hazardous substances. In the normal course of our operations we use, generate and dispose of materials covered by these laws and regulations. We face potentially significant costs relating to claims, penalties and remediation efforts in the event of non-compliance with existing and future laws and regulations.

**Accounting rules and regulations.** If the Securities and Exchange Commission adopts new accounting standards governed by International Financial Reporting Standards (IFRS) such changes may significantly affect our reported financial position, earnings, and cash flows.

## **CONSTRUCTION: EEI Incorporated**

HI owns a majority stake (50.09%) in one of the largest Philippine construction and general contracting firms, EEI. EEI has international operations spanning from the Kingdom of Saudi Arabia to Africa and Asia. It is also a market leader in the domestic construction and contracting sector.

EEI has worked successfully, with a long track record of successful projects, in the following areas:

- property & building construction (high rise structures, commercial developments, hotels, industrial parks, schools, hospitals, public buildings, and others);
- heavy infrastructure (roads, bridges, seaports, airports, dams and similar structures);
- heavy industry (power plants, oil refineries, cement plants, mining projects, and other installations);
- light industry (manufacturing plants spanning semiconductors, pharmaceuticals, processed foods, automotive assembly; beverages, and similar operations)
- steel fabrication – the company has a world class steel fabrication shop in Bauan, Batangas that provides structures and assemblies for industrial installations and massive infrastructure projects.

Through various subsidiaries, EEI also runs other businesses which complement its main construction and contracting business. The company runs a construction equipment rental business. The company also runs a strong manpower placement business. The company runs a business that trades construction equipment and parts. Through a subsidiary, EEI is also increasing its involvement in power generation. EEI also has a real estate development business.

### **Principal Activities**

#### **International Projects**

EEI Corporation is the Philippines' most reliable construction company in the international market.

EEI has been providing overseas construction services since 1974 when it first ventured into the United Arab Emirates and the Kingdom of Saudi Arabia. Since then the company has won major contracts for large-scale industrial projects including petroleum refineries, power plants, and industrial installations in Saudi Arabia, Kuwait, Iraq, Algeria, Libya, Brunei, Qatar, Malaysia, and New Caledonia.

In 1983, EEI was awarded a US\$186 million subcontract work to build the Mina Abdullah Refinery in Kuwait where it deployed over 8,500 personnel and logged more than 30 million man-hours for the four-year project. Moreover, EEI was the first Philippine contractor in Kuwait that performed fire fighting and reconstruction works for the Kuwait Oil Company with the global engineering company, Bechtel, after the Gulf War in 1991. EEI deployed a Filipino contingent of over 5,000 workers.

EEI maintains its presence in some foreign markets through alliances with domestic partners. In the Kingdom of Saudi Arabia, EEI has forged a joint venture with engineering and construction

giant Al-Rushaid Petroleum Investment Group of Companies and formed Al Rushaid Construction Company, Ltd. (ARCC), which has implemented numerous projects in its more than 30 years of existence.

In Saudi Arabia, EEI has undertaken numerous oil and gas refinery projects, gas oil separators, desalination terminals, and tank farms for Saudi Aramco. Recently, ARCC obtained the American Society of Mechanical Engineer (ASME) certification for Pipe Spool Fabrication Plant to apply the “NB” mark and register boiler, pressure vessels, or other pressure retaining items with the National Board in accordance with its provisions and also, authorized to use the “R” symbol for Metallic repairs and/or alterations and extended for field repairs and/or alterations.

The company has a presence in the South Pacific island state of New Caledonia. Since 2006, this subsidiary has been doing construction work in the Inco Goro Nickel Mining Plant, of which several modular plant assemblies were fabricated in the EEI Fabrication Shop in Batangas and shipped to the mining site in New Caledonia.

EEI has established offices in Guam, Papua New Guinea and Singapore.

### **Building and Property Construction**

Building and property construction are a core competency of EEI. EEI is a leader in the construction of high-rise office buildings, condominiums, hotels & serviced apartments, mixed-use commercial developments, industrial parks, factory buildings, schools, hospitals, and government facilities.

EEI has constructed many landmark structures in the Philippines.

EEI continues to build on its expertise in this area. It has forged partnerships with global suppliers to acquire new technology, capabilities, and management practices used in high-rise engineering and construction.

### **Infrastructure**

The use of basic public facilities contributes to the development of any economy. Roads and bridges that span the country, seaports and airports which serve as entry and exit points, and dams that harness water for various uses (including power generation) are all vital installations.

EEI has been a leader in building such installations. It has technology and capability to build almost any type of major infrastructure. Aside from building hundreds of kilometres of national highways across the Philippines, EEI has finished the following major projects:

- EDSA MRT 3 rail line
- Subic Clark Tarlac Expressway
- South Luzon Expressway
- NAIA 3 Flyover project
- New Iloilo Airport
- Casecnan Irrigation Project
- Kamanava Flood Control Project
- Bohol Irrigation Project
- LRT Line 1 Expansion Project



## Light Industry

EEl has built a number of manufacturing installations for both Philippine and multi-national corporations. The firm has built factories for companies in the following sectors: pharmaceuticals, processed foods, automotive assembly, semiconductors, confectionery; carbonated beverages, and alcoholic beverages. EEl has done work for companies like San Miguel, Nestle, Intel, Philips Semiconductors, Ford, Isuzu, Wrigley's, and Coca Cola.

## Steel Fabrication

EEl has a world-class steel fabrication shop in Bauan, Batangas. The ISO 9001:2008 certified shop is vital to the company's capability to fabricate and erect structures and assemblies for industrial and infrastructure projects.

The Bauan shop has made tanks, silos, pressure vessels, drums, heat exchangers, boiler parts, and other steel structures. It has assembled these together with pumps, motors, and instrumentation equipment for the country's oil and gas plants, power plants, food and beverage plants, breweries, sugar mills, and other manufacturing installations. EEl also exports steel structures and modules to overseas projects.

The Bauan shop has an annual estimated capacity of 30,000 metric tons. It has the latest process tools and machines for bending, rolling, and welding steel. The shop also has heat treatment ovens, and blasting and painting lines. The shop also has its own power sub-station, slipways, and jetty. In-house, non-destructive testing facilities and strict quality control procedures assures clients of the highest quality and satisfaction in fabricated steel products.

The shop has a modular assembly facility for the fabrication and assembly of plant modules. This includes a customs bonded manufacturing warehouse, which allows duty-free entry of materials and tax-free export of finished assemblies. Over many years, the shop has assembled boilers, turbines, and power plant modules which were shipped in entire structures to customers worldwide.

EEl's Bauan shop has earned the distinction from the American Society of Mechanical Engineers (ASME) the right to stamp the ASME seal on pressure vessels, pressure piping, and power boiler parts that it fabricates and assembles. This makes it one of the leaders in the fabrication of mechanical and structural steel assemblies in the Philippines.

## Risk Factors

The risks that current stockholders and prospective investors, should consider include the following:

**EEl may experience reduced profits or losses under contracts if costs increase above estimates.** We conduct our business under various types of contractual arrangements where costs are estimated in advance. If we fail to accurately estimate the resources and time necessary for these contracts, or fail to complete these contracts within the timeframes and costs we have agreed upon, there could be a material impact on our financial results as well as our reputation.

Risks under our contracts which could result in cost overruns, project delays or other problems can include:

- Difficulties related to the performance of our subcontractors, suppliers, equipment providers or other third parties;
- Changes in local laws or difficulties in obtaining permits, rights of way or approvals;
- Unanticipated technical problems, including issues with regard to the design or engineering phases of contracts;
- Unforeseen increases in the cost of raw materials, components, equipment, labor, or the inability to timely obtain them;
- Delays caused by weather conditions;
- Incorrect assumptions related to productivity, scheduling estimates or future economic conditions; and
- Project modifications creating unanticipated costs or delays.

**Intense competition in the engineering and construction industry could reduce EEI's market share and profits.** We serve markets that are highly competitive and in which a large number of domestic and multinational companies compete. In particular, the engineering and construction markets are highly competitive and require substantial resources and investment in technology and skilled personnel.

Competition also places downward pressure on our contract prices and profit margins. Intense competition is expected to continue in these markets, presenting us with significant challenges in our ability to maintain strong growth rates and acceptable profit margins. If we are unable to meet these competitive challenges, we could lose market share to our competitors and experience an overall reduction in our profits.

**EEI's revenue and earnings are largely dependent on the award of new contracts which we do not directly control.** A substantial portion of our revenue and earnings is generated from large-scale and increasingly international project awards. The timing of when project awards will be made is unpredictable and outside of our control.

We operate in highly competitive markets where it is difficult to predict whether and when we will receive awards since these awards and projects often involve complex and lengthy negotiations and bidding processes. These processes can be impacted by a wide variety of factors including governmental approvals, financing contingencies, commodity prices, environmental conditions and overall market and economic conditions.

**Global economic conditions will likely affect a portion of our client base, partners, subcontractors and suppliers and could materially affect our backlog and profits.** Current global economic conditions have reduced and continue to negatively impact our client's willingness and ability to fund their projects. These conditions make it difficult for our clients to accurately forecast and plan future business trends and activities, thereby causing our clients to slow or even curb spending on our services, or seek contract terms more favorable to them.

**Financial market conditions and adverse credit market conditions could adversely affect our clients', our partners' or our own borrowing capacity, which support the continuation and expansion of projects worldwide, and could result in contract cancellations or suspensions, project delays, payment delays or defaults by our clients.** Our ability to

expand our business would be limited if, in the future, we are unable to access sufficient credit capacity, including capital market funding, bank credit, such as letters of credit, and surety bonding on favorable terms or at all. These disruptions could materially impact our backlog and profits.

**If we experience delays and/or defaults in client payments, we could suffer liquidity problems or we could be unable to recover all expenditures.** Because of the nature of our contracts, we sometimes commit resources to projects prior to receiving payments from the client in amounts sufficient to cover expenditures as they are incurred.

In difficult economic times, some of our clients may find it increasingly difficult to pay invoices for our services timely, increasing the risk that our accounts receivable could become uncollectible and ultimately be written off.

Delays in client payments may require us to make a working capital investment, which could impact our cash flows and liquidity. If a client fails to pay invoices on a timely basis or defaults in making its payments on a project in which we have devoted significant resources, there could be a material adverse effect on our results of operations or liquidity.

**EEl is vulnerable to the cyclical nature of the markets it serves.** The demand for our services and products is dependent upon the existence of projects with engineering, procurement, construction and management needs.

**EEl has international operations that are subject to foreign economic and political uncertainties.** Unexpected and adverse changes in the foreign countries in which we operate could result in project disruptions, increased cost and potential losses. Our business is subject to fluctuations in demand and to changing international economic and political conditions which are beyond our control. We expect that a significant portion of our revenue and profits will continue to come from international projects for the foreseeable future.

Operating in the international marketplace exposes EEl to a number of special risks including:

- abrupt changes in foreign government policies, regulations or leadership;
- embargoes;
- trade restrictions or restrictions on currency movement;
- tax increases;
- currency exchange rate fluctuations;
- changes in labor conditions and difficulties in staffing and managing international operations;
- international hostilities; and
- local unrest.

**We also face significant risks due to civil strife, acts of war, terrorism and insurrection.** In addition, military action or continued unrest, especially in the Middle East, could impact the supply or pricing of oil, disrupt our operations in the region and elsewhere, and increase our security costs. Our level of exposure to these risks will vary with respect to each project, depending on the particular stage of each such project.

To the extent that our international business is affected by unexpected and adverse foreign economic and political conditions, we may experience project disruptions and losses. Project disruptions and losses could significantly reduce our overall revenue and profits.

**If EEI guarantees the timely completion or performance standards of a project, it could incur additional cost to cover its guarantee obligations.** In some instances and in many of our fixed-price contracts, we guarantee a client that we will complete a project by a scheduled date. We sometimes commit that the project, when completed, will also achieve certain performance standards. If we subsequently fail to complete the project as scheduled, or if the project subsequently fails to meet guaranteed performance standards, we may be held responsible for cost impacts to the client resulting from any delay or the cost to cause the project to achieve the performance standards, generally in the form of contractually agreed-upon liquidated damages. The total cost of the project could exceed our original estimates and we could experience reduced profits or, in some cases, a loss for that project.

**EEI can be involved in litigation proceedings, potential liability claims and contract disputes**

**which may reduce its profits.** We may be subject to a variety of legal proceedings, liability claims or contract disputes. We engage in engineering and construction activities for large facilities where design, construction or systems failures can result in substantial injury or damage to third parties. In addition, the nature of our business results in clients, subcontractors and vendors occasionally presenting claims against us for recovery of cost they incurred in excess of what they expected to incur, or for which they believe they are not contractually liable. We have been and may in the future be named as a defendant in legal proceedings where parties may make a claim for damages or other remedies with respect to our projects or other matters.

**EEI's failure to recover adequately on claims against project owners or subcontractors for payment or performance could have a material effect on its financial results.** We occasionally bring claims against project owners for additional costs exceeding the contract price or for amounts not included in the original contract price. Similarly, we present change orders and claims to our clients and subcontractors. If we fail to properly document the nature of claims or change orders, or are otherwise unsuccessful in negotiating a reasonable settlement, we could incur reduced profits, cost overruns and in some cases a loss on the project.

**EEI is dependent upon third parties to complete many of its contracts.** Much of the work performed under our contracts is actually performed by third-party subcontractors. We also rely on third-party suppliers to provide much of the equipment and materials used for projects. If we are unable to hire qualified subcontractors or find qualified suppliers, our ability to successfully complete a project could be impaired.

**The success of EEI's joint venture depends on the satisfactory performance by its joint venture partner of its joint venture obligations.** The failure of our joint venture partner to perform its joint venture obligations could impose on us additional financial and performance obligations that could result in reduced profits or, in some cases, significant losses for us with respect to the joint venture.

**EEI's businesses could be materially and adversely affected by events outside of its control.** Extraordinary or force majeure events beyond our control, such as natural or man-

made disasters, could negatively impact our ability to operate. For example, from time to time we face unexpected severe weather conditions which may result in weather-related delays. We may remain obligated to perform our services after any such natural or man-made event, unless a force majeure clause or other contractual provision provides us with relief from our contractual obligations.

If we are not able to react quickly to such events, our operations may be significantly affected, which could have a negative impact on our operations. In addition, if we cannot complete our contracts on time, we may be subject to potential liability claims by our clients which may reduce our profits.

**EEl's backlog is subject to unexpected adjustments and cancellations and, therefore, may not**

**be a reliable indicator of our future revenue or earnings.** Our backlog generally consists of projects for which we have an executed contract or commitment with a client and reflects our expected revenue from the contract or commitment, which is often subject to revision over time. We cannot guarantee that the revenue projected in our backlog will be realized or profitable.

Project cancellations, scope adjustments or deferrals may occur, from time to time, with respect to contracts reflected in our backlog and could reduce the absolute amount of our backlog and the revenue and profits that we actually earn.

**EEl's government contracts and contracting rights may be terminated or otherwise adversely impacted at any time.** We enter into significant government contracts, from time to time. Government contracts are subject to various uncertainties, restrictions and regulations, including oversight audits by government representatives and profit and cost controls, which could result in withholding or delay of payments to us.

**Government contracts are also exposed to uncertainties associated with Congressional funding.** Changes in these priorities, which can occur due to policy changes or changes in the economy, are unpredictable and may impact our revenues.

In addition, government contracts are subject to specific regulations. These laws impact how we transact business with our governmental clients and, in some instances, impose significant costs on our business operations. If we fail to comply with any of these regulations, requirements or statutes, our existing government contracts could be terminated, and we could be temporarily suspended or even debarred from government contracting or subcontracting.

**EEl could suffer from a temporary liquidity crisis if the financial institutions who hold its cash and investments fail.** Our cash balances and short-term investments are maintained in accounts held by major banks and financial institutions located primarily in the Philippines. Some of our accounts hold deposits that exceed available insurance. Although none of the financial institutions in which we hold our cash and investments have gone into bankruptcy or forced receivership, there remains the risk that this could occur in the future.

**EEl's project execution activities may result in liability for faulty engineering services.**

Because our projects are often large and complicated, our failure to make judgments and recommendations in accordance with applicable professional standards could result in large damages. Our engineering practice involves professional judgments regarding the planning, design, development, construction, operations and management of industrial facilities and public

infrastructure projects. While we do not generally accept liability for consequential damages, and although we have adopted a range of insurance, risk management and risk avoidance programs designed to reduce potential liabilities, a catastrophic event at one of our project sites or completed projects resulting from the services we have performed could result in significant professional or product liability, warranty or other claims against us as well as reputational harm, especially if public safety is impacted.

**Changes in EEI's effective tax rate and tax positions may vary.** We are subject to income taxes in the Philippines. A change in tax laws, treaties or regulations, or their interpretation, in any country in which we operate could result in a higher tax rate on our earnings, which could have a material impact on our earnings and cash flows from operations.

**We are regularly under audit by tax authorities.** Although we believe that our tax estimates and tax positions are reasonable, they could be materially affected by many factors including the final outcome of tax audits and related litigation, the introduction of new tax accounting standards, legislation, regulations and related interpretations, our global mix of earnings, the realizability of deferred tax assets and changes in uncertain tax positions. A significant increase in our tax rate could have a material adverse effect on our profitability and liquidity.

**Systems and information technology interruption and breaches in data security could adversely impact EEI's ability to operate and its operating results.** As a company with international operations, we are heavily reliant on computer, information and communications technology and related systems in order to properly operate. From time to time, we experience system interruptions and delays.

If we are unable to continually add software and hardware, effectively upgrade our systems and network infrastructure and take other steps to improve the efficiency of and protect our systems, systems operation could be interrupted or delayed or our data security could be breached.

In addition, our computer and communications systems and operations could be damaged or interrupted by natural disasters, power loss, telecommunications failures, acts of war or terrorism, acts of God, computer viruses, physical or electronic break-ins and similar events or disruptions.

Any of these or other events could cause system interruption, delays and loss of critical data, could delay or prevent operations including the processing of transactions and reporting of financial results, could result in the unintentional disclosure of client or our information (including proprietary intellectual property) and could adversely affect our operating results. While management has taken steps to address these concerns by implementing sophisticated network security and internal control measures, there can be no assurance that a system failure or loss or data security breach will not materially adversely affect our financial condition and operating results.

**EEI may need to raise additional capital in the future for working capital, capital expenditures and/or acquisitions.** It may not be able to do so on favorable terms or at all, which would impair its ability to operate its business or achieve its growth objectives. Our ongoing ability to generate cash is important for the funding of our continuing operations and the servicing of our indebtedness. To the extent that existing cash balances and cash flow from operations, together with borrowing capacity under our credit facilities, are insufficient to make

future investments, make acquisitions or provide needed working capital, we may require additional financing from other sources.

Our ability to obtain such additional financing in the future will depend in part upon prevailing capital market conditions, as well as conditions in our business and our operating results; and those factors may affect our efforts to arrange additional financing on terms that are acceptable to us.

**Foreign exchange risks may affect EEI's ability to realize a profit from certain projects.**

We do enter into contracts that subject us to currency risk exposure, particularly to the extent contract revenue is denominated in a currency different than the contract costs. We attempt to minimize our exposure from currency risks by entering into hedging instruments, when there is currency risk exposure that is not naturally mitigated via our contracts.

However, these actions may not always eliminate all currency risk exposure. The company does not enter into derivative instruments or hedging activities for speculative purposes. Our operational cash flows and cash balances, though predominately held in Philippine Pesos, may consist of different currencies at various points in time in order to execute our project contracts globally.

**EEI's employees work on projects that are inherently dangerous and a failure to maintain a safe work site could result in significant losses.**

We often work on large-scale and complex projects, frequently in geographically remote locations. Our project sites can place our employees and others near large equipment, dangerous processes or highly regulated materials, and in challenging environments.

Safety is a primary focus of our business and is critical to our reputation. Often, we are responsible for safety on the project sites where we work. Many of our clients require that we meet certain safety criteria to be eligible to bid on contracts, and some of our contract fees or profits are subject to satisfying safety criteria. Unsafe work conditions also have the potential of increasing employee turnover, increasing project costs and raising our operating costs.

**Past and future environmental, safety and health regulations could impose significant additional cost on us that reduce EEI's profits.**

We are subject to numerous environmental laws and health and safety regulations. Our projects can involve the handling of hazardous and other highly-regulated materials which, if improperly handled or disposed of, could subject us to civil and criminal liabilities.

**EEI may be unable to win new contract awards if it cannot provide clients with letters of credit, bonds, or other security or credit enhancements.**

In certain of our business lines, it is industry practice for customers to require bonds, letters of credit, bank guarantees or other forms of credit enhancement. These bonds, letters of credit or guarantees indemnify our clients if we fail to perform our obligations under our contracts.

Historically, we have had strong surety bonding capacity due to our industry leading credit rating, but, bonding is provided at the surety's sole discretion. With regard to letters of credit, we believe we have adequate capacity under our credit facilities but any amounts required in excess of our credit limits would be at our lenders' sole discretion. Failure to provide credit enhancements on terms required by a client may result in an inability to compete for or win a project.

**EEl's continued success requires it to hire and retain qualified personnel.** The success of our business is dependent upon being able to attract and retain personnel, including engineers, project management and craft employees around the globe and who have the necessary and required experience and expertise. Competition for these kinds of personnel is intense. In addition, as some of our key personnel approach retirement age, we need to provide for smooth transitions, and our operations and results may be negatively affected if we are not able to do so.

**It can be very difficult or expensive to obtain the insurance EEl needs for its business operations.** As part of business operations, we maintain insurance both as a corporate risk management strategy and in order to satisfy the requirements of many of our contracts. Although we have in the past been generally able to cover our insurance needs, there can be no assurances that we can secure all necessary or appropriate insurance in the future.

**Any acquisitions, dispositions or other investments may present risks or uncertainties.** We have made and expect to continue to pursue selective acquisitions or dispositions of businesses, or investments in strategic business opportunities. We cannot assure you that we will be able to locate suitable acquisitions or investments, or that we will be able to consummate any such transactions on terms and conditions acceptable to us, or that such transactions will be successful.

Acquisitions may bring us into businesses we have not previously conducted and expose us to additional business risks that are different from those we have traditionally experienced. We also may encounter difficulties identifying all significant risks during our due diligence activities or integrating acquisitions and successfully managing the growth we expect to experience from these acquisitions.

**EEl maintains a workforce based upon current and anticipated workloads. If it does not receive future contract awards or if these awards are delayed, significant cost may result.** Our estimates of future performance depend on, among other matters, whether and when we will receive certain new contract awards, including the extent to which we utilize our workforce.

The rate at which we utilize our workforce is impacted by a variety of factors including our ability to manage attrition, our ability to forecast our need for services which allows us to maintain an appropriately sized workforce, our ability to transition employees from completed projects to new projects or between internal business groups, and our need to devote resources to non-chargeable activities such as training or business development.

While our estimates are based upon our good faith judgment, these estimates can be unreliable and may frequently change based on newly available information. In the case of large-scale domestic and international projects where timing is often uncertain, it is particularly difficult to predict whether and when we will receive a contract award.

The uncertainty of contract award timing can present difficulties in matching our workforce size with our contract needs. If an expected contract award is delayed or not received, we could incur cost resulting from reductions in staff or redundancy of facilities that would have the effect of reducing our profits.



## EDUCATION

### **MALAYAN COLLEGES INC. (OPERATING UNDER THE NAME OF MAPUA INSTITUTE OF TECHNOLOGY)**

The Mapua Institute of Technology is widely considered to be the leading engineering and I.T. school in the country.

Don Tomas Mapúa, the first registered Filipino architect, founded Mapúa Institute of Technology (MIT) on January 25, 1925. MIT has grown to be the Philippines' biggest engineering school, with at least 15 undergraduate and 18 graduate engineering programs. Mapua now offers the following courses of study:

#### **Engineering & Sciences**

- *BS Biological Engineering*
- *BS Chemical Engineering*
- *BS Chemistry*
- *BS Civil Engineering*
- *BS Computer Engineering*
- *BS Electrical Engineering*
- *BS Electronics Engineering*
- *BS Environmental & Sanitary Engineering*
- *BS Geological Science & Engineering*
- *BS Geology*
- *BS Industrial Engineering*
- *BS Manufacturing Engineering*
- *BS Materials Science & Engineering*
- *BS Mechanical Engineering*

#### **Social Sciences**

- *AB Psychology*
- *BS Psychology*
- *BS Technical Communication*

#### **Health Science**

- *BS Nursing*

#### **Multimedia Arts & Sciences**

- *BS Multimedia Arts & Sciences*

#### **Continuing Education**

#### **Engineering Management**

- *BS Construction & Engineering Management*
- *BS Management Science and Engineering*
- *BS Service Engineering & Management*

#### **Architecture & Design**

- *BS Architecture*
- *BS Industrial Design*
- *BS Interior Design*

#### **Information Technology**

- *BS Computer Science*
- *BS Information Systems*
- *BS Information Technology*

#### **Business & Management**

- *BS Accountancy*
- *BS Business Administration*
- *BS Entrepreneurship*
- *BS Hotel & Restaurant Management*

#### **Graduate Studies**

- *Graduate Programs*
- *Joint programs*
- *BS-MS Programs*

Mapúa has a student population of about 15,200 spread across two campuses (Intramuros and Makati). It is the only engineering school in Asia that has received the prestigious accreditation from the Accreditation Board of Engineering and Technology (ABET) in the United States. This means that the graduates from those degree programs which have received ABET accreditation are considered to have received education and training comparable to similar degree programs in the U.S. and Europe which have also received ABET accreditation. Not even the National University of Singapore has ABET accreditation.

## **VISION**

The Mapúa Institute of Technology shall be a global center of excellence in education by providing instructions that are current in content and state-of-the-art in delivery; by engaging in cutting-edge, high-impact research; and by aggressively taking on present-day global concerns.

## **MISSION**

The Mapúa Institute of Technology disseminates, generates, preserves and applies knowledge in various fields of study.

The Institute, using the most effective and efficient means, provides its students with highly relevant professional and advanced education in preparation for and furtherance of global practice.

The Institute engages in research with high socio-economic impact and reports on the results of such inquiries.

The Institute brings to bear humanity's vast store of knowledge on the problems of industry and community in order to make the Philippines and the world a better place.

## **CORE VALUES**

Mapúa Institute of Technology aims at the empowerment of the youth by providing education grounded on academic excellence and strength of character. Students are expected to develop the passion for mental knowledge and meritorious performance as well as the recognition of moral values as essential to growth of character. The integration of humanities and the social sciences into the technical curriculum has paved the way to the achievement of this goal.

Mapúa upholds the reinforcement of time honored values learned in school and at home directed towards the development in the student of a strong moral fiber that will contribute to his/her personal well-being as well as that of other members of society.

MAPÚA emphasizes the importance of the following core values:

- DISCIPLINE

- EXCELLENCE
- COMMITMENT
- INTEGRITY
- RELEVANCE

By ensuring that these core values are learned in the classroom and outside, MAPÚA shall have done its share in producing men and women who live fulfilled and meaningful lives.

### **EDUCATIONAL PHILOSOPHY**

The MAPÚA INSTITUTE OF TECHNOLOGY offers its students professional and advanced scientific and engineering education with a healthy dose of the arts, letters, philosophy and social sciences to form men and women who shall possess not only technological expertise but also the human values and perspective that promote moral development.

Mapúa upholds academic excellence and social responsibility as core values.

Mapúa provides quality academic curricula that are current in content and state-of-the-art in delivery.

Mapúa provides a learning environment that encourages the exercise of creativity and the experience of discovery.

Mapúa captures the full synergy among instruction, research and extension work to heighten the learning experience of its students.

Mapúa builds linkages with industry and government in order to maintain the relevance of its academic programs and to engage in collaborative research.

### **GENERAL OBJECTIVES**

The Institute seeks to become an international center of excellence in integrated engineering, architecture and IT education. It seeks to develop young Filipinos into highly competent engineers, architects and IT professionals in order to meet local and global human resource requirements. It seeks to generate new knowledge to heighten the nation's competitiveness in today's knowledge-based and global economy. It seeks to apply knowledge in order to make the world a better place for Filipinos and humankind.

### **SPECIAL OBJECTIVES**

Aside from the objectives stated above, the Institute declares the following for itself:

1. Develop in the student quality values and attitudes needed to produce moral and ethical professionals.
2. Provide opportunities to develop critical thinking and sound judgment essential in the practice of one's profession.
3. Foster strong ties among the faculty, students and alumni.
4. Develop workable technologies that could tap the potentials of the country's resources.

Its enrollees account for at least 16% of the total student population in B.S. in Chemical (ChE), Civil (CE), Computer (CpE), Electrical (EE), Electronics (ECE), Environmental and Sanitary (EnSE), Industrial (IE), and Mechanical Engineering (ME) programs of the top 10 engineering schools in the country, based on Commission on Higher Education's (CHED) enrollment data.

MIT's program offerings in other fields of study have also expanded particularly in Architecture and Design, Information Technology (IT), Business and Management, Multimedia Arts and Sciences, Social Sciences, and Health Science.

MIT's efforts to continuously improve the quality of its education have been notable. For demonstrating high standards in classroom instruction, research, and extension service, CHED declared the Institute as National Center of Development for CE, CpE, CS (Computer Science), EE, ECE, IE, IT, and ME programs.

Industry partnerships have also been given more focus in the recent years by the Institute. Currently, it has tie-ups with hundreds of local and international educational institutions, organizations, and companies for its faculty development, collaborative researches, and student internships. Such efforts enabled MIT to consistently produce topnotchers in licensure examinations. On record, the Institute's board heroes have reached close to 300 since 2002.

MIT moves to fine-tune its teaching standards with a series of accreditations. The Philippine Association of Colleges and Universities Commission on Accreditation (PACUCOA) affirmed the Institute's high standards in educational operations, granting Level IV accreditation to its CE program and Level III accreditation to its CpE, EE, ECE, EnSE, and IE programs.

Alongside its pursuit of academic excellence, MIT also endeavors to be part of the solution to the global issue of climate change. MIT has long been an advocate of environment conservation and engineering for the environment, beginning with the opening of its B.S. Environmental and Sanitary Engineering (EnSE) program in 1958, followed by the opening of its Master of Science in Environmental Engineering program in 2001 and Ph.D. in Environmental Engineering program in 2004. EnSE's curriculum currently includes 17 three-unit courses related to protection and conservation of and engineering for the environment.

Furthermore, the Institute has also included environmental engineering and environmental science courses in all of its engineering and non-engineering programs, respectively. MIT believes that these courses are enough introductions for all the students to understand the real situation of the environment. It is also believed that these courses are sufficient to train them to be able to design, construct, and implement sustainable solutions to environmental problems.

To complement its instruction, MIT included in its 2010–2020 initiatives the reduction of its carbon footprint. To initiate an institutional effort of carbon footprint reduction (CFR), the

Institute formed a core group led by the Subject Chairperson for Chemical Engineering (ChE) Dr. Alvin R. Caparanga.

Some ChE students were commissioned to conduct an initial study to compute the Institute's total carbon footprint. Upon the presentation of results, the CFR committee convened to come up with necessary actions to be taken by the Institute to reduce its carbon footprint, which is mainly produced by its consumption of energy, water, and paper.

Apart from its internal efforts, MIT also has extension services dedicated to address environmental concerns through education. Under its Social Orientation and Community Involvement Program (SOCIP), the Institute has conducted seminars on recycling, energy conservation, and use of renewable energy; information drive about global warming and pollution in the community; and tree-planting and clean-and-green projects in partnership with the government and non-government organizations.

MIT also has three other wholly-owned operating subsidiaries, the Malayan Colleges Laguna (MCL), Mapua Information Technology Center (MITC), and the Malayan High School of Science (MHSS).

## **MALAYAN COLLEGES LAGUNA**

MCL's campus is located in Cabuyao, Laguna where there are several science and industrial parks. MIT sought to extend the Mapua brand to the south by offering programs in engineering, computer science, information technology, business, accountancy, and hotel & restaurant management to students that prefer to stay closer to home. This move has been successful as the campus now has more than 4,000 students.

Driven by passion for knowledge MCL seeks to meet the challenges of globalization in order to produce graduates who can exercise their skills in the global labor market. Given its excellent location, the MCL campus gives students the opportunity to train and apprentice in technology-driven companies during their academic years.

With its excellent facilities, technologically advanced and IT integrated curricula, MALAYAN COLLEGES LAGUNA is envisioned to be a center of excellence for science and technology education in Southern Luzon.

In November 2006, the Commission on Higher Education (CHED) gave the approval for MCL to offer eight (8) programs of study in Engineering, Information Technology, and Business. This was after MCL's satisfactory compliance with the standards of the CHED's Regional Quality Assurance Team.

Three (3) colleges were established under Malayan Colleges Laguna namely the Mapua Institute of Technology at Laguna, E.T. Yuchengco College of Business at Laguna, and the College of Information Technology.

## MCL MISSION

1. To educate students to have the entry-level technical competencies, soft skills and global perspective as to be the most sought-after graduates by industry worldwide.
2. To produce social wealth from the generation of new knowledge.
3. To help solve industry's and society's problems by the expert application of existing knowledge.

## MCL VISION

Malayan Colleges Laguna shall be a global steeple of excellence in professional education and research.

## MCL CORE VALUES

Excellence and Virtue

## MALAYAN HIGH SCHOOL OF SCIENCE

MHSS is a science and math-oriented high school located in Pandacan, Manila. Modeled after similar but publicly-funded science high schools, MHSS offers a rigorous academic program geared towards graduating hard-working, mathematical and scientific-trained students that will excel in their university studies and beyond. The school is focused on optimizing student to teacher time and currently has about 200 students.

MHSS is envisioned to be a global center of excellence in secondary education with a special focus on science and technology, thus giving the same quality education that its parent school, Mapua, is known for. It has a top-notch faculty, state-of-the-art facilities, and a curriculum that will allow students to “fully express not only their scientific inclinations but also their artistic bent.” At its young age, MHSS has already gained recognitions from numerous academic and non-academic events both here and abroad.

## Mission & Vision

The Malayan High School of Science shall be a global center of excellence in secondary education especially in the area of science and technology.

## Program Outcomes

The Malayan High School of Science shall educate its students to have a very strong foundation in the natural sciences and the mathematics; excellent communications skills; a deep appreciation of the most important technologies of the day; an analytical mind and a creative, innovative spirit; awareness of social, global and environmental issues; love of country and humanity.

## Core Values

- DISCIPLINE
- EXCELLENCE
- COMMITMENT
- INTEGRITY
- RESPONSIBILITY

## MAPUA INFORMATION TECHNOLOGY CENTER (MITC)

MITC caters to professionals, career entrants and career shifters who are seeking to enhance their competencies in a short timeframe. MITC is envisioned to become a leader in non-university type education.

MITC offers a wide range of choices to make participants skilled and completely up-to-date professionals. Learning tracks are pursued in cooperation with the best practices in the industry and are geared towards developing skills with high industry demands and certifications in technologies like Cisco, Microsoft, Linux or Java.

The faculty and trainers are duly-accredited and certified by global industry partners to assure clients of the finest quality training possible.

MITC provides high quality training to the following:

- High School Students
- Non-IT related graduates (Post-graduates) / Career Shifters
- Executives / Professionals

The center offers the following training modules:

- Dot Net
- CCNA Voice
- Cisco
- Custom courses
- English proficiency
- JAVA
- Office Automation
- Project Management

## RISK FACTORS IN THE EDUCATION SECTOR

Current stockholders of IPO and prospective investors should take into account the following risk factors related to the education business.

***The Commission on Higher Education (CHED) regulates our tuition increases at the university level.*** The CHED routinely sets maximum limits on percentage increases in tuition fees. Therefore the ability of MCI and MCL to increase tuition fees is constrained by what the CHED policy is at any given time. While miscellaneous fees are not regulated by the CHED, our schools sometimes cannot cover the cost increases of operations by raising both tuition and

miscellaneous fees. The inability of our schools to increase tuition fees to cover higher operating costs may pose a risk to profits and cash flows over time.

***The Department of Education (DepEd) regulates our tuition increases at the secondary level.*** Malayan High School of Science tuition fees are subject to maximum percentage increase guidelines issued by the DepEd

***The government K-12 program change may affect our enrolment levels.*** The Department of Education (DepEd) has begun a government program to increase the total number of years of education at the pre-university level to 12 years from the current 10 years. The addition of two extra years of schooling prior to the university level means that at some point, universities might end up with two academic years of no entering freshman classes.

The prospective reduction of the student population by up to 40% poses a serious short- to medium-term risk to iPeople profits and cash flows. Both Mapua and MCL can offer non-degree, supplemental courses of study to soften the effects of the K-12 program. However, these measures will not remove the entire impact of a loss of two freshman classes.

***There is also an implementation risk arising from the government K-12 program.*** Both the DepEd and the Commission on Higher Education (CHED) are working together to harmonize the policies related to the K-12 program. In the event of a failure in implementation and coordination of policies between the two regulatory bodies, this would be a problem which will directly impact our expectations of enrolling students both at the university and secondary level. This will also impact the profits and cash flows of iPeople.

***Some student families are dependent on remittances to fund tuition.*** A certain portion of the student population depends on family members who are overseas contract workers to pay for their tuition and miscellaneous fees. In the event that there is a serious disruption in the size and frequency of inward-bound overseas remittances due to macro-economic or micro-economic conditions beyond our control, this will have an effect on iPeople's profits and cash flows.

***Students may default on promissory notes.*** There are some students who cannot afford to make the full payment of tuition and miscellaneous fees during an academic quarter. These students sign a promissory note and are expected to settle their accounts prior to the start of the next academic quarter.

In certain cases, students who have signed promissory notes cannot pay these notes. The schools do not aggressively pursue collection of defaulted student debt. The default rate is small. Regardless, the schools face a risk that a rise in student defaults on promissory notes would impact profits and cash flows negatively.

***The schools depend on high quality faculty to teach the educational programs.*** To the extent that they can, the schools at both the university and secondary level recruit faculty with excellent academic credentials and teaching skills. The schools might not be able to recruit the desired faculty due to any number of factors, including mismatches between the desired



compensation and offer; competing recruitment from other educational institutions; or candidates seeking opportunities abroad.

The schools also work to retain key faculty in certain academic disciplines in order to maintain continuity and reduce turnover. If recruitment and retention efforts suffer, the quality of teaching and the quality of academic programs might suffer. This might have an adverse impact on enrolment and negatively impact iPeople's profit and cash flows.

***The schools are vulnerable to sudden changes in the number of matriculating students.***

Each entering student class has a ripple effect on school operations over the next four to five years. If an entering student class has a smaller size compared to normal student levels, the opportunity cost of not filling up an entering class will be felt by the schools over the tenure of that class of students.

A drop in profit from that entering class would be felt over the next four to five years. Conversely, the increase in profits because of an outsized entering class would be enjoyed over the next four to five years. This is precisely the reason why the Admissions Office works furiously to recruit students, with the goal of increasing the size of each entering class by a percentage greater than the rate of overall population growth.

***The Mapua Institute of Technology has two unions, Faculty Association of MIT (FAMIT) and MIT Labor Union (MITLU).*** MIT is bound by the collective bargaining agreement (CBA) signed between it and the two unions.

MIT negotiates with each union separately. The FAMIT represents the faculty members. The MITLU represents the non-teaching staff. To the extent that unions negotiate CBA's with higher increases over time, this would negatively impact the cost structure of MIT and lower the expected value of its profit and cash flows over time.

In the event that a CBA is not negotiated successfully or there is an issue that results in labor unrest, it could have a material adverse impact on the operations of MIT.

***The schools are subject to the regulation, recognition of academic programs, and accreditation procedures of both government, and self-regulating private accreditation organizations.*** MIT and MCL are governed and regulated by the CHED. MHSS is governed and regulated by the DepEd. In addition, MIT and MCL are also accredited by PACUCOA, the leading accreditation body in the Philippines for colleges and universities. MIT is also accredited by the Accreditation Board of Engineering & Technology (ABET).

The failure of any of our schools to pass government standards, or to meet accreditation renewal standards, may negatively impact the perception of the quality of our academic programs and facilities. If this happens we might expect our enrolment to materially decrease, which would have an adverse impact to our profits and cash flow.

***We may not be able to get CHED recognition for new programs.*** Both MIT and MCL work actively to stay at the forefront of various academic disciplines. In the event that either one seeks to offer new courses of study, these are subject to CHED recognition.

The inability to get CHED recognition for new programs may affect the perception that MIT or MCL are not at the cutting edge of their academic fields. This would have a negative impact on enrolment.

***Both MIT and MCL are subject to swings in public perception of the popularity of certain degree courses.*** Prospective students and their parents often latch on to degree courses that are popular at any given time (e.g. nursing). The popularity of a certain degree course in general will depend on buzz created in the press; word-of-mouth; and the experience of graduates who are able to get well-paying jobs (particularly if these jobs are located abroad).

If our schools happen to offer “buzz-worthy” courses of study we can expect large enrolment interest in these degree programs. However, if a number of students suddenly decide not to enrol in degree programs which suddenly fall out of fashion, our operations might be significantly affected. Large swings in student enrolment which are caused by shifts in perception regarding certain degree programs can have a large effect on our profitability.

***The schools need capital to grow.*** All of our schools pursue growth opportunities, which may involve any of the following actions: building new teaching and non-teaching facilities at existing campuses; building campuses at new locations; or even buying other schools.

In order to grow, our schools will need to raise funding. This fund raising can arise from the sale of equity, selling debt securities, borrowing from existing debt facilities, or borrowing from new debt facilities.

If we sell new equity, existing stockholders may find their shareholdings diluted. If we fund expansion via borrowing, we will be subject to interest expense, which will lower expectations of profit (all things being equal).

If we increase borrowings, we will also be subject to interest rate risk (a rise in the cost of money). An increase in our negative carry will also adversely impact our profitability.

***Competition among schools for greater student enrolment is fierce.*** We compete against an impressive array of non-profit and for-profit schools. The competitors in the elite school level bring a formidable set of resources to the battle: money, facilities, history, tradition, an active alumni base, a spirited student body, established brands, and large marketing budgets.

While Mapua has an established brand, and also has its own impressive set of resources, if it cannot respond appropriately to fierce competition for students, it will lose the battle to increase enrolment. In the event that Mapua loses the battle to increase enrolment over a period of time, this will result in lower profit expectations.

***Our enrolment might drop due to any number of macro and micro factors.*** Families of students spend a significant portion of their budget on tuition and school related expenses. In cases where sudden economic shocks result in other expenses claiming a rising share of the family budget (for example, higher fuel prices, higher food prices) a subset of students may be forced to temporarily drop out and continue their education at a later time.

Our schools face the risk that these students might not return either because they have to permanently stop school, or they decide to transfer to another school. In the event that adverse macro-economic or micro-economic factors hit the country, our enrolment may be negatively impacted and this will have a negative effect on our profitability.

***We are subject to acts of God.*** Our schools, like many other enterprises, are subject to adverse occurrences beyond our control, which include (but are not limited to) earthquakes, floods, and similar natural phenomena.

We believe we carry enough insurance to hedge against the monetary damages caused by these events. In the event that the damage to our facilities arising from said events are severe and our insurance is not enough to cover it, our operations and ability to return to normal conditions might be severely affected.

#### INFORMATION TECHNOLOGY

HI through its majority ownership of iPeople inc. owns Pan Pacific Computer Center (PPCC). PPCC services the I.T. related requirements of the Yuchengco Group of Companies (YGC) and select clients.

The company operates in the following businesses:

- reselling computer hardware and peripherals
- reselling software licenses and packages; and
- providing value-added I.T. services (server hosting, document management, help-desk assistance).

#### **RISK FACTORS**

Current stockholders of iPeople and prospective investors should take into account the following risk factors related to the IT business.

***Our business may be adversely impacted as a result of changes in demand.*** Economic and political uncertainty may adversely impact our customers' demand for our services.

***Our ability to continue to develop and expand our service offerings to address emerging business demands and technological trends will impact our future growth.*** If we are not successful in meeting these business challenges, our results of operations and cash flows will be materially and adversely affected. Our ability to implement solutions for our customers incorporating new developments and improvements in technology which translate into productivity improvements for our customers and to develop service offerings that meet the current and prospective customers' needs are critical to our success.

***The markets we serve are highly competitive. Our competitors may develop solutions or services which make our offerings obsolete.*** Our ability to develop and implement up to date solutions utilizing new technologies which meet evolving customer needs in consulting and

systems integration and technology outsourcing markets will impact our future revenue growth and earnings.

Our competitors include large, technically competent and well capitalized companies. As a result, the markets which we serve are highly competitive. *This competition may place downward pressure on our operating margins.* As a result, we may not be able to maintain our current operating margins for technology outsourcing contracts extended or renewed in the future.

Any reductions in margins will require that we effectively manage our cost structure. ***If we fail to effectively manage our cost structure during periods with declining margins, our results of operations will be adversely affected.***

***Our customers may experience financial difficulties or may request out-of-scope work, and we may not be able to collect our receivables, materially and adversely affecting our profitability.*** Our customers' financial condition may change, affecting their ability to pay their obligations and our ability to collect our fees for services rendered. While we may resort to other methods to pursue our claims or collect our receivables, these methods are expensive and time consuming and success is not guaranteed. Failure to collect our receivables or prevail on our claims would have an adverse effect on our profitability.

***If we are unable to accurately estimate the cost of services and the timeline for completion of contracts, the profitability of our contracts may be materially and adversely affected.*** Our commercial contracts are typically awarded on a competitive basis. Our bids are based upon, among other items, the cost to provide the services. To generate an acceptable return on our investment in these contracts, we must be able to accurately estimate our costs to provide the services required by the contract and to complete the contracts in a timely manner.

***Our ability to provide our customers with competitive services is dependent on our ability to attract and retain qualified personnel.*** Our ability to grow and provide our customers with competitive services is partially dependent on our ability to attract and retain highly motivated people with the skills to serve our customers. As we noted above, the markets we serve are highly competitive and competition for skilled employees in the technology markets is intense for both on-shore and offshore locales.

***Generally our contracts contain provisions under which a customer may terminate the contract prior to completion.*** Early contract terminations may materially and adversely affect our revenues and profitability. Our contracts contain provisions by which customers may terminate the contract prior to completion of the term of the contract. These contracts generally allow the customer to terminate the contract for convenience upon providing written notice. We may not be able to replace the revenue and earnings from these contracts in the short-term.

***Our performance on contracts, including those on which we have partnered with third parties, may be adversely affected if we or the third parties fail to deliver on commitments.*** If we or our partners fail to deliver services or products on time, our ability to complete the contract may be adversely affected, which may have a material and adverse impact on our revenue and profitability.

***We are subject to acts of God.*** Like many other enterprises, PPCC is subject to adverse occurrences beyond our control, which include (but are not limited to) earthquakes, floods, and similar natural phenomena.

We believe we carry enough insurance to hedge against the monetary damages caused by these events. In the event that the damage to our facilities arising from said events are severe and our insurance is not enough to cover it, our operations and ability to return to normal conditions might be severely affected.

#### **AFTERLIFE SERVICES:**

HI owns material stakes in both Manila Memorial Park Cemeteries Inc. (MMPCI) and La Funeraria Paz Sucat Inc. (LFPSI).

MMPCI is the recognized market leader in afterlife services. The company sells products to the bereaved who wish to bury their loved ones in seven memorial parks across the Philippines: Sucat, Novaliches, Dasmaringas Cavite, Bulacan, Cebu, and Davao.

MMPCI was the first to recognize the changing customs and habits related to caring for the deceased. It opened the first crematorium in the country in 1985.

The firm also knows that it is important for the families of the departed to know that the memorial parks in which their loved ones rest are well maintained. This is the primary reason why MMPCI's has a separate Perpetual Care Fund (PCF) that provides the earnings to maintain all of the memorial parks. The PCF is a pillar of financial strength.

LFPSI provides mortuary services to the bereaved and their loved ones. The company is located inside the MMPCI Sucat memorial park. It is the recognized market leader for providing mortuary services in the southern metropolis.

#### **RISK FACTORS**

A discussion of the risks which affect the operations of Manila Memorial Park and La Funeraria Paz Sucat Inc. follows.

**Our Perpetual Care Fund owns investments in equity securities, fixed income securities, and other vehicles which are affected by market conditions that are beyond our control.** The Perpetual Care Fund generates income which is used to maintain the memorial parks and facilities. Our earnings and investment gains and losses on these securities held by the PCF are affected by financial market conditions that are beyond our control.

If the investments in our PCF experiences significant declines in subsequent years, there could be insufficient funds in the trusts to cover the costs of delivering services and merchandise or maintaining cemeteries in the future. We may be required to cover any such shortfall with cash flows from operations, which could have a material adverse effect on our financial condition, results of operations, or cash flows.

**Our ability to execute our strategic plan depends on many factors, some of which are beyond our control.** Our strategic plan is focused on cost management and the continued implementation of key revenue initiatives. Many of the factors that impact our ability to execute our strategic plan, such as the number of deaths and general economic conditions, are beyond our control.

We cannot give assurance that we will be able to execute any or all of our strategic plan. Failure to execute any or all of our strategic plan could have a material adverse effect on our financial condition, results of operations, or cash flows.

**Changes in operating conditions, such as supply disruptions and labor disputes, could negatively impact our operations.** We have a mature workforce with the commensurate fixed costs. Management continuously works to reduce fixed costs. There is always a risk that workers at the memorial parks will respond negatively to management's cost savings initiatives, and stage a labor dispute. This would have a materially negative effect on our operations, and also have a material adverse impact on our financial results.

**Our inability to achieve the levels of cost savings, productivity improvements, or earnings growth anticipated by management could affect our financial performance.** We operate a mature business in a mature industry. To increase our profit margin and to drive growth in profits, we depend to a certain extent on our ability to implement productivity improvements and cost savings initiatives. If we are not able to meet our productivity and/or our cost savings targets, our performance might be negatively affected.

**The mortuary and cemetery industry continues to be increasingly competitive.** The mortuary and cemetery industry is characterized by a large number of locally-owned, independent operations. To compete, our mortuary and memorial parks must maintain good reputations and high professional standards, as well as offer attractive products and services at competitive prices.

In addition, we must market the Company in such a manner as to distinguish us from our competitors. We have historically experienced price competition from independent mortuary and cemetery operators, monument dealers, casket retailers, low-cost funeral providers, and other non-traditional providers of services and merchandise. If we are unable to successfully compete, our financial condition, results of operations, and cash flows could be materially adversely affected.

**Unfavorable publicity could affect our reputation and business.** Since our operations relate to life events involving emotional stress for our client families, our business is dependent on consumer trust and confidence. Unfavorable publicity about our business generally or in relation to any specific location could affect our reputation and consumers' trust and confidence in our products and services, thereby having an adverse impact upon our sales and financial results.

**If the number of deaths in our markets declines, the number of funeral services and interments performed by us could decrease and our financial condition, results of operations, and cash flows could be materially adversely affected.** We depend on a consistent mortality rate, which leads to a steady flow of business for us. To the extent that people start realizing longer life spans, this might have a negative impact on our operations and financial results.

**Our funeral home and mortuary businesses are high fixed-cost businesses.** Personnel costs are the largest component of our operating expenses. We must incur many of these costs regardless of the number of funeral services or interments performed. Because we cannot necessarily decrease these costs when we experience lower sales volumes, a sales decline may cause our margin percentages to decline at a greater rate than the decline in revenues.

**Compliance with laws, regulations, industry standards, and customs concerning burial procedures and the handling and care of human remains is critical to the continued success of our business.**

Litigation and regulatory proceedings regarding these issues could have a material adverse effect on our financial condition, results of operations, and cash flows. We are continually monitoring and reviewing our operations in an effort to ensure that we are in compliance with these laws, regulations, and standards and, where appropriate, taking appropriate corrective action.

**A sudden change in the tax law, or sudden change in the interpretation of the tax law by the BIR, may have a material adverse effect on our business.** MMP and LFPSI strive towards full tax compliance. However, despite being fully compliant, a sudden change in the tax law or a change in how it is interpreted may result in one or both firms having a tax exposure. Depending on the final resolution of this tax exposure, it may have a material adverse effect on our financial results.

#### **PROPERTY MANAGEMENT, PROJECT MANAGEMENT, SECURITY:**

HI wholly owns Landev Corporation. Landev Corporation is primarily engaged in property management and project management for the YGC. Its large contracts include:

- property management for RCBC Plaza
- property management for RCBC and RCBC Savings Bank branches nationwide
- project management for the construction of the RCBC Savings Bank Tower in Bonifacio Global City.

Landev owns a subsidiary named Greyhounds Security and Investigative Agency (GSIA). GSIA provides comprehensive security services to leading installations like RCBC Plaza, all RCBC branches, and RCBC Savings Bank branches.

#### **RISK FACTORS: LANDEV**

##### **GENERAL ECONOMIC CONDITIONS**

The success of our business is significantly related to general economic conditions and, accordingly, our business could be harmed by an economic slowdown and downturn in commercial real estate asset values, property sales and leasing activities.

Periods of economic weakness or recession, significantly rising interest rates, declining employment levels, declining demand for commercial real estate, falling real estate values, or the public perception that any of these events may occur, may negatively affect the performance of some or all of our business lines.

These economic conditions can result in a general decline in disposition and leasing activity, as well as a general decline in the value of commercial real estate and in rents, which in turn reduces revenue from property management fees and commissions derived from property sales and leasing.

#### **CLIENT FINANCIAL DISTRESS**

If we experience defaults by multiple clients or counterparties, it could adversely affect our business. We could be adversely affected by the actions and deteriorating financial condition and results of operations of certain of our clients or counterparties if that led to losses or defaults by one or more of them, which in turn, could have a material adverse effect on our results of operations and financial condition.

Any of our clients may experience a downturn in their business that may weaken their results of operations and financial condition. As a result, a client may fail to make payments when due, become insolvent or declare bankruptcy. Any client bankruptcy or insolvency, or the failure of any client to make payments when due, could result in material losses to our company. A client bankruptcy would delay or preclude full collection of amounts owed to us.

Additionally, certain corporate services and property management client agreements require that we advance payroll and other vendor costs on behalf of clients. If such a client were to file bankruptcy or otherwise fail, we may not be able to obtain reimbursement for those costs or for the severance obligations we would incur as a result of the loss of the client.

#### **IMPORTANCE OF KEY PERSONNEL**

Our success depends upon the retention of our senior management, as well as our ability to attract and retain qualified and experienced employees. The departure of any of our key employees or the loss of a significant number of key revenue producers, if we are unable to quickly hire and integrate qualified replacements, could cause our business, financial condition and results of operations to suffer.

In addition, the growth of our business is largely dependent upon our ability to attract and retain qualified support personnel in all areas of our business. Competition for these personnel is intense and we may not be able to successfully recruit, integrate or retain sufficiently qualified personnel. If we are unable to attract and retain these qualified personnel, our growth may be limited and our business and operating results could suffer.

#### **LITIGATION RISK**

We are subject to substantial litigation risks and may face significant liabilities and damage to our professional reputation as a result of litigation allegations and negative publicity.

In our property management business, we hire and supervise third-party contractors to provide construction services for our managed properties. While our role is limited to that of an agent for the owner, we may be subject to claims for construction defects or other similar actions.



## **COMPETITION**

We have numerous significant competitors and potential future competitors, some of which may have greater financial and operational resources than we do.

We compete across a variety of business disciplines within the commercial real estate services industry, including commercial property and corporate facilities management, occupier and property/agency leasing, and property sales.

We face competition from other commercial real estate service providers, including outsourcing companies that traditionally competed in limited portions of our facilities management business and have recently expanded their offerings, in-house corporate real estate departments, and developers.

Some of these firms may have greater financial resources than we do. In addition, future changes in laws could lead to the entry of other competitors. Although many of our competitors are smaller than us, some of these competitors are larger on a local or regional basis. We are also subject to competition from other large national and multinational firms that have similar service competencies to ours.

In general, there can be no assurance that we will be able to compete effectively, to maintain current fee levels or margins, or maintain or increase our market share.

## **TAXATION**

Landev strives towards full tax compliance. However, despite being fully compliant, a sudden change in the tax law or a change in how it is interpreted may result in one or both firms having a tax exposure. Depending on the final resolution of this tax exposure, it may have a material adverse effect on our financial results.

## **REGULATORY RISK**

If we fail to comply with laws and regulations applicable to us in our role as a property/facility manager, we may incur significant financial penalties.

## **ENVIRONMENTAL LIABILITY**

We may be subject to environmental liability as a result of our role as a property or facility manager or developer of real estate. Various laws and regulations impose liability on real property owners or operators for the cost of investigating, cleaning up or removing contamination caused by hazardous or toxic substances at a property.

In our role as a property or facility manager, we could be held liable as an operator for such costs. This liability may be imposed without regard to the legality of the original actions and without regard to whether we knew of, or were responsible for, the presence of the hazardous or toxic substances.

If we fail to disclose environmental issues, we could also be liable to a buyer or lessee of a property. If we incur any such liability, our business could suffer significantly as it could be difficult for us to sell such properties. Additionally, liabilities incurred to comply with more

stringent future environmental requirements could adversely affect any or all of our lines of business.

## **RISK FACTORS: GREYHOUNDS SECURITY & INVESTIGATIVE AGENCY**

### **Additional Financing**

We believe that our existing funds, cash generated from operations, and existing sources of and access to financing are adequate to satisfy our working capital, capital expenditures and debt service requirements for the foreseeable future. However, we cannot assure you that this will be the case, and we may be required to obtain additional financing to maintain and expand our existing operations. The failure by us to obtain such financing, if needed, would have a material adverse effect upon our business, financial condition and results of operations.

### **Competition**

Our assumptions regarding projected results depend largely upon our ability to retain substantially all of our current customers and obtain new customers. Retention is affected by several factors including, but not limited to, regulatory limitations, the quality of the services that we provide, the quality and pricing of comparable services offered by competitors and continuity of our management and non-management personnel. Our ability to gain or maintain sales, gross margins and/or employees may be limited as a result of actions by our competitors.

### **Service Contracts**

Our largest expenses are for payroll and related taxes and employee benefits. Competitive pressures in the security services sector may prevent us from increasing our billing rates on contract anniversary or renewal dates. Our profitability will be adversely affected if, due to inflation or other causes, including increases in statutory payroll taxes, we are compelled to increase the wages, salaries and related benefits of our employees in amounts that exceed the amount that we can pass on to our customers through increased billing rates charged under our service contracts.

### **Liability**

In many cases, our security services contracts require us to indemnify our customers or may otherwise subject us to additional liability for events occurring on customer premises. We maintain insurance programs that we believe provide appropriate coverage for certain liability risks, including personal injury, death and property damage.

Insurance may not be adequate to cover all potential claims or damages. If a plaintiff brings a successful claim against us for punitive damages in excess of our insurance coverage, then we could incur substantial liabilities that would have a material adverse effect on our business, financial condition and results of operations.

### **Staffing**

Our business involves the labor-intensive delivery of security services. We derive our revenues through the services rendered by our employees. Our future performance depends in large part

upon our ability to attract, train, motivate and retain our skilled operational and administrative staff.

The loss of the services of, or the failure to recruit, the required complement of operational and administrative staff would have a material adverse effect on our business, financial condition and results of operations, including our ability to secure and complete security service contracts.

Additionally, if we do not successfully manage our existing operational and administrative staff, we may not be able to achieve the anticipated gross margins, service quality, overtime levels and other performance measures that are important to our business, financial condition and results of operations.

### **Changes in Accounting Standards and Taxation Requirements**

New accounting standards or pronouncements that become applicable to us and our financial statements from time to time, and changes in the interpretation of existing standards and pronouncements, could have a significant effect on our reported results for the affected periods.

We are also subject various taxes in the numerous Philippine jurisdictions from which we generate revenues. Increases in tax rates or a change in the interpretation of the tax laws may result in a downward adjustment in our business operations and performance.

### **Cost Management**

Our ability to realize expectations will be largely dependent upon management and our ability to maintain or increase gross margins, which in turn will be determined in large part by management's ability to control our expenses.

Certain costs are not within the control of management, and margins may be adversely affected by a number of items, including litigation expenses, fees incurred in connection with extraordinary business transactions, inflation, labor unrest, increased payroll and related costs. Our business, financial condition and results of operations will be adversely affected if the costs associated with these items are greater than we anticipate.

### **Collection of Accounts Receivable**

Our business efficiency is highly dependent on our ability to manage our working capital well. If we experience delays in collections of accounts receivable, there will be a major impact on the availability of funding for our day to day operations. Any default by one or more of our significant customers due to bankruptcy or otherwise could have a material adverse impact on our liquidity, results of operations and financial condition.

### **Loss of Large Customers**

Our success depends in part upon retaining our large security service customers. Security services companies such as ours face the risk of losing customers as a result of the expiration or termination of a contract, or as a result of a merger or acquisition or business failure involving our large customers, or the selection by such customers of another provider of security services.

We generate a significant portion of our revenues from large security services customers. We cannot assure you that we will be able to retain all or a substantial portion of our long-term or significant customers or develop relationships with new significant customers in the future.

### **Loss of Key Management Personnel**

Our success depends to a significant extent upon the continuing efforts and abilities of our key executive officers and senior management personnel several of whom have worked in our industry for decades. The loss or unavailability of any such key executives or senior management personnel, due to retirement, resignation or otherwise could have a material adverse effect on our business, financial condition and results of operations.

### **Changes in Technology**

Technological change that provides alternatives to security officer services or that decrease the number of security officers required to effectively perform their services may decrease our customers' demand for our security officer services.

If such technologies become available generally for use in the industry, these technologies may be proprietary in nature and not be available for use by us in servicing our customers. Even if these technologies are available for use by us, we may not be able to successfully integrate such technologies into our business or we may be less successful in doing so than our competitors or new entrants in the industry. A decrease in the demand for our security officer services or our inability to effectively utilize such technologies may adversely affect our business, financial condition and results of operations.

### **Regulation**

We are subject to a large number national and local laws and regulations that apply to security agencies and their guards. Any liability we may have from our failure to comply with these regulations may materially and adversely affect our business by restricting our operations and subjecting us to potential penalties.

### **Catastrophic Events**

We might be exposed to potential claims for catastrophic events, such as acts of terrorism, or based upon allegations that we failed to perform our services in accordance with contractual or industry standards. We believe we carry enough insurance coverage to cover these possible adverse events. In the event that our losses from an event are larger than our coverage, we will have a negative impact on our financial condition and performance results.

### **PHARMACEUTICALS:**

HI owns 50% of HI-Eisai Pharmaceuticals, which is a joint venture with the Eisai Company of Japan.

HI-ESAI imports pharmaceuticals from Japan which it sells in the Philippine market through established drug distributors. Its drugs are targeted towards the needs of the aged. HI-Eisai sells drugs that combat cancer, gastritis, ulcer, and Alzheimer's disease.

## **Risk Factors**

HI-Eisai Pharmaceuticals is subject to a number of risk factors. These factors could impair our growth and ability to compete or otherwise cause a material adverse effect on our business, financial position and results of operations.

**Our future revenue growth and profitability are dependent upon our ability to introduce new products on a timely basis in relation to our competitors' product introductions.** Our failure to do so successfully could have a material adverse effect on our market share and profitability.

Our future revenues and profitability will depend, to an extent, upon our ability to introduce new drugs from the pipeline of Eisai Corporation of Japan.

The development and commercialization process, particularly with regard to new drugs, also requires substantial time, effort and financial resources. If Eisai Corporation is not successful in commercializing any of such products on a timely basis, this might have an adverse effect on our business.

**Our approved products may not achieve expected levels of market acceptance, which could have a material adverse effect on our profitability, business, financial position and results of operations.** Even if we are able to obtain regulatory approvals to distribute new pharmaceutical products, generic or branded, the success of those products is dependent upon market acceptance.

Levels of market acceptance for our new products could be impacted by several factors, including but not limited to:

- the availability of alternative products from our competitors;
- the price of our products relative to that of our competitors;
- the timing of our market entry;
- the ability to market our products effectively to the retail level; and
- the acceptance of our products by government and private formularies.

Some of these factors are not within our control. Additionally, continuing studies of the proper utilization, safety and efficacy of pharmaceutical products are being conducted by the industry, government agencies and others. Such studies, which increasingly employ sophisticated methods and techniques, can call into question the utilization, safety and efficacy of previously marketed products. These situations, should they occur, could have a material adverse effect on our profitability, business, financial position and results of operations.

**Our business is highly dependent upon market perceptions of us, our brands and the safety and quality of our products.** Our business or brands could be subject to negative publicity, which could have a material adverse effect on our business, financial position and results of operations. Market perceptions of our business are very important to us, especially market perceptions of our brands and the safety and quality of our products.

If we, or our brands, suffer from negative publicity, or if any of our products or similar products which other companies distribute are subject to market withdrawal or recall or are proven to be, or are claimed to be, harmful to consumers, then this could have a material adverse effect on our business, financial position and results of operations.

Also, because we are dependent on market perceptions, negative publicity associated with product quality, illness or other adverse effects resulting from, or perceived to be resulting from, our products could have a material adverse impact on our business, financial position and results of operations.

**The illegal distribution and sale by third parties of counterfeit versions of our products or of stolen products could have a negative impact on our reputation and a material adverse effect on our business, financial position and results of operations.** The drug supply has been increasingly challenged by the vulnerability of distribution channels to illegal counterfeiting and the presence of counterfeit products in a growing number of markets.

The World Health Organization (“WHO”) estimates that more than 10% of medications being sold globally are counterfeit. Third parties may illegally distribute and sell counterfeit versions of our products, which do not meet the rigorous manufacturing and testing standards that our products undergo. Counterfeit products are frequently unsafe or ineffective, and can be potentially life-threatening.

However, to distributors and users, counterfeit products may be visually indistinguishable from the authentic version. Reports of adverse reactions to counterfeit drugs or increased levels of counterfeiting could materially affect patient confidence in the authentic product. It is possible that adverse events caused by unsafe counterfeit products will mistakenly be attributed to the authentic product.

In addition, thefts of inventory at warehouses, plants or while in-transit, which are not properly stored and which are sold through unauthorized channels could adversely impact patient safety, our reputation and our business. Public loss of confidence in the integrity of pharmaceutical products as a result of counterfeiting or theft could have a material adverse effect on our business, financial position and results of operations.

If we or any partner fail to adequately protect or enforce our intellectual property rights, then we could lose sales to generic copies of our branded products. These risks could cause a material adverse effect on our business, financial position and results of operations. Our success, particularly in our specialty business, depends in part on our ability to obtain, maintain and enforce patents, and protect trade secrets, know-how and other proprietary information.

**Our ability to commercialize any branded product successfully will largely depend upon our ability to obtain and maintain patents of sufficient scope to prevent third-parties from developing substantially equivalent products.** In the absence of patent and trade secret protection, competitors may adversely affect our branded products business by independently developing and marketing substantially equivalent products.

Any challenge to, or invalidation or circumvention of, our patents or patent applications would be costly, would require significant time and attention of our management, could cause a material adverse effect on our business, financial position and results of operations. It is also possible

that we could incur substantial costs if we are required to initiate litigation against others to protect or enforce our intellectual property rights.

**We face vigorous competition from other pharmaceutical manufacturers that threatens the commercial acceptance and pricing of our products.** Such competition could have a material adverse effect on our business, financial position and results of operations. The pharmaceutical industry is highly competitive. We face competition from many U.S. and foreign manufacturers. Our competitors may be able to develop products and processes competitive with or superior to our own for many reasons. This could have a material adverse effect on our business, financial position and results of operations.

**Movements in foreign currency exchange rates could have a material adverse effect on our business, financial position and results of operations.** We import our supply of pharmaceuticals for sale, the payment of which is made in dollars. If the dollar appreciates significantly against the Philippine Peso, our cost of products for sale will increase. This poses a risk to our gross profit and overall profitability.

**We have a contractual relationship with one pharmaceutical distributor. If we run into contractual disagreements which we cannot settle amicably, this may affect our ability to sell our drugs at the retail level.** We maintain a distributorship agreement with Zuellig, a major drug distributor. This has been a mutually beneficial business partnership. If in the future HI-Eisai cannot maintain this relationship with Zuellig, this could result in operational issues which would interrupt the smooth distribution of our drugs down to the retail level. Such an event would have an impact on our market share, and overall profitability.

**We may experience declines in the sales volume and prices of our products as the result of the dominance of our major customer in the retail pharmacy sector.** All of our sales are to one drug distributor who happens to distribute our products to the dominant retail pharmacy in the Philippines. These customers represent an essential part of the distribution chain of pharmaceutical products.

This means that at the retail pharmacy level, the customer has purchasing leverage and consequently increases the pricing pressure facing our business. Any major disagreements with our distributor or our major retail pharmacy customer may have a material adverse effect on our business, financial position and results of operations.

**Because the pharmaceutical industry is heavily regulated, we face significant costs and uncertainties associated with our efforts to comply with applicable regulations. Should we fail to comply, we could experience material adverse effects on our business, financial position and results of operations.** The pharmaceutical industry is subject to regulation by various governmental authorities. For instance, we must comply with requirements of the BFAD (Bureau of Food and Drugs) and similar requirements of similar agencies in our other markets with respect to the quality, safety, labeling, sale, distribution, marketing, advertising, promotion and development of pharmaceutical products.

Failure to comply with regulations of the BFAD and other regulators could result in fines, unanticipated compliance expenditures, rejection or delay in approval of applications, recall or seizure of products, total or partial suspension of production and/or distribution, our inability to sell products, the return by customers of our products, suspension of the applicable regulator's review of our submissions, enforcement actions, injunctions and criminal prosecution.

Under certain circumstances, the regulators may also have the authority to revoke previously granted drug approvals. Although we have internal regulatory compliance programs and policies and have had a favorable compliance history, there is no guarantee that these programs, as currently designed, will meet regulatory agency standards in the future.

Additionally, despite our efforts at compliance, there is no guarantee that we may not be deemed to be deficient in some manner in the future. If we were deemed to be deficient in any significant way, or if any of the noted risks occur, our business, financial position and results of operations could be materially affected.

**Legislative or regulatory programs that may influence prices of pharmaceutical products could have a material adverse effect on our business, financial position and results of operations.** Current or future laws and regulations may influence the prices of drugs and, therefore, could adversely affect the prices that we receive for our products. An example of these includes the laws enacted to provide special discounts to senior citizens as well as to elevate the visibility of generic drugs. Laws like these will have a continuing major impact on our operations and profitability.

Government mandated discounts are essentially government mandated price reductions. When such price cuts occur, pharmaceutical companies have generally experienced significant declines in revenues and profitability and uncertainties continue to exist within the market. Such price reductions could have an adverse effect on our business.

**Our future success is highly dependent on our continued ability to attract and retain key personnel.** Any failure to attract and retain key personnel could have a material adverse effect on our business, financial position and results of operations. It is important that we attract and retain qualified personnel in order to compete effectively. If we fail to attract and retain key technical or management personnel, it could have a material adverse effect on our business, financial position and results of operations.

We are subject to acts of God and other natural phenomena which might disrupt our operations and capability to sell our drugs. Inclement weather has the potential to disrupt our logistics and overall operations.

If the intercompany terms of cross border arrangements we have among our subsidiaries are determined to be inappropriate, our tax liability may increase, which could have a material adverse effect on our business, financial position and results of operations. We have potential tax exposures resulting from the varying application of statutes, regulations and interpretations which include exposures on intercompany terms of cross border arrangements among our subsidiaries in relation to various aspects of our business, including manufacturing, marketing, sales and delivery functions.

Although our cross border arrangements between affiliates are based upon internationally accepted standards, local tax authorities may disagree with and subsequently challenge the amount of profits taxed which may result in increased tax liability, including accrued interest and penalties, which would cause our tax expense to increase. This could have a material adverse effect on our business, financial position and results of operations.



Changes in income tax laws and tax rulings may have a significantly adverse impact on our effective tax rate and income tax expense, which could have a material adverse effect on our business, financial position and results of operations. This is self explanatory.

## Item 2: Properties

The office space used by HI belongs to an affiliate. As a holding company, HI does not use large amounts of office space. The car division uses leased properties to sell and service vehicles. Each dealership site has lease contracts with their respective landlords. The only exception to this is the property used by Honda Cars Quezon Avenue – this is owned by HI.

The following summarizes information on HI and subsidiaries real property ownership as of December 31, 2012.

PROPERTY DESCRIPTION	DATE ACQUIRED	AREA (SQ. M.)	TYPE
<b>House of Investments</b>			
Quezon Avenue	2002	4,604	Lot w/ industrial building
Talayan, Q.C.	2002	2,700	Lot w/ warehouse
<b>EEl and subsidiaries</b>			
Baguio City	1985	688	Residential
Majada, Canlubang, Laguna	1998	29,483	Equipment yard
Lemery, Batangas	1997	287,930	Agricultural
Golden Haven Memorial - Las Pinas	2003	505	Memorial Lot
Minuyan, Norzagaray, Bulacan	2005	138,216	Agricultural
San Jose, Sta Maria, Bulacan	2005	102,633	Industrial
Minuyan, San Jose del Monte, Bulacan	2005	133,371	Agricultural
Bauan, Batangas	2012	118,522	Fabrication Shop
Silang, Cavite	2010	21,197	Fabrication Shop
Ayala Greenfield	2003	820	Residential
Marikina - Suburbia East	1999	4,736	Residential
Calamba, Laguna	1995-96	57,164	Residential
Trece Martires, Cavite	1995	714,574	Residential
Irisan, Benguet	2009	3,201	Quarry
Itogon, Benguet	2006	2,376	Quarry
<b>Malayan Colleges Laguna</b>			
Cabuyao, Laguna	2010	60,000	School campus
Cabuyao, Laguna	2012	14,640	Vacant lot for expansion
<b>Malayan Colleges Inc</b>			
Intramuros, Manila	1999	17,997	School campus
Sen. Gil Puyat Ave., Makati	2001	8,371	School campus
Paco, Manila	2002	3,624	School campus

The following details the properties that House of Investments and subsidiaries have leased:

PROPERTY DESCRIPTION	LOCATION	AREA (sq. m.)	LEASE EXPIRATION
<b>House of Investments</b>			
2-story building	Paco, Manila	6,432	2016
2-story building	Paco, Manila	6,147	2016
2-story building	Commonwealth, QC	1,576	2021
2-story building	Commonwealth, QC	2,754	2020
2-story building	Marikina	1,650	2020
<b>Honda Cars Kalookan, Inc.</b>			
3-story building	EDSA, Caloocan	4,566	2018
1-story building	Q.C.	3,198	2022

Certain properties, machinery, equipment, and other fixed assets of the group are used to secure its loans payable and long-term debt from various banks and other financial institutions. These consist mainly of mortgages on various assets of MCI, EEI, and HI.

For additional details on the Group's loans payable and long-term debt and the corresponding encumbrances on their assets, refer to the notes related to loans payable, and to the notes related to long term debt in the Consolidated Financial Statements.

The principal assets reflected in the consolidated balance sheets are registered mainly under HI's main subsidiaries that are engaged in construction and infrastructure, education, and car dealership. As a holding company, HI's indirect ownership on the said properties covers/applies only to the extent of, and is limited by the amount of holdings it has in these subsidiaries.

### **Item 3 – Legal Proceedings**

EEI has substantial claims against various parties in connection with completed projects. The majority of these claims came from EEI's various claims for cost of variation orders, time extension, and loss and expense due to prolongation and disturbance costs. Any recoveries from these claims will be reported as income in the year when the recoverability of the claims is determined to be probable.

There are pending legal cases against EEI that are being contested by EEI and its legal counsel. Management and its legal counsel believe that the final resolutions of these cases will not have a material effect on the financial position and results of operations of EEI.

MCI is facing various labor lawsuits and disputes. There are other suits and claims filed for or against certain subsidiaries. Management believes that these suits and claims will ultimately be settled in the normal course of operations and will not adversely affect the subsidiaries' financial position and operating results.

### **Item 4 - Submission of Matters to a Vote of Security Holders**

None

## **1. Management Discussion and Analysis of Financial Condition and Results of Operations**

### **CONSOLIDATED RESULTS - Year 2012 vs. Year 2011**

#### **INCOME STATEMENT**

For the House of Investments, total consolidated net income for 2012 increased by 16% to P1.560 billion from P1.35 billion the previous year.

Total revenues rose by P5.22 billion, or 33% to P20.62 billion from P15.48 billion in 2011. The largest driver of the revenue increase came from sales of services. Sales of services jumped 50% to P14.16 billion from P9.46 billion in 2011. This rise came from EEI: revenues from local construction projects, and from offshore projects in Singapore largely contributed to this result.

The sale of goods rose by 11% to P4.71 billion from P4.23 billion. Auto sales from our Honda Cars Quezon City, Honda Cars Kalookan, and Isuzu Manila units recovered as the supply chain normalized from the disruptions experienced in 2011.

Revenues from school and related operations rose by 12% to P1.74 billion from P1.55 billion. Our schools continue to reap the benefits of a relatively young, school-age population. Malayan Colleges Laguna reported an enrolment greater than 4,000, the highest in its history. Malayan Colleges Inc. (operating under the name of Mapua Institute of Technology) has also seen applications increase in the double digits from the previous year.

Interest revenue dropped by 98% to P3.43 million, from P221.32 million in 2011. The decrease in interest revenue came from the sale of First Malayan Leasing & Finance Corporation to RCBC, which closed in late March of 2012. This revenue represents the interest earnings from only the first quarter of 2012.

Cost of services rose by 57% to P12.30 billion from P7.85 billion in 2011. This was mainly driven by the higher volume of business from EEI.

Cost of goods sold also increased by 11% from P3.92 billion in 2011 to P4.36 billion in 2012. This was also volume driven, arising from the higher unit sales, parts sales, and service sales compared to the previous year.

Cost of school and related operations stepped higher by 9% to P878 million from P803 million the previous year. This increase came from higher depreciation at the school campuses arising from higher maintenance capital spending. Also, the schools experienced a programmed increase in compensation and benefits expense due to an adjustment provided for in the CBA signed with the faculty and non-teaching staff.

General and administrative expenses remained under control, decreasing by 14% to P1.64 billion from P1.90 billion. The contributors to the decrease include the non-occurrence in 2012 of the P88.1 million in casualty losses incurred by EEI in 2011 which arose from the attack by the New People's Army on the Taganito mine project.

Other income decreased by 34% to P333.3 million – this occurred because there were a number of non-recurring items that were booked in 2011, which were no longer relevant to the current

year. These included income from the reversal of payables and recoveries from previously written off receivables from EEI.

The equity in net earnings of associates rose to P475.7 million from P378.4 million, an increase of 26%. This was driven by better performance from the joint venture EEI has with ARCC in the Kingdom of Saudi Arabia.

Interest and finance charges were drastically reduced to P148.5 million from P322.1 million. There were several factors that contributed to this development. First, HI had sold its stake in FMLFC to RCBC as of the end of March 2012. Second, the Group overall reduced its outstanding borrowings by more than P460 million. Third, the relatively lower interest rate environment means that financing charges drifted lower as overall interest rates decreased.

Provision for taxes rose by 41% in 2012 to P548.45 million, a reflection of the higher pre-tax income for the year.

#### BALANCE SHEET: 2012 VS. 2011

Total assets remained virtually unchanged, ending 2012 at P19.9 billion from P20.0 billion from the prior year.

Accounts receivable rose by 22% to P4.78 billion from P3.93 billion the previous year. This reflects the higher level of sales from EEI, from the schools, and from the car division.

The current portion of loans receivable, and overall loans receivable, dropped by 99%. Both reflected the first quarter sale of First Malayan Leasing to RCBC.

Inventories rose 44% to P947.4 million from P656.8 million. This arose from the increase in stock in anticipation of higher sales at the Honda and Isuzu units.

Due from related parties decreased by 75% to P15.5 million. This decreased due to the settlement of expense reimbursements, construction contracts, and disposition of administrative service agreements.

Prepaid expenses and other current assets increased by 34% to end 2012 at P984.8 million from P736.0 million in 2011. The increase was driven by reclassification of receivable from EEI Retirement Fund, Inc. to current assets because collection is expected by EEI within 2013.

Investments in associates and joint ventures rose by 4% to P1.38 billion from P1.32 billion. This reflects the adjustment in carrying value arising from the relatively strong results arising from associates from whom HI equitizes earnings, like ARCC and Manila Memorial Park Cemetery inc.

Available for sale securities rose 11% to P500.4 million, arising from the adjustment in market values of HI's portfolio of listed securities.

Investment properties dropped by 12% to P280.27 million. EEI Realty continued to whittle down its inventory of land held for capital appreciation, through incremental sales throughout the year.

PP&E at cost rose 25% to P4.09 billion from P3.27 billion in 2011. This is mainly driven by

capital spending at EEI, who continues to scale upwards its equipment to be able to accommodate the ever increasing pipeline of projects.

Deferred tax assets dropped by 11% to P163.4 million. This was driven by a drop in the allowance for doubtful accounts, inventory obsolescence, and a decrease in accrued retirement expense.

Other non-current assets decreased by 82% to P117.7 million from P649.2 million. The majority of the change was driven by the reduction in the receivable from the EEI Retirement Fund arising from the sale of land to the former, by EEI Corporation.

Loans payable dropped by P2.1 billion to P1.95 billion, a reduction of 52%. Aside from the reduction in bills payable arising from the sale of FMLFC, the Group has been using excess cash to reduce its outstanding loans.

Accounts payable and accrued expenses increased by 22% to P3.92 billion. This arose from the general rise in operating expenses associated with the rise in revenues from the year.

The current portion of long term debt rose 24% to P731.1 million, reflecting the maturity profile of short term loans within the Group.

Billings in excess of cost and estimated earnings on uncompleted contracts rose by 46% to more than P2.7 billion. This represents the overall effects from the expansion in the project pipeline for EEI Corporation, and the corresponding rise in unrecouped downpayments from said projects.

Unearned tuition fees decreased by 62% to P63.6 million. The reduction is a function of timing as more tuition revenues had been recognized as of the end of the cut off in reporting date.

Income tax payable rose by 30% to P269.37 million, reflecting the strong growth in pre-tax income.

Due to related parties decreased by 44% to P32.7 million.

Customers deposits decreased by 49% to P30.1 million, reflecting the higher deliveries of autos sold before the end of the year, compared to the previous year.

Lease liability dropped by 70% to P6.9 million, reflecting the settlement of leases held by the Malayan Colleges Laguna.

Accrued retirement liability rose by 9% to P154.8 million. This was driven by an increase in the present value of defined benefit obligation.

The HI Group finished 2012 with total liabilities down 9% to P10.75 billion.

Preferred stock decreased by 10% to P421.28 million. This reflects the periodic redemption of preferred shares. Also, some preferred stockholders elected during the year to convert their shares into common shares.

The revaluation increment on land rose by 7% to P291.7 million reflecting the increase in the

appraised value of the Group's real properties.

The cumulative translation adjustment loss of P73 million reflects the exchange differences arising from the translation of financial statements of the foreign subsidiary, EE BVI, whose functional currency is the U.S. dollar, and the foreign associate, ARCC, whose functional currency is the Saudi Riyal. This is the effect of the peso appreciation against these foreign currencies, respectively.

The net unrealized gain on available for sale securities rose by 25% to P94.7 million reflecting the rise in the value of the listed securities that HI holds in its portfolio.

Retained earnings, net of dividends, rose 27% to P3.91 billion, a result of the strong 2012 the Group had.

The HI Group finished 2012 with total equity of P9.172 billion, 11% higher than the P8.23 billion of equity in 2011.

## **CONSOLIDATED RESULTS - Year 2011 vs. Year 2010**

### **Income Statement**

Consolidated revenues for 2011 was P15.48 billion, which was 0.6% higher compared to 2010 consolidated revenues of P15.392 billion. Strength in the construction and education sectors was offset by unique challenges in automobile sales during the last half of 2011.

Revenues from the sale of services jumped by 25% to end 2011 at P9.462 billion. This compares very favourably to the sales of services in 2010 of P7.597 billion. The major driver of the revenue increase in the sales of services resulted from strong take up of project revenue from EEI Corporation. EEI was very successful in winning new projects for 2011, increasing its domestic and international backlog, and bringing new projects online very quickly.

Revenues from the sale of goods dropped by 30.3%. Automobile peso sales ended 2011 at P4.232 billion, much lower compared to the P6.073 billion in sales for 2010. There were two factors that contributed to the drop in automobile sales. First, the tsunami that hit Japan and the flooding that affected Thailand during the year resulted in a major disruption in the automobile supply chain. Beginning in the second quarter of 2011, our car dealerships found themselves literally running out of stock to sell.

Second, the year on year comparison to 2010 was going to be a significant challenge in the first place. The year 2010 marked a large replacement buying cycle that was driven by significant automobile total losses resulting from Typhoon Ondoy in 2009. There was no similar event in 2011 to further catalyze automobile unit sales.

School-related revenue increased by 8% in 2011. It ended the year at P1.553 billion vs. P1.438 billion in 2010. The strength in school related revenue is directly attributable to higher average student enrolment for 2011 compared to 2010. Also, enrolled students actually took up higher subject loads which contributed to the rise in revenue.

Interest and discounts revenue rose by 9% in 2011, to end the year at P221.3 million vs. P203.9 million in 2010. Leasing revenue from First Malayan Leasing picked up from 2010 as there was higher demand from borrowers.

Dividend income fell by 88% to end 2011 at P9.16 million vs. P79.46 million in 2010. The group exited its investment in Subic Power in 2010, according to the build-operate-transfer (BOT) agreement signed with the Philippine government. Therefore there were no more dividends forthcoming from Subic Power in 2011.

Total gross profit for 2011 was P2.923 billion, or 5.1% higher than the gross profit of P2.781 billion in 2010. The slight increase in gross profit for the year was driven primarily by a big drop in cost of goods sold for 2011, due to the decline in the car dealership's operations.

Cost of services rose by 21.1% to P7.485 billion from P6.180 billion. This was mainly volume driven because EEI had a higher utilization of construction capacity in 2011 vs. 2010.

Cost of goods sold dropped by 30.9%, ending 2011 at P3.917 billion vs. P5.668 billion in 2010. All of this was substantially driven by the decrease in automobile units sold due to factors already discussed earlier.

Cost of schools and related operations finished 2011 at P794.7 million, a 4.4% increase over 2010. The rise of cost of schools and related operations was directly related to the higher enrolment of full-time students, and the higher average subject loads taken by the same students.

General and administrative expenses increased by 12.6% in 2011, rising to P1.906 billion vs. P1.693 billion the previous year. There were three main factors that drove the increase in G&A expense for 2011:

- Personnel expenses rose to P647.4 million from P575.4 million in 2010. This 12.5% increase was driven by the government-mandated minimum wage increase enacted in March of 2011. The cost increase was particularly felt at EEI and in Malayan Colleges Inc. Both companies have a sizable work force.
- EEI shouldered a casualty loss of P88.1 million. This casualty loss arose from an attack by the New People's Army on the EEI work installation at the Taganito Nickel Mine owned and run by Nickel Asia.
- Depreciation and amortization expense rose by 14.6% in 2011, ending the year at P291.0 million vs. P254.6 million. This was driven by EEI's acquisition of heavy construction equipment, transportation and service equipment, and setting up of new worksites due to the large amount of projects in progress.

Other income rose by 26.2% to end 2011 at P669.7 million compared to P530.5 million in 2010. The majority of the increase came from the settlement of outstanding receivables, and a one-time liquidating dividend from one of our portfolio companies.

Interest and finance charges dropped from P369.9 million in 2010 to P324.5 million in 2011. The lower interest charges reflect the lower interest rate environment in 2011. Further, the group focused for most of the year on reducing the negative carry on its borrowings by repaying down loan balances with excess cash.

Overall, pre-tax income rose by 8% to P1.740 billion from P1.609 billion. After provision for taxes on a consolidated basis, 2011 income after tax was P1.35 billion vs. P1.262 billion in 2010, an increase of 7%.

### **Balance Sheet: Assets**

Accounts receivable rose by 19.5% to P3.926 billion in 2011 from P3.284 billion in 2010. This reflects the rise in construction projects taken up by EEI.

The current portion of loans receivable increased to P400.9 million in 2011 from P329.3 million. This reflects higher loan bookings at First Malaysian Leasing & Finance Corp.

Costs and estimated earnings in excess of billings on uncompleted contracts rose by 267% in 2011, finishing the year at P1.729 billion vs. P470.9 million in 2010. This dramatic rise emphasizes the health of EEI's pipeline and its take up of project revenue and income.

Inventories dropped from P1.012 billion in 2010 to P656.8 million in 2011, a decrease of 35%. The drop in inventory arose from the lower levels of stock available for sale in the car dealership segment of the group.

Due from related parties decreased from P101.3 million in 2010, to P61.3 million in 2011, a drop of 39%.

Prepaid expenses and other current assets increased to P736 million in 2011 from P492.6 million in 2010, a rise of 49.4%. This was primarily driven by a rise in prepaid expenses, prepaid taxes, and VAT assets.

Investment properties decreased by 13.1% in 2011, ending the year at P328.2 million compared to P377.5 million in 2010. The group was able to dispose of condominium units and land held for sale.

Property, plant, and equipment at cost rose to P3.273 billion in 2011 compared to P2.524 billion in 2010. The majority of the increase was driven by EEI's acquisition of heavy construction equipment, transportation and service equipment, and setting up of new worksites due to the large amount of projects in progress.

Deferred tax assets increased in 2011 to P184.6 million from P154.9 million in 2010. This was caused by higher allowances made for doubtful accounts, and obsolete inventory. Also, the group's unrealized foreign exchange gain in 2010 swung to a foreign exchange loss in 2011, which further increased deferred taxes.

Other noncurrent assets rose in 2011 to P649.1 million from P549.3 million. This was caused by a rise in booked receivables from the EEI Retirement Fund. EEI Corp. sold land to the EEI retirement fund. The EEI retirement fund will pay this obligation over a period of seven years. Also, the HI group implemented a new Oracle financial reporting system, which started in 2011. This increased the investment in higher capitalized computer software across all of the companies within the group.

Total assets in 2011 rose to P20.02 billion from P17.2 billion in 2010, an increase of 16.4%.



## **Balance Sheet: Liabilities & Equity**

Loans payable increased in 2011, to P4.088 billion from P3.436 billion in 2010. EEI increased its borrowings towards the end of 2011 because of new projects coming on-stream. The company had to borrow to fund its project mobilization costs.

Accounts payable and accrued expenses rose by 9.7%, to P3.201 billion in 2011 from P2.917 billion in 2010. The increase was caused by a rise in accrued salaries and wages, along with the withholding taxes payable on those wages. These accrued salaries and wages arose from the outcome of the faculty re-ranking case involving Mapua Institute of Technology and the Faculty Association of the Mapua Institute of Technology (FAMIT). Going forward, the group believes that the liability will decrease materially as the settlement of payments winds down.

The current portion of long-term debt dropped by 36% to P589.4 million in 2011 from P921.9 million in 2010. The group was able to stretch the maturity mix of its outstanding obligations.

Billings in excess of costs and estimated earnings on uncompleted contracts increased by 49% from P1.250 billion in 2010 to P1.862 billion in 2011. This reflects the continued increase in the projects managed by EEI, which are going into production.

Unearned tuition fees rose to P167.7 million from P137.3 million, a gain of 22%. The rise in unearned tuition came from the rise in the number of students taking classes at the Mapua campuses, coupled with the close of the academic period after the financial statements cut-off date.

Income tax payable ended 2011 at P207.8 million, a 65% increase from the 2010 level of P125.8 million.

Due to related parties dropped by 58% to P58.2 million in 2011 from P139.9 million in 2010.

Customer deposits rose to P59.3 million in 2011 from P52.7 million in 2010, an increase of 12.7%. This reflects a rise in the up-front deposits required from EEI customers prior to project mobilization.

Long-term debt increased to P1.322 billion in 2011 from P896.9 million in 2010, a rise of 48%. Long term debt increased because EEI needed more funding to accomplish its long-gestating projects. Also, First Malayan Leasing & Finance Corp. increased its borrowings to be able to build a larger loan book of business.

Lease liability in 2011 was P22.7 million, compared to none in 2010. In 2011, the group entered into finance lease transactions with a third party lessor for the lease of its various construction machineries and equipment.

Accrued retirement liability declined by 11% in 2011, ending the year at P142.2 million compared to P159.9 million in 2010. The rise in the fair value of plan assets, coupled with a reduction in unrecognized actuarial losses, accounted for the decrease.

Total liabilities increased to P11.791 billion in 2011 compared to P10.108 billion in 2010, a rise of 17%.

On the equity portion of the balance sheet, revaluation increment in land rose by 6% to P273.1 million in 2011 from P258.3 million in 2010. This reflects the rise in the appraisal value of the group's property in Quezon City.

Net accumulated unrealized gain on available for sale securities rose to P76 million in 2011, compared to P63.4 million in 2010. This reflects the rise in the market value of the group's publicly-listed available for sale securities.

Total equity, taking into account the group financial results for 2011, rose to P8.228 billion from P7.094 billion in 2010.

## **Year 2010 vs. Year 2009**

### **Income Statement**

Total revenues in 2010 grew by 7%, to P15.31 billion from P14.29 billion in 2009. The sale of services increased by 11% mainly due to improved construction local contracts of EEI. Car Division service income expanded to 40% due to the deluge of repair work brought on by typhoon Ondoy.

Revenue from school and related operations rose by 9%, from P1.29 billion in 2009 to P1.40 billion in 2010 because of the increase in the number of enrolled students. Both the Intramuros Campus and the Laguna campus experienced higher student enrolment. The MCL campus showed a 22% increase in the number of enrolled students.

Proceeds from Subic Power increased dividend income by 56%.

Interest income rose by 17% due to the increase in the loans booked by First Malayan Leasing.

Administrative and general expenses increased by 12%. 2010 net income summed to P1.26 billion or a 31% increase compared to the previous year figure of P0.96 billion.

### **Balance Sheet: Assets**

Cash and Cash Equivalents increased by 16% from P1.78 billion in 2009 to P 2.07 billion in 2010. This increase was driven by higher revenues, improved collections, and the cash dividends received by EEI from ARCC.

Accounts receivable increased by 8% because of higher billed revenues on existing and newly-acquired domestic projects of EEI.

Cost and estimated earnings in excess of billings decreased by 67% or P943.60 million due to completion of various major projects or nearly completed projects like the Singapore Parallel Train Project of Show Stone & Webster Asia, Inc.; the Sunlife Financial Phil. Building; the Acacia Grove Hotel & Condominiums Project of CHMI Hotels & Residences, Inc.; the NAIA Expressway and Skyway Interchange Project of DPWH; and the Mandarin Square Bldg. Project of Manila Tower Corp.

Inventories increased by 31% due to higher inventory levels of construction materials held for various projects EEI. In addition, this inventory increase was driven by higher stock in the car division.

Due from affiliates decreased by 75% due to the settlement of intercompany accounts of EEI and the iPeople inc. group.

Investments in associates and joint ventures increased by 53% mainly due to the increase in investment in the joint venture of EEI with ARCC, an associate of EEI BVI Ltd. HI also invested P222 million in Petroenergy.

Available for sale securities-net of current portion decreased by 18% due to the decrease in market valuation of quoted marketable securities/shares of the parent company and subsidiaries. EEI also disposed some of its investments.

Investment properties increased by 10% because of re-classification of land previously reported under non-current assets held for sale by EEI. This reclassification occurred due to a cancelled sale during the year. EEI also received condominium units as payment for construction project services when the client could not pay in cash.

Loans receivable –net of current portion increased by 14% because of the increase in the loan portfolio of First Malayan Leasing and ZIFC

#### **Balance Sheet: Liabilities & Equity**

Loans payable decreased by 8% mainly due to principal repayments and termination of EEI short term loans.

Accounts payable and accrued expenses increased by 21%; from P2.4 billion in 2009 to P2.9 billion in 2010. EEI set up accruals for various on-going domestic projects. Trade receivables also grew because of higher inventory stock acquired by the car division.

The current portion of long-term debt increased by 67% from P551 million in 2009 to P922 million in 2010 due to re-classification of loans of EEI Parent, EEI Realty and EEI Marine from non-current debt to the current portion of long term debt. This reclassification impacted P481 million of the long-term debt.

Billings in excess of estimated earnings decreased by 14% because of the lower receipt of downpayments for the last quarter.

Unearned tuition fees increased by 744% from P16.28 million in 2009 to P137.32 in 2010. This is a timing difference which was caused by the difference in the start of 3rd quarter school calendar. The 2009 3rd quarter school calendar was delayed by a month due to the typhoon and floods resulted from Typhoon Ondoy. The 2010 school year progressed according to its regular schedule.

Income tax payable decreased by 18% mainly due to decrease in taxable income of EEI New Caledonie and the decrease in share in net earnings of ARCC in Saudi Arabia. The decrease was also caused by the application of creditable withholding tax for the year.

Lease liability-current portion dropped due to the full settlement of MCL on its leased property.

Due to related parties increased by 1018% mainly due to income tax paid by ARCC in behalf of EEI-BVI amounting to USD 2.82 million.

Customers' deposit increased by 16% due to a restatement made in 2009 amounting to P31 million. The movement is expected every year since EEI Realty Corporation requires its customers to pay 20% of the total selling price of the property being sold.

Long-term debt-net of current portion decreased by 39% mainly because of reclassification of loans of EEI parent, EEI Realty and EEI Marine from noncurrent to current portion of long term debt.

Preferred stock decreased by 12% due to HI redeeming a portion of the outstanding preferred stock of the parent during the year.

The revaluation increment in land increased by 6%. This is directly related to the higher appraisal value of the land used by Honda Cars Quezon City.

Cumulative translation adjustment decreased by 215% due to the translation adjustment of EEI subsidiaries whose financial statements were stated in USD and Saudi Riyals.

### **Financial Ratios**

Below are the financial ratios that are relevant to the Group's for the year ended December 31, 2012:

Financial ratios		2012	2011
Current ratio	<u>Current Assets</u>		
<i>Indicates the Group's ability to pay short-term obligation</i>	Current Liabilities	<b>1.06:1</b>	0.95:1
Debt-to-equity ratio	<u>Total Debt</u>		
<i>Measures the Group's leverage</i>	Equity	<b>1.17:1</b>	1.43:1
Net Profit Margin	<u>Total Net Income</u>		
<i>Represents a measure of net income generated for every peso of revenue</i>	Total Net Revenue	<b>7.56%</b>	8.72%
Return on Average Stockholders' Equity	<u>Net Income</u>		
<i>Reflects how much the Group's has earned on the funds invested by the stockholders</i>	Average Equity	<b>17.93%</b>	17.63%

Return on Assets	<u>Net Income</u>		
<i>Measure the ability to utilize the Group's assets to create profits</i>	Total Assets	<b>7.81%</b>	7.26%

Financial ratios		<b>2012</b>	2011
Solvency Ratio	<u>Net Income + Depreciation</u>		
<i>Shows how likely a company will be to continue meeting its debt obligations</i>	Total Assets	<b>0.19:1</b>	0.16:1
Interest Rate Coverage	<u>EBIT</u>		
<i>Shows how easily a company can pay interest on outstanding debt</i>	Interest Expense	<b>14.72:1</b>	6.12:1
Asset to Equity Ratio	<u>Total Assets</u>		
<i>Shows how the company's leverage (debt) was used to finance the firm</i>	Equity	<b>2.17:1</b>	2.43:1

Current Ratio provides the liquidity position of the business by comparing current assets to current liabilities. The current ratio increased from 0.95:1 in 2011 to 1.06:1 in 2012 due to strong operating and financial results for 2012.

Total Debt-to-Equity Ratio is total debt divided by total equity. This ratio measures the Group's leverage. The total debt-to-equity ratio of the Group is 1.43:1 for 2011 and 1.17:1 for 2010. This improved because of the Group's drive to reduce its interest carry.

Return on Assets measures the ability to utilize the Group's assets to create profits. The Group's return on assets for year 2012 increased to 7.81%, from 7.26% in 2011. This has increased because of the improvement in our bottom line has outpaced our asset growth.

The above-mentioned ratios are applicable to the Group as a whole.

**MARKET PRICE OF AND DIVIDENDS ON REGISTRANT'S COMMON EQUITY AND RELATED STOCKHOLDERS' MATTERS**

**a. Market for Issuer's common equity and related stockholder matters**

The Company's common shares are traded in the Philippine Stock Exchange and were last traded at P8.70 on May 31, 2013.

Period	STOCK PRICE	
	High	Low
May 31, 2013	8.70	8.58
2013 1 <sup>st</sup> Quarter	8.38	6.30
2012 4 <sup>th</sup> Quarter	6.80	4.77
2012 3 <sup>rd</sup> Quarter	5.75	4.50
2012 2 <sup>nd</sup> Quarter	5.22	4.02
2012 1 <sup>st</sup> Quarter	4.75	3.07
2011 4 <sup>th</sup> Quarter	3.90	2.94
2011 3 <sup>rd</sup> Quarter	3.30	2.94
2011 2 <sup>nd</sup> Quarter	3.65	2.93
2011 1 <sup>st</sup> Quarter	3.60	3.05

The top 20 owners of common stock as of May 31, 2013 are as follows:

<b>STOCKHOLDER</b>	<b>COMMON SHARES HELD</b>	<b>% OF TOTAL OWNED</b>
PAN MALAYAN MANAGEMENT & INVESTMENT CORP.	294,758,580	47.84%
PCD NOMINEE CORPORATION (FIL.)	240,487,627	39.03%
PCD NOMINEE CORPORATION (NON-FIL.)	19,525,053	3.17%
MALAYAN INSURANCE CO., INC.	8,861,694	1.44%
A.T. YUCHENGCO, INC.	7,036,070	1.14%
GDSK DEVELOPMENT CORPORATION	5,064,840	0.82%
GO SOC & SONS AND SY GUI HUAT, INC.	4,019,890	0.65%
WILSON, ISABEL CARO	3,723,970	0.60%
Y REALTY CORPORATION	3,545,890	0.58%
MALAYAN SECURITIES CORPORATION	2,790,000	0.45%
SEAFRONT RESOURCES CORP.	2,484,000	0.40%
MEER, ALBERTO M.	2,217,030	0.36%
RCBC TA#76-299-7	1,791,000	0.29%
ENRIQUE T. YUCHENGCO, INC.	1,211,360	0.20%
YU, JOHN PETER C. YU &/OR JUAN G.	1,080,000	0.18%
VILLONCO, VICENTE S.	803,800	0.13%
RP LAND DEVELOPMENT CORP.	726,720	0.12%
LIM, TEK HUI	627,000	0.10%
FIRST NATIONWIDE ASSURANCE CORP.	508,901	0.08%
EBC SECURITIES CORPORATION	485,320	0.08%
<b>SUB TOTAL</b>	<b>601,748,745</b>	<b>97.66%</b>
OTHERS	14,448,012	2.34%
<b>TOTAL COMMON STOCK</b>	<b>616,196,757</b>	<b>100.00%</b>

The company has a total 421 shareholders owning a total of 616,196,757 common shares as of May 31, 2013.

Top 20 owners of preferred stock as of May 31, 2013

STOCKHOLDER	PREFERRED SHARES HELD	% OF TOTAL OWNED
YUCHENGCO, ALFONSO T.	560,757,059	54.61%
PAN MALAYAN MGT. & INVT CORP.	384,983,255	37.49%
ALFONSO T. YUCHENGCO, INC.	26,157,470	2.55%
ENRIQUE T. YUCHENGCO, INC.	24,703,421	2.41%
GOMEZ, ERIBERTO H.	14,398,313	1.40%
SIGUION-REYNA, LEONARDO	2,852,807	0.28%
ALVENDIA JR., CARMELINO P.	1,971,803	0.19%
RP LAND DEVELOPMENT CORP.	1,788,627	0.17%
ROSARIO, RODOLFO P. DEL	1,097,828	0.11%
TANTUCO, ELOISA G.	821,587	0.08%
WILSON, ISABEL CARO	815,900	0.08%
GUIDO, EDWARD	479,939	0.05%
JAKA INVESTMENT CORP.	441,543	0.04%
PADILLA, ALEXANDER A.	355,466	0.03%
PADILLA, FELIPE A.	335,620	0.03%
PADILLA, FRANCISCO A.	335,620	0.03%
PADILLA, MERCEDES A.	335,620	0.03%
VILLONCO, ROMEO	235,934	0.02%
CHAN, FREDERICK	228,256	0.02%
GALVEZ, MARIA ROSARIO P.	223,746	0.02%
<b>SUB TOTAL</b>	<b>1,023,319,814</b>	<b>99.66%</b>
OTHERS	3,455,184	0.34%
<b>TOTAL PREFERRED STOCK</b>	<b>1,026,774,998</b>	<b>100.00%</b>

The Company has a total of 49 shareholders owning a total of 1,026,774,998 shares as of May 31, 2013.

### Dividends

In accordance with the Corporation Code of the Philippines, HI intends to declare dividends (either in cash or stock or both) in the future. Common and preferred stockholders of HI are entitled to receive a proportionate share in cash dividends that may be declared by the Board of Directors out of surplus profits derived from HI's operations after satisfying the cumulative interest of preferred shares.

The same right exists with respect to a stock dividend of which the declaration is subject to the approval of stockholders representing at least two-thirds (2/3) of the outstanding shares entitled to vote. The amount will depend on HI's profits and its capital expenditure and investment requirements at the relevant time.



The following dividends were declared for 2012:

**March 21, 2012**

- Declaration of PhP4,423,384 cash dividends to the stockholders of HI preferred shares covering the first quarter of 2012 (January to March 2012). The equivalent dividend per share is P0.003793. The record date is April 18, 2012 and the payment date is May 11, 2012.

**July 20, 2012**

- Declaration of P4,925,162.11 cash dividends to the stockholders of HI Preferred shares covering the second quarter of Y2012, i.e. April to June. The equivalent dividend per share is P0.0043340. The record date is August 17, 2012 and the payment date is September 7, 2012.
- Declaration of P49,999,997 cash dividend to stockholders of 616,147,881 common shares and preferred shares of 1,136,401,041 which is equivalent to 303,040,277.60 common shares as of June 30, 2012. The equivalent dividend per common share is Php0.05439583 and for preferred share is Php0.01450555. The record date is August 17, 2012 and payment date is September 10, 2012.

**September 26, 2012**

- Declaration of P3,989,875.65 to the preferred stockholders of HI covering the 3<sup>rd</sup> quarter of 2012. The equivalent dividend per preferred share is P0.003601. The record date is October 24, 2012 and payment date is November 15, 2012.

**December 6, 2012**

- Declaration of P2,638,071.20 to the preferred stockholders of HI covering the 4<sup>th</sup> quarter of 2012. The equivalent dividend per preferred share is P0.002442. The record date is January 3, 2013 and the payment date is January 24, 2013.

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

There was no sale of unregistered securities and no recent issuance of securities in 2012.

**Description of Registrant's Securities: Preferred Stock**

HI preferred stock has the following features:

- Entitled to dividends at the rate of average 91-day T-Bill plus two percent;
- Fully participating as to distribution of dividends;
- Convertible into common shares at the option of the holders thereof from the date of issue at the conversion rate of 3 and 3/4 preferred shares to 1 common share for a price of Php1.50 per common share subject to adjustments;
- Redeemable at any one time or from time to time, at the option of the BOD of the Parent Company, subject to availability of funds;
- With voting rights and preferences as to assets upon dissolution of the Parent Company over common shareholders.

## **CORPORATE GOVERNANCE**

### **(a) Evaluation System to Measure Compliance with Manual on Corporate Governance**

Compliance with SEC Memorandum Circular No. 6 dated June 22, 2009 as well as all relevant Philippine Stock Exchange Circulars on Corporate Governance have been monitored.

The Company has already submitted its revised corporate governance manual and complied with the leading practices and principles on good corporate governance.

The Company also complied with the appropriate self-rating assessment and performance evaluation to determine and measure the compliance with the Manual.

### **(b) Measures Undertaken to Fully Comply with Leading Practices on Corporate Governance**

The Company has exerted best efforts to comply with the provisions in its Manual on Corporate Governance. To ensure that leading practices on corporate governance are fully observed, the following steps have been undertaken:

- 1) Attendance of each Director on all the Board of Directors' Meeting are monitored and recorded.
- 2) All financial reports were reviewed by the Audit Committee before being finalized and thereafter endorsed to the Board of Directors for approval and submission to pertinent offices.
- 3) Other systems and measures have been undertaken such as observance of the Code of Ethics, Financial and Manpower Audit, providing seminars and conferences to comply with all relevant laws, regulations and codes of business practices. The Company maintains its system of check and balance.

### **(c) Deviation from the Manual on Corporate Governance**

There is no known deviation from the Manual on Corporate Governance.

### **(d) Plans to Improve Corporate Governance**

In order to improve Company's adherence to the leading practices in good corporate governance, the Company's Top Management was required to attend a seminar on Corporate Governance conducted by an entity accredited with the Securities and Exchange Commission. Further, the Company continuously monitors all relevant PSE and SEC Circulars on Corporate Governance that maybe used to improve its Manual on Corporate Governance.

**UNDERTAKING**

The Management shall provide without charge to each shareholder a copy of the Company's Annual Report on SEC Form 17-A upon written request addressed to:

**The Office of the Corporate Secretary  
House of Investments, Inc.  
3/F GPL Building  
219 Sen. Gil J. Puyat Ave., Makati City 1200**

SUBSCRIBED AND SWORN TO  
BEFORE ME THIS \_\_\_\_\_ DAY OF  
~~JULY~~ JUNE 11 2013 IN QUEZON CITY  
**MANILA**

DOC. NO: 43  
PAGE NO: 9  
BOOK NO: 37  
SERIES OF 2013

*Ronald C. Ching*  
**ATTY. RONALD SECORDINO C. CHING  
NOTARY PUBLIC - CITY OF MANILA  
ADMIN No. 2012-009-UNTIL DEC. 31, 2014  
ROLL No. 54899  
PTR No. M.A. 111454971-2-2013 MANILA  
TSP No. M.A. 276386/11-15-2012 MANILA  
MCLE COMPLIANCE No. III-00016300**

**Annex “A”**

**CONSOLIDATED FINANCIAL STATEMENTS OF MARCH  
31, 2013 AND DECEMBER 31, 2012 AND THREE MONTHS  
ENDED MARCH 31, 2013 AND 2011**

**House of Investments Inc and Subsidiaries**  
**Consolidated Statements of Financial Position**  
**For the Quarter Ended March 31, 2013 and December 2012**  
*(In Thousand Pesos)*

	<b>2013</b>	<b>2012</b>
	<b>Unaudited</b>	<b>Audited</b>
<b>ASSETS</b>		
<b>Current Assets</b>		
Cash and cash equivalents	2,809,244	2,126,215
Accounts Receivable	4,508,545	4,779,775
Current portion of loans receivable	13,227	13,263
Costs and estimated earnings in excess of billings on uncompleted contracts	1,677,287	1,390,689
Inventories	902,390	947,453
Due from related parties	73,523	15,521
Prepaid Expenses and other current assets	1,172,616	984,777
Total Current Assets	11,156,832	10,257,692
<b>Non-Current Assets</b>		
Investments in associates and joint ventures	1,756,956	1,381,326
Available for sale securities	265,144	500,415
Investment properties	290,118	287,268
Property and Equipment		
At cost	4,093,715	4,093,611
At revalued amount	2,605,448	2,605,448
Loans receivable - net of current portion	12,149	6,120
Deferred tax assets - net	160,784	163,453
Goodwill	512,796	512,796
Other noncurrent assets - net	125,800	117,705
Total Noncurrent Assets	9,822,911	9,668,142
	<b>20,979,743</b>	<b>19,925,834</b>

(Forward)

**House of Investments Inc and Subsidiaries**  
**Consolidated Statements of Financial Position**  
**For the Quarter Ended March 31, 2013 and December 2012**  
*(In Thousand Pesos)*

	<b>2013</b>	<b>2012</b>
	<b>Unaudited</b>	<b>Audited</b>
<b>LIABILITIES and EQUITY</b>		
<b>Current Liabilities</b>		
Loans payable	2,612,799	1,951,100
Accounts payable and accrued expenses	4,384,542	3,917,181
Current portion of long term debt	648,005	731,076
Current portion of lease liability	719	942
Billings in excess of costs and estimated earnings on uncompleted contracts	2,329,052	2,713,871
Unearned tuition fees	3,547	63,622
Income tax payable	389,773	269,372
Due to related parties	40,675	32,713
Customers' Deposits	36,454	30,115
Total Current Liabilities	10,445,564	9,709,992
<b>Noncurrent Liabilities</b>		
Long-term debt - net of current portion	955,958	811,750
Lease liability	5,108	6,878
Accrued retirement liability	143,695	154,822
Deferred tax liabilities	69,448	70,173
Total Noncurrent Liabilities	1,174,209	1,043,623
Total Liabilities	11,619,774	10,753,615
<b>Equity</b>		
Capital stock		
Preferred stock	410,752	421,284
Common stock	924,252	924,252
Additional paid in capital	154,578	154,578
Revaluation increment on land	291,703	291,703
Cumulative translation adjustment	(167,375)	(72,975)
Net accumulated unrealized gain on available-for-sale securities	92,123	94,703
Retained Earnings	4,144,581	3,905,379
	5,850,615	5,718,925
Noncontrolling interest	3,509,355	3,453,294
Total Equity	9,359,970	9,172,219
	<b>20,979,743</b>	<b>19,925,834</b>

**House of Investments Inc and Subsidiaries**  
**Unaudited Consolidated Statements of Income**  
**For the periods ended March 31, 2013, 2012 and 2011**  
*(In Thousand Pesos)*

	<b>January to March</b>		
	<b>2013</b>	<b>2012</b>	<b>2011</b>
<b>REVENUES</b>			
Sales of services	3,051,113	3,316,463	1,725,904
Sales of goods	1,140,098	1,105,488	1,426,478
School and related operations	450,416	399,504	372,234
Interest and discounts	12,740	28,236	133,698
Dividends	4	31	1,013
	<b>4,654,371</b>	<b>4,849,721</b>	<b>3,659,327</b>
<b>COSTS OF SALES AND SERVICES</b>			
Cost of services	2,499,165	2,741,877	1,433,495
Cost of goods sold	1,066,530	1,075,983	1,323,226
Cost of school and related operations	226,781	219,935	203,274
	<b>3,792,476</b>	<b>4,037,795</b>	<b>2,959,995</b>
<b>GROSS PROFIT</b>	<b>861,895</b>	<b>811,926</b>	<b>699,332</b>
<b>GENERAL AND ADMINISTRATIVE EXPENSES</b>	<b>(419,291)</b>	<b>(420,152)</b>	<b>(430,824)</b>
<b>OTHER INCOME</b>	<b>64,623</b>	<b>102,865</b>	<b>130,968</b>
<b>EQUITY IN NET EARNINGS OF ASSOCIATES</b>	<b>67,632</b>	<b>61,734</b>	<b>83,519</b>
<b>INTEREST AND FINANCE CHARGES</b>	<b>(35,709)</b>	<b>(27,887)</b>	<b>(108,708)</b>
<b>INCOME BEFORE INCOME TAX</b>	<b>539,150</b>	<b>528,486</b>	<b>374,287</b>
<b>PROVISION FOR INCOME TAX</b>	<b>(123,088)</b>	<b>(112,788)</b>	<b>(73,919)</b>
<b>NET INCOME</b>	<b>416,062</b>	<b>415,698</b>	<b>300,368</b>
<b>NET INCOME ATTRIBUTABLE TO:</b>			
Equity Holders of the Parent Company	241,372	266,044	201,423
Noncontrolling Interest	174,690	149,654	98,945
	<b>416,062</b>	<b>415,698</b>	<b>300,368</b>
<b>EARNINGS PER SHARE ATTRIBUTABLE TO EQUITY</b>			
<b>HOLDERS OF THE PARENT COMPANY - BASIC AND DILUTED</b>	<b>0.245</b>	<b>0.277</b>	<b>0.210</b>

**House of Investments Inc and Subsidiaries**  
**Unaudited Consolidated Statements of Comprehensive Income**  
**For the periods ended March 31, 2013, 2012 and 2011**  
*(In Thousand Pesos)*

	January to March		
	2013	2012	2011
NET INCOME	416,062	415,698	300,368
OTHER COMPREHENSIVE INCOME			
Cumulative Translation Adjustment			
Unrealized gain(loss) on available -for-sale financial assets-net	(2,580)	13,160	44,500
Total Other Comprehensive Income	(2,580)	13,160	44,500
<b>TOTAL COMPREHENSIVE INCOME-NET OF TAX</b>	<b>413,482</b>	<b>428,858</b>	<b>344,868</b>
COMPREHENSIVE INCOME ATTRIBUTABLE TO:			
Equity holders of the Parent Company	110,893	279,204	245,923
Noncontrolling interest	302,589	149,754	98,945
	<b>413,482</b>	<b>428,858</b>	<b>344,868</b>



**House of Investments Inc and Subsidiaries**  
**Unaudited Consolidated Statements of Changes in Equity**  
**For the Period Ended March 31, 2013 and 2012**  
*(In Thousand Pesos)*

	Preferred Stock	Common Stock	Additional paid-in capital	Revaluation Increment in Property	Cumulative Translation Adjustment	Unrealized gain/(loss) on Available for sale Financial Assets	Retained Earnings	Total	Non-controlling Interest	Total
<b>Balances at January 1, 2013</b>	421,284	924,252	154,578	291,703	(72,975)	94,703	3,905,379	5,718,925	3,453,294	9,172,219
Redemption of preferred shares	(10,532)									(10,532)
Conversion to common stock										
Purchase of non-controlling interest										
Net Income										
Other Comprehensive Income				-	(94,400)	(2,580)	241,372	241,372	174,690	416,062
Total Comprehensive Income				-	(94,400)	(2,580)	241,372	144,391	174,690	(96,980)
Dividends declared by Parent Company							(2,170)	(2,170)		319,082
Dividends declared by subsidiaries									(118,630)	(2,170)
Balances as at March 31, 2013	410,752	924,252	154,578	291,703	(167,375)	92,123	4,144,581	5,850,615	3,509,355	9,359,970

**House of Investments Inc and Subsidiaries**  
**Unaudited Consolidated Statements of Changes in Equity**  
**For the Period Ended March 31, 2013 and 2012**  
*(In Thousand Pesos)*

	Preferred Stock	Common Stock	Additional paid-in capital	Revaluation Increment in Property	Cumulative Translation Adjustment	Unrealized gain/(loss) on Available for sale Financial Assets	Retained Earnings	Total	Non-controlling Interest	Total
<b>Balances at January 1, 2012</b>	466,479	923,966	154,578	273,067	(22,421)	76,012	3,085,799	4,957,481	3,270,807	8,228,288
Redemption of preferred shares	-	-	-	-	-	-	-	-	-	-
Conversion to common stock	-	-	-	-	-	-	-	-	-	-
Purchase of non-controlling interest	-	-	-	-	-	-	-	-	-	-
Net Income	-	-	-	-	-	13,159	266,044	266,044	149,654	415,698
Other Comprehensive Income	-	-	-	-	-	13,159	266,044	279,203	149,654	428,857
<b>Total Comprehensive Income</b>	-	-	-	-	-	26,318	532,088	532,088	299,308	831,396
Dividends declared by Parent Company	-	-	-	-	-	-	-	-	-	-
Dividends declared by subsidiaries	-	-	-	-	-	-	-	-	-	-
<b>Balances as at March 31, 2012</b>	466,479	923,966	154,578	273,067	(22,421)	89,171	3,351,843	5,236,684	3,420,461	8,657,145

**House of Investments Inc and Subsidiaries**  
**Consolidated Statements of Cash Flows**  
**For the periods ended March 31, 2013 and 2012**

	<b>January to March</b>	
	<b>2013</b>	<b>2012</b>
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Income before income tax	539,150	528,486
Depreciation and amortization	46,343	10,993
Interest and finance charges	35,709	27,887
Casualty Losses	-	
Effects of exchange rates	-	
Gain on redemption of shares by investee - SPC	-	-
Movement in retirement asset	-	
Impairment loss (recovery) on investment in associates	-	
Gain on sale of property and equipment	-	
Dividend Income	(4,326)	(9,820)
Movement in accrued retirement liability	(11,126)	(3,345)
Gain on sale of available-for-sale securities		
Gain on sale on investment properties		
Interest income	(24,066)	(28,236)
Equity earnings in associates	(67,632)	(48,235)
Probable losses and doubtful accts	-	-
<i>Operating income before working capital changes</i>	<b>514,051</b>	<b>477,730</b>
Decrease (Increase) in		
Accounts receivable	271,230	(197,310)
Loans receivable	(5,994)	1,515,849
Costs and estimated earnings in excess of billings on uncompleted contracts	(286,598)	(53,487)
Inventories	45,063	(144,706)
Prepaid Expenses and other current assets	(187,840)	(64,159)
Increase (decrease) in		
Accounts payable and accrued expenses	467,361	251,930
Customers' deposits	6,339	22,516
Billings in excess of costs and estimated earnings on uncompleted contracts	(384,819)	350,961
Unearned tuition fees	(60,074)	(17,999)
Net cash generated from operations	<b>378,719</b>	<b>2,141,325</b>
Interest received	24,066	28,236
Interest and finance charges paid	(35,709)	(27,887)
Income tax paid	(743)	(276,533)
<b>Net cash flows provided by operating activities</b>	<b>366,333</b>	<b>1,865,141</b>

## HOUSE OF INVESTMENTS, INC. AND SUBSIDIARIES

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### 1. Corporate Information

House of Investments, Inc. (the Parent Company) is a stock corporation incorporated under the laws of the Republic of the Philippines on May 21, 1959. The Company is a holding and management company and is also engaged in car dealership.

The registered office address of the Parent Company is at 3rd Floor Grepalife Building, 219 Sen. Gil J. Puyat Avenue, Makati City.

The Parent Company's shares of stock are listed and are currently traded at the Philippine Stock Exchange (PSE). The ultimate parent company of the Group is Pan Malayan Management and Investment Corporation (PMMIC).

### 2. The accompanying interim consolidated financial statements have been prepared in compliance with Philippine Financial Reporting Standards.

### 3. Basis of Preparation

The accompanying consolidated financial statements of the Group have been prepared under the historical cost basis, except for land, which is carried at revalued amount and available-for-sale (AFS) securities which are measured at fair value. The accompanying consolidated financial statements are presented in Philippine Peso (Php, ₱), which is also the Parent Company's functional currency. Except as indicated, all amounts are rounded off to the nearest peso.

### 4. Basis of Consolidation

The consolidated financial statements include the accounts of the Parent Company and its subsidiaries. All subsidiaries are incorporated and operating in the Philippines. The financial statements of the subsidiaries are prepared for the same reporting year as the Parent Company.

Subsidiaries are fully consolidated from the date of acquisition, being the date on which the Group obtains control, and continue to be consolidated until the date when such control ceases. All intragroup balances, transactions, unrealized gains and losses resulting from intra-group transactions and dividends are eliminated in full.

Losses within a subsidiary are attributed to the noncontrolling interest until the balance is reduced to nil. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Group loses control over a subsidiary, it:

- Derecognizes the assets (including goodwill) and liabilities of the subsidiary
- Recognizes the fair value of the consideration received
- Recognizes the fair value of any investment retained
- Recognizes any surplus or deficit in profit or loss
- Reclassifies the Group's share of components previously recognized in other comprehensive income to profit or loss or retained earnings, as appropriate.

Where ownership on certain subsidiaries is 50% or below but the Group has demonstrated that it has the power to govern the financial and operating policies (i.e., through representation by the majority members of the BOD) and the other stockholders have not organized their interest in such a way that they exercise more votes than the Group, these subsidiaries are also consolidated.

Noncontrolling interest represents the portion of profit or loss and net assets not held by the Group and are presented separately in the consolidated statement of income and within the equity in the consolidated statement of financial position, separately from the Group's shareholders' equity.

#### 5. Changes in Accounting Policies and Disclosures

The accounting policies adopted are consistent with those of the previous financial year except for the following new and amended PFRSs, Philippine Accounting Standards (PAS) and Philippine Interpretations of International Financial Reporting Interpretations Committee (IFRIC) interpretations which were adopted as of January 1, 2011. Except as otherwise indicated, the adoption of these new accounting standards and amendments have no material impact on the Group's financial statements.

- PAS 24 (Amended), *Related Party Disclosures*, effective for annual periods beginning on or after January 1, 2011
- PAS 32 Amendment, *Classification of Rights Issues*, effective for annual periods beginning on or after February 1, 2010
- Philippine Interpretation IFRIC 14 Amendment - *Prepayments of a Minimum Funding Requirement*, effective for annual periods beginning on or after January 1, 2011
- Philippine Interpretation IFRIC 19, *Extinguishing Financial Liabilities with Equity Instruments*, effective for annual periods beginning on or after July 1, 2010
- 2010 Improvements to PFRSs
- PFRS 3, *Business Combinations*, effective for annual periods beginning on or after July 1, 2010
  - PFRS 7, *Financial Instruments: Disclosures*, effective for annual periods beginning on or after January 1, 2011
  - PAS 1, *Presentation of Financial Statements*, effective for annual periods on or after January 1, 2011
  - PAS 27, *Consolidated and Separate Financial Statements*, effective for annual periods on or after July 1, 2010
  - PAS 34, *Interim Financial Reporting*, effective for annual periods on or after January 1, 2011
  - Philippine Interpretation IFRIC 13, *Customer Loyalty Programmes*, effective for annual periods on or after January 1, 2011

#### Standards Issued but not yet Effective

Standards, interpretations, amendments and improvements to standards issued but not effective up to the date of issuance of the Group's consolidated financial statements are listed below. The Group will adopt these standards, interpretations, amendments and improvements to standards when these become effective. Except as otherwise indicated, the Group does not expect the adoption of these new and amended standards and interpretations to have significant impact on its financial statements.

- PAS 1, *Financial Statement Presentation - Presentation of Items of Other Comprehensive Income (OCI)*  
The amendments to PAS 1 change the grouping of items presented in OCI. Items that could be reclassified (or recycled) to profit or loss at a future point in time (for example, upon derecognition or settlement) would be presented separately from items that will never be reclassified. The amendment becomes effective for annual periods beginning on or after July 1, 2012.
- PAS 12, *Income Taxes - Recovery of Underlying Assets*  
The amendment clarified the determination of deferred tax on investment property measured at fair value. The amendment introduces a rebuttable presumption that deferred tax on investment property measured using the fair value model in PAS 40, *Investment Property*, should be determined on the basis that its carrying amount will be recovered through sale. Furthermore, it introduces the requirement that deferred tax on non-depreciable assets that are measured using the revaluation model in PAS 16, *Property, Plant and Equipment*, always be measured on a sale basis of the asset. The amendment becomes effective for annual periods beginning on or after January 1, 2012. The Group will assess the impact to the consolidated financial statements when the amendment becomes effective.

- **PAS 19, *Employee Benefits* (Amendment)**  
Amendments to PAS 19 range from fundamental changes such as removing the corridor mechanism and the concept of expected returns on plan assets to simple clarifications and re-wording. The Group is currently assessing the impact of the amendment to PAS 19. The amendment becomes effective for annual periods beginning on or after January 1, 2013.
- **PAS 27, *Separate Financial Statements* (As revised in 2011)**  
As a consequence of the new PFRS 10, *Consolidated Financial Statements* and PFRS 12, *Disclosure of Interests in Other Entities*, what remains of PAS 27 is limited to accounting for subsidiaries, jointly controlled entities, and associates in separate financial statements. The amendment becomes effective for annual periods beginning on or after January 1, 2013.
- **PAS 28, *Investments in Associates and Joint Ventures* (As revised in 2011)**  
As a consequence of the new PFRS 11, *Joint Arrangements* and PFRS 12, PAS 28 has been renamed PAS 28, *Investments in Associates and Joint Ventures*, and describes the application of the equity method to investments in joint ventures in addition to associates. The amendment becomes effective for annual periods beginning on or after January 1, 2013.
- **PFRS 7, *Financial Instruments: Disclosures - Enhanced Derecognition Disclosure Requirements***  
The amendment requires additional disclosure about financial assets that have been transferred but not derecognized to enable the user of the Group's financial statements to understand the relationship with those assets that have not been derecognized and their associated liabilities. In addition, the amendment requires disclosures about continuing involvement in derecognized assets to enable the user to evaluate the nature of, and risks associated with, the entity's continuing involvement in those derecognized assets. The amendment becomes effective for annual periods beginning on or after July 1, 2011. The amendment affects disclosures only and has no impact on the Group's financial position or performance.
- **PFRS 7, *Financial Instruments: Disclosures - Offsetting Financial Assets and Financial Liabilities***  
These amendments require an entity to disclose information about rights of set-off and related arrangements (such as collateral agreements). The new disclosures are required for all recognized financial instruments that are set off in accordance with PAS 32, *Financial Instruments: Presentation - Offsetting Financial Assets and Financial Liabilities*. These disclosures also apply to recognized financial instruments that are subject to an enforceable master netting arrangement or 'similar agreement', irrespective of whether they are set-off in accordance with PAS 32. The amendments require entities to disclose, in a tabular format unless another format is more appropriate, the following minimum quantitative information. This is presented separately for financial assets and financial liabilities recognized at the end of the reporting period:
  - a) The gross amounts of those recognized financial assets and recognized financial liabilities;
  - b) The amounts that are set off in accordance with the criteria in PAS 32 when determining the net amounts presented in the statement of financial position;
  - c) The net amounts presented in the statement of financial position;
  - d) The amounts subject to an enforceable master netting arrangement or similar agreement that are not otherwise included in (b) above, including:
    - i. Amounts related to recognized financial instruments that do not meet some or all of the offsetting criteria in PAS 32; and
    - ii. Amounts related to financial collateral (including cash collateral); and
  - e) The net amount after deducting the amounts in (d) from the amounts in (c) above.

The amendments to PFRS 7 are to be retrospectively applied for annual periods beginning on or after January 1, 2013. The amendment affects disclosures only and has no impact on the Group's financial position or performance.

- **PFRS 10, *Consolidated Financial Statements***  
 PFRS 10 replaces the portion of PAS 27, *Consolidated and Separate Financial Statements* that addresses the accounting for consolidated financial statements. It also includes the issues raised in SIC 12, *Consolidation - Special Purpose Entities*. PFRS 10 establishes a single control model that applies to all entities including special purpose entities. The changes introduced by PFRS 10 will require management to exercise significant judgment to determine which entities are controlled, and therefore, are required to be consolidated by a parent, compared with the requirements that were in PAS 27. The Group is currently assessing the impact of the amendment to the consolidated financial statements. This standard becomes effective for annual periods beginning on or after January 1, 2013.
- **PFRS 11, *Joint Arrangements***  
 PFRS 11 replaces PAS 31, *Interests in Joint Ventures* and SIC 13, *Jointly-controlled Entities - Non-monetary Contributions by Venturers*. PFRS 11 removes the option to account for jointly controlled entities (JCEs) using proportionate consolidation. Instead, JCEs that meet the definition of a joint venture must be accounted for using the equity method. This standard becomes effective for annual periods beginning on or after January 1, 2013.
- **PFRS 12, *Disclosure of Interests in Other Entities***  
 PFRS 12 includes all of the disclosures that were previously in PAS 27 related to consolidated financial statements, as well as all of the disclosures that were previously included in PAS 31 and PAS 28. These disclosures relate to an entity's interests in subsidiaries, joint arrangements, associates and structured entities. A number of new disclosures are also required. This standard becomes effective for annual periods beginning on or after January 1, 2013.
- **PFRS 13, *Fair Value Measurement***  
 PFRS 13 establishes a single source of guidance under PFRS for all fair value measurements. PFRS 13 does not change when an entity is required to use fair value, but rather provides guidance on how to measure fair value under PFRS when fair value is required or permitted. The Group is currently assessing the impact that this standard will have on the financial position and performance. This standard becomes effective for annual periods beginning on or after January 1, 2013.
- **PFRS 9, *Financial Instruments: Classification and Measurement***  
 PFRS 9 as issued reflects the first phase on the replacement of PAS 39, *Financial Instruments: Recognition and Measurement*, and applies to classification and measurement of financial assets and financial liabilities as defined in PAS 39. The standard is effective for annual periods beginning on or after January 1, 2015. In subsequent phases, hedge accounting and impairment of financial assets will be addressed with the completion of this project expected on the first half of 2012. The adoption of the first phase of PFRS 9 will have an effect on the classification and measurement of the Group's financial assets, but will potentially have no impact on classification and measurements of financial liabilities. The Group will quantify the effect in conjunction with the other phases, when issued, to present a comprehensive picture.

- **PAS 32, *Financial Instruments: Presentation - Offsetting Financial Assets and Financial Liabilities***  
These amendments to PAS 32 clarify the meaning of “currently has a legally enforceable right to set-off” and also clarify the application of the PAS 32 offsetting criteria to settlement systems (such as central clearing house systems) which apply gross settlement mechanisms that are not simultaneous. While the amendment is expected not to have any impact on the net assets of the Group, any changes in offsetting is expected to impact leverage ratios and regulatory capital requirements. The amendments to PAS 32 are to be retrospectively applied for annual periods beginning on or after January 1, 2014. The Group is currently assessing impact of the amendments to PAS 32.
  - **Philippine Interpretation IFRIC 15, *Agreements for the Construction of Real Estate***  
This interpretation covers accounting for revenue and associated expenses by entities that undertake the construction of real estate directly or through subcontractors. The interpretation requires that revenue on construction of real estate be recognized only upon completion, except when such contract qualifies as construction contract to be accounted for under PAS 11, *Construction Contracts*, or involves rendering of services in which case revenue is recognized based on stage of completion. Contracts involving provision of services with the construction materials and where the risks and reward of ownership are transferred to the buyer on a continuous basis will also be accounted for based on stage of completion. The SEC and the Financial Reporting Standards Council (FRSC) have deferred the effectivity of this interpretation until the final Revenue standard is issued by International Accounting Standards Board (IASB) and an evaluation of the requirements of the final Revenue standard against the practices of the Philippine real estate industry is completed.
  - **Philippine Interpretation IFRIC 20, *Stripping Costs in the Production Phase of a Surface Mine***  
This interpretation applies to waste removal costs that are incurred in surface mining activity during the production phase of the mine (“production stripping costs”) and provides guidance on the recognition of production stripping costs as an asset and measurement of the stripping activity asset. This interpretation becomes effective for annual periods beginning on or after January 1, 2013.
6. The accounting policies, judgments and estimates that the Group adopted are the same as those that were disclosed in its 2012 annual financial reports.
7. Nature and amount of items affecting assets, liabilities, equity, net income or cash flows:

**Cash and Cash Equivalents**

<i>(In Thousand Pesos)</i>	<b>March 2013</b>	December 2012
Cash on hand and in banks	<b>1,426,907</b>	1,073,750
Short term investments	<b>1,382,337</b>	1,052,465
	<b>2,809,244</b>	2,126,215

Cash in banks earn interest at the prevailing bank deposit rates. Short-term investments have terms with varying periods of up to three months and can be liquidated depending on the immediate cash requirements of the Group. These assets earn interest at the prevailing short-term investment rates.



**Receivables**

<i>(In Thousand Pesos)</i>	<b>March 2013</b>	<b>Dec 2012</b>
Trade		
Construction and infrastructure (including retention receivable of P1.095 million in March 2013)	<b>2,734,235</b>	3,228,453
Car dealership	<b>787,767</b>	636,407
Education and information technology	<b>159,869</b>	104,579
Other Services	<b>180,214</b>	67,344
Other receivables		
Advances to suppliers and contractors	<b>561,253</b>	495,618
Consultancy fee	<b>175,315</b>	166,068
Rent receivable	<b>209</b>	-
Advances to officers and employees	<b>68,138</b>	50,128
Receivable from plant	<b>34,310</b>	60,988
Other-school related receivables	-	36,686
Due from PTC	-	46,920
Others	<b>62,959</b>	229,836
	<b>4,764,268</b>	5,123,028
Less: Allowance for impairment	<b>255,723</b>	343,253
	<b>4,508,545</b>	4,779,775

**Inventories**

<i>(In Thousand Pesos)</i>	<b>March 2013</b>	<b>Dec 2012</b>
At cost		
Land and land development	<b>355,971</b>	219,381
Subdivision lots and contracted units for sale	<b>1,170</b>	99,228
Raw lands	-	44,916
	<b>357,141</b>	363,525
at NRV		
Merchandise	<b>443,284</b>	571,744
Spare parts and supplies	<b>100,510</b>	12,073
Construction materials	<b>1,454</b>	110
	<b>545,248</b>	583,928
	<b>902,390</b>	947,453

**Prepaid Expenses**

<i>(In Thousand Pesos)</i>	<b>March 2013</b>	<b>Dec 2012</b>
Receivable from EEI Retirement Fund	<b>468,644</b>	476,022
Value added tax	<b>337,477</b>	226,151
Prepaid Taxes	<b>177,270</b>	118,301
Prepaid Expenses	<b>104,558</b>	92,913
Miscellaneous deposits	<b>50,749</b>	53,709
Restricted cash investment	<b>6,428</b>	6,566
Unused office supplies	<b>4,383</b>	6,110
Others	<b>23,107</b>	5,004
	<b>1,172,616</b>	984,777

**Investment in Associates and Joint Venture**

<i>(In Thousand Pesos)</i>	<b>March 2013</b>	<b>Dec 2012</b>
Acquisition Cost		
Balance at beginning of year	<b>429,287</b>	429,287
Acquisitions	<b>310,717</b>	-
Balance at end of quarter/year	<b>740,004</b>	429,287
Accumulated impairment loss		
Balance at beginning of year	<b>115,257</b>	116,463
Impairment loss (recovery)	-	(1,205)
Balance at end of quarter/year	<b>115,257</b>	115,257
Accumulated equity in net earnings		
Balance at beginning of year	<b>1,224,136</b>	1,106,958
Equity in net earnings	<b>67,632</b>	475,682
Dividends received	-	(358,505)
Balance at end of quarter/year	<b>1,291,769</b>	1,224,136
Equity in cumulative translation adjustment	<b>(159,558)</b>	(156,841)
	<b>1,756,956</b>	1,381,326

**Property and Equipment**

	<b>March 2013</b>	<b>Dec 2012</b>
<b>At Cost</b>		
Land, Buildings and Improvements	<b>2,459,594</b>	2,464,282
Machinery, Tools and Construction Equipment	<b>2,555,783</b>	2,524,454
Transportation and Service Equipment	<b>468,247</b>	461,712
Furniture, Fixtures and Office Equipment	<b>1,428,713</b>	1,426,017
	<b>6,912,337</b>	6,876,465
Less: Accumulated Depreciation	<b>3,241,008</b>	3,137,404
	<b>3,671,328</b>	3,739,061
Construction in Progress	<b>422,386</b>	354,550
Net book value at Cost	<b>4,093,715</b>	4,093,611
Land at revalued amount	<b>2,605,448</b>	2,605,448
	<b>6,699,163</b>	6,699,059

**Accounts Payable and Accrued Expenses**

<i>(In Thousand Pesos)</i>	<b>March 2013</b>	<b>Dec 2012</b>
Accounts Payable	2,940,088	2,924,918
Accrued Expenses	848,408	686,799
Payable to EEI Retirement Fund	165,821	165,821
Subscriptions Payable	60,008	58,467
Dividends Payable	125,911	8,670
Accrued Interest Payable	7,167	3,207
Others	237,139	69,298
	<b>4,384,542</b>	<b>3,917,181</b>

*Accrued Expenses*

<i>(In Thousand Pesos)</i>	<b>March 2013</b>	<b>Dec 2012</b>
Accrued salaries and wages	236,734	372,623
Withholding taxes and others	116,356	119,539
Accrued rent	53,698	50,427
SSS and other contributions	216,505	24,658
Payable to security guards	19,419	9,861
Accrued commission	6,026	4,462
Chattel mortgage payable	5,775	3,504
Accrued professional fee	3,813	3,156
Deferred income	-	3,129
Payable to Land Transportation Office	5,231	2,747
Rust roofing payable	63	1,907
Others	184,787	90,787
	<b>848,408</b>	<b>686,799</b>

The normal trade credit terms of accounts payable and accrued expenses of the Group are expected to be settled within the next twelve months.

Subscriptions payable represents unpaid subscriptions on AFS securities.

Accrued expenses include the Group's accrual associated with MCI's Faculty Association of Mapua Institute of Technology (FAMIT) reranking case. This case involves the faculty ranking and evaluation that was part of the 2001 Collective Bargaining Agreement negotiations with the FAMIT. The Supreme Court reversed an earlier Court of Appeals decision in favor of management. An entry of judgment dated March 13, 2008 was made in the Supreme Court Book of Entries of Judgments, making the decision final and executor. A Memorandum of Agreement was entered into by management with FAMIT before the Voluntary Arbitrators wherein the parties agreed to continue the process of faculty ranking. The evaluation process was completed in December 2008.

## Cost of Sales and Services

<i>(In Thousand Pesos)</i>	March 2013	March 2012
<b>Cost of Services</b>		
Cost of construction contracts	2,155,377	2,235,821
Cost of manpower and other services	343,788	506,056
	<b>2,499,165</b>	<b>2,741,877</b>
<b>Cost of Goods Sold</b>		
Cost of merchandise sold	1,066,530	1,075,983
	<b>1,066,530</b>	<b>1,075,983</b>
Cost of school and related operations	226,781	219,935
	<b>3,792,476</b>	<b>4,037,795</b>

### 8. Aging of Trade Receivables As of March 31, 2013

*(In Thousand Pesos)*

	TOTAL	No. of Days Due		
		0-30	31-60	Over 61 days
Construction	2,734,235	2,147,877	290,590	295,768
Car Dealership	787,767	513,635	175,285	98,847
Education and Information Technology	159,869	61,589	14,098	84,182
Parent and Others	243,431	108,344	68,031	67,056
	3,925,301	2,831,444	548,003	545,853

There was no change in amount reported in prior financial year that have material effect in the current interim period.

9. As of March 31, 2013, total loan repayment is P168.5 million.

10. The Board of Directors of the Parent Company declared a cash dividends during the first quarter as follows:

Declaration Date	Record Date	Payment Date	Amount
March 22, 2013	April 19, 2013	May 10, 2013	on Preferred Shares P 2.17 million

11. There was no material event subsequent to the end of the interim financial period that has not been reflected in the interim consolidated financial statements.

12. There was no material change in the composition of the issuer during the interim period, including business combinations, acquisition or disposal of subsidiaries and long term investments, restructuring and discontinuing operations.

13. There was no any known event that will trigger direct or contingent financial obligation that is material to the company, including any default or acceleration of an obligation.

14. There are no any material off-balance sheet transactions, arrangements, obligations (including contingent obligations), or/and other relationships of the Group with unconsolidated entities or other persons created during the reporting period.

15. Following are significant elements, trends, events or uncertainties that are reasonably expected to have a material favorable or unfavourable impact on net sales or revenues or income from continuing operations:

- For EEI, the company continues to monitor the developments in the domestic real estate market very closely. Any sign of a major sustained price reduction in residential real estate (especially in the high-rise market) will impact the high-rise residential construction pipeline negatively.

Consequently, EEI remains keen to diversify its project pipeline away from residential high-rise real estate, towards infrastructure, energy, and similar installations. In this way, it seeks to hedge vs. any shocks that may be experienced from the domestic real estate sector.

It is also noteworthy that at this point in time, EEI does not have a significant involvement in the government private-public partnership projects. Were EEI to begin getting involved in this opportunity, it would represent significant revenue upside for the company.

EEI also continues to look forward to, and is preparing for, the eventual liberalization of ASEAN trade in 2015. The company will seek to increase its project pipeline in several ASEAN countries because of this.

- For iPeople, Inc, while it is not anticipated to have an immediate impact on our schools this year, Malayan Colleges Inc, Malayan Colleges Laguna, and Malayan High School of Science are preparing for the implementation of the Department of Education's K through 12 program.

Under the DepEd K through 12 program, the government will add two more years of secondary education. Filipino students will now have to complete 12 years of basic education before they enter studies at the university level.

The current implementation plan contemplated by the DepEd calls for the two extra years of basic education to be phased in starting in 2016. Therefore starting 2016, there will be two years where there will not be any students moving on to tertiary studies. This will severely impact the profit and cashflow of both for-profit and non-profit tertiary education institutions.

All of the schools under iPeople are studying ways to cope with the slowdown in enrolment which is anticipated to occur in 2016.

- The car division expects to benefit from new Honda product introductions in late 2013 and in 2014. Due to the launching of an updated variant, plus the introduction of at least two new models towards the end of this year, HI expects that Honda unit sales at our car dealerships will increase significantly.

16. Following are seasonal aspects that had a material effect on the financial condition or results of operations:

- With respect to HI, major seasonal effects are felt in two businesses, the education sector, and the car division.

In the education sector, school operations always undergo a material change during the summer quarter. For the purposes of this discussion, the summer quarter occurs in the three months from late March to late May of every year.

During the summer quarter, student enrolment drops over 75 percent because the majority of matriculating students go on break. Therefore there is a seasonal shift in revenues as enrolment drops in the summer quarter.

Despite the drop in enrolment during the summer, the schools continue to carry the same periodic fixed costs over a lower revenue base. Therefore the schools realize much lower net profits during the summer months. This is something that happens every year.

When the students return in the 3rd calendar quarter (late May to late August), revenues and profits return to their normal run rates. In fact given the summer quarter, the financial results of the schools tend to be back end loaded with respect to the calendar year. This means that the second half of the calendar year is always more profitable compared to the first half of the calendar year.

In the Car Division, sales usually increase towards the second half of the year. The main reason for this is that new variants (whether a minor model change, or completely brand new unit introductions) are usually launched towards the end of a calendar year in anticipation of the upcoming calendar year.

We anticipate that there will be a launch of at least an updated model of an existing variant for Honda, in the last quarter. We also believe that a new Honda model will also be released in the fourth quarter of 2013.

17. Following is the material commitment for capital expenditures, the general purpose of such commitments and the expected sources of funds for such expenditures:

- EEI Corporation, a major subsidiary under the HI Group, continues to have a strong construction pipeline domestically. Major additions to its project pipeline will require additional investments in new capital equipment in order for EEI to be able to deliver its projects to its customers. EEI expects to be able to pay for its capital equipment acquisitions through a combination of internally generated funds, and new borrowings.

One of the Group's major subsidiaries under iPeople, The Malayan Colleges Inc. (operating under the Mapua Institute of Technology), will undergo a redevelopment project of its Intramuros campus. The purpose of this redevelopment project is to update the facilities for the benefit of the current and entering students.

This redevelopment project will occur in two major phases. First, Mapua will build a new research building that will house additional offices and laboratories. Second, the school will renovate and update the existing gym, and build more offices to house the Admissions Office, the Placement Office, and the Corporate Communications Office.

iPeople and the Mapua Institute of Technology expect to use internally generated funds for this redevelopment project.

## 18. Operating Segment Information

For management purposes, the Group's operating businesses are organized and managed separately according to the nature of the products and services provided, with each segment representing a strategic business unit that offers different products and serves different markets.

Segment financial information is reported on the basis that it is used internally for evaluating segment performance and allocating resources to segments.

The Group derives its revenues from the following reportable segments:

Construction and Infrastructure - mainly consists of revenues from EEI Corporation and subsidiaries as a general contractor and trader of construction equipment and parts. The subsidiaries of EEI are mainly involved in the provision for manpower services, construction, trading of equipment, power generation, steel fabrication, real estate and others.

Consumer Finance - represents the general financing and investment business of FMLFC and ZIFC.

Education and Information Technology - primarily consists of revenues from iPeople and subsidiaries (including MCI) in education, consulting, development, installation and maintenance of information technology systems.

Car Dealership - represents automotive dealerships of the Company.

Other Services - represent support services which cannot be directly identified with any of the reportable segments mentioned above. These include sale of pharmaceutical products, trading of consumer goods and rendering various services to the consumers.

Segment assets and liabilities exclude deferred income tax assets and liabilities. Inter-segment income arise from transactions that were made on terms equivalent to those that prevail in an arms-length transactions.

Management monitors construction revenue and segment net income for the purpose of making decisions about resource allocation. Segment performance is evaluated based on net income and construction revenue.

Segment reporting is consistent in all periods presented as there are no changes in the structure of the Group's internal organization that will cause the composition of its reportable segment to change.

	Construction and Infrastructure		Consumer Finance		Education and Information Technology		Other Services		Eliminations		Consolidated	
	2013	2012	2013	2012	2013	2012	2013	2012	2013	2012	2013	2012
<b>Revenues</b>	2,913,084	3,324,069	3,504	115,715	477,432	438,810	1,276,644	968,469	(16,293)	2,658	4,654,371	4,849,721
<b>Net Income (Loss)</b>	249,595	214,925	983	(577)	158,368	128,221	(13,093)	59,631	(154,481)	(136,156)	241,372	266,044
<b>Other Information</b>												
Segment Assets	12,994,510	12,253,000	33,922	26,000	1,127,469	4,199,000	8,399,151	5,880,834	(1,575,309)	(2,433,000)	20,979,743	19,925,834
Segment Liabilities	7,822,201	6,979,000	14,240	6,000	1,453,577	1,312,000	2,553,495	3,348,615	(223,739)	(892,000)	11,619,774	10,753,615
Investments in Associates	1,085,277	1,040,000	-	-	-	-	2,460,691	2,150,326	(1,789,011)	(1,809,000)	1,756,956	1,381,326



## Item 2: **Management's Discussion and Analysis of Financial Condition and Results of Operations**

### *Financial Condition*

Cash and cash equivalents ended the quarter at P2.81 billion, 32% higher than in 2012. Cash generation has been very strong due to the performance of the education business.

Consolidated accounts receivable decreased by 6% to P4.51 billion as of the end of Q1 2013, compared to P4.78 at the end of 2012. This reflects substantial collections in the first three months of 2013 as also reflected in increase in cash and cash equivalents.

Cost and estimated earnings in excess of billings on uncompleted contracts rose 21%, reflecting the strong take up of activity in the construction business.

Due from related parties pertain to receivable of EEI from entities under common control of PMMIC.

Investment in associates and joint ventures was up by 27% due to intake of equity in net earnings of its associates, and the reclassification and acquisition of additional shares of Petro Energy Resources Corporation (PERC) in February 2013.

Available for sale securities declined from P500 million to P265 million because HI reclassified its ownership in a publicly-listed company to investments in associates and joint ventures. The reason for this is that in the first quarter of 2013, HI acquired enough shares of PERC to bring its ownership to 20%.

Loans receivable increased by 99% to P12.15 million from P6.12 million as at December 31, 2012. This is mainly due to new loan grants from the business activities of ZIFC.

Other noncurrent assets consist of capitalized computer software, retirement assets, noncurrent deferred charges, deposit on contracts, refund from Meralco and others. The capitalized software is carried net of accumulated amortization.

Consolidated total assets ended the first quarter 2013 at P20.98 billion.

Loans payable rose from P1.95 billion to P2.61 billion. EEI increased its borrowings to fund its acquisition of more construction equipment.

Accounts payable and accrued expenses rose from P3.92 billion to P4.38 billion. This reflects higher payables and accruals at both our construction and education businesses.

The current portion of long term debt declined to P648 million from P731 million. The education business has been using strong cash flow to reduce net debt.

Billings in excess of costs and estimated earnings on uncompleted contracts dropped from P2.71 billion to P2.33 billion. EEI has been speeding up its production, to cope with the increased number of jobs.

Unearned tuition fees dropped from P63.6 million to P3.5 million, reflecting the take up of education revenues. At the time of reporting, the academic quarter was almost completed.

On a consolidated basis, income tax payable increased by 45% to end Q1 2013 at P389.8 million compared to P269.4 million. This reflects the strong results in construction and education segments of operations.

Due to related parties increased by P8 million, which pertains to payables of the group to a related party bank.

Customers' deposits went up by 21%, reflecting higher unit purchases of automobiles during the first quarter of 2013.

Long term debt, net of current portion, rose from P812 million to P956 million. The rise was attributed to financing the stock and receivables of the car division.

Total liabilities rose from P10.8 billion to P11.6 billion.

Preferred stock declined from P421.3 million to P410.8 million reflecting HI's regular program of preferred stock redemption practiced by HI.

The loss from cumulative translation adjustment increased from P73 million to P167.4 million. This reflects the translation adjustment of revenues that EEI earns from its operation in Saudi Arabia. The Philippine Peso has been relatively stronger recently, which resulted in the translation loss increasing.

Total retained earnings, net of the preferred stock dividends declared at the March 22, 2013 board meeting, rose from P3.9 billion to P4.1 billion.

Total equity rose from P9.17 billion to P9.36 billion.

#### *Q1 2012 – Results of Operations*

Total consolidated revenues decreased slightly by 4%, to P4.65 billion from P4.85 billion in the comparable quarter the previous year. The majority of the decline is attributed to the sale of First Malayan Leasing to RCBC, which closed in late March 2012.

Construction revenue declined slightly, by 2%, to P2.55 billion from P2.61 billion in the year ago period. Education related revenues rose 13% to P450 million from P399 million in the year ago period. The car division registered sales of P1.23 billion, 26% higher than the previous year. Supply of stock has been restored and this has met the pent-up demand for autos.

Gross profit improved to P862 million from P811 million, a rise of 6%. Gross margins rose from 17% to 19%. General and administrative expenses remained flat at P419 million.

Other income dropped 37% to P65 million. The 2012 figure includes a gain on sale from the disposition of HI's ownership in First Malayan Leasing.

Equity in net earnings of associates rose 10% to P68 million. This reflects the stronger performance of the Al Rushaid Construction Company (ARCC), EEI's joint venture partner in the Kingdom of Saudi Arabia.

Interest and finance charges increased by 28% to P36 million. EEI has taken on more debt in order to purchase more capital equipment, to be able to ensure that they deliver scheduled production.

Net of non-controlling interest, net income was P241 million, 9% lower than the comparable period last year.

**HOUSE OF INVESTMENTS INC and SUBSIDIARIES****Item 3: SUPPLEMENTARY INFORMATION AND DISCLOSURES REQUIRED ON SRC RULE 68 AND 68.1 AS AMENDED FOR THE THIRD QUARTER ENDED MARCH 31, 2013**

Philippine Securities and Exchange Commission (SEC) issued the amended Securities Regulation Code Rule SRC Rule 68 and 68.1 which consolidates the two separate rules and labelled in the amendment as "Part I" and "Part II", respectively. It also prescribed the additional information and schedule requirements for issuers of securities to the public.

Below are the additional information and schedules required by SRC Rule 68 and 68.1 as amended that are relevant to the Group. This information is presented for purposes of filing with SEC and is not required part of the basic financial statements.

Schedule A. Financial Assets in Equity Securities

The Group is not required to disclose the financial assets in equity securities as the total available-for-share securities amounting to ₱265 million do not constitute 5% or more of the total assets of the Group as at March 31, 2013.

Schedule B. Amounts Receivable from Directors, Officers, Employees, Related Parties and Principal Stockholders (other than related parties)

Below is the schedule of advances to officers and employees of the Group with balances above P100,000 as at March 31, 2013:

<b>Name</b>	<b>Balance at beginning of year</b>	<b>Additions</b>	<b>Collections/ Liquidation</b>	<b>Balance at end of quarter</b>
<i><b>EI</b></i>				
Macapagal, Norman	1,532,053		-	1,532,053
Mercado, Oscar	1,441,523	13,195	(5,645)	1,449,073
Apolonio, Ferdinand D.	1,152,075	-	(1,155)	1,150,920
Munji, Divina F	836,376	-	-	836,376
Cabrera, Lovette	624,840	-	(1,948)	622,892
Garcia, Raul	253,500	-	(25,179)	228,321
Enriquez, Emmanuel	250,000	-	-	250,000
Brutas, Crisanto	195,851	-	-	195,851
Villarín, Pantaleón T.	150,000	-	-	150,000
Arcega, Wilson	142,108	-	(2,679)	139,429
Castro, Romeo	121,512	-	-	121,512
Alonzo, Antonina J.	-	121,292	-	121,292
Canero, Raul C.	117,460	-	-	117,460
Magboo, Jeremer	108,403	-	(47,400)	61,003
Delos Reyes, Arnulfo	105,111	900,000	(53,252)	951,859
	<b>7,030,812</b>	<b>1,034,487</b>	<b>(137,258)</b>	<b>7,928,041</b>

Forward

**IPEOPLE**

Bitor, Rolando	347,573		(23,740)	323,833
Caluyo, Felicito	390,500		(78,100)	312,400
Tablante, Dennis	306,682		(19,978)	286,704
Songsong, Maribel	292,619		(20,879)	271,740
Sabino, Lilibeth	365,500		(79,192)	286,308
Salvacion, Jonathan	360,188	-	(76,500)	283,688
Costales, Aloysius Nathaniel	265,208	-	(22,107)	243,101
Lansangan, Emerald	318,750	-	(76,500)	242,250
Co, Brian	291,000	-	(77,600)	213,400
Robielos, Rex Aurelius	259,875	-	(77,000)	182,875
Doma, Bonifacio	-	169,350	-	169,350
Lozano, Luz	226,313	-	(76,500)	149,813
Maestrecampo, Dodjie S	176,607	-	(10,439)	166,168
Sauquillo, Dante	211,521	-	(71,500)	140,021
Eliquen, Nilda	193,166	-	(76,000)	117,166
Cinco, Arnold	189,334	-	(71,000)	118,334
Sabio, Maurice	462,168	-	(4,547)	457,621
Holfilena, Joy	466,576	-	-	466,576
Kikuchi, Khristian	-	417,891	-	417,891
Teodoro, Gloria	-	361,517	-	361,517
Bargo, Mariza	-	122,774	-	122,774
	<b>5,123,579</b>	<b>1,071,532</b>	<b>(861,582)</b>	<b>5,333,529</b>

**HI PARENT**

Uy, Perry	590,000	-	-	590,000
Bautista, Ma. Theresa	-	338,000	(21,731)	316,269
Maravilla, Juliet O	241,000	-	-	241,000
Eugenio, Rolando	239,000	-	(14,368)	224,632
Sanchez, Emil	203,000	-	-	203,000
Villegas, Raoul A	204,000	-	(30,452)	173,548
Capalongan, Allan	188,500	-	-	188,500
Tanjaeco, Jose	185,000	-	(19,416)	165,584
Maglaya, Elsie	178,000	-	(19,553)	158,447
De Lara, Ma. Elisa	173,000	-	(19,734)	153,266
Ramirez, Rosalia	155,000	-	-	155,000
Aliganga, Justino	142,000	-	-	142,000
Damasco, Reyner	112,000	-	-	112,000
	<b>2,610,500</b>	<b>338,000</b>	<b>(125,254)</b>	<b>409,000</b>

**LANDEV**

Mario C. Pagio	500,000	-	-	500,000
	<b>500,000</b>	<b>-</b>	<b>-</b>	<b>500,000</b>

Schedule C. Amounts Receivable/Payables from and to Related Parties which are Eliminated During the Consolidation of Financial Statements

Below is the schedule of receivables/payables with related parties, which are eliminated in the consolidated financial statements as at March 31, 2013:

<b>Name and Designation of Debtor</b>	<b>Balance at Beginning Period</b>	<b>Additions</b>	<b>Amounts Collected</b>	<b>Amount Written off</b>	<b>Balance at end of period</b>
<b><i>Landev Corp</i></b>					
Due fr Affiliates	537,797	333,432	(363,114)		508,115
Dividends Receivable	14,500,000	-	-		14,500,000
	15,037,797	333,432	(363,114)	-	15,008,115
<b><i>Greyhounds Security and Investigation Agency</i></b>					
Due fr Affiliates	1,446,723	21,338	(22,700)		1,445,361
	1,446,723	21,338	(22,700)	-	1,445,361
<b><i>Investment Managers Inc</i></b>					
Due fr Affiliates	619,559	929,218	(980,070)		568,707
Dividends Receivable	549,945	150,055	-		700,000
	1,169,504	1,079,273	(980,070)	-	1,268,707
<b><i>Ipeople Inc. and subsidiary</i></b>					
Due fr Affiliates	9,529,185	11,918,814	(57,048)		21,390,951
Dividends Receivable	30,116,450	30,259,898	(30,116,450)		30,259,897
	39,645,635	42,178,712	(30,173,498)	-	51,650,849
<b><i>EEl Corporation and Subsidiaries</i></b>					
Due fr Affiliates	1,756,639	1,621,251	(945,276)		2,432,614
Dividends Receivable	-	103,826,676			103,826,676
	1,756,639	105,447,928	(945,276)	-	106,259,291
<b><i>Zamboanga Industrial Finance Corp</i></b>					
Dividends Receivable	-	500,000	-		500,000
	-	500,000	-	-	500,000
<b><i>Hexagon Lounge</i></b>					
Due fr Affiliates	149,818	604	(80,000)		70,422
	149,818	604	(80,000)	-	70,422
<b><i>Xamdu Motors Inc</i></b>					
Due fr Affiliates	800	1,904	-		2,704
	800	1,904	-	-	2,704

#### Schedule D. Intangible Asset - Other Noncurrent Assets

As at March 31, 2013, the Group's intangible assets consist of goodwill and computer software. Goodwill in the Group's consolidated statements of financial position arose from the acquisition of EEI, iPeople, and Honda Cars Group. Details of the Group's intangible assets are as follows:

<b>Description</b>	<b>Beginning balance</b>	<b>Additions at cost</b>	<b>Charged to cost and expenses</b>	<b>Charged to other accounts</b>	<b>Other changes additions (deductions)</b>	<b>Ending balance</b>
Goodwill	512,796,021	-	-	-	-	512,796,021
Computer Software	48,726,688	11,030	(2,192,197)	-	-	46,545,521
	561,522,709	11,030.00	(2,192,197)	-	-	559,341,542

In 2011, the Group purchased its Oracle Accounting System for its financial reporting effective January 1, 2012. Total capitalizable costs related to the Oracle software amounted to ₱13.1 million.

#### Schedule E. Long-term Debt

Below is the schedule of long-term debt of the Group:

<b>Type of Obligation</b>	<b>Amount</b>	<b>Current</b>	<b>Noncurrent</b>
<i>MCI</i>			
Peso-denominated syndicated bank loan payable after 10 years since November 2010 without grace period on principal payment, subject to floating rate equal to the 3-month Philippine Dealing System Treasury Reference Rates-Fixing (PDST-F) plus a per annum spread of 1.75% payable in accelerating amounts up to November 22, 2020.	666,500,000	86,000,000	580,500,000
<i>MCLI</i>			
Payable to PTC	62,004,677	62,004,677	-
<i>EEI</i>			
a) Private placement fixed-rate corporate promissory notes with effective interest of 6.25% per annum for 500 million in 2012 and 2011	500,000,000	500,000,000	-
<i>EEI Power</i>			
Peso-denominated seven (7) year term loan, payable quarterly starting June 2014 with interest of 6.50% per annum inclusive of two (2) year grace period on principal amortization	375,458,000	-	375,458,000
	1,603,962,677	648,004,677	955,958,000

#### *Payable to Philippine Transmarine Carriers, Inc. (PTC)*

As at March 31, 2013 and December 31, 2012, payable to PTC amounted to ₱62.0 million and ₱56.0 million, respectively for its share in the income of tuition and other matriculation fees of students of the Malayan-PTC Center for Maritime Education and Training (CMET). This account is payable in 2013.

Schedule F. Indebtedness to Related Parties (Long-term Loans from Related Companies)

The Group is not required to disclose the long term indebtedness to related parties amounting to ₱956 million as this do not constitute 5% or more of the total assets of the Group as at March 31, 2013.

Schedule G. Guarantees of Securities of Other Issuers

There are no guarantees of securities of other issuing entities by the Group as at March 31, 2013.

Schedule H. Capital Stock

<b>Title of issue</b>	<b>Number of shares authorized</b>	<b>Number of shares issued and outstanding as shown under related statement of financial position caption</b>	<b>Number of shares reserved for options, warrants, conversion and other rights</b>	<b>Number of shares held by related parties</b>	<b>Directors, Officers and Employees</b>	<b>Others</b>
Common shares	1,250,000,000	616,196,757	-	344,701,851	6,163,565	265,331,341
Preferred shares	2,500,000,000	1,026,774,998	-	447,019,636	575,972,265	3,783,097

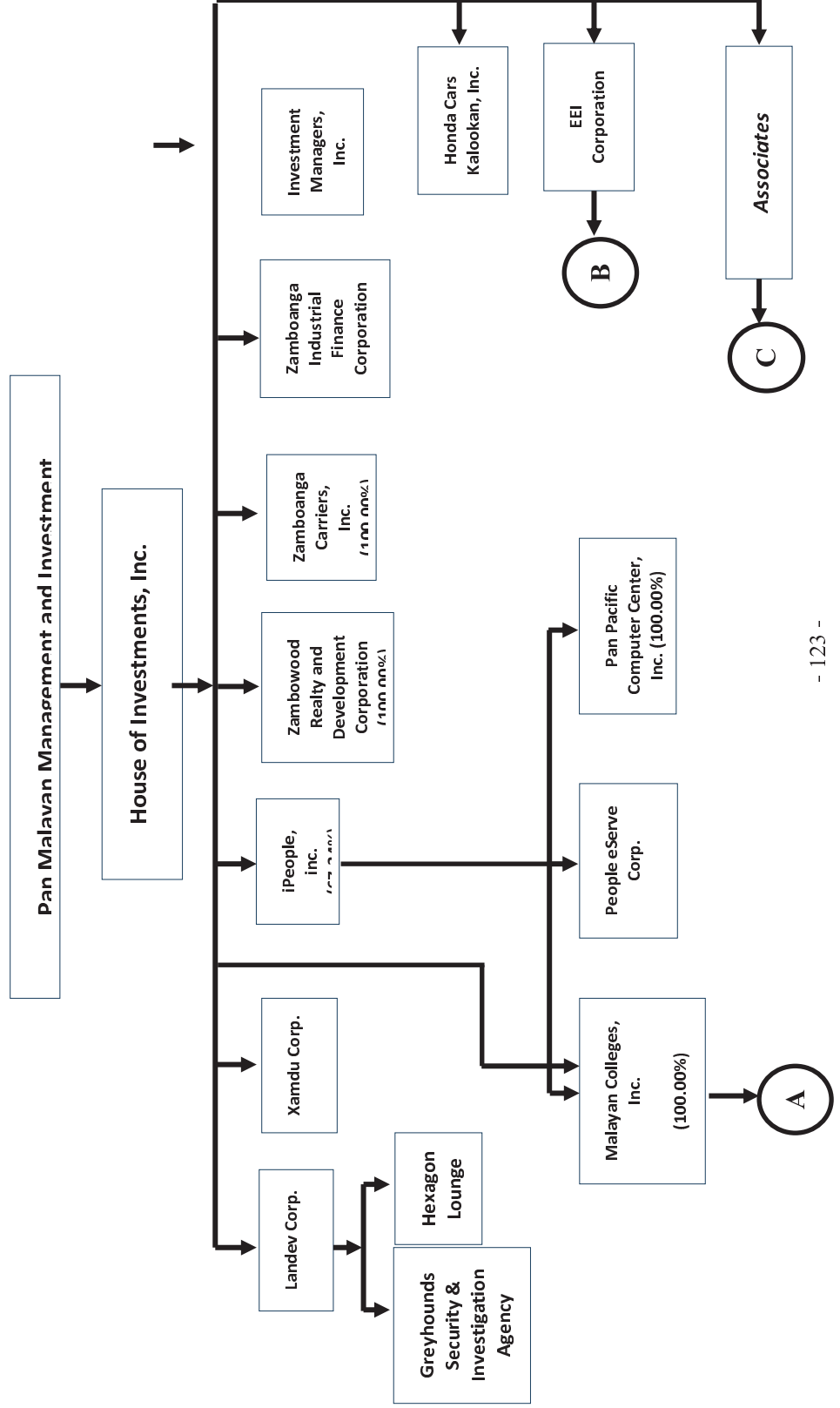


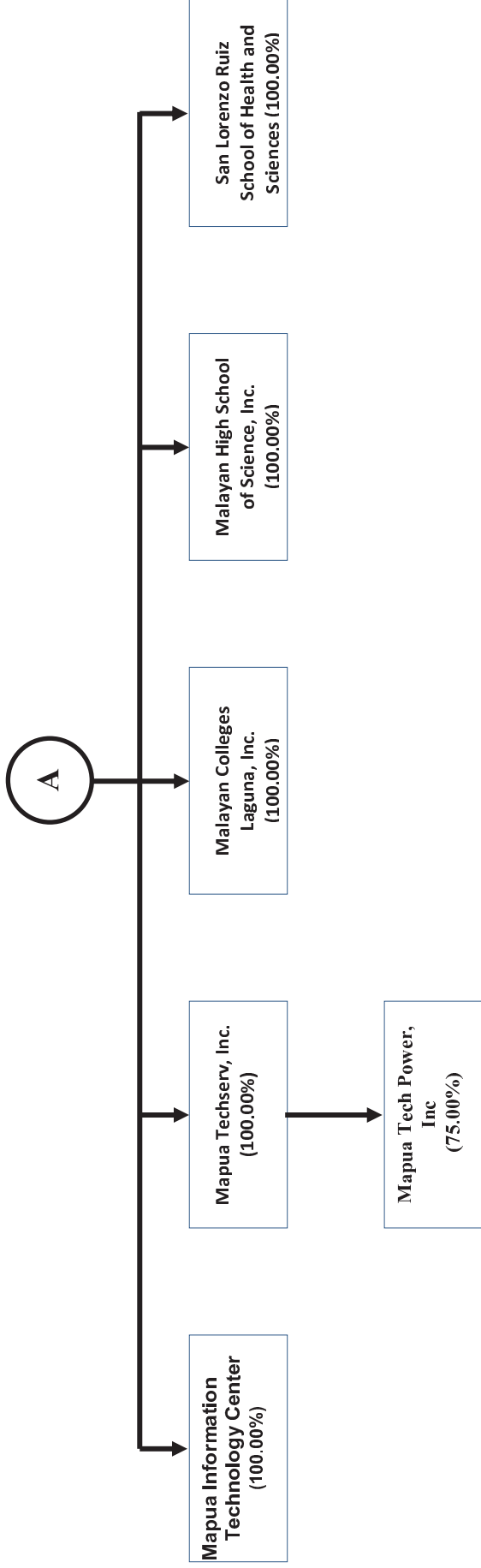
**HOUSE OF INVESTMENTS, INC. and SUBSIDIARIES**  
**RECONCILIATION OF RETAINED EARNINGS AVAILABLE FOR DIVIDEND DECLARATION**

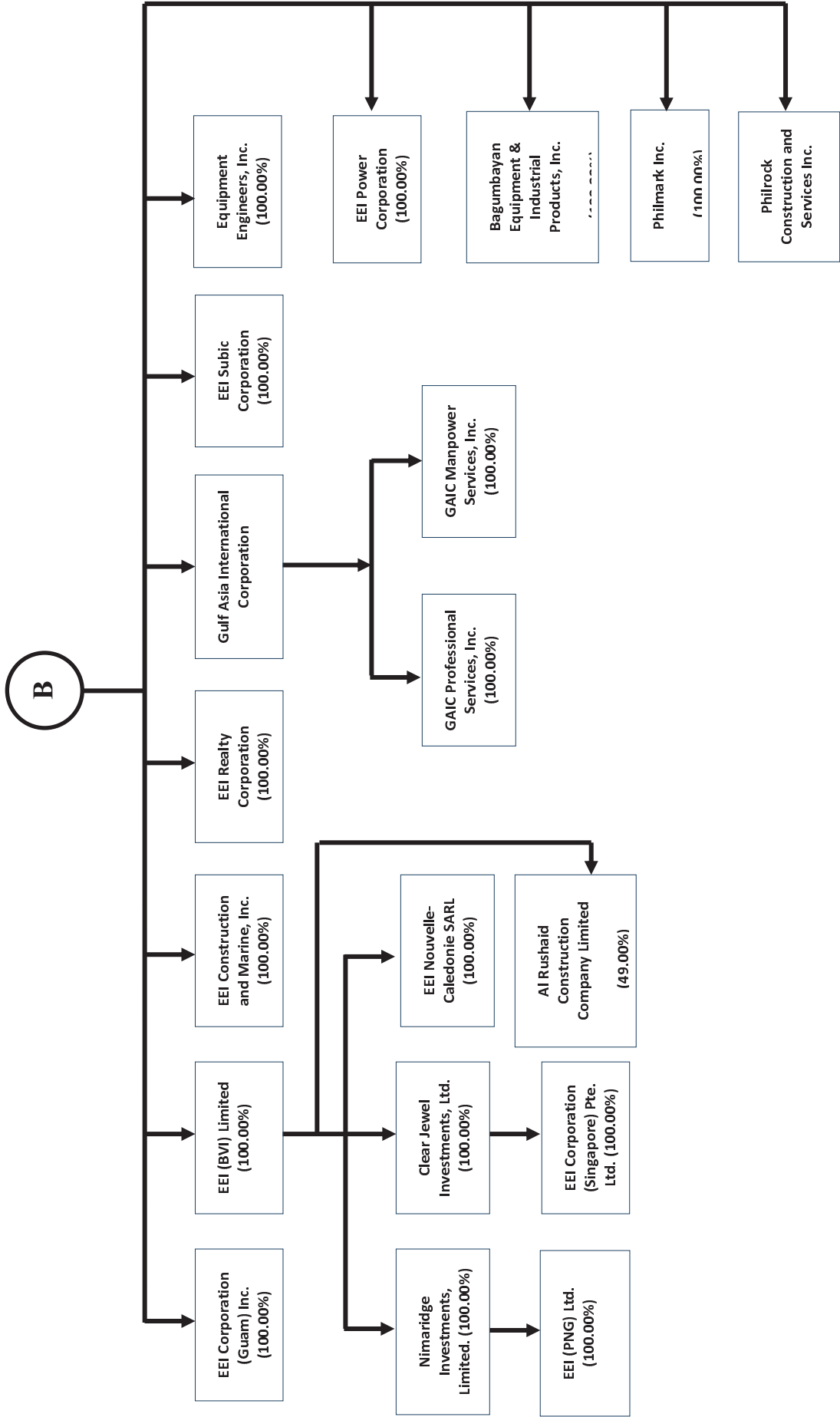
Unappropriated Retained Earnings, <i>as adjusted to available for dividend distribution, beginning</i>	800,710
<hr/>	
<b>Add: Net Income actually earned/realized during the year</b>	<b>241,372</b>
Net income during the period closed to Retained Earnings	
Less: Non-actual/unrealized gains net of tax Movements in deferred tax assets	2,580
Less: Dividends declarations during the year	(2,170)
<hr/>	
<b>Total Unappropriated Retained Earnings, End Available for Dividend Declaration</b>	<b>1,042,492</b>
<hr/>	

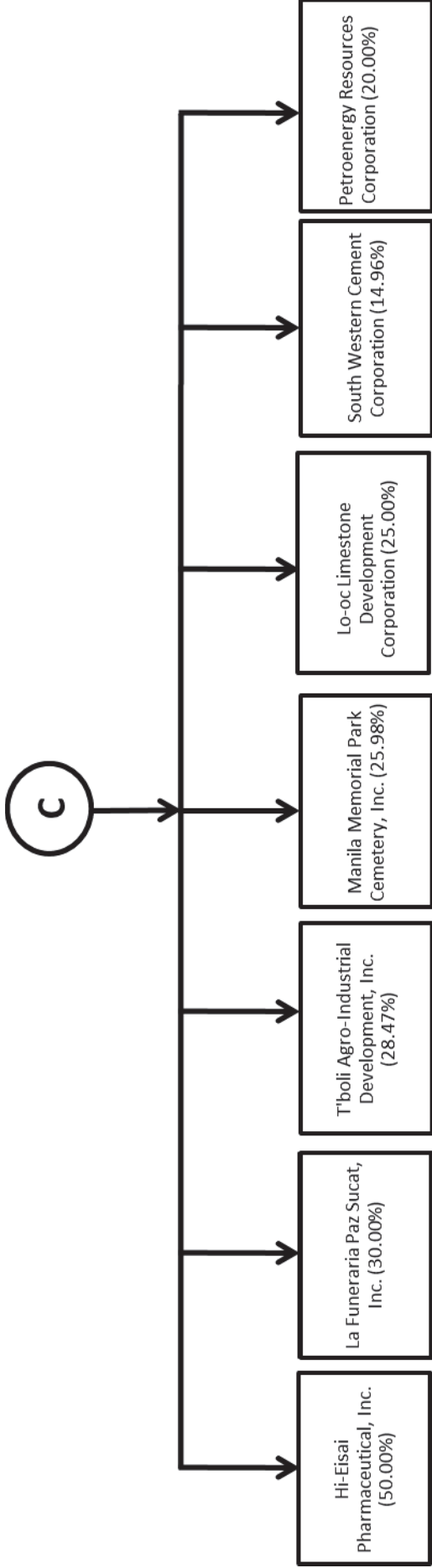
**HOUSE OF INVESTMENTS, INC. AND SUBSIDIARIES**  
**MAP OF RELATIONSHIPS OF THE COMPANIES WITHIN THE GROUP**

*Group Structure*  
 Below is a map showing the relationship between and among the Group and its ultimate parent company, subsidiaries, and associates as of March 31, 2013:









*\*The Group has more than 20% effective interest in SWCC since LLDC (in which the Group has 25% interest) has more than 50% interest in SWCC.*

**HOUSE OF INVESTMENTS, INC. and SUBSIDIARIES**

**Item 4: SCHEDULE OF FINANCIAL SOUNDNESS INDICATORS AS OF MARCH 31, 2013 AND DECEMBER 31, 2012**

*Financial Soundness Indicator*

Below are the financial ratios that are relevant to the Group for the year ended March 31, 2013 and December 31, 2012:

Key Indicator	Method of Calculation	2013	2012
<b>Current ratio:</b> <i>Indicates ability to cover short term obligations</i>	Current Assets/ Current Liabilities	1.07	1.06
<b>Net Profit Margin:</b> <i>Shows how much profit is made for every peso of revenue</i>	Net Income/ Total Revenues	9%	9%
<b>Asset Turnover:</b> <i>Shows efficiency of asset use in operations</i>	Total Revenues/ Total Assets	0.22	0.24
<b>Leverage Ratio:</b> <i>Shows how much of asset is financed by equity, and how much is financed by debt</i>	Total Assets / Total Equity	2.24	2.17
<b>Return on Equity:</b> <i>Shows how much the business returns to the stockholders for every peso of equity capital invested</i>	Net Income/ Total Revenues x Total Revenues/ Total Assets x Total Assets/ Total Equity	4%	5%

- The current ratio improved to 1.07 as of March 31, 2013 compared to 1.06 as of December 2012. This is a reflection of an increase in cash and receivables due to strong revenue increases in the construction and education sector. Also, there was an increase in unbilled receivables due to strong activity in the construction sector.
- Net profit margin remained at the same level.

- Asset turnover remained the same.
- The leverage ratio increased slightly, rising to 2.24 from 2.17. The rise in assets, mainly driven by the increase in cash, receivables, and unbilled construction receivables, has been faster relative to the increase in debt. The rise in debt has been financing more purchases of construction equipment, and the inventories and receivables at the car division.
- The return on equity is at 4% for the quarter ended March 31, 2013 vs. the return on equity of 5% for the full year 2012. The Group is optimistic that return on equity will further increase for the next three quarters of the year.

**HOUSE OF INVESTMENTS, INC. and SUBSIDIARIES****SCHEDULE OF ALL THE EFFECTIVE STANDARDS AND INTERPRETATIONS UNDER PFRS AS OF MARCH 31, 2013**

Below is the list of all effective Philippine Financial Reporting Standards (PFRS), Philippine Accounting Standards (PAS) and Philippine Interpretations of International Financial Reporting Interpretations Committee (IFRIC) as at March 31, 2013:

**I. List of PFRS effective as at March 31, 2013**

PFRSs	Adopted/Not adopted/Not applicable
PFRS 1, <i>First-time Adoption of Philippine Financial Reporting Standards</i>	Adopted
PFRS 2, <i>Share-based Payment</i>	Adopted
PFRS 3, <i>Business Combinations</i>	Adopted
PFRS 4, <i>Insurance Contracts</i>	Not applicable
PFRS 5, <i>Non-current Assets Held for Sale and Discontinued Operations</i>	Adopted
PFRS 6, <i>Exploration for and Evaluation of Mineral Resources</i>	Not applicable
PFRS 7, <i>Financial Instruments: Disclosures</i>	Adopted
Amendments to PAS 1: <i>Presentation of Items of Other Comprehensive Income</i>	Adopted
PFRS 8, <i>Operating Segments</i>	Adopted
PAS 1, <i>Presentation of Financial Statements</i>	Adopted
PAS 2, <i>Inventories</i>	Adopted
PAS 7, <i>Statement of Cash Flows</i>	Adopted
PAS 8, <i>Accounting Policies, Changes in Accounting Estimates and Errors</i>	Adopted
PAS 10, <i>Events after the Reporting Period</i>	Adopted
PAS 11, <i>Construction Contracts</i>	Adopted
PAS 12, <i>Income Taxes</i>	Adopted
PAS 16, <i>Property, Plant and Equipment</i>	Adopted
PAS 17, <i>Leases</i>	Adopted
PAS 18, <i>Revenue</i>	Adopted
PAS 19, <i>Employee Benefits</i>	Adopted
PAS 20, <i>Accounting for Government Grants and Disclosure of Government Assistance</i>	Not applicable
PAS 21, <i>The Effects of Changes in Foreign Exchange Rates</i>	Adopted
PAS 23, <i>Borrowing Costs</i>	Adopted
PAS 24, <i>Related Party Disclosures</i>	Adopted
PAS 26, <i>Accounting and Reporting by Retirement Benefit Plans</i>	Not applicable
PAS 27, <i>Consolidated and Separate Financial Statements</i>	Adopted
PAS 28, <i>Investments in Associates</i>	Adopted
PAS 29, <i>Financial Reporting in Hyperinflationary Economies</i>	Not applicable
PAS 31, <i>Interests in Joint Ventures</i>	Adopted
PAS 32, <i>Financial Instruments: Presentation</i>	Adopted
PAS 33, <i>Earnings per Share</i>	Adopted
PAS 34, <i>Interim Financial Reporting</i>	Adopted



PFRSs	Adopted/Not adopted/Not applicable
+PAS 36, <i>Impairment of Assets</i>	Adopted
PAS 37, <i>Provisions, Contingent Liabilities and Contingent Assets</i>	Adopted
PAS 38, <i>Intangible Assets</i>	Adopted
PAS 39, <i>Financial Instruments: Recognition and Measurement</i>	Adopted
PAS 40, <i>Investment Property</i>	Adopted
PAS 41, <i>Agriculture</i>	Not applicable
Philippine Interpretation IFRIC-1, <i>Changes in Existing Decommissioning, Restoration and Similar Liabilities</i>	Not applicable
Philippine Interpretation IFRIC-2, <i>Members' Shares in Co-operative Entities and Similar Instruments</i>	Not applicable
Philippine Interpretation IFRIC-4, <i>Determining whether an Arrangement contains a Lease</i>	Adopted
Philippine Interpretation IFRIC-5, <i>Rights to Interests arising from Decommissioning, Restoration and Environmental Rehabilitation Funds</i>	Not applicable
Philippine Interpretation IFRIC-6, <i>Liabilities arising from Participating in a Specific Market - Waste Electrical and Electronic Equipment</i>	Not applicable
Philippine Interpretation IFRIC-7, <i>Applying the Restatement Approach under PAS 29, Financial Reporting in Hyperinflationary Economies</i>	Not applicable
Philippine Interpretation IFRIC-9, <i>Reassessment of Embedded Derivatives</i>	Adopted
Philippine Interpretation IFRIC-10, <i>Interim Financial Reporting and Impairment</i>	Adopted
Philippine Interpretation IFRIC-12, <i>Service Concession Arrangements</i>	Not applicable
Philippine Interpretation IFRIC-13, <i>Customer Loyalty Programmes</i>	Adopted
Philippine Interpretation IFRIC-14, <i>PAS 19 - The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction</i>	Adopted
Philippine Interpretation IFRIC-16, <i>Hedges of a Net Investment in a Foreign Operation</i>	Adopted
Philippine Interpretation IFRIC-17, <i>Distributions of Non-cash Assets to Owners</i>	Not applicable
Philippine Interpretation IFRIC-18, <i>Transfers of Assets from Customers</i>	Not applicable
Philippine Interpretation IFRIC-19, <i>Extinguishing Financial Liabilities with Equity Instruments</i>	Adopted
Philippine Interpretation SIC-7, <i>Introduction of the Euro</i>	Not applicable
Philippine Interpretation SIC-10, <i>Government Assistance - No Specific Relation to Operating Activities</i>	Not applicable
Philippine Interpretation SIC-12, <i>Consolidation - Special Purpose Entities</i>	Adopted
Philippine Interpretation SIC-13, <i>Jointly Controlled Entities - Non-Monetary Contributions by Venturers</i>	Adopted
Philippine Interpretation SIC-15, <i>Operating Leases - Incentives</i>	Adopted
Philippine Interpretation SIC-21, <i>Income Taxes - Recovery of Revalued Non-Depreciable Assets</i>	Adopted

PFRSs	Adopted/Not adopted/Not applicable
Philippine Interpretation SIC–25, <i>Income Taxes - Changes in the Tax Status of an Entity or its Shareholders</i>	Not applicable
Philippine Interpretation SIC–27, <i>Evaluating the Substance of Transactions Involving the Legal Form of a Lease</i>	Adopted
Philippine Interpretation SIC–29, <i>Service Concession Arrangements: Disclosures</i>	Not applicable
Philippine Interpretation SIC–31, <i>Revenue - Barter Transactions Involving Advertising Services</i>	Not applicable
Philippine Interpretation SIC–32, <i>Intangible Assets - Web Site Costs</i>	Not applicable

\*Standards tagged as “Not applicable” have been adopted by the Company but it has no significant covered transactions for the years ended December 31, 2011 and 2010.

**II. List of New and Amended Standards and Interpretations and Improvements to PFRS that became effective as at January 1, 2011**

PFRSs	Adopted/Not adopted/Not applicable
<b><i>New and Amended Standards and Interpretations</i></b>	
PAS 24 (Amended), <i>Related Party Disclosures</i>	Adopted
PAS 32, <i>Financial Instruments: Presentation</i> (Amendment) – Classification of Rights Issues	Adopted
Philippine Interpretation IFRIC 14 (Amendment), <i>Prepayments of a Minimum Funding Requirement</i>	Adopted
PFRS 1, <i>First-time Adoption of IFRS</i> – Limited Exemption from Comparative IFRS 7 Disclosures for First-time Adopters	Not applicable
<b><i>Improvements to PFRS</i></b>	
PFRS 1, <i>First-time Adoption of IFRS</i> :	
<ul style="list-style-type: none"> <li>• Accounting policy changes in the year of adoption</li> <li>• Revaluation basis as ‘deemed cost’</li> <li>• Use of ‘deemed cost’ for operations subject to rate regulation</li> </ul>	Not applicable
PFRS 3, <i>Business Combinations</i> :	
<ul style="list-style-type: none"> <li>• Transition requirements for contingent consideration from a business combination that occurred before the effective date of the revised IFRS.</li> <li>• Measurement of non-controlling interests</li> <li>• Un-replaced and voluntarily replaced share-based payment rewards</li> </ul>	Not applicable
PFRS 7, <i>Financial Instruments: Disclosures</i> – Clarification of disclosures	Adopted
PAS 1, <i>Presentation of Financial Statements</i> – Clarification of statement of changes in equity	Adopted
PAS 27, <i>Consolidated and Separate Financial Statements</i> – Transition requirements for amendments made as a result of IAS 27	Adopted

PFRSs	Adopted/Not adopted/Not applicable
Consolidated and Separate Financial Statements PAS 34, <i>Interim Financial Reporting</i> – Significant events and transactions	Adopted
Philippine Interpretation IFRIC 13, <i>Customer Loyalty Programmes</i> – Fair value of award credits	Not applicable
Philippine Interpretation IFRIC 19, <i>Extinguishing Financial Liabilities with Equity Instruments</i>	Not applicable

\*Standards tagged as “Not applicable” have been adopted by the Company but it has no significant covered transactions for the years ended December 31, 2011 and 2010.

### III. Standards Issued but not yet Effective as at December 31, 2011

Standard(s)/Interpretation(s) /Amendment (s) issued but not yet effective	Applicable to annual period beginning on or after	Early application allowed	Adopted/Not adopted/Not applicable
Amendments to PAS 12 - <i>Deferred Tax: Recovery of Underlying Assets</i>	January 1, 2012	Yes	Not adopted
PAS 19, <i>Employee Benefits (Revised)</i>	January 1, 2013	Yes	Not adopted
PAS 27, <i>Separate Financial Statements</i>	January 1, 2013	Yes	Not adopted
(Forward)			
PAS 28, <i>Investments in Associates and Joint Ventures</i>	January 1, 2013	Yes	Not adopted
Amendments to PAS 32, <i>Offsetting Financial Assets and Financial Liabilities</i>	January 1, 2014	Yes	Not adopted
Philippine Interpretation IFRIC - 15, <i>Agreements for the Construction of Real Estate</i>	Deferred by SEC and FRSC	No	Not adopted
Philippine Interpretation IFRIC - 20, <i>Stripping Costs in the Production Phase of a Surface Mine</i>	January 1, 2013	Yes	Not adopted
Philippine Interpretations Committee (PIC) Q&A No. 2011-02: PFRS 3.2 - Common Control Business Combinations	January 1, 2012	Yes	Not adopted
PIC Q&A No. 2011-03: Accounting for Inter-company Loans	January 1, 2012	Yes	Not adopted
PIC Q&A No. 2011-04: PAS 32.37-38 - Costs of Public Offering of Shares	January 1, 2012	Yes	Not adopted
PIC Q&A No. 2011-05: PFRS 1.D1-D8 - Fair Value or Revaluation as Deemed Cost	January 25, 2012	Not mentioned	Not adopted

## FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The main purpose of the Group's financial instruments is to raise finances for the Group's operations. The Group has various other financial assets and liabilities such as trade receivables and trade payables, which arise directly from its operations.

The main risks arising from the Group's financial instruments are liquidity risk, market risk, and credit risk. The BOD reviews and agrees on the policies for managing these risks, as well as approving and authorizing risk limits set by management, summarized below. There were no changes in the policies for managing these risks.

### a. *Liquidity Risk*

Liquidity risk is the risk that the Group will be unable to meet its payment obligations as they fall due. The Group seeks to manage its liquidity risk to be able to meet its operating cash flow requirements, finance capital expenditures and service maturing debts. As an inherent part of its liquidity risk management, the Group regularly evaluates its projected and actual cash flows. To cover its short-term and long-term funding requirements, the Group intends to use internally generated funds and available short-term and long-term credit facilities. As at March 31, 2013 and December 31, 2012, the Group has available credit facilities with banks aggregating to ₱4.6 billion and ₱5.1 billion, respectively.

### b. *Market Risk*

Market risk is the risk of loss to future earnings, to fair values or to future cash flows that may result from changes in the price of a financial instrument. The value of a financial instrument may change as a result of changes in equity prices, foreign currency exchange rates, and interest rates.

#### *Equity Price Risk*

The Group's equity price risk exposure at year-end relates to financial assets whose values will fluctuate as a result of changes in market prices, principally, equity securities classified as AFS securities.

Quoted AFS securities assets are subject to price risk due to changes in market values of instruments arising either from factors specific to individual instruments or their issuers or factors affecting all instruments traded in the market. The Group's market risk policy requires it to manage such risks by setting and monitoring objectives and constraints on investments; diversification plan; and limits on investment in each industry or sector.

#### *Foreign Currency Risk*

Currency risk is the potential decline in the value of the financial instruments due to exchange rate fluctuations. Exposure to currency risk arises mainly when receivables and payables are denominated in a currency other than the Group's functional currency or will be denominated in such currency in the planned course of business.

Foreign currency risk is monitored and analyzed systematically and is managed centrally by the central finance department. The Group's policy is to maintain foreign currency exposure within existing internal regulations, and within acceptable risk limits as approved by the BOD.

#### *Interest Rate Risk*

The Group's exposure to market risk for changes in interest rates relates primarily to the Group's short-term and long-term obligations.

c. *Credit Risk*

The Group's exposure to credit risk on its receivables relates primarily to the inability of the debtors to pay and fully settle the unpaid balance of receivables owed to the Group. The Group manages its credit risk in accordance with its credit risk policies which requires the evaluation of the creditworthiness of the debtors. The Group's exposure to credit risk on its other receivables from debtors and related parties is managed through close account monitoring and setting limits.

There can be some credit exposures on project commitments and contingencies as of March 31, 2013 and December 31, 2012 represented by work accomplishments on backlog of projects which are not yet invoiced. These exposures are however limited to a few months work accomplishment as work are frozen as soon as the Group is able to determine that the risk of non-collection materializes. This risk is, however, mitigated by the Group's contractor's lien on the project. A contractor's lien is the legal right of a contractor (the Group) to takeover the project in-progress and has priority in the settlement of contractor's receivables and claims on the project in the event of insolvency of the project owner. The Group assesses that the value of projects in-progress is usually higher than receivables from and future commitments with the project owners.

Concentrations arise when a number of counterparties are engaged in similar business activities, or activities in the same geographic region, or have similar economic features that would cause their ability to meet contractual obligations to be similarly affected by changes in economic, political or other conditions.

Except for ZIFC which is involved in financing activities, and except for the cash and cash equivalents deposited to RCBC, the Group does not have any significant exposure to any individual customer or counterparty. ZIFC monitors concentrations of credit risk by sector.

**Item 3. 1Q 2012 Developments**

<b>A. New project or investments in another line of business of corporation</b>	None																								
<b>Composition of the Board of Directors</b>	<table border="0"> <tr><td>Helen Y. Dee</td><td>Chairperson</td></tr> <tr><td>Alfonso T. Yuchengco</td><td>Director</td></tr> <tr><td>Medel T. Nera</td><td>Director</td></tr> <tr><td>Antonino L. Alindogan</td><td>Director</td></tr> <tr><td>Reynaldo B. Vea</td><td>Director</td></tr> <tr><td>Francisco H. Licuanan III</td><td>Director</td></tr> <tr><td>Rizalino S. Navarro</td><td>Director</td></tr> <tr><td>Roberto F. de Ocampo</td><td>Director</td></tr> <tr><td>Wilfrido E. Sanchez</td><td>Director</td></tr> <tr><td>Yvonne S. Yuchengco</td><td>Director</td></tr> <tr><td>Renato C. Valencia</td><td>Director</td></tr> <tr><td>Isabel Caro Wilson</td><td>Director</td></tr> </table>	Helen Y. Dee	Chairperson	Alfonso T. Yuchengco	Director	Medel T. Nera	Director	Antonino L. Alindogan	Director	Reynaldo B. Vea	Director	Francisco H. Licuanan III	Director	Rizalino S. Navarro	Director	Roberto F. de Ocampo	Director	Wilfrido E. Sanchez	Director	Yvonne S. Yuchengco	Director	Renato C. Valencia	Director	Isabel Caro Wilson	Director
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Wilfrido E. Sanchez	Director																								
Yvonne S. Yuchengco	Director																								
Renato C. Valencia	Director																								
Isabel Caro Wilson	Director																								
<b>B. Performance of the corporation or result / progress of operations</b>	Please see unaudited consolidated financial statements and management's discussion on results of operations.																								
<b>C. Declaration of Dividends</b>	Declaration of P4.4 million in cash dividend to the stockholders of HI Preferred Shares covering the 1st quarter of Y2012, January to March 2012. The equivalent dividend per share is P0.003793. Record date is April 18, 2012 and the payment date, May 20, 2011.																								
<b>D. Contracts of merger, consolidation or joint venture; contract of management, licensing, marketing, distributorship, technical assistance or similar agreements</b>	None.																								
<b>E. Offering of rights, granting of Stock Options and corresponding plans therefore</b>	None.																								
<b>F. Acquisition of additional mining claims or other capital assets or patents, formula, real estate</b>	None.																								
<b>G. Other information, material events or happenings that may have affected or may affect market price of security</b>	None.																								
<b>H. Transferring of assets except in normal course of business</b>	None.																								

#### Item 4. Other Notes to 1Q 2011 Operations and Financials

- |   |  |
|---|--|
| I. Nature and amount of items affecting assets, liabilities, equity, net income, or cash flows that are unusual because of their nature, size, or incidents   | Please see Notes to Financial Statements   |
| J. Nature and amount of changes in estimates of amounts reported in prior periods and their material effect in the current period   | None.  |
| K. New financing through loans / issuances, repurchases, and repayments of debt and equity securities   | Borrowings and repayments of loans are being undertaken on a number of creditor banks. |
| L. Material events subsequent to the end of the interim period that have not been reflected in the financial statements for the interim period  | None.  |
| M. The effect of changes in the composition of the issuer during the interim period including business combinations, acquisition, or disposal of subsidiaries and long-term investments, restructurings, and discontinuing operations | None.  |
| N. Changes in contingent liabilities or contingent assets since the last annual balance sheet date  | None.  |
| O. Existence of material contingencies and other material events or transactions during the interim period  | None.  |
| P. Events that will trigger direct or contingent financial obligation that is material to the company, including any default or acceleration of an obligation   | None.  |
| Q. Material off-balance sheet transactions, arrangements, obligations (including contingent obligations), and other relationships of the company with unconsolidated entities or other persons created during the reporting period    | None.  |
| R. Material commitments for capital expenditures, general purpose and expected sources of funds   | None.  |

<b>S. Known trends, events or uncertainties that have had or that are reasonably expected to have impact on sales / revenues / income from continuing operations</b>	Uncertainties remain as to whether the country will continue to be affected by regional trends in the coming months. The financial statements do not include any adjustments that might result from these uncertainties. Related effects will be reported in the financial statements, as they become known and estimable.
<b>T. Significant elements of income or loss that did not arise from continuing operations</b>	None.
<b>U. Causes for any material change/s from period to period in one or more line items of the financial statements</b>	Please see Notes to Financial Statements
<b>V. Seasonal aspects that had material effect on the financial condition or results of operations</b>	Not applicable.
<b>W. Disclosures not made under SEC From 17-C</b>	None.

### **Discussion and Analysis of Material Events**

Any known trends, demands, commitments, events or uncertainties that will have a material effect on the issuer's liquidity – Future revenues will depend on the number of enrollees and schedule of tuition fees for the 100% owned subsidiary – MCI. Sources of liquidity will depend on the dividend policy of MCI and repayment schedule of bank loans.

Any material commitments for capital expenditures, the general purpose of such commitments and the expected results of fund for such expenditures –  
*None*

### **OTHER INFORMATION**

No significant events happened which were not disclosed under SEC FORM 17-C.





**HI**

**House of Investments, Inc.**

A YGC Member

**ANNEX “ B “**

**House of Investments, Inc. and Subsidiaries**

**Consolidated Financial Statements  
December 31, 2012 and 2011**

**and**

**Report of Independent Auditors**



**HI**


**HOUSE OF INVESTMENTS, INC.**  
A YGC Member

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


The management of House of Investments, Inc. and Subsidiaries is responsible for the preparation and fair presentation of the consolidated financial statements for the years ended December 31, 2012, 2011 and 2010, including the additional components attached therein, in accordance with Philippine Financial Reporting Standards. This responsibility includes designing and implementing internal controls relevant to the preparation and fair presentation of the consolidated financial statements that are free from material misstatement, whether due to fraud or error, selecting and applying appropriate accounting policies, and making accounting estimates that are reasonable in the circumstances.

The Board of Directors reviews and approves the consolidated financial statements and submits the same to the stockholders.

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

  
**HELEN Y. DEE**  
Chairman of the Board


  
**MEDEL T. NERA**  
Chief Executive Officer

  
**RAOUL A. VILLEGAS**  
Vice President & Group CFO

Signed this 22<sup>nd</sup> day of March, 2013

DOC. NO. 415  
PAGE NO. 84  
BOOK NO. 169  
SERIES OF 2014

SUBSCRIBED AND SWORN TO BEFORE  
ME THIS DAY OF \_\_\_\_\_ IN THE CITY  
OF MAKATI AFFIANT EXHIBITED HIS/HER  
COMMUNITY TAX CERT. NO. \_\_\_\_\_  
ISSUED ON \_\_\_\_\_ ISSUED AT \_\_\_\_\_

  
**RUBEN T.M. RAMIREZ**  
NOTARY PUBLIC  
Until Dec. 31, 2013  
IBP No. 913800 / CY-2013-Pasig  
Roll No. 28947 / MCLE-3 No. 0020050  
PTR No. 3671124 / 1-2-13 Makati City

## INDEPENDENT AUDITORS' REPORT

The Stockholders and the Board of Directors  
House of Investments, Inc.  
3rd Floor Grepalife Building  
219 Sen. Gil J. Puyat Avenue  
Makati City

We have audited the accompanying consolidated financial statements of House of Investments, Inc. and its subsidiaries, which comprise the consolidated statements of financial position as at December 31, 2012 and 2011, and the consolidated statements of income, statements of comprehensive income, statements of changes in equity and statements of cash flows for each of the three years in the period ended December 31, 2012, and a summary of significant accounting policies and other explanatory information.

### *Management's Responsibility for the Consolidated Financial Statements*

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

### *Auditors' Responsibility*

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

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

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



***Opinion***

In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of House of Investments, Inc. and its subsidiaries as at December 31, 2012 and 2011, and their financial performance and their cash flows for each of the three years in the period ended December 31, 2012 in accordance with Philippine Financial Reporting Standards.

SYCIP GORRES VELAYO & CO.

*Cyril Jasmin B. Valencia*  
Cyril Jasmin B. Valencia  
Partner  
CPA Certificate No. 90787  
SEC Accreditation No. 1229-A (Group A),  
May 31, 2012, valid until May 30, 2015  
Tax Identification No. 162-410-623  
BIR Accreditation No. 08-001998-74-2012,  
April 11, 2012, valid until April 10, 2015  
PTR No. 3670033, January 2, 2013, Makati City

March 22, 2013



**HOUSE OF INVESTMENTS, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF FINANCIAL POSITION**

	<b>December 31</b>	
	<b>2012</b>	<b>2011</b>
<b>ASSETS</b>		
<b>Current Assets</b>		
Cash and cash equivalents (Notes 4, 5 and 21)	<b>₱2,126,214,931</b>	₱2,167,119,236
Accounts receivable (Notes 4 and 7)	<b>4,779,775,167</b>	3,926,140,871
Current portion of loans receivable (Notes 4 and 6)	<b>13,262,879</b>	400,919,333
Costs and estimated earnings in excess of billings on uncompleted contracts (Note 8)	<b>1,390,688,809</b>	1,729,876,639
Inventories (Notes 9 and 19)	<b>947,452,970</b>	656,807,317
Due from related parties (Notes 4 and 21)	<b>15,521,030</b>	61,330,556
Prepaid expenses and other current assets (Notes 4 and 10)	<b>984,776,564</b>	736,027,116
Total Current Assets	<b>10,257,692,350</b>	9,678,221,068
<b>Noncurrent Assets</b>		
Investments in associates and joint ventures (Notes 12 and 34)	<b>1,381,325,564</b>	1,324,629,998
Available-for-sale securities (Notes 4 and 11)	<b>500,414,941</b>	451,542,999
Investment properties (Notes 15 and 18)	<b>287,267,988</b>	328,240,451
Property and equipment (Notes 13 and 19)		
At cost	<b>4,093,611,162</b>	3,273,300,109
At revalued amount	<b>2,605,448,126</b>	2,485,751,926
Loans receivable - net of current portion (Notes 4 and 6)	<b>6,120,099</b>	1,131,780,716
Deferred tax assets - net (Notes 31 and 34)	<b>163,453,063</b>	184,622,610
Goodwill (Note 14)	<b>512,796,021</b>	512,796,021
Other noncurrent assets - net (Notes 4, 16, 21 and 30)	<b>117,704,776</b>	649,175,451
Total Noncurrent Assets	<b>9,668,141,740</b>	10,341,840,281
	<b>₱19,925,834,090</b>	₱20,020,061,349
<b>LIABILITIES AND EQUITY</b>		
<b>Current Liabilities</b>		
Loans payable (Notes 4, 18 and 21)	<b>₱1,951,100,000</b>	₱4,088,090,020
Accounts payable and accrued expenses (Notes 4 and 17)	<b>3,917,180,704</b>	3,201,210,185
Current portion of long-term debt (Notes 4, 19 and 21)	<b>731,076,104</b>	589,400,000
Current portion of lease liability (Notes 4 and 36)	<b>941,995</b>	-
Billings in excess of costs and estimated earnings on uncompleted contracts (Note 8)	<b>2,713,871,480</b>	1,862,748,047
Unearned tuition fees	<b>63,621,615</b>	167,724,182
Income tax payable (Notes 31 and 34)	<b>269,372,013</b>	207,830,175
Due to related parties (Notes 4 and 21)	<b>32,713,060</b>	58,234,792
Customers' deposits	<b>30,114,903</b>	59,301,429
Total Current Liabilities	<b>9,709,991,874</b>	10,234,538,830

(Forward)



	<b>December 31</b>	
	<b>2012</b>	2011
<b>Noncurrent Liabilities</b>		
Long-term debt - net of current portion (Notes 4, 19 and 21)	<b>₱811,750,000</b>	₱1,322,557,776
Lease liability - net of current portion (Notes 4 and 36)	<b>6,878,279</b>	22,784,043
Accrued retirement liability (Note 30)	<b>154,821,730</b>	142,209,911
Deferred tax liabilities - net (Notes 31 and 34)	<b>70,173,082</b>	69,682,493
Total Noncurrent Liabilities	<b>1,043,623,091</b>	1,557,234,223
Total Liabilities	<b>10,753,614,965</b>	11,791,773,053
<b>Equity</b>		
Capital stock (Note 35)		
Preferred stock	<b>421,284,050</b>	466,478,729
Common stock	<b>924,252,111</b>	923,965,542
Additional paid-in capital	<b>154,578,328</b>	154,578,328
Revaluation increment on land (Note 13)	<b>291,703,332</b>	273,067,196
Cumulative translation adjustment (Notes 12 and 39)	<b>(72,974,883)</b>	(22,420,704)
Net accumulated unrealized gain on available-for-sale securities (Note 11)	<b>94,703,117</b>	76,012,323
Retained earnings (Note 37)	<b>3,905,379,248</b>	3,085,799,430
	<b>5,718,925,303</b>	4,957,480,844
Noncontrolling interest	<b>3,453,293,822</b>	3,270,807,452
Total Equity	<b>9,172,219,125</b>	8,228,288,296
	<b>₱19,925,834,090</b>	₱20,020,061,349

*See accompanying Notes to Consolidated Financial Statements.*



**HOUSE OF INVESTMENTS, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF INCOME**

	<b>Years Ended December 31</b>		
	<b>2012</b>	<b>2011</b>	<b>2010</b>
<b>REVENUES</b> (Note 34)			
Sales of services - net	<b>₱14,164,147,800</b>	₱9,462,913,802	₱7,597,239,508
Sales of goods - net	<b>4,709,095,547</b>	4,232,880,851	6,073,305,021
School and related operations	<b>1,737,001,921</b>	1,553,867,070	1,438,115,869
Interest and discounts	<b>3,432,013</b>	221,320,917	203,936,790
Dividends	<b>9,032,242</b>	9,160,275	79,460,765
	<b>20,622,709,523</b>	15,480,142,915	15,392,057,953
<b>COSTS OF SALES AND SERVICES</b> (Note 23)			
Cost of services (Note 25)	<b>12,302,867,765</b>	7,850,206,165	6,188,034,783
Cost of goods sold	<b>4,355,700,774</b>	3,917,219,324	5,668,318,916
Cost of school and related operations (Note 26)	<b>877,831,564</b>	803,354,247	765,689,452
	<b>17,536,400,103</b>	12,570,779,736	12,622,043,151
<b>GROSS PROFIT</b>	<b>3,086,309,420</b>	2,909,363,179	2,770,014,802
<b>GENERAL AND ADMINISTRATIVE EXPENSES</b> (Note 27)	<b>(1,638,408,943)</b>	(1,895,291,959)	(1,684,226,830)
<b>OTHER INCOME</b> - net (Note 22)	<b>333,327,349</b>	669,777,663	530,548,277
<b>EQUITY IN NET EARNINGS OF ASSOCIATES</b> (Notes 12 and 34)	<b>475,682,381</b>	378,384,802	361,059,705
<b>INTEREST AND FINANCE CHARGES</b> (Notes 18, 19, 21, 29 and 34)	<b>(148,528,151)</b>	(322,072,768)	(367,677,916)
<b>INCOME BEFORE INCOME TAX</b>	<b>2,108,382,056</b>	1,740,160,917	1,609,718,038
<b>PROVISION FOR INCOME TAX</b> (Notes 31 and 34)	<b>548,448,691</b>	389,862,187	347,002,755
<b>NET INCOME</b>	<b>₱1,559,933,365</b>	₱1,350,298,730	₱1,262,715,283
Attributable to:			
Equity holders of the Parent Company (Notes 32 and 34)	<b>₱885,556,308</b>	₱805,470,851	₱775,628,608
Noncontrolling interest	<b>674,377,057</b>	544,827,879	487,086,675
	<b>₱1,559,933,365</b>	₱1,350,298,730	₱1,262,715,283
<b>EARNINGS PER SHARE ATTRIBUTABLE TO EQUITY HOLDERS OF THE PARENT - BASIC AND DILUTED</b> (Note 32)	<b>₱0.987</b>	₱0.869	₱0.808

*See accompanying Notes to Consolidated Financial Statements.*



**HOUSE OF INVESTMENTS, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**

	Years Ended December 31		
	2012	2011	2010
<b>NET INCOME</b>	<b>₱1,559,933,365</b>	₱1,350,298,730	₱1,262,715,283
<b>OTHER COMPREHENSIVE INCOME (LOSS)</b>			
Cumulative translation adjustments (Notes 12 and 39)	(100,937,572)	(8,829,237)	(67,079,769)
Net unrealized gain on available-for-sale securities (Note 11)	20,213,896	12,653,445	11,253,128
Revaluation increment on land - net of tax (Notes 13 and 31)	24,574,582	16,721,351	16,314,909
Total other comprehensive income (loss)	(56,149,094)	20,545,559	(39,511,732)
<b>TOTAL COMPREHENSIVE INCOME, NET OF TAX</b>	<b>₱1,503,784,271</b>	₱1,370,844,289	₱1,223,203,551
<b>COMPREHENSIVE INCOME ATTRIBUTABLE TO:</b>			
Equity holders of the Parent Company	₱872,329,059	₱828,337,038	₱769,150,350
Noncontrolling interest	631,455,212	542,507,251	454,053,201
	<b>₱1,503,784,271</b>	₱1,370,844,289	₱1,223,203,551

*See accompanying Notes to Consolidated Financial Statements.*





**HOUSE OF INVESTMENTS, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY**

	Attributable to Equity Holders of the Parent Company							Total	Noncontrolling Interest	Total
	Preferred Stock (Note 35)	Common Stock (Note 35)	Additional Paid-in Capital	Revaluation Increment on Land - net (Note 13)	Cumulative Translation Adjustment (Notes 12 and 39)	Net Accumulated Unrealized Gain on Available-for-Sale Securities (Note 11)	Retained Earnings (Note 37)			
	For the Year Ended December 31, 2012									
Balances as at January 1, 2012	₱466,478,729	₱923,965,542	₱154,578,328	₱273,067,196	(₱22,420,704)	₱76,012,323	₱3,085,799,430	₱3,270,807,452	₱8,228,288,296	
Redemption of preferred shares	(44,908,110)	—	—	—	—	—	—	—	(44,908,110)	
Conversion to common stock	(286,569)	286,569	—	—	—	—	—	—	—	
Sale of subsidiary	—	—	—	—	—	—	—	(337,736,180)	(337,736,180)	
Net income	—	—	—	—	—	—	885,556,308	674,377,057	1,559,933,365	
Other comprehensive income (loss)	—	—	—	18,636,136	(50,554,179)	18,690,794	—	(42,921,845)	(56,149,094)	
Total comprehensive income for the year	—	—	—	18,636,136	(50,554,179)	18,690,794	885,556,308	631,455,212	1,503,784,271	
Dividends declared by Parent Company	—	—	—	—	—	—	(65,976,490)	—	(65,976,490)	
Dividends declared by subsidiaries	—	—	—	—	—	—	—	(111,232,662)	(111,232,662)	
<b>Balances as at December 31, 2012</b>	<b>₱421,284,050</b>	<b>₱924,252,111</b>	<b>₱154,578,328</b>	<b>₱291,703,332</b>	<b>(₱72,974,883)</b>	<b>₱94,703,117</b>	<b>₱3,905,379,248</b>	<b>₱3,453,293,822</b>	<b>₱9,172,219,125</b>	
	For the Year Ended December 31, 2011									
Balances as at January 1, 2011	₱516,287,973	₱923,872,075	₱154,578,328	₱258,317,765	(₱17,998,139)	₱63,473,002	₱2,346,866,419	₱2,848,843,029	₱7,094,240,452	
Redemption of preferred shares	(49,715,777)	—	—	—	—	—	—	—	(49,715,777)	
Conversion to common stock	(93,467)	93,467	—	—	—	—	—	—	—	
Purchase of noncontrolling interest	—	—	—	—	—	—	—	(5,786,652)	(5,786,652)	
Net income	—	—	—	—	—	—	805,470,851	544,827,879	1,350,298,730	
Other comprehensive income (loss)	—	—	—	14,749,431	(4,422,565)	12,539,321	—	(2,320,628)	20,545,559	
Total comprehensive income for the year	—	—	—	14,749,431	(4,422,565)	12,539,321	805,470,851	542,507,251	1,370,844,289	
Dividends declared by Parent Company	—	—	—	—	—	—	(66,537,840)	—	(66,537,840)	
Dividends declared by subsidiaries	—	—	—	—	—	—	—	(114,756,176)	(114,756,176)	
<b>Balances as at December 31, 2011</b>	<b>₱466,478,729</b>	<b>₱923,965,542</b>	<b>₱154,578,328</b>	<b>₱273,067,196</b>	<b>(₱22,420,704)</b>	<b>₱76,012,323</b>	<b>₱3,085,799,430</b>	<b>₱3,270,807,452</b>	<b>₱8,228,288,296</b>	



Attributable to Equity Holders of the Parent Company

	Preferred Stock (Note 35)	Common Stock (Note 35)	Additional Paid-in Capital	Revaluation Increment on Land - net (Note 13)	Cumulative Translation Adjustment (Notes 12 and 39)	Unrealized Gain on Available-for-Sale Securities (Note 11)	Retained Earnings (Note 37)	Noncontrolling Interest	Total
For the Year Ended December 31, 2010									
Balances as at January 1, 2010	¥585,961,292	¥923,872,075	¥154,578,328	¥242,993,144	¥15,602,117	¥51,675,625	¥1,652,682,860	¥2,501,252,673	¥6,128,618,114
Redemption of preferred shares	(69,673,319)	-	-	-	-	-	-	-	(69,673,319)
Acquisition of subsidiary's shares	-	-	-	-	-	-	-	(1,274,064)	(1,274,064)
Net income	-	-	-	-	-	-	775,628,608	487,086,675	1,262,715,283
Other comprehensive income (loss)	-	-	-	15,324,621	(33,600,256)	11,797,377	-	(33,033,474)	(39,511,732)
Total comprehensive income for the year	-	-	-	15,324,621	(33,600,256)	11,797,377	775,628,608	454,053,201	1,223,203,551
Dividends declared by Parent Company	-	-	-	-	-	-	(81,445,049)	-	(81,445,049)
Dividends declared by subsidiaries	-	-	-	-	-	-	-	(105,188,781)	(105,188,781)
Balances as at December 31, 2010	¥516,287,973	¥923,872,075	¥154,578,328	¥258,317,765	¥(17,998,139)	¥63,473,002	¥2,346,866,419	¥2,848,843,029	¥7,094,240,452

See accompanying Notes to Consolidated Financial Statements.



**HOUSE OF INVESTMENTS, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**

	Years Ended December 31		
	2012	2011	2010
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>			
Income before income tax	<b>₱2,108,382,056</b>	₱1,740,160,917	₱1,609,718,038
Adjustments for:			
Depreciation and amortization (Notes 13, 15, 16 and 28)	<b>475,027,189</b>	489,852,132	445,283,871
Interest and finance charges (Note 29)	<b>148,528,151</b>	324,458,944	369,945,908
Casualty losses	–	88,087,868	–
Loss on write off of investment properties	<b>16,152,771</b>	–	–
Movement in accrued retirement liability (Note 30)	<b>12,611,819</b>	(17,753,006)	2,580,405
Movement in retirement asset (Note 30)	<b>9,273,800</b>	(1,392,864)	(12,239,749)
Gain on redemption of shares by investee - SPC (Notes 11 and 22)	–	–	(26,606,948)
Impairment loss (recovery) on investment in associates (Notes 12 and 27)	<b>(1,205,357)</b>	(3,200,000)	8,000,000
Gain on sale of property and equipment (Notes 13 and 22)	<b>(1,330,148)</b>	(5,099,241)	(2,569,149)
Gain on sale of investment properties (Notes 15 and 22)	<b>(1,460,384)</b>	(45,214,942)	(65,774)
Dividend income	<b>(9,032,242)</b>	(9,160,275)	(79,460,765)
Gain on sale of available-for-sale securities (Notes 11 and 22)	<b>(12,537,522)</b>	(22,326,927)	(11,943,500)
Effects of exchange rates (Note 22)	<b>(19,398,002)</b>	46,235,307	(82,313,369)
Gain on sale of a subsidiary	<b>(43,975,648)</b>		
Interest income (Note 22)	<b>(71,301,381)</b>	(89,652,041)	(108,374,509)
Equity in net earnings of associates and joint ventures (Note 12)	<b>(475,682,381)</b>	(378,384,802)	(361,059,705)
Operating income before changes in operating assets and liabilities	<b>2,134,052,721</b>	2,116,611,070	1,750,894,754
Changes in operating assets and liabilities:			
Decrease (increase) in:			
Accounts receivable	<b>(959,275,611)</b>	(626,243,392)	(201,491,353)
Loans receivable	<b>(14,319,351)</b>	(171,485,589)	(132,358,839)
Costs and estimated earnings in excess of billings on uncompleted contracts	<b>349,762,882</b>	(1,265,789,515)	1,015,936,309
Inventories	<b>(312,682,963)</b>	355,995,258	(238,841,847)
Prepaid expenses and other current assets	<b>(43,274,911)</b>	(205,445,294)	(16,107,611)
Increase (decrease) in:			
Accounts payable and accrued expenses	<b>923,651,421</b>	285,708,850	524,577,597
Customers' deposits	<b>(29,186,526)</b>	6,582,168	7,306,088
Billings in excess of costs and estimated earnings on uncompleted contracts	<b>851,123,433</b>	612,089,634	(200,229,970)
Unearned tuition fees	<b>(104,102,567)</b>	30,409,033	121,037,138
Net cash generated from operations	<b>2,795,748,528</b>	1,138,432,223	2,630,722,266
Interest received	<b>70,758,814</b>	90,897,791	104,221,958
Interest and finance charges paid	<b>(155,698,823)</b>	(324,881,812)	(367,315,261)
Income tax paid	<b>(478,376,222)</b>	(344,727,145)	(370,394,533)
Net cash flows provided by operating activities	<b>2,232,432,297</b>	559,721,057	1,997,234,430
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>			
Payments received from (advances to) related parties	<b>45,809,526</b>	39,986,330	261,424,199
Investments in associates and joint ventures (Note 12)	–	–	(8,000,000)
Purchase of noncontrolling interest	–	(5,786,652)	–
Acquisitions of investment properties (Notes 15 and 38)	<b>(231,391)</b>	–	(10,240,000)
Proceeds from disposal of investment properties (Note 15)	<b>11,085,718</b>	90,429,884	542,441
Increase (decrease) in other noncurrent assets	<b>33,299,387</b>	(101,955,372)	(11,814,975)

(Forward)



	<b>Years Ended December 31</b>		
	<b>2012</b>	<b>2011</b>	<b>2010</b>
Proceeds from disposals (acquisitions) of available-for-sale securities (Note 11)	<b>(₱16,120,524)</b>	₱32,118,806	(₱133,308,918)
Acquisitions of property and equipment (Notes 13 and 38)	<b>(1,986,323,576)</b>	(1,372,515,252)	(1,179,577,017)
Proceeds from sale of property and equipment	<b>8,143,193</b>	25,168,557	29,418,432
Dividends received	<b>363,676,085</b>	369,917,433	71,199,024
Net cash proceeds from sale of a subsidiary (Note 38)	<b>(259,818,383)</b>	–	–
Net cash flows used in investing activities	<b>(1,800,479,965)</b>	(922,636,266)	(980,356,814)
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>			
Proceeds from:			
Loans payable	<b>2,591,167,252</b>	4,093,498,009	3,962,084,175
Long-term debt	<b>209,750,000</b>	673,630,912	1,243,184,589
Payments of:			
Loans payable	<b>(2,917,347,252)</b>	(3,442,150,758)	(4,287,736,555)
Long-term debt	<b>(64,730,914)</b>	(580,619,940)	(1,399,401,637)
Lease liability	<b>(14,963,769)</b>	22,784,043	(133,299,738)
Advances from related parties	<b>(25,521,732)</b>	(81,698,605)	159,355,485
Redemption of preferred shares	<b>(44,908,110)</b>	(49,715,777)	(69,673,319)
Cash dividends paid	<b>(186,450,188)</b>	(182,474,547)	(206,075,312)
Net cash flows provided by (used in) financing activities	<b>(453,004,713)</b>	453,253,337	(731,562,312)
<b>EFFECTS OF EXCHANGE RATE CHANGES</b>			
<b>ON CASH AND CASH EQUIVALENTS</b>	<b>(19,851,924)</b>	4,381,071	2,786,635
<b>NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS</b>	<b>(40,904,305)</b>	94,719,199	288,101,939
<b>CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR</b>	<b>2,167,119,236</b>	2,072,400,037	1,784,298,098
<b>CASH AND CASH EQUIVALENTS AT END OF YEAR (Note 5)</b>	<b>₱2,126,214,931</b>	₱2,167,119,236	₱2,072,400,037

*See accompanying Notes to Consolidated Financial Statements.*



# HOUSE OF INVESTMENTS, INC. AND SUBSIDIARIES

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## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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### 1. Corporate Information

House of Investments, Inc. (the Parent Company) is a stock corporation incorporated under the laws of the Republic of the Philippines on May 21, 1959. The principal activities of the Parent Company and its subsidiaries (collectively known as the Group) are described in Note 34.

The registered office address of the Parent Company is at 3rd Floor Grepalife Building, 219 Sen. Gil J. Puyat Avenue, Makati City.

The Parent Company's shares of stock are listed and are currently traded at the Philippine Stock Exchange (PSE). The ultimate parent company of the Group is Pan Malayan Management and Investment Corporation (PMMIC).

The accompanying consolidated financial statements were approved and authorized for issue by the Board of Directors (BOD) on March 22, 2013.

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### 2. Summary of Significant Accounting Policies

#### Basis of Preparation

The accompanying consolidated financial statements of the Group have been prepared under the historical cost basis, except for land, which is carried at revalued amount and available-for-sale (AFS) securities which are measured at fair value. The accompanying consolidated financial statements are presented in Philippine Peso (Php, ₱), which is also the Parent Company's functional currency. Except as indicated, all amounts are rounded off to the nearest peso.

#### Statement of Compliance

The consolidated financial statements of the Group have been prepared in compliance with Philippine Financial Reporting Standards (PFRS).

#### Basis of Consolidation

The consolidated financial statements include the accounts of the Parent Company and the following subsidiaries. All subsidiaries are incorporated and operating in the Philippines, except as otherwise indicated below:

Subsidiaries	Percentage of ownership		
	2012	2011	2010
Landev Corporation and subsidiaries	100.00	100.00	100.00
Xamdu Motors, Inc. (Xamdu)	100.00	100.00	100.00
Investment Managers, Inc.	100.00	100.00	100.00
Zamboom Realty and Development Corporation	100.00	100.00	100.00
Zamboanga Carriers, Inc.	100.00	100.00	100.00
iPeople, inc. (iPeople) and subsidiaries	67.34	67.34	67.34
Honda Cars Kalookan, Inc. (HCKI)	55.00	55.00	55.00
EEI Corporation (EEI) and subsidiaries	50.09	50.09	50.09

(Forward)



Subsidiaries	Percentage of ownership		
	2012	2011	2010
Zamboanga Industrial Finance Corporation (ZIFC)	<b>50.00</b>	50.00	50.00
First Malayan Leasing and Finance Corporation (FMLFC) and subsidiary	–	45.11	45.11
Malayan Rental Corporation (MRC)	–	45.11	45.11

Landev Corporation and subsidiaries includes Greyhounds Security and Investigation Agency Corp. (Greyhounds) and Hexagon Lounge, Inc.

On December 8, 2011, the BOD authorized the Parent Company to sell 210,336,069 common shares of FMLFC, registered in the name of the Parent Company and its nominees, to RCBC for ₱1.53 per share under such terms and conditions mutually agreed upon and is subject to the approval of the Bangko Sentral ng Pilipinas (BSP). On March 12, 2012, BSP approved the 100% acquisition of FMLFC by RCBC. On March 28, 2012, the Parent Company sold its 210,336,069 common shares in FMLFC to RCBC for a consideration of ₱158.0 million. The carrying value of FMLFC's net assets at the time of sale amounted to ₱204.0 million, resulting to a gain on loss of control amounting to ₱44.0 million, which is presented under other income in the consolidated statements of income.

iPeople's percentage of ownership in the shares of its subsidiaries follows:

Subsidiaries	Percentage of ownership		
	2012	2011	2010
Malayan Colleges, Inc. (MCI) (Operating Under the Name of Mapua Institute of Technology) and subsidiaries:	<b>93.00</b>	93.00	93.00
Direct ownership of MCI on its subsidiaries:			
Mapua Information Technology Center, Inc. (MITC)	<b>100.00</b>	100.00	100.00
Mapua Techserv, Inc. (MTI)	<b>100.00</b>	100.00	100.00
Mapua Techpower, Inc.	<b>75.00</b>	75.00	75.00
San Lorenzo Ruiz Institute of Health Sciences, Inc. (SLRHSI)	<b>100.00</b>	100.00	100.00
Malayan High School of Science, Inc. (MHSSI)	<b>100.00</b>	100.00	100.00
Malayan Colleges Laguna, Inc. (MCLI) led by a Mapua School of Engineering	<b>100.00</b>	100.00	100.00
People eServe Corporation (People eServe)	<b>100.00</b>	100.00	100.00
Pan Pacific Computer Center, Inc. (PPCCI)	<b>100.00</b>	100.00	70.00

Mapua Techpower, Inc. was incorporated on October 19, 2010.

On March 30, 2011, iPeople purchased the remaining 30% share of Grepalife in PPCCI for ₱6.30 million, making PPCCI a 100% owned subsidiary.



EEI's percentage of ownership in the shares of its subsidiaries follows:

Subsidiaries	Place of Incorporation	Percentage of Ownership		
		2012	2011	2010
EEI (BVI) Limited (EEI BVI) and Subsidiaries:	British Virgin Islands	<b>100.00</b>	100.00	100.00
Clear Jewel Investments, Ltd. (CJIL)	Hongkong	<b>100.00</b>	100.00	100.00
EEI Corporation (Singapore) Pte. Ltd. (EEI Singapore)	Singapore	<b>100.00</b>	100.00	100.00
EEI Nouvelle-Caledonie SARL	New Caledonia	<b>100.00</b>	100.00	100.00
Nimaridge Investments, Limited and Subsidiary	British Virgin Islands	<b>100.00</b>	100.00	100.00
EEI (PNG) Ltd.	Papua New Guinea	<b>100.00</b>	100.00	100.00
EEI Corporation (Guam) Inc.	United States of America	<b>100.00</b>	100.00	100.00
EEI Construction and Marine Inc. (EEI Marine)	Philippines	<b>100.00</b>	100.00	100.00
EEI Power Corporation (EEI Power)	Philippines	<b>100.00</b>	100.00	100.00
EEI Realty Corporation (EEI Realty)	Philippines	<b>100.00</b>	100.00	100.00
EEI Subic Corporation	Philippines	<b>100.00</b>	100.00	100.00
Equipment Engineers, Inc. (EE)	Philippines	<b>100.00</b>	100.00	100.00
Gulf Asia International Corporation (GAIC)	Philippines	<b>100.00</b>	100.00	100.00
GAIC Professional Services, Inc. (GAPSI)	Philippines	<b>100.00</b>	100.00	100.00
GAIC Manpower Services, Inc. (GAMSI)	Philippines	<b>100.00</b>	100.00	100.00
Bagumbayan Equipment & Industrial Products, Inc.	Philippines	<b>100.00</b>	100.00	100.00
Philmark, Inc.	Philippines	<b>100.00</b>	100.00	100.00
Philrock Construction and Services, Inc.	Philippines	<b>100.00</b>	100.00	100.00

EEI Singapore was incorporated on January 25, 2010.

The financial statements of the subsidiaries are prepared for the same reporting year as the Parent Company.

Subsidiaries are fully consolidated from the date of acquisition, being the date on which the Group obtains control, and continue to be consolidated until the date when such control ceases. All intragroup balances, transactions, unrealized gains and losses resulting from intra-group transactions and dividends are eliminated in full.

Losses within a subsidiary are attributed to the noncontrolling interest until the balance is reduced to nil. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Group loses control over a subsidiary, it:

- Derecognizes the assets (including goodwill) and liabilities of the subsidiary
- Recognizes the fair value of the consideration received
- Recognizes the fair value of any investment retained
- Recognizes any surplus or deficit in profit or loss
- Reclassifies the Group's share of components previously recognized in other comprehensive income to profit or loss or retained earnings, as appropriate.

Where ownership on certain subsidiaries is 50% or below but the Group has demonstrated that it has the power to govern the financial and operating policies (i.e., through representation by the majority members of the BOD) and the other stockholders have not organized their interest in such a way that they exercise more votes than the Group, these subsidiaries are also consolidated.

Noncontrolling interest represents the portion of profit or loss and net assets not held by the Group and are presented separately in the consolidated statement of income and within the equity in the consolidated statement of financial position, separately from the Group's shareholders' equity.



#### Changes in Accounting Policies and Disclosures

The accounting policies adopted are consistent with those of the previous financial year except for the following new and amended PFRS and Philippine Accounting Standards (PAS) which were adopted as of January 1, 2012. Except as otherwise indicated, the adoption of these new accounting standards and amendments have no material impact on the Group's consolidated financial statements.

- PFRS 7, *Financial Instruments: Disclosures - Transfers of Financial Assets* (Amendments)  
The amendments require additional disclosures about financial assets that have been transferred but not derecognized to enhance the understanding of the relationship between those assets that have not been derecognized and their associated liabilities. In addition, the amendments require disclosures about continuing involvement in derecognized assets to enable users of financial statements to evaluate the nature of, and risks associated with, the entity's continuing involvement in those derecognized assets. The amendments are effective for periods beginning on or after July 1, 2011. The Group has no financial assets that have been transferred but have not been derecognized.
- PAS 12, *Income Taxes - Deferred Tax: Recovery of Underlying Assets* (Amendments)  
This amendment to PAS 12 clarifies the determination of deferred tax on investment property measured at fair value. The amendment introduces a rebuttable presumption that the carrying amount of investment property measured using the fair value model in PAS 40, *Investment Property*, will be recovered through sale and, accordingly, requires that any related deferred tax should be measured on a 'sale' basis. The presumption is rebutted if the investment property is depreciable and it is held within a business model whose objective is to consume substantially all of the economic benefits in the investment property over time ('use' basis), rather than through sale. Furthermore, the amendment introduces the requirement that deferred tax on non-depreciable assets measured using the revaluation model in PAS 16, *Property, Plant and Equipment*, always be measured on a sale basis of the asset. The amendments are effective for periods beginning on or after January 1, 2012. The adoption of this new standard did not result to any adjustment in the consolidated financial statements because the Group's determination of deferred tax is already consistent with the requirements of the new standard.

#### Standards Issued but not yet Effective

Standards, interpretations, amendments to standards and improvements to standards issued but not effective up to the date of issuances of the Group's consolidated financial statements are listed below. The Group will adopt these standards, interpretations, amendments to standards and improvements when these become effective. Except as otherwise indicated, the Group does not expect the adoption of these new and amended standards and interpretations to have significant impact on its consolidated financial statements.

#### *Effective in 2013*

- PFRS 7, *Financial Instruments: Disclosures - Offsetting Financial Assets and Financial Liabilities* (Amendments)  
These amendments require an entity to disclose information about rights of set-off and related arrangements (such as collateral agreements). The new disclosures are required for all recognized financial instruments that are set off in accordance with PAS 32. These disclosures also apply to recognized financial instruments that are subject to an enforceable master netting arrangement or 'similar agreement', irrespective of whether they are set-off in accordance with PAS 32. The amendments require entities to disclose, in a tabular format





unless another format is more appropriate, the following minimum quantitative information. This is presented separately for financial assets and financial liabilities recognized at the end of the reporting period:

- a) The gross amounts of those recognized financial assets and recognized financial liabilities;
- b) The amounts that are set off in accordance with the criteria in PAS 32 when determining the net amounts presented in the statement of financial position;
- c) The net amounts presented in the statement of financial position;
- d) The amounts subject to an enforceable master netting arrangement or similar agreement that are not otherwise included in (b) above, including:
  - i. Amounts related to recognized financial instruments that do not meet some or all of the offsetting criteria in PAS 32; and
  - ii. Amounts related to financial collateral (including cash collateral); and
- e) The net amount after deducting the amounts in (d) from the amounts in (c) above.

The amendments to PFRS 7 are to be retrospectively applied and are effective for annual periods beginning on or after January 1, 2013. The amendments affect disclosures only and have no impact on the Group's financial position or performance.

- **PFRS 10, *Consolidated Financial Statements***  
PFRS 10 replaces the portion of PAS 27, *Consolidated and Separate Financial Statements*, that addresses the accounting for consolidated financial statements. It also includes the issues raised in SIC 12, *Consolidation - Special Purpose Entities*. PFRS 10 establishes a single control model that applies to all entities including special purpose entities. The changes introduced by PFRS 10 will require management to exercise significant judgment to determine which entities are controlled, and therefore, are required to be consolidated by a parent, compared with the requirements that were in PAS 27. The standard becomes effective for annual periods beginning on or after January 1, 2013.
- **PFRS 11, *Joint Arrangements***  
PFRS 11 replaces PAS 31, *Interests in Joint Ventures*, and SIC 13, *Jointly Controlled Entities - Non-Monetary Contributions by Venturers*. PFRS 11 removes the option to account for jointly controlled entities using proportionate consolidation. Instead, jointly controlled entities that meet the definition of a joint venture must be accounted for using the equity method. The standard becomes effective for annual periods beginning on or after January 1, 2013. The Group does not expect a significant impact from the adoption of this item new standard because it already adopts the equity method of accounting for its investments in associates and joint ventures.
- **PFRS 12, *Disclosure of Interests in Other Entities***  
PFRS 12 includes all of the disclosures related to consolidated financial statements that were previously in PAS 27, as well as all the disclosures that were previously included in PAS 31 and PAS 28, *Investments in Associates*. These disclosures relate to an entity's interests in subsidiaries, joint arrangements, associates and structured entities. A number of new disclosures are also required. The standard becomes effective for annual periods beginning on or after January 1, 2013.

The adoption of PFRS 12 will affect disclosures only and have no impact on the Group's financial position or performance.



- PFRS 13, *Fair Value Measurement***  
PFRS 13 establishes a single source of guidance under PFRSs for all fair value measurements. PFRS 13 does not change when an entity is required to use fair value, but rather provides guidance on how to measure fair value under PFRS when fair value is required or permitted. This standard should be applied prospectively as of the beginning of the annual period in which it is initially applied. Its disclosure requirements need not be applied in comparative information provided for periods before initial application of PFRS 13. The standard becomes effective for annual periods beginning on or after January 1, 2013.
- PAS 1, *Presentation of Financial Statements - Presentation of Items of Other Comprehensive Income or OCI* (Amendments)**  
The amendments to PAS 1 change the grouping of items presented in OCI. Items that can be reclassified (or “recycled”) to profit or loss at a future point in time (for example, upon derecognition or settlement) will be presented separately from items that will never be recycled. The amendments affect presentation only and have no impact on the Group’s financial position or performance. The amendment becomes effective for annual periods beginning on or after July 1, 2012. The amendments will be applied retrospectively and will result to the modification of the presentation of items of OCI.
- PAS 19, *Employee Benefits* (Revised)**  
Amendments to PAS 19 range from fundamental changes such as removing the corridor mechanism and the concept of expected returns on plan assets to simple clarifications and rewording. The revised standard also requires new disclosures such as, among others, a sensitivity analysis for each significant actuarial assumption, information on asset-liability matching strategies, duration of the defined benefit obligation, and disaggregation of plan assets by nature and risk. The amendments become effective for annual periods beginning on or after January 1, 2013. Once effective, the Group has to apply the amendments retroactively to the earliest period presented.

The Group reviewed its existing employee benefit and determined that the amended standard has significant impact on its accounting for retirement benefits. The Group obtained the services of an external actuary to compute the impact to the consolidated financial statements upon adoption of the standard. The effects are detailed below:

	As at December 31, 2012	As at December 31, 2011	As at January 1, 2011
<u>Increase (decrease) in:</u>			
<u>Consolidated Statements of Financial</u>			
<u>Position</u>			
Retirement asset	(P228,583,892)	(P159,363,066)	(P92,127,018)
Retirement liability	7,351,755	6,213,176	774,778
Deferred tax asset	72,189,723	50,582,546	25,809,952
Deferred tax liability	298,215	(192,836)	412,420
Retained earnings	(164,044,139)	(114,800,860)	(67,504,265)
<u>Consolidated Statements of Income</u>			
Retirement expense	1,285,678	(22,674,316)	
Provision for income tax	(206,975)	6,707,983	
Net income	(1,078,703)	15,966,333	
Attributable to Parent Company	1,182,238	5,719,761	
Attributable to noncontrolling interest	1,464,869	4,955,813	

(Forward)



	As at December 31, 2012	As at December 31, 2011	As at January 1, 2011
<u>Consolidated Statements of Other</u>			
<u>Comprehensive Income</u>			
Actuarial loss	(₱10,768,084)	₱115,461,226	
Provision for income tax	3,060,001	(30,968,540)	
Other comprehensive income	7,708,083	(84,492,686)	
Attributable to Parent Company	(11,328,272)	(34,539,615)	
Attributable to noncontrolling interest	(12,723,683)	(32,762,614)	

- PAS 27, *Separate Financial Statements* (as revised in 2011)  
As a consequence of the issuance of the new PFRS 10 and PFRS 12, what remains of PAS 27 is limited to accounting for subsidiaries, jointly controlled entities, and associates in the separate financial statements. The amendment becomes effective for annual periods beginning on or after January 1, 2013.
- PAS 28, *Investments in Associates and Joint Ventures* (as revised in 2011)  
As a consequence of the issuance of the new PFRS 11 and PFRS 12, PAS 28 has been renamed PAS 28, *Investments in Associates and Joint Ventures*, and describes the application of the equity method to investments in joint ventures in addition to associates. The amendment becomes effective for annual periods beginning on or after January 1, 2013.
- Philippine Interpretation IFRIC 20, *Stripping Costs in the Production Phase of a Surface Mine*  
This interpretation applies to waste removal (stripping) costs incurred in surface mining activity, during the production phase of the mine. The interpretation addresses the accounting for the benefit from the stripping activity. The interpretation is effective for annual periods beginning on or after January 1, 2013. This new interpretation is not relevant to the Group.

*Effective in 2014*

- PAS 32, *Financial Instruments: Presentation - Offsetting Financial Assets and Financial Liabilities* (Amendments)  
The amendments clarify the meaning of “currently has a legally enforceable right to set-off” and also clarify the application of the PAS 32 offsetting criteria to settlement systems (such as central clearing house systems) which apply gross settlement mechanisms that are not simultaneous. The amendments affect presentation only and have no impact on the Group’s financial position or performance. The amendments to PAS 32 are to be retrospectively applied for annual periods beginning on or after January 1, 2014.

*Effective in 2015*

- PFRS 9, *Financial Instruments*  
PFRS 9, as issued, reflects the first phase on the replacement of PAS 39 and applies to the classification and measurement of financial assets and liabilities as defined in PAS 39, *Financial Instruments: Recognition and Measurement*. Work on impairment of financial instruments and hedge accounting is still ongoing, with a view to replacing PAS 39 in its entirety. PFRS 9 requires all financial assets to be measured at fair value at initial recognition. A debt financial asset may, if the fair value option (FVO) is not invoked, be subsequently measured at amortized cost if it is held within a business model that has the objective to hold the assets to collect the contractual cash flows and its contractual terms give rise, on specified dates, to cash flows that are solely payments of principal and interest on the principal



outstanding. All other debt instruments are subsequently measured at fair value through profit or loss. All equity financial assets are measured at fair value either through other comprehensive income (OCI) or profit or loss. Equity financial assets held for trading must be measured at fair value through profit or loss. For FVO liabilities, the amount of change in the fair value of a liability that is attributable to changes in credit risk must be presented in OCI. The remainder of the change in fair value is presented in profit or loss, unless presentation of the fair value change in respect of the liability's credit risk in OCI would create or enlarge an accounting mismatch in profit or loss. All other PAS 39 classification and measurement requirements for financial liabilities have been carried forward into PFRS 9, including the embedded derivative separation rules and the criteria for using the FVO. The adoption of the first phase of PFRS 9 will have an effect on the classification and measurement of the Group's financial assets, but will potentially have no impact on the classification and measurement of financial liabilities. PFRS 9 is effective for annual periods beginning on or after January 1, 2015. The Group has decided not to early adopt in its 2012 financial reporting, thus, has not conducted a quantification of full impact of this standard. The Group, however, will quantify the effect in conjunction with other phases, when issued, to present a comprehensive picture.

- *Philippine Interpretation IFRIC 15, Agreements for the Construction of Real Estate*  
This interpretation covers accounting for revenue and associated expenses by entities that undertake the construction of real estate directly or through subcontractors. The SEC and the Financial Reporting Standards Council (FRSC) have deferred the effectivity of this interpretation until the final Revenue standard is issued by the International Accounting Standards Board (IASB) and an evaluation of the requirements of the final Revenue standard against the practices of the Philippine real estate industry is completed. The Group does not expect a significant impact upon adoption of this standard as the Group recognizes revenues only when the projects are substantially completed.

#### Annual Improvements to PFRSs (2009-2011 cycle)

The Annual Improvements to PFRSs (2009-2011 cycle) contain non-urgent but necessary amendments to PFRSs. The amendments are effective for annual periods beginning on or after January 1, 2013 and are applied retrospectively. Earlier application is permitted.

- *PFRS 1, First-time Adoption of PFRS - Borrowing Costs*  
The amendment clarifies that, upon adoption of PFRS, an entity that capitalized borrowing costs in accordance with its previous generally accepted accounting principles, may carry forward, without any adjustment, the amount previously capitalized in its opening statement of financial position at the date of transition. Subsequent to the adoption of PFRS, borrowing costs are recognized in accordance with PAS 23, *Borrowing Costs*. The amendment does not apply to the Group as it is not a first-time adopter of PFRS.
- *PAS 1, Presentation of Financial Statements - Clarification of the Requirements for Comparative Information*  
The amendments clarify the requirements for comparative information that are disclosed voluntarily and those that are mandatory due to retrospective application of an accounting policy, or retrospective restatement or reclassification of items in the financial statements. An entity must include comparative information in the related notes to the financial statements when it voluntarily provides comparative information beyond the minimum required comparative period. The additional comparative period does not need to contain a complete set of financial statements. On the other hand, supporting notes for the third balance sheet (mandatory when there is a retrospective application of an accounting policy, or retrospective



restatement or reclassification of items in the financial statements) are not required. The amendments affect disclosures only and have no impact on the Group's financial position or performance.

- PAS 16, *Property, Plant and Equipment - Classification of Servicing Equipment*  
The amendment clarifies that spare parts, stand-by equipment and servicing equipment should be recognized as property, plant and equipment when they meet the definition of property, plant and equipment and should be recognized as inventory if otherwise. The amendment will not have any significant impact on the Group's financial position or performance.
- PAS 32, *Financial Instruments: Presentation - Tax Effect of Distribution to Holders of Equity Instruments*  
The amendment clarifies that income taxes relating to distributions to equity holders and to transaction costs of an equity transaction are accounted for in accordance with PAS 12.
- PAS 34, *Interim Financial Reporting - Interim Financial Reporting and Segment Information for Total Assets and Liabilities*  
The amendment clarifies that the total assets and liabilities for a particular reportable segment need to be disclosed only when the amounts are regularly provided to the chief operating decision maker and there has been a material change from the amount disclosed in the entity's previous annual financial statements for that reportable segment. The amendment affects disclosures only and has no impact on the Group's financial position or performance.

### Significant Accounting Policies

#### Cash and Cash Equivalents

Cash includes cash on hand and in banks. Cash equivalents are short-term, highly liquid investments that are readily convertible to known amounts of cash with original maturities of three months or less from date of placement and that are subject to an insignificant risk of change in value.

#### Financial Assets and Financial Liabilities

Financial assets and financial liabilities are recognized initially at fair value. Transaction costs are included in the initial measurement of all financial assets and liabilities, except for financial instruments measured at fair value through profit or loss (FVPL).

The Group recognizes a financial asset or a financial liability in the consolidated statement of financial position when it becomes a party to the contractual provisions of the instrument. Purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace are recognized on the settlement date.

The Group follows the settlement date accounting where an asset to be received and liability to be paid are recognized on the settlement date and derecognition of an asset that is sold and the recognition of a receivable from the buyer are recognized on the settlement date.

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



Financial assets are further classified as either financial asset at FVPL, loans and receivables, held-to-maturity (HTM) investments and, AFS securities as appropriate. Financial liabilities are classified at FVPL and other financial liabilities. The Group determines the classification of its financial assets after initial recognition and, where allowed and appropriate, re-evaluates this designation at each financial year-end.

As at December 31, 2012 and 2011, the Group has no financial asset and liability at FVPL and HTM investments.

The Group assesses whether embedded derivatives are required to be separated from host contracts when the Group first becomes party to the contract. An embedded derivative is separated from the host contract and accounted for as a derivative if all of the following conditions are met: a) the economic characteristics and risks of the embedded derivative are not closely related to the economic characteristics of the host contract; b) a separate instrument with the same terms as the embedded derivative would meet the definition of a derivative; and c) the hybrid or combined instrument is not recognized at FVPL. Reassessment of embedded derivatives is only done when there are changes in the contract that significantly modifies contractual cash flows.

#### *Determination of Fair Value*

The fair value of financial instruments that are actively traded in organized financial markets is determined by reference to quoted market bid prices at the close of business at the reporting date. When current bid and asking prices are not available, the price of the most recent transaction provides evidence of the current fair value as long as there has not been a significant change in economic circumstances since the time of the transaction.

For financial instruments where there is no active market, fair value is determined using valuation techniques. Such techniques include using reference to similar instrument for which market observable prices exist, discounted cash flow analysis and other relevant valuation models.

#### *'Day 1' Profit or Loss*

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

#### *Loans and Receivables*

Loans and receivables are nonderivative financial assets with fixed or determinable payments that are not quoted in an active market. Such assets are carried at cost or amortized cost using the effective interest rate (EIR) method. Gains and losses are recognized in the consolidated statement of income when the loans and receivables are derecognized or impaired, as well as through the amortization process.

Loans and receivables are classified as current assets when it is expected to be realized within twelve months after the reporting date or within the normal operating cycle, whichever is longer.

This category includes the Group's cash and cash equivalents, accounts receivable - trade and other receivables, loans receivable, due from related parties, miscellaneous deposits (included in



the prepaid expenses and other current assets) and receivables from EEI Retirement Fund, Inc. and long-term receivables (included in the noncurrent assets) in the consolidated statement of financial position.

#### *AFS Securities*

AFS securities are those nonderivative financial assets that are designated as AFS or are not classified in any of the other categories. After initial recognition, AFS securities are measured at fair value with gains and losses being recognized as other comprehensive income until the investment is derecognized or until the investment is determined to be impaired at which time the cumulative gain or loss previously reported in other comprehensive income is included in the consolidated statement of comprehensive income. If the fair market value of the unquoted equity instruments under AFS cannot be reliably measured, the financial asset is carried at cost less allowance for impairment loss, if any.

AFS securities are classified as current assets when it is expected to be sold or realized within twelve months after the reporting date or within the normal operating cycle, whichever is longer.

The Group's AFS securities include investments in quoted and unquoted golf club and equity shares.

#### *Other Financial Liabilities*

Other financial liabilities are nonderivative financial liabilities with fixed or determinable payments that are not quoted in an active market. These liabilities are carried at cost or amortized cost in the consolidated statement of financial position. Amortization is determined using the EIR method.

Other financial liabilities are classified as current liabilities when it is expected to be settled within twelve months from the reporting date or the Group does not have an unconditional right to defer settlement for at least twelve months from reporting date.

Included in this category are the Group's loans payable, accounts payable and accrued expenses, lease liability, due to related parties and long-term debt.

#### 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 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.

Where the Group has transferred its rights to receive cash flows from an asset and has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the asset is recognized to the extent of the Group's continuing involvement in the asset. Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.



### *Financial Liabilities*

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

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

### Offsetting Financial Instruments

Financial assets and financial liabilities are offset and the net amount is reported in the consolidated statement of financial position if, and only if, there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, or to realize the asset and settle the liability simultaneously.

### Impairment of Financial Assets

The Group assesses at each reporting date whether a financial asset or group of financial assets is impaired.

### *Financial Assets Carried at Amortized Cost*

For loans and receivables carried at amortized cost, the Group first assesses whether objective evidence of impairment exists individually for financial assets that are individually significant, or collectively for financial assets that are not individually significant. If the Group determines that no objective evidence of impairment exists for individually assessed financial asset, whether significant or not, the asset is included in a group of financial assets with similar credit risk characteristics and collectively assesses for impairment. Those characteristics are relevant to the estimation of future cash flows for groups of such assets by being indicative of the debtors' ability to pay all amounts due according to the contractual terms of the assets being evaluated. Assets that are individually assessed for impairment and for which an impairment loss is, or continues to be recognized, are not included in a collective assessment for impairment.

If there is objective evidence that an impairment loss has been incurred, the amount of the loss is measured as the difference between the assets' carrying amount and the present value of the estimated future cash flows (excluding future credit losses that have not been incurred).

The carrying amount of the asset is reduced through use of an allowance account and the amount of loss is charged to the consolidated statement of income. Loans, together with the associated allowance accounts, are written off when there is no realistic prospect of future recovery and all collateral has been realized. If, in a subsequent year, the amount of the estimated impairment loss decreases because of an event occurring after the impairment was recognized, the previously recognized impairment loss is reversed. Any subsequent reversal of an impairment loss is recognized in the consolidated statement of income, to the extent that the carrying value of the asset does not exceed its amortized cost at the reversal date.

For the purpose of a collective evaluation of impairment, financial assets are grouped on the basis of such credit risk characteristics as year-level of students for information technology and education segment, customer profile and mode of payment for car dealership segment.

Future cash flows in a group of financial assets that are collectively evaluated for impairment are estimated on the basis of historical loss experience for assets with credit risk characteristics similar to those in the group. Historical loss experience is adjusted on the basis of current observable data





to reflect the effects of current conditions that did not affect the period on which the historical loss experience is based and to remove the effects of conditions in the historical period that do not exist currently. The methodology and assumptions used for estimating future cash flows are reviewed regularly by the Group to reduce any differences between loss estimates and actual loss experience.

#### *Financial Assets Carried at Cost*

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

#### *AFS Securities*

In case of equity instruments classified as AFS, impairment would include a significant or prolonged decline in the fair value of investments below its cost. If an AFS security is impaired, an amount comprising the difference between its cost (net of any principal payment and amortization) and its current fair value, less any impairment loss previously recognized in the consolidated statement of income, is transferred from other comprehensive income to the consolidated statement of income. Reversals in respect of equity instruments classified as AFS are not recognized in the consolidated statement of income but as other comprehensive income. Reversals of impairment losses on debt instruments classified as AFS are reversed to operations if the increase in fair value of the instrument can be objectively related to an event occurring after the impairment loss was recognized in the consolidated statement of income.

#### Inventories

Inventories are valued at the lower of cost or net realizable value (NRV). Cost of inventories is generally determined primarily using the moving-average method, except for automotive units of the car dealerships and land inventory of EEI Realty, which are accounted for using the specific identification method. NRV is the selling price in the ordinary course of business, less the estimated costs of completion of inventories and the estimated costs necessary to sell.

Cost includes purchase price and other costs directly attributable to its acquisition such as non-refundable taxes, handling and transportation cost. The cost of real estate inventories includes (a) land cost; (b) freehold and leasehold rights for land; (c) amounts paid to contractors for construction; (d) borrowing costs, planning and design cost, cost of site preparation, professional fees, property taxes, construction overheads and other related costs.

Non refundable commissions paid to sales or marketing agents on the sale of real estate units are expensed when paid.

#### Prepaid Expenses and Other Current Assets

Prepaid expenses and other current assets pertain to other resources controlled by the Group as a result of past events and from which future economic benefits are expected to flow to the Group within the reporting period.

#### Noncurrent Assets Classified as Held for Sale

Noncurrent assets classified as held for sale are stated at the lower of its carrying amount and fair value less costs to sell. These are classified as held for sale if their carrying amounts will be recovered through a sale transaction rather than through continuing use. This condition is regarded as met only when the sale is highly probable and the asset or disposal group is available



for immediate sale in its present condition. Management must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification.

Assets once classified as held for sale are not depreciated or amortized but subject to impairment.

If the Group has classified an asset as held for sale, but the criteria for it to be recognized as held for sale are no longer met, the Group shall cease to classify the asset as held for sale.

#### Investments in Associates and Joint Ventures

Investments in associates and joint ventures, which are jointly controlled entities are accounted for under the equity method of accounting. Under this method, the cost of investment is increased or decreased by the equity in the associates' and joint venture's net earnings or losses since the dates of acquisitions and reduced by dividends received. Unrealized intercompany profits are eliminated up to the extent of the proportionate share thereof.

Investments in associates and joint ventures accounted for under the equity method are as follows:

	<u>Percentage of ownership</u>	
	<b>2012</b>	2011
<u>Associates:</u>		
Hi-Eisai Pharmaceutical, Inc.	<b>50.00</b>	50.00
Al Rushaid Construction Company (ARCC) (operations in Saudi Arabia)	<b>49.00</b>	49.00
Sino Motors Corporation (Sino) <sup>2</sup>	-	40.00
La Funeraria Paz Sucat, Inc. (LFPSI)	<b>30.00</b>	30.00
T'boli Agro-Industrial Development, Inc.	<b>28.47</b>	28.47
Manila Memorial Park Cemetery, Inc. (MMPC)	<b>25.98</b>	25.98
Lo-oc Limestone Development Corporation (LLDC) <sup>1</sup>	<b>25.00</b>	25.00
South Western Cement Corporation (SWCC) <sup>1</sup>	<b>14.96</b>	14.96
<u>Joint venture:</u>		
ECW Joint Venture Inc.	<b>50.00</b>	50.00

<sup>1</sup> The Group has an effective ownership of 28.85% in SWCC through its direct ownership of 13.00% plus the 15.85% indirect ownership thru LLDC.

<sup>2</sup> On March 27, 2012, the BOD authorized the termination of the Shareholders' Agreement executed by and between Xamdu Motors, Inc. and Automotive Motorcycle Motorparts Corporation dated December 11, 2009 under the specified terms and conditions as mutually agreed by the parties.

The reporting dates of the associates and joint ventures and the Group are identical except for Hi-Eisai Pharmaceutical, Inc., the reporting date of which is March 31 of each year. Hi-Eisai Pharmaceutical, Inc. is controlled by a Japanese company and therefore follows its fiscal year. This associate prepares its financial statements following the reporting date of the Group for the application of equity method.

The associates' and joint ventures' accounting policies conform to those used by the Group for like transactions and events in similar circumstances.

#### Property and Equipment

Property and equipment are stated at cost, less accumulated depreciation, amortization and impairment loss, if any, except for land which is carried at revalued amount based on the latest appraisal conducted by an independent firm of appraisers. The appraisal increment resulting from the revaluation is treated as a separate component in the Group's equity.



The initial cost of property and equipment consists of its purchase price, including import duties, taxes and any directly attributable costs of bringing the asset to its working condition and location for its intended use. Expenditures incurred after the assets have been put into operation, such as repairs and maintenance, are normally charged to operations in the period in which the costs are incurred. In situations where it can be clearly demonstrated that the expenditures have resulted in an increase in the future economic benefits expected to be obtained from the use of an item of property and equipment beyond its originally assessed standard of performance, the expenditures are capitalized as an additional cost of property and equipment. When assets are retired or otherwise disposed of, the cost and the related accumulated depreciation are removed from the accounts and any resulting gain or loss is reflected as part of current operations.

Depreciation is computed using the straight-line method over the following average estimated useful lives:

<u>Category</u>	<u>Number of Years</u>
Buildings and improvements	10-20
Machinery, tools and construction equipment	5-10
Transportation and service equipment	4-5
Furniture, fixtures and office equipment	2-10

Amortization of leasehold improvements is computed over the estimated useful life of the improvement or term of the lease, whichever is shorter.

The useful life and depreciation method are reviewed periodically to ensure that the period and method of depreciation are consistent with the expected pattern of economic benefits from items of property and equipment.

Minor repairs and maintenance costs are charged to consolidated statement of income as incurred; significant renewals and betterments are capitalized. When assets are retired or otherwise disposed of, the cost or revalued amount, appraisal increase and related accumulated depreciation and amortization are removed from the accounts and any resulting gains or losses are reflected in the consolidated statement of income.

Construction in progress represents property and equipment under construction and is stated at cost. This includes cost of construction, plant and equipment and other direct costs. Construction in progress is not depreciated until such time that the relevant assets are completed and put into operational use.

An item of property and equipment is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the consolidated statement of income in the year the asset is derecognized.

The asset's residual values, useful lives and methods of depreciation and amortization are reviewed, and adjusted if appropriate, at each financial year-end.

#### Investment Properties

Investment properties are measured at cost less accumulated depreciation and impairment loss, if any, including transaction costs. The carrying amount includes the cost of replacing part of an existing investment property at the time that cost is incurred if the recognition criteria are met.



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

Transfers are made to investment property when there is a change in use, evidenced by ending of owner-occupation, commencement of an operating lease to another party or ending of construction or development. Transfers are made from investment property when there is a change in use, evidenced by commencement of owner-occupation or commencement of development with a view to sale.

Transfers between investment property, owner-occupied property and inventories do not change the carrying amount of the property transferred and they do not change the cost of that property for measurement or disclosure purposes.

Depreciation is computed using the straight-line method over the estimated useful life of 15 to 20 years.

#### Intangible Assets

Intangible assets acquired separately are measured on initial recognition at cost. The useful lives of intangible assets are assessed as either finite or indefinite. Following initial recognition, intangible assets are carried at cost less any accumulated amortization and accumulated impairment losses.

Intangible assets with finite lives are amortized over the useful economic life and assessed for impairment whenever there is an indication that the intangible assets maybe impaired. The amortization period and the amortization method for an intangible asset with a finite useful life is reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset is accounted for by changing the amortization period or method, as appropriate and are treated as changes in accounting estimates. The amortization expense on intangible assets with finite lives is recognized in consolidated statement of income in the expense category consistent with the function of the intangible assets.

#### Impairment of Property and Equipment, Computer Software, Investments in Associates and Joint Ventures and Investment Properties

For property and equipment, computer software, investments in associates and joint ventures and investment properties, the Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any such indication exists, or when annual impairment testing for an asset is required, the Group makes an estimate of the asset's recoverable amount. An assets' recoverable amount is the higher of an asset's or cash-generating unit's fair value less costs to sell and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using pre-tax discount rate that reflects current market assessment of the time value of money and the risks specific to the asset.

An assessment is made at each reporting date as to whether there is any indication that previously recognized impairment losses may no longer exist or may have decreased. If such indication exists, the recoverable amount is estimated. A previously recognized impairment loss is reversed



only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognized. If that is the case, the carrying amount of the asset is increased to its recoverable amount. That increased amount cannot exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in the consolidated statement of income.

Impairment losses are recognized in the consolidated statement of income in those expense categories consistent with the function of the impaired asset, except for property previously revalued where the revaluation was taken to equity. In this case the impairment is also recognized in equity up to the amount of any previous revaluation.

#### Goodwill

Goodwill acquired in a business combination is initially measured at cost being the excess of the cost of the business combination over the Group's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities. Goodwill is measured at cost less any accumulated impairment losses. Goodwill is reviewed for impairment, annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired.

Impairment of goodwill is determined by assessing the recoverable amount of the cash-generating unit (group of cash generating units), to which the goodwill relates. Where the recoverable amount of the cash-generating unit (group of cash-generating units) is less than the carrying amount, an impairment loss is recognized. Impairment losses relating to goodwill cannot be reversed in future periods.

#### Revenue Recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured. Revenue is measured at the fair value of the consideration received, excluding discounts, rebates, and other sales taxes or duty. The Group assesses its revenue arrangements against specific criteria in order to determine if it is acting as principal or agent. When the Group is acting as a principal in an arrangement, revenue is recorded at gross. When the Group is acting as an agent, the revenue recorded is only the commission. Except for Greyhounds and certain arrangements of EE, the Group has concluded that it is acting as principal in all of its arrangements. The following specific recognition criteria must also be met before revenue is recognized:

##### Sale of Services:

###### *Construction contracts*

Revenues from construction contracts are recognized using the percentage of completion method of accounting. Under this method, revenues are generally measured on the basis of estimated completion of the physical proportion of the contract work. Revenues from labor supply contracts with project management and supervision are recognized on the basis of man-hours spent.

The asset "Costs and estimated earnings in excess of billings on uncompleted contracts" represents total contract costs incurred and estimated earnings recognized in excess of amounts billed. The liability "Billings in excess of costs and estimated earnings on uncompleted contracts" represents billings in excess of total contract costs incurred and estimated earnings recognized. Retention receivables are included in the trade receivable account, which is shown as part of the receivables account in the consolidated statement of financial position.

*Service and commission income* are recognized as the related services are rendered.



*Management, service and consultancy fees* are recognized as services are rendered.

Sale of Goods:

*Merchandise sales*

Revenue from merchandise sales is normally recognized when the buyer accepts delivery and when installation and inspection are complete. However, revenue is recognized immediately upon the buyer's acceptance of delivery when the installation process is simple in nature.

*Real estate sales*

Income on sale of raw parcels of land with no future obligation to develop the property is recognized using the full accrual method.

Sale of developed lots and residential units is accounted for using the full accrual method of accounting. Under this method, revenue from the sale of real estate is recognized when (a) the Group has transferred to the buyer the significant risks and rewards of ownership of the property; (b) the Group retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the property sold; (c) the amount of revenue can be measured reliably; (d) it is probable that the economic benefits associated with the transaction will flow to the Group; and (e) the costs incurred or to be incurred in respect of the transaction can be measured reliably.

If any of the criteria under the full accrual method is not met, the deposit method is applied until all the conditions for recording a sale are met. Pending recognition of sale, cash received from buyers is recognized as deposit from customers presented under the "Customers' deposit" account in the liabilities section of the consolidated statement of financial position.

School and related operations:

*Revenues from school operations* are recognized as income over the corresponding school term. Unearned revenues are shown as unearned tuition fees in the consolidated statement of financial position and will be recognized as revenues when the educational service has been fulfilled in the applicable school term.

Others:

*Interest income and discounts*

Interests and discounts is recognized as revenue as interest accrues (using EIR method that is the rate that exactly discounts estimated future cash receipts through the expected life of the financial instrument to the net carrying amount of the financial asset).

*Rent income* is accounted on a straight-line basis over the lease term.

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

Cost of Sales and Services

For construction contracts, contract costs include all direct materials, labor costs and indirect costs related to contract performance. Provisions for estimated losses on uncompleted contracts are recognized immediately when it is probable that the total contract costs will exceed the total contract revenues. The amount of such loss is determined irrespective of: (a) whether or not work has commenced on the contract, (b) the stage-of-completion of contract work; or (c) the amount of profits expected to arise on other contracts. Changes in contract performance, contract conditions and estimated profitability, including those arising from penalty provisions and final contract settlements, which may result in revisions to estimated costs and gross margins, are recognized in the year in which the changes are determined.



For cost of real estate sales, cost is recognized consistent with the revenue recognition method applied. Cost of subdivision land and residential units sold before the completion of the development is determined on the basis of the acquisition cost of the land plus its full development costs, which include estimated costs for future development works, as determined by the Group's in-house technical staff.

The cost of inventory recognized in profit or loss on disposal is determined with reference to the specific costs incurred on the property and an allocation of any non-specific cost based on the relative size of the property sold.

Other cost of sales and services arise in the ordinary activities of the Group and are recognized as incurred.

#### General and Administrative Expenses

The Group's general and administrative expenses constitute costs of administering the business. General and administrative expenses are recognized as incurred.

#### Foreign Currency-denominated Transaction and Translation

The consolidated financial statements are presented in Philippine Peso. Each entity in the Group determines its own functional currency and items included in the consolidated financial statements of each entity are measured using that functional currency.

Transactions in foreign currencies are initially recorded in the functional currency rate at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the functional currency closing rate at the reporting date. All differences are taken to consolidated statement of income. Non-monetary items that are measured in terms of historical cost in foreign currency are translated using the exchange rates as at the dates of initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined.

The functional currency of the Group's subsidiary, EEI-BVI and subsidiaries, and its associate, ARCC, are United States dollar and Saudi Arabia Riyal, respectively. As at reporting date, the assets and liabilities of foreign subsidiaries are translated into the presentation currency of the Parent Company (the Philippine Peso) at the closing rate as at the reporting date, and the consolidated statement of income accounts are translated at monthly weighted average exchange rate. The exchange differences arising on the translation are taken directly to a separate component of equity under cumulative translation adjustment account.

Upon disposal of a foreign subsidiary, the deferred cumulative amount recognized in other comprehensive income relating to that particular foreign operation is recognized in the consolidated statement of income.

#### Retirement Cost

The Group's retirement expense is actuarially determined using the projected unit credit method. Under this method, the current service cost is the present value of retirement benefits payable in the future with respect to services rendered in the current period.

The past service cost is recognized as an expense on a straight-line basis over the average period until the benefits become vested. If the benefits are already vested immediately following the introduction of, or changes to, a pension plan, past service cost is recognized immediately.



The accrued retirement liability recognized in the consolidated statement of financial position is the present value of benefits payable in the future with respect to services rendered to date and unrecognized actuarial gains and losses reduced by the fair value of plan assets out of which the obligation are to be settled directly.

Plan assets are assets that are held by a long-term employee benefit fund and are not available to the creditors of the Group nor can they be paid directly to the Group. Fair value of plan assets is based on market information and in case of quoted securities, the published bid price.

The net retirement asset is the lower of the fair value of the plan assets less the present value of the defined benefit obligation at the reporting date, together with adjustments for unrecognized actuarial gains or losses and past service costs that shall be recognized in future periods, or the total of any cumulative unrecognized net actuarial losses and past service cost and the present value of any economic benefits available in the form of refunds from the plan or reductions in the future contributions to the plan.

Actuarial gains and losses are recognized as income or expense when the net cumulative unrecognized actuarial gains and losses of the plan at the end of the previous reporting year exceeded 10% of the higher of the defined benefit obligation and the fair value of plan assets at that date. These actuarial gains and losses are recognized over the expected average remaining working lives of the employees participating in the plan.

#### Income Tax

##### *Current Income Tax*

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

##### *Deferred Income Tax*

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

Deferred income tax liabilities are recognized for all taxable temporary differences, including asset revaluations. Deferred income tax assets are recognized for all deductible temporary differences, carryforward of unused tax credits from excess minimum corporate income tax (MCIT) over regular corporate income tax (RCIT), net operating loss carryover (NOLCO), to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and carryforward of unused MCIT and NOLCO can be utilized.

Deferred income tax liabilities are not provided on non-taxable temporary differences associated with investments in domestic subsidiaries, associates, and interests in joint ventures. With respect to investments in foreign subsidiaries, associates and interest in joint ventures, deferred income tax liabilities are recognized except where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will reverse in the foreseeable future.

The carrying amount of deferred income tax assets is reviewed by the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be used. Unrecognized deferred income tax assets are reassessed at the end of each reporting period and are recognized to the extent that it has





become probable that future taxable profit will be available to allow the deferred income tax assets to be recovered.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantially enacted by the end of the reporting period.

Deferred income tax relating to items directly recorded in the equity or other comprehensive income is recognized in other comprehensive income and not in the consolidated statement of income.

Deferred income tax assets and deferred income tax liabilities are offset, if a legally enforceable right exists to set off current income tax assets against current income tax liabilities and deferred income taxes relate to the same entity and the same taxation authority.

### Leases

The determination of whether an arrangement is, or contains a lease is based on the substance of the arrangement at inception date whether the fulfillment of the arrangement is dependent on the use of a specific asset or assets or the arrangement conveys a right to use the asset.

A reassessment is made after inception of the lease only if one of the following applies:

- (a) There is a change in contractual terms, other than a renewal or extension of the arrangement;
- (b) A renewal option is exercised or extension granted, unless the term of the renewal or extension was initially included in the lease term;
- (c) There is a change in the determination of whether fulfillment is dependent on a specified asset; or
- (d) There is substantial change to the asset.

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

Finance leases, which transfer to the Group substantially all the risks and benefits incidental to ownership of the leased item, are capitalized at the inception of the lease at the fair value of the leased property or, if lower, at the present value of the minimum lease payments. Lease payments are apportioned between the finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are charged directly against income.

Leased assets are depreciated over the shorter of the estimated useful life of the asset and the lease term, if there is no reasonable certainty that the Group will obtain ownership by the end of the lease term.

Operating lease of the Group represents those under which substantially all the risks and benefits of ownership of the assets are remained with the lessor.

Operating lease payments are recognized as an expense in the consolidated statement of income on a straight-line basis over the lease term.

### Earnings Per Share (EPS)

Basic EPS attributable to equity holders of the Parent Company is computed based on weighted average number of issued and outstanding common shares after giving retroactive effect for any



stock dividends. Diluted EPS, if applicable, is computed by dividing net income applicable to common shares by the weighted average number of common shares issued and outstanding during the year after giving effect to assumed exercise of stock options and retroactive effect of stock dividends declared.

Where the effect of the assumed conversion of the preferred shares and the exercise of all outstanding options have anti-dilutive effect, basic and diluted EPS are stated at the same amount.

#### Provisions

Provisions are recognized when (a) the Group has a present obligation (legal or constructive) as a result of a past event, (b) it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and (c) a reliable estimate can be made of the amount of the obligation. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, where appropriate, the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

#### Contingencies

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

#### Stock Option Plan

No benefit expense is recognized relative to the shares issued under the stock options plan. When the shares related to the stock option plans are subscribed, these are treated as capital stock issuances. The stock option plan is exempt from PFRS 2, *Share-based Payment* (see Note 20).

#### Events After the Reporting Period

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

#### Segment Reporting

The Group's operating business are organized and managed separately according to the nature of services provided, with each segment representing a strategic business unit that offers different products and serves different markets. Financial information on business segments is presented in Note 34.

#### Equity

The Group records common stocks at par value and additional paid-in capital in excess of the total contributions received over the aggregate par values of the equity shares. Incremental costs incurred directly attributable to the issuance of new shares are shown in equity as a deduction from proceeds, net of tax. When the Group purchases the Group's capital stock (treasury shares), the consideration paid, including any attributable incremental costs, is deducted from equity attributable to the Group's equity holders until the shares are cancelled, reissued or disposed of. Where such shares are subsequently sold or reissued, any consideration received, net of any directly attributable incremental transaction costs and the related tax effects is included in equity.

Retained earnings represent accumulated earnings of the Group and any adjustment arising from application of new accounting standards, policies or corrections of errors applied retroactively less



dividends declared. The individual accumulated retained earnings of the subsidiaries are available for dividends when they are declared by the subsidiaries as approved by their respective BOD. Retained earnings are further restricted for the payment of dividends to the extent of the cost of treasury shares.

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### 3. Significant Accounting Judgments and Estimates

The preparation of the consolidated financial statements in compliance with PFRS requires the Group to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities, income and expenses and disclosure of contingent assets and contingent liabilities.

Future events may occur which can cause the assumptions used in arriving at those estimates to change. The effects of any changes in estimates will be reflected in the consolidated financial statements as they become reasonably determinable.

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

#### Judgments

In the process of applying the Group's accounting policies, management has made the following judgment, apart from those involving estimations, which has the most significant effect on the amounts recognized in the consolidated financial statements:

#### *Determination of Fair Values of Financial Assets and Liabilities*

The Group classifies financial assets by evaluating, among others, whether the asset is quoted or not in an active market. Included in the evaluation on whether a financial asset is quoted in an active market is the determination on whether quoted prices are readily and regularly available, and whether those prices represent actual and regularly occurring market transactions on an arm's length basis.

The fair value determinations for financial assets and liabilities are based generally on listed market prices or broker or dealer price quotations. If prices are not readily determinable or if liquidating the positions is reasonably expected to affect market prices, fair value is based on either internal valuation models or management's estimate of amounts that could be realized under current market conditions, assuming an orderly liquidation over a reasonable period of time.

#### *Operating Lease Commitments - Group as Lessee*

The Group has entered into various equipment and commercial property leases on its administrative office locations and fabrication facilities. The Group has determined that it does not acquire all the significant risks and rewards of ownership of these equipment and administrative office locations primarily because the lease term is not for the major part of the economic life of the asset and at the inception of the lease, the present value of the minimum lease payments does not amount to at least substantially all of the fair value of the leased asset. The future minimum rental payables under non-cancellable operating lease as at December 31, 2012 and 2011 amounted to ₱343.4 million and ₱372.4 million, respectively (see Note 36).

#### *Operating Lease Commitments - Group as Lessor*

A portion of the land currently being used by the Group in its operations is leased out under an operating lease to Rizal Commercial Banking Corporation (RCBC), an affiliated local commercial bank. The lease terms range from one (1) to three (3) years. The Group determines that it does not transfer the risks and rewards of ownership of the leased assets and accordingly classified it as



an operating lease. The future minimum rental receivables under non-cancellable operating lease as at December 31, 2012 and 2011 amounted to ₱36.1 million and ₱10.6 million, respectively (see Note 36).

The Group has entered into commercial property lease on the use of its building facilities. The Group has determined that it retains all the significant risks and rewards of ownership of these properties which are leased out on operating leases.

*Finance Lease Commitments - Group as Lessee*

In 2011, the Group has entered into lease agreement with a third party lessor for the lease of its various construction machineries and equipment and company vehicles. The Group has determined that it acquires all the significant risks and rewards of ownership of the leased asset and therefore is accounted for as a finance lease. As at December 31, 2012 and 2011, future minimum lease payments and present value of minimum lease payments amounted to ₱8.7 million and ₱7.8 million, respectively; and ₱29.6 million and ₱22.8 million, respectively (see Note 36).

Estimates and Assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

*Revenue and Cost Recognition*

The Group's revenue recognition policies require management to make use of estimates and assumptions that may affect the reported amounts of revenues and costs. The Group's construction revenue is recognized based on the percentage of completion measured principally on the basis of the estimated completion of a physical proportion of the contract work. The revenue and related cost recognized for 2012, 2011 and 2010 are based on management's best estimate and have met the requirements set forth in PAS 11.

As at December 31, 2012 and 2011, the costs and estimated earnings in excess of billings on uncompleted contracts amounted to ₱1.4 billion and ₱1.7 billion, respectively, and billings in excess of costs and estimated earnings on uncompleted contracts amounted to ₱2.7 billion and ₱1.9 billion, respectively (see Note 8).

*Estimating Recoverability of Savings and Overrun*

The percentage of completion and the revenue to recognize are determined by the Group on the basis of a large number of estimates. Consequently, the Group has implemented an internal financial budgeting and reporting system. In particular, the Group reviews each month the estimates of contract revenue and contract costs as the contract progress.

*Estimate on when the Buyer's Investment is Qualified for Revenue Recognition on Real Estate Sales*

The Group requires a certain percentage estimate on when the buyer's investment is considered adequate to meet the probability criteria that economic benefits will flow to the Group and warrant revenue recognition. The Group estimated the percentage to be at least 20% payment of the total selling price received from the buyer. It is at this level of investment that it is highly probable that the buyer will commit to the sale transaction, and thus, it is probable that economic benefits will flow to the Group.

*Estimating Allowance for Impairment of Receivables*

The Group maintains an allowance for impairment at a level considered adequate to provide for potential uncollectible receivables. The level of this allowance is evaluated by management on the



basis of factors that affect the collectibility of the accounts. For education segment, the evaluation factors will include the number of days the receivables is outstanding, year level of students and historical experience. For other segments the evaluation of collectibility considers the length of the Group's relationship with the customer, the customer's payment behavior and known market factors. The Group reviews the age and status of receivables, and identifies accounts that are to be provided with allowances on a continuous basis or those with existing allowances needing reversals.

The amount of timing and recorded expenses and reversal of existing allowance for any period would differ if the Group made different judgments or utilized different estimates. An increase in the allowance for impairment would increase recorded operating expenses and decrease current assets and otherwise for reversals.

The outstanding balance of receivables, net of allowance for impairment, as at December 31, 2012 and 2011 amounted to ₱4.8 billion and ₱3.9 billion, respectively (see Note 7).

#### *Impairment of AFS Securities*

The Group treats AFS securities as impaired when there has been a significant or prolonged decline in the fair value below its cost or where other objective evidence of impairment exists. This determination of what is significant or prolonged requires judgment. The Group treats 'significant' generally as 20% or more and 'prolonged' as greater than six months for quoted securities. In addition, the Group evaluates other factors, including the future cash flows and the discount factors of these securities.

The Group's fair value of the quoted and carrying value of the unquoted AFS securities amounted to ₱370.6 million and ₱129.8 million as at December 31, 2012, respectively and ₱318.6 million and ₱132.9 million as at December 31, 2011, respectively, (see Note 11).

#### *Estimating Realizability of Claims and Change Orders*

The Group maintains as claims and change orders assets when it is probable that these assets will be realized. The amount and timing of recorded expenses would differ if the Group made different estimates.

#### *Estimating NRV of Inventories*

The Group maintains allowance for inventory losses at a level considered adequate to reflect the excess of cost of inventories over their NRV. NRV of inventories are assessed regularly based on the prevailing selling prices of inventories less the estimated cost to sell. Increase in the NRV will increase the carrying amount of inventories but only up to the extent of their original acquisition costs.

The carrying values of inventories carried at NRV as at December 31, 2012 and 2011 amounted to ₱583.9 million and ₱258.1 million, respectively (see Note 9).

#### *Estimating Useful Lives of Property and Equipment, Computer Software and Investment Properties*

The Group estimated the useful lives of its property and equipment, computer software and investment properties based on the period over which the assets are expected to be available for use. The Group reviews annually the estimated useful lives of property and equipment and investment properties based on the factors that include asset utilization, internal technical evaluation, technological changes, environmental and anticipated use of the assets tempered by related industry benchmark information. It is possible that future results of operations could be materially affected by changes in these estimates brought about by changes in the factors



mentioned. A reduction in the estimated useful lives of property and equipment and investment properties would increase the recorded depreciation and amortization expense and decrease noncurrent assets.

As at December 31, 2012 and 2011, the net book value of the depreciable property and equipment amounted to ₱3.7 billion and ₱3.1 billion, respectively (see Note 13). Net book value of computer software (included in other noncurrent assets) as at December 31, 2012 and 2011 amounted to ₱48.7 million and ₱17.2 million, respectively (see Note 16). Net book value of depreciable investment properties as at December 31, 2012 and 2011 amounted to ₱65.7 million and ₱67.1 million, respectively (see Note 15).

#### *Revaluation of Property and Equipment*

The Group measures land at revalued amount with changes in fair value being recognized in other comprehensive income. The Group engaged independent valuation specialists to determine fair value as at December 31, 2012 and 2011. The key assumptions used to determine fair value is based on the latest records of sales and offerings of similar parcels of land with similar location, size, shape, characteristics of the lots and present and prospective use (see Note 13).

#### *Impairment of Non-financial Assets*

The Group assesses impairment on assets whenever events or changes in circumstances indicate that the carrying amount of a non-financial asset (i.e. property and equipment, computer software, investment properties, investments in associates and joint ventures and goodwill) may not be recoverable.

The factors that the Group considers important which could trigger an impairment review include the following:

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

Impairment of goodwill is assessed on an annual basis. The goodwill recognized in the consolidated statements of financial position pertains to the Parent Company's acquisition of iPeople, EEI and Honda Cars Group and iPeople's acquisition of MCI. In assessing the impairment on goodwill, the Group determines the recoverable amount using both value in use and fair value. The value in use calculations used cash flow projections based on financial budgets approved by management covering a five-year period for all entities. The discount rate used was 8.94% in 2012 and 10.83% in 2011 for MCI and 9.32% in 2012 and 6.75% in 2011 for Honda Cars Group. The cash flow projections considered the impact of the Enhanced K+12 Basic Education Program on MCI's financial performance is effective in 2016. Cash flows beyond the five-year period are assumed to be without growth. In 2011, the recoverable value for EEI was determined using value in use with discount rate of 8.83%, while for 2012, its based on fair value at ₱10.10 per listed price of EEI shares. For iPeople, the recoverable value is based on listed price of ₱9.30 and ₱4.40 in 2012 and 2011, respectively. There is no impairment loss on goodwill in 2012, 2011 and 2010 as a result of the above assessments.

The value in use calculation above is most sensitive to the growth rates and discount rates.

In 2012 and 2011, there are continuing indications of impairment in the property and equipment of MHSSI due to continuing losses of the school. Management assessed that the level of impairment is at the same level with 2009. In 2009, an impairment loss of ₱52 million was recognized to



write-down certain assets of MHSSI. No additional impairment loss was recognized in 2012 and 2011.

Investments in Sino, associate, has been fully impaired as at December 31, 2010 after considering the above factors. A portion of the impairment in investment in Sino amounting to ₱1.2 million and ₱3.2 million was reversed in 2012 and 2011, respectively, because of actual and expected recoveries coming from the associates' cash and cash equivalents. The recovery on impairment loss is presented as part of general and administrative expenses in the consolidated statements of income (see Note 27).

The carrying values of the Group's non-financial assets follow:

	2012	2011
Property and equipment (Note 13)	<b>₱6,699,059,288</b>	₱5,759,052,035
Investments in associates and joint ventures (Note 12)	<b>1,381,325,564</b>	1,324,629,998
Goodwill (Note 14)	<b>512,796,021</b>	512,796,021
Investment properties (Note 15)	<b>287,267,988</b>	328,240,451
Computer software (Note 16)	<b>48,726,688</b>	17,216,406

#### *Retirement Benefits*

The determination of the obligation and cost of retirement benefits is dependent on the selection of certain assumptions used by actuaries in calculating such amounts. Those assumptions include, among others, discount rates, expected returns on plan assets and salary increase rates were disclosed in Note 30. While the Group believes that the assumptions are reasonable and appropriate, significant differences in the actual experience or significant changes in the assumptions may materially affect the pension and other retirement obligations.

As at December 31, 2012 and 2011, subsidiaries with net accrued retirement liability position has outstanding liability of ₱154.8 million and ₱142.2 million, respectively and subsidiaries with net retirement asset position has net assets of ₱33.3 million and ₱42.5 million, respectively (see Note 30).

#### *Deferred Income Tax Assets*

The Group reviews the carrying amounts of deferred income taxes at each reporting date and reduces deferred income tax assets to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax assets to be utilized. Where there is no absolute assurance that each legal entity in the Group will generate sufficient taxable profit to allow all or part of its deferred income tax assets to be utilized, deferred income tax assets are not recognized.

Deferred income tax assets recognized amounted to ₱163.5 million and ₱184.6 million as at December 31, 2012 and 2011, respectively. The temporary differences on which deferred income tax assets were not recognized amounted to ₱345.2 million and ₱322.3 million, respectively (see Note 31).



*Contingencies*

The Group is currently involved in various proceedings. The estimate of the probable costs for the resolution of these claims has been developed in consultation with outside counsel handling the Group's defense in these matters and is based upon an analysis of potential results. The Group currently does not believe that these proceedings will have a material adverse effect on its financial position. It is possible, however, that future results of operations could be materially affected by changes in the estimates or in the effectiveness of the strategies relating to these proceedings (see Notes 17 and 33).

#### 4. Financial Instruments and Capital Management

Financial Risk Management Objectives and Policies

The main purpose of the Group's financial instruments is to raise finances for the Group's operations. The Group has various other financial assets and liabilities such as trade receivables and trade payables, which arise directly from its operations.

The main risks arising from the Group's financial instruments are liquidity risk, market risk, and credit risk. The BOD reviews and agrees on the policies for managing these risks, as well as approving and authorizing risk limits set by management, summarized below. There were no changes in the policies for managing these risks.

*a. Liquidity Risk*

Liquidity risk is the risk that the Group will be unable to meet its payment obligations as they fall due. The Group seeks to manage its liquidity risk to be able to meet its operating cash flow requirements, finance capital expenditures and service maturing debts. As an inherent part of its liquidity risk management, the Group regularly evaluates its projected and actual cash flows. To cover its short-term and long-term funding requirements, the Group intends to use internally generated funds and available short-term and long-term credit facilities. As at December 31, 2012 and 2011, the Group has available credit facilities with banks aggregating to ₱5.1 billion.

The tables below summarize the maturity profile of the Group's financial assets and financial liabilities as at December 31 based on contractual undiscounted cash flows.

	2012					Total
	On demand	Less than 1 year	More than 1 year up to 2 years	More than 2 years up to 3 years	More than 3 years	
<b>Financial Assets</b>						
Loans and receivables:						
Cash and cash equivalents	₱1,449,680,340	₱676,534,591	₱-	₱-	₱-	₱2,126,214,931
Accounts receivable	2,303,317,455	1,822,806,394	127,349,986	16,507,667	-	4,269,981,502
Loans receivable	-	13,262,879	1,494,447	1,146,399	3,479,253	19,382,978
Due from related parties	6,200,470	9,320,560	-	-	-	15,521,030
Other assets:						
Miscellaneous deposits	4,066,885	49,642,116	-	-	-	53,709,001
Receivable from EEI Retirement Fund, Inc. (including future interest receivable)	-	499,372,498	-	-	-	499,372,498
AFS securities:						
Quoted	-	-	350,182,204	20,443,687	-	370,625,891
Unquoted	-	-	17,909,186	111,879,864	-	129,789,050
	<b>₱3,763,265,150</b>	<b>₱3,070,939,038</b>	<b>₱496,935,823</b>	<b>₱149,977,617</b>	<b>₱3,479,253</b>	<b>₱7,484,596,881</b>

(Forward)





2012						
	On demand	Less than 1 year	More than 1 year up to 2 years	More than 2 years up to 3 years	More than 3 years	Total
<b>Financial Liabilities</b>						
Loans payable (including future interest payable)	₱36,400,000	₱1,946,636,290	₱-	₱-	₱-	₱1,983,036,290
Accounts payable and accrued expenses						
Accounts payable	431,552,971	2,090,346,132	-	-	-	2,521,899,103
Accrued expenses	186,259,594	419,605,216	-	-	-	605,864,810
Accrued interest payable	3,207,175	-	-	-	-	3,207,175
Subscriptions payable	58,466,651	-	-	-	-	58,466,651
Dividends payable	-	8,670,409	-	-	-	8,670,409
Others	20,722,038	48,575,636	-	-	-	69,297,674
Payable to EEI Retirement Fund, Inc.	-	165,821,160	-	-	-	165,821,160
Lease liability	-	6,468,129	2,089,936	-	-	8,558,065
Due to related parties	26,228,894	6,484,166	-	-	-	₱32,713,060
Long-term debt (including future interest payable)	-	698,605,363	314,748,100	386,825,000	285,336,875	1,685,515,338
	₱762,837,323	₱5,391,212,501	₱316,838,036	₱386,825,000	₱285,336,875	₱7,143,049,735
2011						
	On demand	Less than 1 year	More than 1 year up to 2 years	More than 2 years up to 3 years	More than 3 years	Total
<b>Financial Assets</b>						
Loans and receivables:						
Cash and cash equivalents	₱2,167,119,236	₱-	₱-	₱-	₱-	₱2,167,119,236
Accounts receivable	1,692,424,826	1,559,706,871	125,363,331	16,250,148	-	3,393,745,176
Loans receivable	-	400,919,333	276,365,781	212,001,839	643,413,096	1,532,700,049
Due from related parties	50,339,941	10,990,615	-	-	-	61,330,556
Other assets:						
Miscellaneous deposits	29,545,650	18,525,476	-	-	-	48,071,126
Receivable from EEI Retirement Fund, Inc. (including future interest receivable)	-	23,298,054	552,296,518	-	-	575,594,572
AFS securities:						
Quoted	-	-	299,738,785	18,925,055	-	318,663,840
Unquoted	-	-	20,999,970	111,879,189	-	132,879,159
	₱3,939,429,653	₱2,013,440,349	₱1,274,764,385	₱359,056,231	₱643,413,096	₱8,230,103,714
<b>Financial Liabilities</b>						
Loans payable (including future interest payable)	₱-	₱4,645,094,785	₱10,787,331	₱-	₱-	₱4,655,882,116
Accounts payable and accrued expenses						
Accounts payable	330,868,257	1,668,852,764	-	-	-	1,999,721,021
Accrued expenses	56,143,299	477,049,476	-	-	-	533,192,775
Accrued interest payable	10,173,379	204,468	-	-	-	10,377,847
Subscriptions payable	58,466,651	-	-	-	-	58,466,651
Dividends payable	-	17,911,444	-	-	-	17,911,444
Others	72,711,306	13,420,566	-	-	-	86,131,872
Lease liability	-	4,808,517	28,323,629	-	-	33,132,146
Due to related parties	46,456,073	11,778,719	-	-	-	58,234,792
Long-term debt (including future interest payable)	-	650,660,902	757,871,136	139,389,659	638,479,469	2,186,401,166
	₱574,818,965	₱7,489,781,641	₱796,982,096	₱139,389,659	₱638,479,469	₱9,639,451,830

b. *Market Risk*

Market risk is the risk of loss to future earnings, to fair values or to future cash flows that may result from changes in the price of a financial instrument. The value of a financial instrument may change as a result of changes in equity prices, foreign currency exchange rates, and interest rates.



*Equity Price Risk*

The Group's equity price risk exposure at year-end relates to financial assets whose values will fluctuate as a result of changes in market prices, principally, equity securities classified as AFS securities.

Quoted AFS securities assets are subject to price risk due to changes in market values of instruments arising either from factors specific to individual instruments or their issuers or factors affecting all instruments traded in the market. The Group's market risk policy requires it to manage such risks by setting and monitoring objectives and constraints on investments; diversification plan; and limits on investment in each industry or sector.

The analysis below is performed for reasonably possible movements in the market index with all other variables held constant, showing the impact on equity.

Market Index	2012		2011	
	Change in variable	Effect on Equity	Change in variable	Effect on Equity
PSE	+32%	<b>₱17,841,189</b>	+4%	₱3,639,016
	-32%	<b>(17,841,189)</b>	-4%	(3,639,016)
Others	+27%	<b>2,945,000</b>	+34%	3,201,194
	-27%	<b>(2,945,000)</b>	-34%	(3,201,194)

The percentage of increase and decrease in market price is based on the movement in the Philippine Stock Exchange Index (PSEI) and other market index pertaining to golf and country club shares from beginning to end of the year. The sensitivity analyses shown above are based on the assumption that the movement in PSE composite index and other quoted equity securities will be most likely be limited to an upward or downward fluctuation of 32% and 27% in 2012, respectively, and 4% and 34% in 2011, respectively.

The impact of sensitivity of equity prices on the Group's equity already excludes the impact on transactions affecting the consolidated statements of income.

*Foreign Currency Risk*

Currency risk is the potential decline in the value of the financial instruments due to exchange rate fluctuations. Exposure to currency risk arises mainly when receivables and payables are denominated in a currency other than the Group's functional currency or will be denominated in such currency in the planned course of business.

Foreign currency risk is monitored and analyzed systematically and is managed centrally by the central finance department. The Group's policy is to maintain foreign currency exposure within existing internal regulations, and within acceptable risk limits as approved by the BOD.

EEI incurred a loss of ₱2.3 million in 2011 and a gain of ₱9.8 million in 2010 arising from its foreign exchange agreements with certain financial institutions. The gain (loss) is included in the "other income" account in the consolidated statements of income. This gain (loss) were offset with the foreign exchange gains (losses) arising from the Group's foreign exchange receipts (payments).



The following table demonstrates the sensitivity to a reasonably possible change in the US dollar (USD, US\$), Singaporean dollar (SGD, S\$), Euro (EUR, €) and Japanese yen (JPY, ¥) currency rates, with all variables held constant, of the Group's profit before tax (due to changes in the fair value of monetary assets and liabilities).

	2012		2011	
	Percentage increase/decrease in foreign currency	Effect on profit before tax	Percentage increase/decrease in foreign currency	Effect on profit before tax
USD	+0.5%	₱1,464,147	+5.1%	₱27,379,350
SGD	+5.5%	92,252	+2.4%	12,807,554
EUR	+2.0%	52,005	+7.6%	278,595
JPY	+14.9%	12,352	–	–
USD	-0.5%	(1,464,147)	-5.1%	(27,379,350)
SGD	-5.5%	(92,252)	-2.4%	(12,807,554)
EUR	-2.0%	(52,005)	-7.6%	(278,595)
JPY	-14.9%	(12,352)	–	–

The sensitivity analyses shown above are based on the assumption that the movements in US dollars, Singapore dollars, Euro and Japanese yen will more likely be limited to the upward or downward fluctuation of 0.5%, 5.5%, 2.0% and 14.9%, respectively, in 2012 and 5.1%, 2.4% and 7.6%, respectively, in 2011. There was no Japanese yen maintained for 2011.

The forecasted movements in percentages used were sourced by management from an affiliated bank. These are forecasted movements in the next twelve months.

The effect on the Group's income before tax is computed on the carrying value of the Group's foreign currency denominated financial assets and financial liabilities as at December 31, 2012 and 2011.

There are no other effects of the foreign currency sensitivity on the Group's equity other than those already affecting the consolidated statements of income. The Group's exposure to foreign currency changes for all other currencies is not material.

As at December 31, the foreign currency-denominated financial assets and financial liabilities in original currencies and equivalents to the functional and presentation currency are as follows:

	2012				Equivalents in PHP
	USD	SGD	EUR	JPY	
<b>Financial assets</b>					
Cash	US\$2,905,769	S\$41,173	€43,736	¥169,177	₱123,135,381
Receivables	4,770,459	8,599	4,166	–	196,344,326
	7,676,228	49,772	47,902	169,177	319,479,707
<b>Financial liability</b>					
Accounts payable and accrued expenses	542,747	–	217	–	22,291,611
	US\$7,133,481	S\$49,772	€47,685	¥169,177	₱297,188,096



	2011			
	USD	SGD	EUR	Equivalents in PHP
<b>Financial assets</b>				
Cash	US\$8,219,634	SG\$3,600,556	€63,703	₱485,832,039
Receivables	5,676,765	16,116,219	1,006	794,386,436
	13,896,399	19,716,775	64,709	1,280,218,475
<b>Financial liability</b>				
Accounts payable and accrued expenses	1,650,733	3,951,691	217	206,127,045
	US\$12,245,666	SG\$15,765,084	€64,492	₱1,074,091,430

The Group converted the foreign currency-denominated financial assets and financial liabilities from the original currencies to the equivalent functional and presentation currency using Bangko Sentral ng Pilipinas (BSP) foreign exchange rates for USD, SGD, EUR and JPY amounting to ₱41.05, ₱33.70, ₱54.53 and ₱0.49, respectively in 2012 and ₱43.84, ₱33.85 and ₱56.84, respectively in 2011.

There are no other effects of the foreign currency sensitivity on the Group's equity other than those already affecting the consolidated statements of income.

#### *Interest Rate Risk*

The Group's exposure to market risk for changes in interest rates relates primarily to the Group's short-term and long-term obligations.

The following table sets out the carrying amount, by maturity, of the Group's financial liabilities that are exposed to interest rate risk:

	2012						TOTAL In Php
	Below 1 Year	1-2 Years	2-3 Years	3-4 Years	4-5 Years	Over 5 Years	
Peso floating rate receivable	₱476,022,379	₱-	₱-	₱-	₱-	₱-	₱476,022,379
Long-term debt Philippine Peso Interest rate 3-month PDST-F rate plus 1.75%	₱86,000,000	₱86,000,000	₱86,000,000	₱86,000,000	₱86,000,000	₱258,000,000	₱688,000,000

	2011						TOTAL In Php
	Below 1 Year	1-2 Years	2-3 Years	3-4 Years	4-5 Years	Over 5 Years	
Peso floating rate receivable	₱-	₱528,998,464	₱-	₱-	₱-	₱-	₱528,998,464
Long-term debt Philippine Peso Interest rate 3-month PDST-F rate plus 1.75%	₱86,000,000	₱86,000,000	₱86,000,000	₱86,000,000	₱86,000,000	₱344,000,000	₱774,000,000

In order to effectively manage its interest rate risk and its financing costs, the Group closely monitors the movements of interest rates, as well as, economic factors affecting the trends of these movements. In certain cases, depending on its assessment of future movements of interest rates, the Group would pre-terminate its debt and obtain a new loan facility which provides for either floating or fixed interest rates. This is intended to minimize its financing costs.

The Group is exposed to receivables and borrowings with floating interest rates. The receivable from EEI Retirement Fund, Inc. is earning interest based on bank's internal average lending rate. The outstanding principal amounted to ₱476.0 million and ₱529.0 million as at



December 31, 2012 and 2011, respectively with last floating rate of 5.0% and 6.75%, respectively (Notes 10 and 16).

The table below demonstrates the sensitivity to a reasonably possible change in interest rates, with all other variables held constant, of the Group's profit before tax (through the impact on floating rate borrowings):

	2012		2011	
	Increase/decrease in basis points	Effect on profit before tax	Increase/decrease in basis points	Effect on profit before tax
Peso floating rate receivables	+50	₱1,551,007	+50	₱2,644,992
	-50	(1,551,007)	-50	(2,644,992)
Peso floating rate borrowing	+10	(666,672)	+135	(10,449,000)
	-10	666,672	-135	10,449,000

The sensitivity analyses shown above for peso floating receivables and borrowings are based on the assumption that interest rate movements will be more likely be limited to a fifty basis points and ten basis points upward or downward fluctuation, respectively in 2012 and fifty basis point and one hundred thirty five basis point upward or downward fluctuation, respectively in 2011. The forecasted movements in percentages of interest rates used were sourced by management from an affiliated bank. These are forecasted movements in the next twelve months. The effect on the Group's income statement before tax is computed on the carrying value of the Group's floating rate receivables and payables as at December 31, 2012 and 2011.

There is no other impact on the Group's equity other than those already affecting the consolidated statements of income.

c. *Credit Risk*

The Group's exposure to credit risk on its receivables relates primarily to the inability of the debtors to pay and fully settle the unpaid balance of receivables owed to the Group. The Group manages its credit risk in accordance with its credit risk policies which requires the evaluation of the creditworthiness of the debtors. The Group's exposure to credit risk on its other receivables from debtors and related parties is managed through close account monitoring and setting limits.

There can be some credit exposures on project commitments and contingencies as of December 31, 2012 and 2011 represented by work accomplishments on backlog of projects which are not yet invoiced. These exposures are however limited to a few months work accomplishment as work are frozen as soon as the Group is able to determine that the risk of non-collection materializes. This risk is, however, mitigated by the Group's contractor's lien on the project. A contractor's lien is the legal right of a contractor (the Group) to takeover the project in-progress and has priority in the settlement of contractor's receivables and claims on the project in the event of insolvency of the project owner. The Group assesses that the value of projects in-progress is usually higher than receivables from and future commitments with the project owners.

Concentrations arise when a number of counterparties are engaged in similar business activities, or activities in the same geographic region, or have similar economic features that would cause their ability to meet contractual obligations to be similarly affected by changes in economic, political or other conditions.



Except for FMLFC and ZIFC which are both involved in financing activities, and except for the cash and cash equivalents deposited to RCBC, the Group does not have any significant exposure to any individual customer or counterparty. FMLFC and ZIFC monitors concentrations of credit risk by sector.

An analysis of concentrations of credit risk all pertains to FMLFC (which was sold on March 2012), except for the Others which pertains to ZIFC, as of December 31 is shown below:

<b>Loans receivable at gross</b>	<b>2012</b>	<b>2011</b>
Services	₱–	₱793,824,564
Trading/commercial	–	250,807,331
Manufacturing	–	109,755,048
Financial institutions	–	10,331,493
Consumption	–	18,536,981
Others	<b>32,189,662</b>	504,056,223
	<b>32,189,662</b>	1,687,311,640
Less: Allowance for probable loss	<b>3,836,800</b>	55,361,008
Unearned discount and interest	<b>8,969,884</b>	99,250,583
	<b>₱19,382,978</b>	₱1,532,700,049

The Group's maximum credit risk exposure for its secured loans receivables is equal to its carrying value amounting to ₱30.7 million and ₱1.4 billion in 2012 and 2011, respectively. The Group holds collateral against these loans receivables in the form of mortgage interests over property. The fair values of the collateral amounts to ₱2.1 billion in 2011. This resulted to a nil net exposure as at December 31, 2012 and 2011.

With respect to credit risk arising from cash and cash equivalents, unsecured loans receivables, accounts receivable, due from related parties, AFS securities and receivables from EEI Retirement Fund, Inc., the Group's exposure to credit risk arises from default of the counterparty, with a maximum exposure equal to the carrying amount of these instruments.

As at December 31, the analysis of financial assets that were past due but not impaired is as follows:

	Total	Neither past due nor impaired	2012				Impaired Assets
			Past due but not impaired				
			< 30 days	30 - 60 days	60 - 90 days	> 90 days	
Loans receivable	₱23,219,778	₱13,262,879	₱–	₱–	₱–	₱6,120,099	₱3,836,800
Receivables from:							
Construction and infrastructure	3,228,453,310	2,619,957,176	302,973,550	93,301,023	17,788,961	46,070,725	148,361,875
Car dealership	636,407,114	361,471,957	146,765,782	43,828,841	21,928,460	24,739,308	37,672,766
Education and information technology	104,578,693	40,876,280	9,086,417	3,433,558	9,784,386	–	41,398,052
Other services	67,271,253	39,146,012	2,955,559	950,662	3,422,809	11,586,049	9,210,162
Other receivables:							
Consultancy fee	166,068,077	21,870,026	13,733,183	18,441,274	15,179,907	96,843,687	–
Others	342,697,035	113,208,048	22,480,906	19,404,539	15,767,110	102,337,556	69,498,876
Due from related parties	53,350,323	14,165,046	–	461,087	447,520	447,377	37,829,293
Receivable from EEI Retirement Fund, Inc.	476,022,379	476,022,379	–	–	–	–	–
Miscellaneous deposits	57,471,428	49,642,116	707,170	1,487,776	33,000	1,838,939	3,762,427
	<b>₱5,155,539,390</b>	<b>₱3,749,621,919</b>	<b>₱498,702,567</b>	<b>₱181,308,760</b>	<b>₱84,352,153</b>	<b>₱289,983,740</b>	<b>₱351,570,251</b>



	2011							Impaired Assets
	Total	Neither past due nor impaired	Past due but not impaired					
			< 30 days	30 - 60 days	60 - 90 days	> 90 days		
Loans receivable	₱1,588,061,057	₱1,532,700,049	₱-	₱-	₱-	₱-	₱55,361,008	
Receivables from:								
Construction and infrastructure	2,751,176,205	1,395,452,981	547,259,573	300,566,796	100,571,013	235,235,570	172,090,272	
Car dealership	225,939,302	108,153,779	51,564,478	18,231,176	7,072,262	14,591,722	26,325,885	
Education and information technology	77,542,312	27,578,552	8,750,431	2,520,671	6,119,179	-	32,573,479	
Other services	73,241,037	23,736,186	15,861,365	8,384,746	3,094,608	6,730,272	15,433,860	
Other receivables:								
Consultancy fee	149,763,865	19,722,873	12,384,888	16,630,749	13,689,576	87,335,779	-	
Rent receivable	109,852,321	-	-	-	58,131,376	51,720,945	-	
Others	306,501,698	126,675,979	32,819,384	15,339,083	15,683,206	62,152,866	53,831,180	
Due from related parties	100,179,387	53,456,844	1,358,772	2,206,294	1,671,155	2,637,491	38,848,831	
Receivable from EEI Retirement Fund, Inc.	528,998,464	528,998,464	-	-	-	-	-	
Miscellaneous deposits	51,070,069	30,875,793	260,000	486,090	246,490	16,202,753	2,998,943	
	<b>₱5,962,325,717</b>	<b>₱3,847,351,500</b>	<b>₱670,258,891</b>	<b>₱364,365,605</b>	<b>₱206,278,865</b>	<b>₱476,607,398</b>	<b>₱397,463,458</b>	

There are no past due financial assets other than those stated above.

#### Collateral Held as Security and other Credit Enhancements

For the business of FMLFC, the Group holds collateral against loans and receivables in the form of mortgage interests over property. Estimates of fair value are based on the value of collateral assessed at the time of borrowing, and generally are not updated except when a loan is individually assessed as impaired.

	2011
<u>Against impaired (chattel mortgage)</u>	<u>₱33,262,170</u>
<u>Against past due but not impaired</u>	
Chattel mortgage	117,849,316
Finance lease	42,334,152
Real estate mortgage	14,896,324
	<u>175,079,792</u>
Chattel mortgage	1,097,004,008
Finance lease	561,810,478
Real estate mortgage	254,980,340
	<u>1,913,794,826</u>
<b>Total</b>	<b>₱2,122,136,788</b>

The following table provides information regarding the credit quality by class of financial assets (amounts gross of allowance for credit losses) based on the Group's credit rating system.

	2012			
	Neither past due nor impaired		Past due or Individually Impaired	Total
	High Grade	Standard		
Cash and cash equivalents (excluding cash on hand)	<b>₱2,054,857,589</b>	<b>₱-</b>	<b>₱-</b>	<b>₱2,054,857,589</b>
Loans receivable	<b>13,262,879</b>	<b>-</b>	<b>9,956,899</b>	<b>23,219,778</b>
Accounts receivable				
Receivables from:				
Construction and infrastructure	<b>2,458,270,146</b>	<b>161,687,030</b>	<b>608,496,134</b>	<b>3,228,453,310</b>
Car dealership	<b>347,380,502</b>	<b>14,091,455</b>	<b>274,935,157</b>	<b>636,407,114</b>

(Forward)



2012				
	Neither past due nor impaired		Past due or Individually	Total
	High Grade	Standard	Impaired	
Education and information technology	₱37,833,346	₱3,042,934	₱63,702,413	₱104,578,693
Other services	37,786,433	1,359,579	28,125,241	67,271,253
Other receivables:				
Consultancy fee	21,870,026	-	144,198,051	166,068,077
Rent receivable	-	-	-	-
Others	96,260,037	16,948,011	229,488,987	342,697,035
Due from related parties	14,165,046	-	39,185,277	53,350,323
Other assets:				
Miscellaneous deposits	37,065,070	12,577,046	7,829,312	57,471,428
Receivables from EEI Retirement Fund, Inc.	476,022,379	-	-	476,022,379
AFS securities				
Quoted	370,625,891	-	-	370,625,891
Unquoted	129,789,051	-	-	129,789,051
	<b>₱6,095,188,395</b>	<b>₱209,706,055</b>	<b>₱1,405,917,471</b>	<b>₱7,710,811,921</b>

2011				
	Neither past due nor impaired		Past due or Individually	Total
	High Grade	Standard	Impaired	
Cash and cash equivalents (excluding cash on hand)	₱2,146,720,230	₱-	₱-	₱2,146,720,230
Loans receivable	1,532,700,049	-	55,361,008	1,588,061,057
Accounts receivable				
Receivables from:				
Construction and infrastructure	1,309,334,532	86,118,449	1,355,723,224	2,751,176,205
Car dealership	101,605,339	6,548,440	117,785,523	225,939,302
Education and information technology	22,847,003	4,731,549	49,963,760	77,542,312
Other services	21,993,695	1,742,491	49,504,851	73,241,037
Other receivables:				
Consultancy fee	19,722,873	-	130,040,992	149,763,865
Rent receivable	-	-	109,852,321	109,852,321
Others	110,353,022	16,322,957	179,825,719	306,501,698
Due from related parties	53,456,844	-	46,722,543	100,179,387
Other assets:				
Miscellaneous deposits	18,657,764	12,218,029	20,194,276	51,070,069
Receivables from EEI Retirement Fund, Inc.	528,998,464	-	-	528,998,464
AFS securities				
Quoted	318,663,840	-	-	318,663,840
Unquoted	132,879,159	-	-	132,879,159
	<b>₱6,317,932,814</b>	<b>₱127,681,915</b>	<b>₱2,114,974,217</b>	<b>₱8,560,588,946</b>

The credit quality of the financial assets was determined as follows:

Cash and cash equivalents - are composed of bank deposits and money market placements made with reputable financial institutions duly approved by the BOD and hence, graded as "high grade".

Loans receivable - high grade applies to borrowers with a very low probability of going into default in the coming year. The borrower has a high degree of stability, substance and diversity. Standard grade applies to borrowers characterized by some probability of default, evidenced by weakness in the financial conditions or credit worthiness and other factors.





Trade receivables:

*Construction and infrastructure* - high grade pertains to receivables that have outstanding credit history and are unsusceptible to adverse effects of changes in economic conditions. On the other hand, standard grade pertains to receivables assessed by the Group to be vulnerable to impairment due to history of counterparties' default and speculative nature of transactions.

*Car dealership* - high grade pertains to receivables from fleet customers and financing companies and standard grade pertains to receivables from individuals and other small and medium-sized entities.

*Education and information technology* - The Group categorizes their neither past due nor impaired receivables as follows:

High-grade - high grade pertains to receivables with no default in payment.

Standard-grade - pertains to receivables with up to three (3) defaults in payment.

*Other receivables* - these mainly pertain to the construction and infrastructure class. The determination of the credit quality of these financial assets as to high grade and standard grade is the same as that of trade receivables from construction and infrastructure.

*Due from related parties* - pertains to receivables from profitable related parties with good payment record with the Group and hence, graded as "high grade".

*Miscellaneous deposits* - these mainly pertain to security deposits for car rental, utilities and borrowed equipments. The determination of the credit quality of these financial assets as to high grade and standard grade is the same as that of trade receivables from construction and infrastructure.

#### Capital Management

The primary objective of the Group's capital management is to ensure that it maintains a strong credit rating and healthy capital ratios in order to support its business and maximize shareholder value.

The Group which is composed of diversified operations (i.e. construction and infrastructure operations, education and information technology and finance and leasing activities) manages its capital on a per entity basis. Each entity manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes during the years ended December 31, 2012 and 2011.

As at December 31, 2012 and 2011, the Group is not subject to externally imposed capital requirements other than the monitoring of the Group's debt to equity ratio and current ratio as a result of avilment of long term debt with RCBC. Debt to equity ratio should not exceed 2:1, 5:1 and 2:1 for the Parent Company, EEI Group and iPeople Group, respectively; and current ratio should not be less than 1:1 for iPeople Group and EEI Group.

The Group considers total equity as its capital.



*Parent Company, EEI and iPeople*

The Parent Company, EEI (construction and infrastructure operations) and iPeople (education and information technology) monitor capital using gearing ratio. The Parent Company, EEI and iPeople's policies are to keep the gearing ratio up to a maximum of 2:1, 5:1 and 2:1, respectively, to comply with some of the Group's loan agreements with banks which provides for a maximum debt-to-equity ratio.

*Parent Company*

	2012	2011
Loans payable	<b>₱1,277,800,000</b>	₱1,006,300,000
Subscription payable	<b>17,631,505</b>	180,858,801
Long-term debt	<b>89,000,000</b>	89,000,000
Total liabilities	<b>1,384,431,505</b>	1,276,158,801
Less cash and cash equivalents	<b>191,046,442</b>	160,877,149
Net liabilities	<b>1,193,385,063</b>	1,115,281,652
Total equity	<b>₱2,451,144,918</b>	₱2,399,295,862
<b>Debt to equity ratio</b>	<b>0.56:1</b>	0.53:1
<b>Net debt to equity ratio</b>	<b>0.49:1</b>	0.46:1

*EEI*

	2012	2011
Current liabilities	<b>₱7,009,417,030</b>	₱5,613,948,323
Noncurrent liabilities	<b>219,294,664</b>	536,415,291
Total liabilities	<b>7,228,711,694</b>	6,150,363,614
Total equity	<b>₱5,143,167,648</b>	₱4,370,993,709
<b>Debt to equity ratio</b>	<b>1.41:1</b>	1.41:1

*iPeople*

	2012	2011
Current liabilities	<b>₱584,505,830</b>	₱631,938,682
Noncurrent liabilities	<b>814,632,522</b>	923,552,727
Total liabilities	<b>1,399,138,352</b>	1,555,491,409
Equity excluding minority interest	<b>₱2,636,453,852</b>	₱2,245,351,045
<b>Debt to equity ratio</b>	<b>0.53:1</b>	0.69:1

*FMLFC (finance and leasing activities)*

FMLFC monitors capital on the basis of the capital requirements set by the BSP. BSP requires financial institutions performing quasi-banking functions to maintain a prescribed ratio of qualifying capital to risk-weighted assets known as risk-based capital adequacy ratio (CAR). The risk based CAR is expressed as a percentage of qualifying capital to risk-weighted assets, which shall not be less than 10% on a daily basis.

As at December 31, 2011, FMLFC's CAR is computed at 21%.



The following table sets the regulatory capital as at December 31, 2011:

	Amount
Tier 1 Capital	₱430,424
Tier 2 Capital	15,063
Risk weighted assets	₱2,149,970
Tier 1 capital ratio	21%
Total capital ratio	21%

Regulatory capital consists of Tier 1 capital, which comprises share capital, share premium, retained earnings including current year profit less treasury shares and deferred income tax. Certain adjustments are made in PFRS-based results and reserves, as prescribed by the BSP. The other component of regulatory capital is Tier 2 capital, which includes general loan loss provision (limited to 1.00% of credit risk weighted assets).

The determination of FMLFC's compliance with regulatory requirements and ratios is based on the amount of FMLFC's unimpaired capital (regulatory capital) as reported to BSP, which is determined on the basis of regulatory accounting practices which differ from PFRS in some aspects.

Under existing banking regulations, the combined capital accounts of a financial institutions performing quasi banking functions should not be less than an amount equal to 10.00% of its risk assets. Risk weighted assets are defined as total assets less cash on hand, due from BSP, loans covered by hold-out on or assignment of deposits, loans or acceptances under letters of credit to the extent covered by margin deposits and other non-risk items determined by the Monetary Board of the BSP. As at December 31, 2011, the Group is in compliance with such provision.

#### *Fair Values*

The table below presents a comparison by category of carrying amounts and estimated fair values of all of the Group's financial instruments as at December 31, 2012 and 2011:

	2012	
	Carrying Value	Fair Value
<b>Financial Assets</b>		
Loans and receivables:		
Cash and cash equivalents	₱2,126,214,931	₱2,126,214,931
Loans receivable	19,382,978	19,382,978
Accounts receivable:		
Receivables from:		
Construction and infrastructure	3,080,091,435	3,080,091,435
Car dealership	597,831,621	597,831,621
Education and information technology	63,180,641	63,180,641
Other services	58,963,820	58,963,820
Other receivables		
Consultancy fee	166,068,077	166,068,077
Receivable from plant	47,743,251	47,743,251
Other school-related receivable	36,686,221	36,686,221

(Forward)



	2012	
	Carrying Value	Fair Value
Due from Philippine Transmarine Carriers, Inc. (PTC)	₱46,920,134	₱46,920,134
Others	172,496,302	172,496,302
Due from related parties	15,521,030	15,521,030
Other current assets:		
Receivable from retirement fund	476,022,379	476,022,379
AFS securities		
Quoted	370,625,891	370,625,891
Unquoted	129,789,050	129,789,050
Miscellaneous deposits	53,709,001	53,709,001
<b>Total financial assets</b>	<b>₱7,461,246,762</b>	<b>₱7,461,246,762</b>

**Financial Liabilities**

Other financial liabilities at amortized cost:		
Loans payable	₱1,951,100,000	₱1,951,100,000
Accounts payable and accrued expenses		
Accounts payable	2,521,899,103	2,521,899,103
Accrued expenses	605,864,810	605,864,810
Accrued interest payable	3,207,175	3,207,175
Subscriptions payable	58,466,651	58,466,651
Dividends payable	8,670,409	8,670,409
Payable to EEI Retirement Fund, Inc.	165,821,160	165,821,160
Others	69,297,674	69,297,674
Due to related parties	32,713,060	32,713,060
Long-term debt	1,542,826,104	1,558,033,016
Lease liability	7,820,274	8,558,065
<b>Total financial liabilities</b>	<b>₱6,967,686,420</b>	<b>₱6,983,631,123</b>

**Financial Liabilities**

Other financial liabilities at amortized cost:		
Loans payable	₱1,951,100,000	₱1,983,036,290
Accounts payable and accrued expenses		
Accounts payable	2,521,899,103	2,521,899,103
Accrued expenses	605,864,810	605,864,810
Accrued interest payable	3,207,175	3,207,175
Subscriptions payable	13,881,505	13,881,505
Dividends payable	8,670,409	8,670,409
Others	235,118,833	235,118,833
Due to related parties	32,713,060	32,713,060
Long-term debt	1,542,826,104	1,558,033,016
<b>Total financial liabilities</b>	<b>₱6,915,280,999</b>	<b>₱6,962,424,201</b>



	2011	
	Carrying Value	Fair Value
<b>Financial Assets</b>		
<b>Loans and receivables:</b>		
Cash and cash equivalents	₱2,167,119,236	₱2,167,119,236
Loans receivable	1,532,700,049	1,631,950,632
<b>Accounts receivable:</b>		
<b>Receivables from:</b>		
Construction and infrastructure	2,579,085,933	2,579,085,933
Car dealership	199,613,417	199,613,417
Education and information technology	44,968,833	44,968,833
Other services	57,790,289	57,790,289
<b>Other receivables</b>		
Consultancy fee	149,763,865	149,763,865
Receivable from plant	37,859,487	37,859,487
Rental receivable	109,852,321	109,852,321
Other school-related receivable	42,670,912	42,670,912
Due from Philippine Transmarine Carriers, Inc. (PTC)	28,933,960	28,933,960
Others	143,206,159	143,206,159
Due from related parties	61,330,556	61,330,556
<b>Other noncurrent assets:</b>		
Receivable from retirement fund	528,998,464	536,171,880
<b>AFS securities</b>		
Quoted	318,663,840	318,663,840
Unquoted	132,879,159	132,879,159
Miscellaneous deposits	48,071,126	48,071,126
<b>Total financial assets</b>	<b>₱8,183,507,606</b>	<b>₱8,289,931,605</b>
<b>Financial Liabilities</b>		
<b>Other financial liabilities at amortized cost:</b>		
Loans payable	₱4,088,090,020	₱4,088,090,020
<b>Accounts payable and accrued expenses</b>		
Accounts payable	1,999,721,021	1,999,721,021
Accrued expenses	533,192,775	533,192,775
Accrued interest payable	10,377,847	10,377,847
Subscriptions payable	58,466,651	58,466,651
Dividends payable	17,911,444	17,911,444
Others	86,131,872	86,131,872
Due to related parties	58,234,792	58,234,792
Long-term debt	1,911,957,776	1,925,842,387
Lease liability	22,784,043	24,933,566
<b>Total financial liabilities</b>	<b>₱8,786,868,241</b>	<b>₱8,802,902,375</b>

The following methods and assumptions were used to estimate the fair value of each class of financial instrument for which it is practicable to estimate such value:

*Cash and Cash Equivalents, Accounts Receivable, Due from Related Parties and Miscellaneous Deposits*

Due to the short-term nature of transactions, the carrying values of these accounts were assessed to approximate their fair values.



*Receivable from Real Estate Operation and Loans Receivables*

The fair value approximates the carrying amount since its interest rate is based on rates prevailing on real estate operations.

*AFS Securities*

The fair values of quoted equity securities are based on quoted market prices. In the absence of a reliable basis of determining fair values due to the unpredictable nature of the future cash flows and the lack of suitable method of arriving at a reliable fair values, unquoted equity securities are carried at cost net of impairment provision.

*Other Noncurrent Assets*

The fair values of receivables from retirement fund and long-term receivables are estimated as the present value of all future cash flows discounted using the applicable rates for similar loans. Discount rates used ranged from 3.31% to 4.16% in 2011. In 2012, the fair value of receivable from retirement fund approximates the carrying amount since outstanding balance is all current.

*Loans Payable, Accounts Payable and Accrued Expenses and Due to Related Parties*

The carrying amounts of loans payable, accounts payable and accrued expenses and due to related parties approximate their fair values due to the short-term nature of the transactions.

*Long-term Debt*

For variable rate loans that reprice every three months, the carrying value approximates the fair value because of recent and regular repricing based on current market rates.

For fixed rate loans, the fair value is estimated as the present value of all future cash flows discounted using the applicable rates for similar loans. Discount rates used ranged 4.81% to 5.80% in 2011, respectively.

*Lease Liability*

The fair value is estimated as the present value of all cash flows discounted using the applicable rates.

Fair Value Hierarchy

The Group uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

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

Level 2: other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly

Level 3: techniques which use inputs which have a significant effect on the recorded fair value that are not based on observable market data.

The quoted AFS securities of the Group fall under level 1 as at December 31, 2012 and 2011.

There were no transfers between levels of fair value measurements in 2012 and 2011. The Group has no financial instruments classified under Levels 2 and 3 as at December 31, 2012 and 2011.



## 5. Cash and Cash Equivalents

This account consists of:

	2012	2011
Cash on hand and in banks	<b>₱1,073,749,709</b>	₱1,468,284,043
Short-term investments	<b>1,052,465,222</b>	698,835,193
	<b>₱2,126,214,931</b>	₱2,167,119,236

Cash in banks earn interest at the respective bank deposit rates. Short-term investments are made for varying periods of up to three months depending on the immediate cash requirements of the Group and earn interest at the respective short-term investment rates. Interest income from cash in banks and short-term investments amounted to ₱50.3 million, ₱59.4 million and ₱71.1 million for the years ended December 31, 2012, 2011 and 2010, respectively (see Note 22).

## 6. Loans Receivable

Loans receivable consists of:

	2012	2011
Gross receivables	<b>₱23,219,778</b>	₱1,588,061,057
Less allowance for impairment	<b>3,836,800</b>	55,361,008
	<b>19,382,978</b>	1,532,700,049
Less noncurrent portion	<b>6,120,099</b>	1,131,780,716
Current portion	<b>₱13,262,879</b>	₱400,919,333

The 2011 loans receivable is composed of receivables of FMLFC, a subsidiary engaged in leasing and financing and ZIFC, a subsidiary engaged in general financing and investment. In 2012, the loans receivables is composed of receivables of ZIFC with the following details:

	2012	2011
Time loan principals	<b>₱32,189,662</b>	₱899,496,235
Lease contracts receivable	-	388,657,802
Receivables financed	-	313,898,009
Sales contracts receivables	-	46,838,303
Others	-	20,187,911
	<b>32,189,662</b>	1,669,078,260
Accrued interest receivable	-	18,233,380
Unearned discount and interest	<b>(8,969,884)</b>	(99,250,583)
	<b>23,219,778</b>	1,588,061,057
Less allowance for impairment	<b>3,836,800</b>	55,361,008
	<b>₱19,382,978</b>	₱1,532,700,049

Receivables financed, pertaining to FMLFC's loans receivable portfolio as at December 31, 2011, are due in monthly or quarterly installments extending up to 36 months with annual interest rates ranging from 13% to 27% in 2011. As at December 31, 2011, portion of the allowance for impairment recognized for receivables financed amounting to ₱9.5 million were written off.



Time loan principals are collectible in full at maturity date while interest is due monthly or at maturity. Annual interest rates range from 12% to 31% and 10% to 24% in 2012 and 2011, respectively. The term of the loan ranges from one to twelve months.

Lease contracts receivable, included in FMLFC's loans receivable portfolio as at December 31, 2011, pertains to the cost of the leased equipment, net of its estimated residual value of ₱113.6 million as at December 31, 2011. Annual interest rates range from 10% to 26% in 2011. Upon delivery of the leased equipment, the lessee is required to make a deposit which serves as guaranty for the performance of the obligations under the lease contract. The deposit is refundable to the lessee upon the expiration of the lease provided the lessee returns the unit leased. Deposits on lease contracts as at December 31, 2011 amount to ₱114.4 million. These deposits, net of residual value of leased equipment, are included in accounts payable and accrued expenses. The term of the lease ranges from 24 to 60 months.

Nonperforming accounts amounted to ₱199.3 million as at December 31, 2011, representing 12.07% of the gross receivables from customers in 2011.

Details of receivables from customers of FMLFC and ZIFC are as follows (details in 2012 pertains to customers from ZIFC only):

a) As to secured and unsecured and type of security for secured loans

	2012	2011
Secured loans		
Chattel mortgage	₱2,576,983	₱761,048,941
Finance lease	-	420,850,847
Real estate mortgage	28,121,764	213,024,588
	<b>30,698,747</b>	1,394,924,376
Unsecured loans	1,490,915	292,387,264
	<b>₱32,189,662</b>	₱1,687,311,640

Other collaterals pertain to automobiles and equipment under leasing agreements.

b) As to maturity

	2012	2011
Maturing within one year	₱23,629,443	₱442,887,922
Maturing one year to five years	8,560,219	1,244,423,718
	<b>₱32,189,662</b>	₱1,687,311,640

The changes in individually assessed allowance for impairment as at December 31 follow:

	2012	2011
Balance at beginning of year	₱55,361,008	₱33,878,891
Provision for impairment losses (Note 27)	1,562,817	31,911,834
Accounts written off	(430,140)	(10,429,717)
Derecognition due to loss on control of a subsidiary (Note 2)	(52,656,885)	-
Balance at end of year	<b>₱3,836,800</b>	₱55,361,008





In the ordinary course of business, FMLFC has loan transactions with its directors, officers, stockholders and related interest (DOSRI). The BSP regulations limit the aggregate loans to DOSRI and the level at which such loans must be secured. As at December 31, 2011, FMLFC was in full compliance with the BSP regulations on DOSRI loans.

## 7. Accounts Receivable

This account consists of:

	2012	2011
Trade:		
Construction and infrastructure (including retention receivable of ₱1.3 billion in 2012 and ₱968.5 million in 2011)	<b>₱3,228,453,310</b>	₱2,751,176,205
Car dealership	<b>636,407,115</b>	225,939,302
Education and information technology	<b>104,578,693</b>	77,542,312
Other services	<b>67,344,194</b>	73,241,037
Other receivables		
Advances to suppliers and contractors	<b>495,618,357</b>	501,329,640
Consultancy fee	<b>166,068,077</b>	149,763,865
Receivable from plant	<b>60,987,768</b>	51,104,004
Advances to officers and employees	<b>50,127,508</b>	56,828,059
Due from PTC	<b>46,920,134</b>	28,933,960
Other school-related receivables	<b>36,686,221</b>	42,670,912
Rent receivable	-	109,852,321
Others	<b>229,836,427</b>	194,344,052
	<b>5,123,027,804</b>	4,262,725,669
Less allowance for impairment	<b>343,252,637</b>	336,584,798
	<b>₱4,779,775,167</b>	₱3,926,140,871

Receivables classified as "Others" consist of interest, dividends, commission, rebates, insurance and various receivables. Receivable from plant pertain to receivables from Honda Cars Philippines, Inc. and Isuzu Philippines Corporation, for promotional subsidy and fleet discounts. Receivables from plant are collectible within a year in the normal course of the Group's business.

The changes in allowance for impairment as at December 31 follow:

	2012					Total
	Construction and Infrastructure	Car Dealership	Education and Information Technology	Other Services	Other Receivables	
Balances at beginning of year	₱172,090,272	₱26,325,885	₱32,573,479	₱15,433,860	₱90,161,302	₱336,584,798
Provisions - net of recoveries (Notes 26 and 27)	(17,454,858)	4,140,584	8,824,573	248,320	17,182,759	12,941,378
Write-offs	(6,273,539)	-	-	-	-	(6,273,539)
Balances at end of year	<b>₱148,361,875</b>	<b>₱30,466,469</b>	<b>₱41,398,052</b>	<b>₱15,682,180</b>	<b>₱107,344,061</b>	<b>₱343,252,637</b>
Individually impaired	₱140,363,788	₱-	₱-	₱-	₱-	₱140,363,788
Collectively impaired	7,998,087	30,466,469	41,398,052	15,682,180	107,344,061	202,888,849
Total	<b>₱148,361,875</b>	<b>₱30,466,469</b>	<b>₱41,398,052</b>	<b>₱15,682,180</b>	<b>₱107,344,061</b>	<b>₱343,252,637</b>
Gross receivables*	<b>₱1,087,035,367</b>	<b>₱636,407,115</b>	<b>₱104,578,693</b>	<b>₱22,522,465</b>	<b>₱834,998,936</b>	<b>₱2,685,542,576</b>

\* Gross amount of receivables individually and collectively determined to be impaired, before deducting any assessed impairment allowance



	2011					
	Construction and Infrastructure	Car Dealership	Education and Information Technology	Other Services	Other Receivables	Total
Balances at beginning of year	₱196,804,618	₱33,856,899	₱28,749,205	₱15,433,860	₱73,187,707	₱348,032,289
Provisions - net of recoveries (Notes 26 and 27)	237,359	(7,531,014)	3,824,274	—	17,392,108	13,922,727
Write-offs	(24,951,705)	—	—	—	(418,513)	(25,370,218)
Balances at end of year	₱172,090,272	₱26,325,885	₱32,573,479	₱15,433,860	₱90,161,302	₱336,584,798
Individually impaired	₱172,090,272	₱—	₱—	₱—	₱69,104,273	₱241,194,545
Collectively impaired	—	26,325,885	32,573,479	15,433,860	21,057,029	95,390,253
Total	₱172,090,272	₱26,325,885	₱32,573,479	₱15,433,860	₱90,161,302	₱336,584,798
Gross receivables*	₱1,148,876,987	₱225,939,302	₱77,690,754	₱16,336,589	₱865,160,121	₱2,334,003,753

\* Gross amount of receivables individually and collectively determined to be impaired, before deducting any assessed impairment allowance

## 8. Costs, Estimated Earnings and Billings on Uncompleted Contracts

The details of the costs, estimated earnings and billings on uncompleted contracts follow:

	2012	2011
Total costs incurred	<b>₱26,703,380,291</b>	₱20,528,739,494
Add: estimated earnings	<b>4,699,140,348</b>	3,506,995,187
	<b>31,402,520,639</b>	24,035,734,681
Less total billings (including unliquidated advances from contract owners of ₱2.5 billion and ₱2.0 billion in 2012 and 2011, respectively)	<b>32,725,703,310</b>	24,168,606,089
	<b>(₱1,323,182,671)</b>	(₱132,871,408)

The foregoing balances are reflected in the consolidated statements of financial position under the following accounts:

	2012	2011
Costs and estimated earnings in excess of billings on uncompleted contracts	<b>₱1,390,688,809</b>	₱1,729,876,639
Billings in excess of costs and estimated earnings on uncompleted contracts	<b>(2,713,871,480)</b>	(1,862,748,047)
	<b>(₱1,323,182,671)</b>	(₱132,871,408)

## 9. Inventories

This account consists of:

	2012	2011
At cost		
Land and land development	<b>₱219,380,780</b>	₱213,145,800
Subdivision lots and contracted units for sale	<b>99,227,951</b>	147,146,769
Raw lands	<b>44,916,103</b>	38,432,211
	<b>363,524,834</b>	398,724,780

(Forward)



	2012	2011
At NRV		
Merchandise (Note 19)	₱571,744,498	₱247,780,116
Spare parts and supplies	12,073,195	10,152,305
Construction materials	110,443	150,116
	<b>583,928,136</b>	258,082,537
	<b>₱947,452,970</b>	₱656,807,317

The related costs of inventories recorded at NRV follow:

	2012	2011
Merchandise (Note 19)	₱634,496,238	₱304,918,003
Spare parts and supplies	13,446,698	11,525,808
Construction materials	9,064,318	9,125,235
	<b>₱657,007,254</b>	₱325,569,046

The rollforward of allowance for inventory obsolescence is as follows:

	2012	2011
Balances at beginning of year	₱67,486,508	₱84,132,659
Provisions (recoveries) (Note 27)	5,613,854	(16,360,294)
Write-off	(21,244)	(285,857)
Balances at end of year	<b>₱73,079,118</b>	₱67,486,508

A summary of the movement in real estate inventories is set out below:

	2012	2011
Balances at beginning of year	₱398,724,780	₱407,242,527
Construction/development costs incurred	38,218,705	52,026,020
Disposals (recognized as cost of sales)	(51,267,530)	(76,715,351)
Transfers to investment property (Note 15)	(22,037,310)	-
Repossessed inventories	-	16,171,584
Other adjustments/reclassifications	(113,811)	-
Balances at end of year	<b>₱363,524,834</b>	₱398,724,780

The Group reversed previously recognized allowance for inventory obsolescence on inventory amounting to ₱3.5 million and ₱15.2 million in 2012 and 2011, respectively (see Note 27).

The actual inventories written off amounted to ₱21,245 and ₱0.3 million in 2012 and 2011, respectively.

Land included in inventories relates to real estate development projects being undertaken by EEI Realty, either on its own or with other parties, as follows:

- a. On April 24, 1998, EEI Realty entered into a joint venture (JV) agreement with Robinson's Homes, Inc. (RHI) to contribute certain parcels of land to the JV for development by RHI into a residential subdivision. Under the JV agreement, the share of EEI Realty and RHI on the saleable lots shall be 40% and 60%, respectively. EEI Realty granted RHI the exclusive right to construct housing units on EEI Realty's share of the saleable lots from the JV project and construction of the housing units shall be solely for RHI's account. EEI Realty also granted



RHI the exclusive marketing rights over its share of the saleable lots from the JV project. EEI Realty shall reimburse RHI for marketing and administration expenses of 10% of the lot selling price deductible from EEI Realty's share on every lot sold.

On July 11, 2005, EEI Realty and RHI mutually agreed to reduce the JV area from 72.79 hectares to 13.98 hectares. The share of EEI Realty and RHI on the saleable lots shall be 25% and 75%, respectively, starting May 1, 2005. The JV area is still being managed by RHI, while the remaining area has been turned over to EEI Realty.

In consideration of EEI Realty's entering into the JV Agreement, RHI paid EEI Realty ₱50.0 million as noninterest-bearing cash advance. The cash advance shall be liquidated using the proceeds from sale of the lots allocated to EEI Realty. In 2000, the JV started selling developed lots, the proceeds of which were deducted from the cash advance. As at December 31, 2012 and 2011, the outstanding balance of the cash advance, which is shown as part of accounts payable and accrued expenses account in the consolidated statements of financial position, amounted to ₱32.4 million (see Note 17).

- b. EEI Realty has an ongoing project in Suburbia East, Marikina. The master plan for the 98,009 square meters property project was completed and the development permit application for the subdivision plan was approved on September 14, 2000 by the city government of Marikina. On May 2, 2002, the Housing and Land Use Regulatory Board (HLURB) issued a Certificate of Registration and License to Sell to EEI Realty for the sale of saleable lots in Suburbia East Phase I. The Phase I development works have been completed. On May 30, 2003, HLURB issued a certificate of Registration and License to Sell for the sale of saleable lots in Phase II. Development works for Phase II is completed in July 2007. On November 29, 2008, HLURB issued a certificate of Registration and License to Sell for the sale of saleable lots in Phase III. Phase III development is still ongoing as at December 31, 2012 and the EEI Realty expects to complete all developments on December 31, 2013.
- c. The amended Memorandum of Agreement dated April 19, 1999 between EEI Realty and Ayala Greenfield, Inc. (Greenfield) provides for the following:
  - Sale of nine parcels of land with a total area of 133,550 square meters by EEI Realty to Greenfield. Payment terms for the land sold include turnover of certain developed lots from the nine parcels of land. In 2003, a total of 11 saleable lots from the unsold inventory of Greenfield's developed lots valued at ₱48.2 million were transferred to EEI Realty as partial settlement.
  - Contribution by EEI Realty of parcels of land, with a total area of 111,906 square meters, as EEI Realty's participating interest in a JV project with Greenfield. Under the terms of the JV agreement, EEI Realty's net land owner's interest shall be in the form of developed lots for the residential component and golf club shares for the golf course component, and shall be allocated at 30% for EEI Realty and 70% for Greenfield.
- d. On August 17, 2009, EEI Realty entered into an agreement with Cottonwood Realty Corporation for the building of residential housing units on the lots owned by EEI Realty. Under the terms of the JV agreement, the EEI Realty will contribute approximately 6,400 square meters located at Grosvenor's Place, Brgy. Tanauan, Tanza, Cavite. Upon signing of the JV agreement, Cottonwood Realty Corporation shall advance a total cash equivalent to 20% of the minimum lot price valued at ₱3,190 per square meter for the total 200 lots of EEI Realty. Cottonwood shall also execute Deed of Assignment in favor of EEI Realty and the



corresponding Letter of Guaranty to Home Development Mutual Fund (HDMF/PAGIBIG) covering the latter's take out for the house and lot for the 200 lots of EEI Realty. EEI Realty shall also pay Cottonwood 10% of the total lot price as marketing commission deductible from the 80% releases of HDMF/PAGIBIG. Cottonwood shall arrange and ensure that the said 80% take out by the HDMF/PAGIBIG for the lot portion shall be payable in the name of EEI Realty and paid by PAGIBIG directly to EEI Realty. As at December 31, 2012, EEI Realty has sold 1 lot stated in the memorandum of agreement with Cottonwood Realty Corporation.

On June 14, 2012, under the Revised Memorandum of Agreement, EEI Realty and Cottonwood Realty Corporation agreed that EEI Realty undertakes the construction of residential buildings in the lots, covering an area of 5,633 square meters, which EEI Realty has contributed in the JV and Cottonwood Realty Corporation to sell and market the lots and residential buildings built therein, secure a funding commitment line and arrange the loan take-out for buyers with HDMF/PAGIBIG with the purpose of yielding the optimal price and ensuring appreciation over time.

There were no capitalized borrowing costs in 2012 and 2011.

The Group has no purchase commitments pertaining to its inventories as at December 31, 2012 and 2011.

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#### 10. Prepaid Expenses and Other Current Assets

This account consists of:

	2012	2011
Receivable from EEI Retirement Fund, Inc. - net (Notes 13 and 16)	<b>₱476,022,379</b>	₱-
Value added tax	<b>226,150,743</b>	151,998,028
Prepaid taxes	<b>118,301,430</b>	153,731,711
Prepaid expenses	<b>92,913,220</b>	199,058,943
Miscellaneous deposits	<b>53,709,001</b>	48,071,126
Restricted cash investment	<b>6,565,578</b>	-
Unused office supplies	<b>6,109,834</b>	3,110,122
Noncurrent assets held for sale	-	179,150,664
Others	<b>5,004,379</b>	906,522
	<b>₱984,776,564</b>	₱736,027,116

Receivable from EEI Retirement Fund, Inc., resulted from the sale of land by EEI to EEI Retirement Fund, Inc. The amount is to be paid by the Fund within seven years from December 2006 with interest rate based on bank's internal average lending rate. The outstanding receivable from EEI Retirement Fund, Inc. as at December 31, 2012 and 2011 amounted to ₱476.0 million and ₱529.0 million, respectively. EEI reclassified the account to current assets in 2012 because the collection is expected by EEI within 2013.

Miscellaneous deposits mainly represent the Group's refundable rental, utilities and guarantee deposits on various machineries and equipment.



Noncurrent assets held for sale consist of property and equipment that the Group intends to sell within one year from the date of classification as held for sale and remains committed to immediately dispose the assets through an active marketing program.

The Group's provision for doubtful accounts on miscellaneous deposit amounted to ₱0.8 million, ₱2.0 million and ₱1.0 million in 2012, 2011 and 2010, respectively (see Note 27). As at December 31, 2012 and 2011, the Group's allowance for impairment on its miscellaneous deposits account amounted to ₱3.7 million and ₱3.0 million, respectively.

## 11. Available-for-Sale Securities

This account consists of:

	2012	2011
Quoted shares - at fair value	₱370,625,891	₱318,663,840
Unquoted shares - at cost	129,789,050	132,879,159
	<b>₱500,414,941</b>	<b>₱451,542,999</b>

Movements in the net accumulated unrealized gain on AFS securities are as follows:

	2012	2011
Attributable to equity holders of the parent:		
Balance at beginning of year	₱76,012,323	₱63,473,002
Gain recognized in equity	18,690,794	12,539,321
Balance at end of year	94,703,117	76,012,323
Noncontrolling interest:		
Balance at beginning of year	4,283,875	4,169,751
Gain recognized in equity	1,523,102	114,124
Balance at end of year	5,806,977	4,283,875
	<b>₱100,510,094</b>	<b>₱80,296,198</b>

The unquoted shares consist of shares in the following nonlisted companies:

	2012	2011
Hermosa Ecozone Development Corporation	₱85,000,000	₱85,000,000
Brightnote Assets Corporation	25,000,000	25,000,000
Heritage Park	9,906,264	13,051,014
Sta. Elena Properties	7,680,033	7,680,033
Subic Power Corporation	37,500	37,500
Others	2,165,253	2,110,612
	<b>₱129,789,050</b>	<b>₱132,879,159</b>

Fair value information has not been disclosed for the Group's investments in equity instruments that are carried at cost because fair value cannot be measured reliably. These equity instruments represent ordinary shares in private companies that are not quoted on any market and do not have any comparable industry peer that is listed. The Group does not intend to dispose of these investments in the foreseeable future. Investments in other unquoted securities amounting to ₱3.3 million and ₱9.7 million was sold in 2012 and 2011, respectively, which resulted to a gain amounting to ₱12.5 million and ₱22.3 million, respectively (see Note 22).



In 2012, the Group purchased additional 5.4 million shares from Petroenergy, a quoted security, for ₱5.93 per share amounting to ₱32.0 million.

## 12. Investments in Associates and Joint Ventures

The details of investments accounted for under the equity method are as follows:

	2012	2011
Acquisition cost		
Balances at beginning and end of year	<b>₱429,287,307</b>	₱429,287,307
Accumulated impairment loss		
Balance at beginning of year	<b>116,462,670</b>	119,662,670
Recovery of impairment loss (Note 27)	<b>(1,205,357)</b>	(3,200,000)
Balance at end of year	<b>115,257,313</b>	116,462,670
Accumulated equity in net earnings		
Balance at beginning of year	<b>1,106,958,247</b>	1,085,805,594
Equity in net earnings	<b>475,682,381</b>	378,384,802
Dividends received	<b>(358,504,526)</b>	(357,232,149)
Balance at end of year	<b>1,224,136,102</b>	1,106,958,247
Equity in cumulative translation adjustment	<b>(156,840,532)</b>	(95,152,886)
	<b>₱1,381,325,564</b>	₱1,324,629,998

The recovery of investment amounting to ₱1.2 million and ₱3.2 million in 2012 and 2011, respectively, pertains to the Group's investment in Sino as discussed in Note 3.

Summarized financial information of the Group's share in significant associates and joint ventures are as follows:

	2012		
	MMPC	ARCC	ECW
Current assets	₱842,403,222	₱2,209,757,073	₱11,813,456
Noncurrent assets	680,800,569	1,144,634,917	-
Total assets	<b>₱1,523,203,791</b>	<b>₱3,354,391,990</b>	<b>₱11,813,456</b>
Current liabilities	₱830,918,998	₱2,097,135,302	₱21,199
Noncurrent liabilities	258,051,077	269,954,851	-
Total liabilities	<b>₱1,088,970,075</b>	<b>₱2,367,090,153</b>	<b>₱21,199</b>
Revenues	₱202,736,366	₱6,104,997,414	₱-
Cost and expenses	(168,586,729)	(5,673,882,351)	-
Net income	<b>₱34,149,637</b>	<b>₱431,115,063</b>	<b>₱-</b>

	2011		
	MMPC	ARCC	ECW
Current assets	₱837,734,364	₱2,418,632,010	₱11,813,456
Noncurrent assets	584,134,345	1,432,488,483	-
Total assets	<b>₱1,421,868,709</b>	<b>₱3,851,120,493</b>	<b>₱11,813,456</b>
Current liabilities	₱904,416,161	₱2,447,094,549	₱21,199
Noncurrent liabilities	174,139,465	453,029,608	-
Total liabilities	<b>₱1,078,555,626</b>	<b>₱2,900,124,157</b>	<b>₱21,199</b>
Revenues	₱211,273,398	₱4,939,563,138	₱-
Cost and expenses	(173,849,596)	(4,607,428,038)	-
Net income	<b>₱37,423,802</b>	<b>₱332,135,100</b>	<b>₱-</b>



The Group's share in the net income of ARCC is subject to 20% Saudi Arabia income taxes.

### 13. Property and Equipment

The rollforward analysis of this account follows:

	2012					Total
	Land, Buildings and Improvements	Machinery, Tools and Construction Equipment	Transportation and Service Equipment	Furniture, Fixtures, and Office Equipment	Construction in Progress (Note 19)	
<b>Cost</b>						
At beginning of year	₱1,837,144,518	₱1,881,165,210	₱1,294,590,922	₱1,243,523,868	₱139,411,738	₱6,395,836,256
Additions	534,013,708	685,994,755	111,860,899	214,474,942	349,211,272	1,895,555,576
Disposals/retirements	-	(51,195,427)	(21,160,216)	(27,338,410)	-	(99,694,053)
Reclassifications/adjustments	(5,569,585)	(11,803,627)	(1,277,657)	(11,355,170)	(3,175,720)	(33,181,759)
Transfers	99,851,631	20,293,053	-	10,752,805	(130,897,489)	-
Derecognition due to loss on control of a subsidiary	(1,157,882)	-	(922,302,256)	(4,041,180)	-	(927,501,318)
At end of year	2,464,282,390	2,524,453,964	461,711,692	1,426,016,855	354,549,801	7,231,014,702
<b>Accumulated Depreciation and Amortization</b>						
At beginning of year	938,669,665	754,148,962	590,728,639	838,988,881	-	3,122,536,147
Depreciation and amortization (Note 28)	95,996,405	151,273,413	44,795,082	170,134,556	-	462,199,456
Disposals/retirements	-	(48,649,603)	(16,962,395)	(27,269,010)	-	(92,881,008)
Reclassifications/adjustments	(8,259,443)	(1,065,219)	(3,743,258)	(9,538,787)	-	(22,606,707)
Derecognition due to loss on control of a subsidiary	(442,973)	-	(327,959,426)	(3,441,949)	-	(331,844,348)
At end of year	1,025,963,654	855,707,553	286,858,642	968,873,691	-	3,137,403,540
<b>Net Book Value at Cost</b>	<b>₱1,438,318,736</b>	<b>₱1,668,746,411</b>	<b>₱174,853,050</b>	<b>₱457,143,164</b>	<b>₱354,549,801</b>	<b>₱4,093,611,162</b>
<b>Land at Revalued Amounts</b>						<b>₱2,605,448,126</b>
	2011					
	Land, Buildings and Improvements (Note 19)	Machinery, Tools and Construction Equipment	Transportation and Service Equipment	Furniture, Fixtures, and Office Equipment	Construction in Progress	Total
<b>Cost</b>						
At beginning of year	₱1,713,602,321	₱1,475,190,191	₱982,505,607	₱1,304,296,099	₱102,194,892	₱5,577,789,110
Additions	42,356,847	612,213,884	392,355,588	209,419,193	116,169,740	1,372,515,252
Disposals/retirements	(2,040,265)	(106,463,175)	(37,936,448)	(268,880,980)	-	(415,320,868)
Write-off of damaged machineries and equipment due to casualty losses	-	(102,867,511)	(4,443,360)	-	-	(107,310,871)
Reclassification to noncurrent asset held for sale	-	-	(37,890,465)	-	-	(37,890,465)
Reclassifications/adjustments	(203,768)	-	-	(1,310,444)	7,568,310	6,054,098
Transfers	83,429,383	3,091,821	-	-	(86,521,204)	-
At end of year	1,837,144,518	1,881,165,210	1,294,590,922	1,243,523,868	139,411,738	6,395,836,256
<b>Accumulated Depreciation and Amortization</b>						
At beginning of year	864,567,842	774,858,215	425,452,328	988,371,819	-	3,053,250,204
Depreciation and amortization (Note 28)	74,696,380	97,115,108	198,117,075	114,624,464	-	484,553,027
Disposals/retirements	(297,539)	(100,471,719)	(30,398,135)	(264,084,159)	-	(395,251,552)
Write-off of damaged machineries and equipment due to casualty losses	-	(16,812,774)	(2,410,229)	-	-	(19,223,003)
Reclassifications/adjustments	(297,018)	(539,868)	(32,400)	76,757	-	(792,529)
At end of year	938,669,665	754,148,962	590,728,639	838,988,881	-	3,122,536,147
<b>Net Book Value at Cost</b>	<b>₱898,474,853</b>	<b>₱1,127,016,248</b>	<b>₱703,862,283</b>	<b>₱404,534,987</b>	<b>₱139,411,738</b>	<b>₱3,273,300,109</b>
<b>Land at Revalued Amounts</b>						<b>₱2,485,751,926</b>

On October 3, 2011, there was an incident in EEI's jobsite for Taganito Nickel Hydrometallurgical Project of Taganito Mining Corporation at Claver, Surigao Del Norte. As a result, various mobile cranes and transportation equipment were damaged. Consequently, EEI wrote-off the related costs and accumulated depreciation of damaged machinery and equipment amounting to ₱107.3 million and ₱19.2 million, respectively with net book value of ₱88.1 million. The amount of loss on damaged properties is recorded under the general and administrative expenses account (see Note 27).





In 2012, EEI received compensation on the damaged properties amounting to ₱79.9 million. The amount of recovery on damaged properties is recorded under general and administrative expenses account (See Note 27).

On December 12, 2012, EEI acquired certain parcels of land including improvements located in Bauan, Batangas from EEI Retirement Fund Inc., the trustee of EEI's employees retirement fund, amounting to ₱581.8 million, inclusive of 12% VAT (see Note 21). As at December 31, 2012, total cash paid amounted to ₱416.0 million with a remaining balance amounting to ₱165.8 million, which is presented under accounts payable and accrued expenses in the Group's consolidated statements of financial position (see Note 17). The operating lease agreement of the said properties between the EEI and EEI Retirement Fund Inc. was terminated on the same date.

On January 28, 2012, a Power Supply Agreement was entered by the EEI Power Corporation and Davao del Norte Electric Cooperative (DANECO), an electric cooperative, to construct, own, operate, maintain and manage power generation facilities, including a 15 MW bunker/diesel-fired power plant to be constructed in Davao Del Norte, to generate electricity for sale to distribution utilities. EEI Power desires to sell and DANECO intends to take power generated by the power plant for distribution to end users in DANECO's franchise area under mutually beneficial terms. Period of commercial operations is ten years commencing on the commercial operations date stipulated in the agreement.

As at December 31, 2012, construction in progress includes the construction of power generation facilities being constructed in Tagum, Davao del Norte. The carrying value of the 15MW generator sets and auxiliary equipment and spare parts amounting to ₱98.8 million were held as collateral on EEI Power's long-term loan (see Note 19). In 2012, the Group has capitalized borrowing costs amounting to ₱3.0 million. Borrowing costs were capitalized at the rate of 6.50% per annum.

Movements in the revalued land are as follow:

	2012	2011
Balance at beginning of year	<b>₱2,485,751,926</b>	₱2,461,585,891
Additions during the year:		
Acquisition	<b>90,768,000</b>	-
Appraisal increase	<b>28,928,200</b>	21,825,723
Capitalizable costs directly related to land purchased	-	2,340,312
<b>Balance at end of year</b>	<b>₱2,605,448,126</b>	<b>₱2,485,751,926</b>

Land at cost amounted to ₱1.8 billion and ₱1.7 billion as at December 31, 2012 and 2011, respectively. Land includes the land leased from RCBC accounted for as finance lease in 2009 (see Note 36).

The revalued amounts in 2012 and 2011 are based on the latest appraisal reports by an independent appraiser dated January 2013, November and February 2012. Fair value is determined using market data based on latest records of sales and offerings of similar parcels of land with similar location, size, shape, characteristics of the lots and present and prospective use. Management believes that the fair values derived as of January 2013, November and February 2012 approximate the fair values as at December 31, 2012 and 2011.



#### 14. Goodwill

Goodwill arose from acquisitions of EEI, iPeople and Honda Cars Group.

#### 15. Investment Properties

The rollforward analysis of this account follows:

	2012		
	Land Held for Capital Appreciation	Condominium Units and Parking Slots	Total
<b>Cost</b>			
Balances at beginning of year	₱261,177,688	₱83,505,911	₱344,683,599
Additions	-	231,391	231,391
Transfer from inventories (Note 9)	10,408,096	11,629,214	22,037,310
Disposals	-	(10,792,000)	(10,792,000)
Derecognition due to loss of control over a subsidiary	(33,883,000)	-	(33,883,000)
	237,702,784	84,574,516	322,277,300
Impairment loss (Note 27)	(16,152,771)	-	(16,152,771)
Balances at end of year	221,550,013	84,574,516	306,124,529
<b>Accumulated Depreciation and Amortization</b>			
Balances at beginning of year	-	16,443,148	16,443,148
Depreciation and amortization (Notes 27 and 28)	-	3,580,059	3,580,059
Disposals	-	(1,166,666)	(1,166,666)
Balances at end of year	-	18,856,541	18,856,541
<b>Net Book Value</b>	<b>₱221,550,013</b>	<b>₱65,717,975</b>	<b>₱287,267,988</b>
2011			
	Land Held for Capital Appreciation (Note 18)	Condominium Units and Parking Slots	Total
<b>Cost</b>			
Balances at beginning of year	₱292,076,960	₱98,982,311	₱391,059,271
Disposals	(30,899,272)	(15,476,400)	(46,375,672)
Balances at end of year	261,177,688	83,505,911	344,683,599
<b>Accumulated Depreciation and Amortization</b>			
Balances at beginning of year	-	13,495,249	13,495,249
Depreciation and amortization (Notes 27 and 28)	-	4,108,629	4,108,629
Disposals	-	(1,160,730)	(1,160,730)
Balances at end of year	-	16,443,148	16,443,148
<b>Net Book Value</b>	<b>₱261,177,688</b>	<b>₱67,062,763</b>	<b>₱328,240,451</b>

Investment properties represent various parcels of land, condominium units and parking slots held for capital appreciation and rental, respectively.



In 2012, EEI Realty transferred inventories to investment properties pertaining to the leased properties consisting of land held for capital appreciation and residential unit amounting to ₱10.4 million and ₱11.6 million, respectively (see Note 9).

In 2011, EEI Marine disposed its land held for capital appreciation located in Pasig resulting to a gain on sale amounting to ₱45.2 million (see Note 22).

The total rental income derived from the investment properties amounted to ₱4.3 million, ₱0.9 million and ₱1.3 million in 2012, 2011 and 2010, respectively (see Note 22). Total direct operating expenses incurred in relation to these investment properties amounted to nil in 2012 and ₱0.4 million in 2011 and 2010 (see Note 27).

As at December 31, 2012 and 2011, the fair value of investment properties amounted to ₱409.6 million and ₱341.6 million, respectively.

The fair value of the land and condominium units and parking slots was arrived at using the Market Data Approach. In this approach, the value of the land and condominium units and parking slots are based on sales and listings of comparable properties registered within the vicinity.

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## 16. Other Noncurrent Assets

This account consists of:

	2012	2011
Computer software	₱48,726,688	₱17,216,406
Net retirement asset (Note 30)	33,271,102	42,544,902
Receivable from EEI Retirement Fund, Inc. (Notes 4, 10 and 21)	–	528,998,464
Others	35,706,986	60,415,679
	<b>₱117,704,776</b>	<b>₱649,175,451</b>

Computer software is amortized over a period of three years. Amortization of computer software charged to operations in 2012 and 2011 amounted to ₱9.2 million and ₱1.8 million, respectively (see Notes 27 and 28). The capitalized software is carried net of accumulated amortization. There were no impairment recognized for computer software during the year and in prior periods.

Rollforward of computer software is as follows:

	2012	2011
<b>Cost</b>		
Balance at the beginning of the year	₱29,933,698	₱15,074,773
Additions	40,757,956	14,858,925
Balance at the end of the year	70,691,654	29,933,698
<b>Accumulated Amortization</b>		
Balance at the beginning of the year	12,717,292	10,960,493
Amortization (Note 28)	9,247,674	1,756,799
Balance at the end of the year	21,964,966	12,717,292
<b>Net Book Value</b>	<b>₱48,726,688</b>	<b>₱17,216,406</b>



The receivable from EEI Retirement Fund, Inc. (the Fund) resulted from the sale of land held for sale by EEI to the Fund. The amount is to be paid by the Fund within seven years from 2006 with interest rate based on bank's internal average lending rate (see Note 21).

As at December 31, 2012, the outstanding balance of the receivable from EEI Retirement Fund, Inc. amounting to ₱476.0 million was reclassified as current since the receivable is expected to be realized within the following year.

Other noncurrent assets include noncurrent deferred charges, deposit on contracts, refund from Meralco and others.

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#### 17. Accounts Payable and Accrued Expenses

This account consists of:

	2012	2011
Accounts payable	<b>₱2,924,918,168</b>	₱2,325,555,392
Accrued expenses	<b>686,799,467</b>	702,766,979
Payable to EEI Retirement Fund, Inc.	<b>165,821,160</b>	-
Subscriptions payable	<b>58,466,651</b>	58,466,651
Dividends payable	<b>8,670,409</b>	17,911,444
Accrued interest payable	<b>3,207,175</b>	10,377,847
Others	<b>69,297,674</b>	86,131,872
	<b>₱3,917,180,704</b>	₱3,201,210,185

The normal trade credit terms of accounts payable and accrued expenses of the Group are expected to be settled within the next twelve months.

Subscriptions payable represents unpaid subscriptions on AFS securities.

Accrued expenses consist of:

	2012	2011
Accrued salaries and wages	<b>₱372,623,073</b>	₱411,622,615
Withholding taxes and others	<b>119,539,348</b>	126,735,507
Accrued rent	<b>50,427,077</b>	48,490,899
SSS and other contributions	<b>24,658,105</b>	14,695,964
Payable to security guards	<b>9,860,692</b>	8,677,397
Accrued commission	<b>4,461,697</b>	5,061,698
Chattel mortgage payable	<b>3,503,621</b>	272,593
Accrued professional fee	<b>3,155,560</b>	533,329
Deferred income	<b>3,129,409</b>	4,994,111
Payable to Land Transportation Office	<b>2,747,222</b>	608,203
Rust proofing payable	<b>1,907,013</b>	1,556,707
Others	<b>90,786,650</b>	79,517,956
	<b>₱686,799,467</b>	₱702,766,979

Accrued salaries and wages include the Group's recognized payable associated with the Faculty Association of Mapua Institute of Technology (FAMIT) reranking case. This case involves the faculty ranking and evaluation that was part of the 2001 Collective Bargaining Agreement



negotiations by MCI with the FAMIT. The Supreme Court reversed an earlier Court of Appeals decision in favor of management. An entry of judgment dated March 13, 2008 was made in the Supreme Court Book of Entries of Judgments, making the decision final and executory. A Memorandum of Agreement was entered into by management with FAMIT before the Voluntary Arbitrators wherein the parties agreed to continue the process of faculty ranking. The evaluation process was completed in December 2008.

In 2011, MCI re-evaluated its level of accrual and has determined that ₱21.9 million are not expected to be settled anymore and was reversed. Reversal was charged to other income shown in the consolidated statements of income (see Note 22).

As at December 31, 2012 and 2011, total accumulated payments to the permanent faculty members amounted to ₱228.0 million and ₱224.0 million, respectively. Related accrual as at December 31, 2012 and 2011 amounted to ₱66.9 million and ₱70.9 million, respectively.

The Group is a defendant in a claim seeking remuneration. The amount of the provision recorded under "Other payables" represents the estimated ability of the Group to cover the claim. The information required by PAS 37, *Provisions, Contingent Liabilities and Contingent Assets*, is not disclosed until final settlement, on the ground that it might prejudice the Group's position.

Other accrued expenses pertain to due to bookstore, unearned seminar fees, unearned interest income, deferred commission income, deferred credits and liabilities other than those owed to suppliers and contractors and those arising from ordinary accruals.

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## 18. Loans Payable

This account consists of:

	2012	2011
Loans payable (Note 21)		
Secured bank loans	<b>₱1,193,000,000</b>	₱1,350,000,000
Unsecured bank loans	<b>754,800,000</b>	1,322,280,000
Bills payable		
Unsecured bills	<b>3,300,000</b>	1,415,810,020
	<b>₱1,951,100,000</b>	₱4,088,090,020

Unsecured bank loans were obtained from local banks and related party financial institutions with annual interest rates ranging from 3.75% to 6.5% and 5.0% to 7.0% in 2012 and 2011, respectively.

Certain loans from local banks are secured by the Parent Company's investment in a subsidiary. The carrying value of the investment in subsidiary (at cost) held as collateral amounted to ₱255.2 million as of December 31, 2012 and 2011.

Certain loans from RCBC, a related party, are secured by the Parent Company's investment in an associate (see Note 12). The carrying value of the investment held as collateral amounted to ₱120.2 million as of December 31, 2012 and 2011. This loan has been fully paid as of December 31, 2012.



Certain loans from RCBC are secured by the Parent Company's investment property amounting to ₱3.5 million as of December 31, 2012 and 2011. This loan has been fully paid as of December 31, 2012 (see Note 15).

Certain loans from RCBC are secured by a parcel of land of the Parent Company recorded at the revalued amount of ₱255.7 million as of December 31, 2012 (see Note 13).

The secured bank loans in 2012 and 2011 are collateralized by an assignment of the Group's construction contract with certain customers with a total contract value of ₱2.0 billion and ₱1.3 billion as at December 31, 2012 and 2011, respectively.

Bills payable pertains to unsecured short-term borrowings from private firms, related companies and individuals with annual interest rates ranging from 10% and 4.0% to 10.0% in 2012 and 2011, respectively.

The Group has no externally imposed capital requirements on its bank loans as at December 31, 2012 and 2011.

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## 19. Long-term Debt

This pertains to the long-term debt of the following companies:

	2012	2011
Parent Company		
Private placement fixed-rate corporate promissory notes payable after three years from the date of issue with interest of 7.90%.	<b>₱89,000,000</b>	₱89,000,000
MCI		
Peso-denominated syndicated bank loan payable after 10 years since November 2010 without grace period on principal payment, subject to floating rate equal to the 3-month Philippine Dealing System Treasury Reference Rates-Fixing (PDST-F) plus a per annum spread of 1.75% payable in accelerating amounts up to November 22, 2020.	<b>688,000,000</b>	774,000,000
EEl		
Private placement fixed-rate corporate promissory notes with effective interest of 6.25% per annum for ₱500 million in 2012 and 2011	<b>500,000,000</b>	500,000,000
EEl Power		
Peso-denominated seven (7) year term loan, payable quarterly starting June 2014 with interest of 6.50% per annum inclusive of two (2) year grace period on principal amortization	<b>209,750,000</b>	-
MCLI		
Payable to PTC	<b>56,076,104</b>	34,807,018
FMLFC		
Peso-denominated bank loans with interest ranging from 5.00% to 6.50% in 2011	-	503,400,000
(Forward)		



	2012	2011
Peso-denominated bank loans with interest ranging from 4.94% to 5.13%.	P-	P10,750,758
	<b>1,542,826,104</b>	1,911,957,776
Less current portion of long-term debt	<b>731,076,104</b>	589,400,000
	<b>P811,750,000</b>	<b>P1,322,557,776</b>

#### Parent Company

On February 5, 2010, the Parent Company sold P89.0 million private placement fixed-rate corporate promissory notes to various investors. RCBC Capital Corporation, a related party, acts as the selling agent. The loan matures within three years from the date of issue. The effective cost of the notes facility is interest of 7.90% per year. The proceeds of the loan were used to purchase shares of stocks amounting to P66.0 million and for working capital requirements.

#### MCI

For loans described above, MCI acquired a new loan from RCBC amounting to P860.0 million, payable within ten (10) years. This loan is backed up by land properties in Manila and Makati owned by MCI. The unpaid principal amount is subject to floating rate equivalent to 3-month PDST-F plus a per annum spread of 1.75%. The carrying value of the collateral amounted to P1.40 billion in 2012 and 2011.

#### EEI

On October 7, 2011, EEI sold P500.0 million private placement fixed-rate corporate promissory notes to various investors. RCBC Capital Corporation (RCBCCC), a related party, acts as the selling agent. The loan matures within two years from the date of issue. The effective cost of the notes facility is 6.25% per annum. The proceeds of the loan were used for general corporate and project financing requirements.

#### EEI Power

On June 13, 2012, EEI Power entered into a 6.5% fixed-rate term loan in the aggregate principal amount of P385.0 million with Rizal Commercial Banking Corporation (RCBC) to finance the acquisition, design, construction, operation of the 15MW diesel generator set to be installed in Tagum, Davao del Norte (see Notes 13 and 21).

The loan shall have a term of seven (7) years inclusive of two (2) years grace period on the principal amortization reckoned from the initial drawdown date. The loan shall be payable on equal quarterly amortization to commence at the end of the 8th quarter.

The loan shall be available in staggered drawdowns within the following conditions:

- i. Initial loan release shall be lesser than or equivalent to the loan value of existing collateral and/or additional collateral
- ii. Subsequent loan releases shall depend on the value of submitted collateral

As at December 31, 2012, the carrying value of collateral held on the loan amounted to P789.6 million consisting of certain machineries and construction equipment of EEI amounting to P706.9 million and certain merchandise stocks of EE amounting to P82.7 million.

Interest capitalized on this loan in 2012 amounted to P3.0 million recorded under "Construction in progress" account in property and equipment (see Note 13). Borrowing costs were capitalized at the rate of 6.50% per annum



The loan is subjected to loan covenants which include that EEI Power must not allow its total debt to equity ratio and current ratio, computed in accordance with generally accepted accounting principles consistently applied, to exceed 3:1 and 1:1, respectively. These loan covenants, among others, are complied with by EEI Power as at December 31, 2012.

#### MCLI

As at December 31, 2012 and 2011, payable to PTC amounted to ₱56.1 million and ₱34.8 million, respectively, for its share in the income of tuition and other matriculation fees of students of the Malayan-PTC Center for Maritime Education and Training. The outstanding balance of ₱56.08 million is payable in 2013 and is recorded under current liabilities.

#### FMLFC

The peso-denominated bank loans amounted to ₱503.4 million in 2011. The interest rates for the respective loans ranges from 5.0% to 6.5% in 2011.

The Group complied with all the loan covenants for the years ended December 31, 2012 and 2011.

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## 20. EEI's Stock Option Plan

EEI's stock option plan, as amended (Amended Plan), had set aside 35 million common shares for stock options available to regular employees, officers and directors of EEI and its subsidiaries.

Under the Amended Plan, the option or subscription price must be equal to the book value of the EEI's common stock but not less than 80% of the average market price quoted in PSE for five trading days immediately preceding the grant, but in no case less than the par value. The option or subscription price should be paid over a period of five years in 120 equal semi-monthly installments. Shares acquired under the Amended Plan are subject to a holding period of one year.

A summary of the plan availments is shown below.

	Number of Shares
Shares allocated under the Original Stock Option Plan	19,262,500
Shares allocated under the Amended Stock Option Plan	15,737,500
<u>Total shares allocated</u>	<u>35,000,000</u>
Shares subscribed under the Original Stock Option Plan	19,365,815
Shares subscribed under the Amended Stock Option Plan	10,886,188
<u>Total shares subscribed</u>	<u>30,252,003</u>
<u>Shares allocated at end of year</u>	<u>4,747,997</u>

EEI opted to avail the exemption in PFRS 1 from applying PFRS 2 upon adoption on January 1, 2005 where it allows non-adoption of PFRS 2 for equity instruments that were granted on or before November 7, 2002.

Since 2000, there were no shares under the stock option plan that were granted, forfeited, exercised and expired.

No benefit expense is recognized relative to the shares issued under the stock option plan. When options are exercised, these are treated as capital stock issuances. The stock option plan is exempt from PFRS 2.





## 21. Related Party Transactions

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control or the party is an associate or a joint venture. Related parties may be individuals or corporate entities. Related parties include entities under common control, which pertains to other subsidiaries of PMMIC, which is the Group's ultimate parent company.

The year-end balances and transactions with respect to related parties included in the consolidated financial statements, are as follows (amounts in thousands):

Category	2012			
	Amount/ Volume	Outstanding Balance	Terms	Conditions
<b>Parent Company – PMMIC</b>				
a. Accounts payable	₱–	₱98	Non-interest bearing	Unsecured
Miscellaneous expense	146	–	–	–
b. Dividends payable	–	989	Non-interest bearing	Unsecured
<b>Associates</b>				
c. Dividends receivable	–	6,821	Non-interest bearing	Unsecured, no impairment
d. Due from related parties	–	11,353	Non-interest bearing	Unsecured
Management and audit fee income	3,876	–	–	–
e. Subscriptions payable	–	9,375	Non-interest bearing	Unsecured
<b>Other affiliates</b>				
f. Receivable from EEI Retirement Fund, Inc.	–	476,022	Interest bearing, 5% per annum	Unsecured, no impairment
Payable to EEI Retirement Fund, Inc.	–	165,821	Non-interest bearing	Unsecured
Cost of contraction contracts	44,168	–	–	–
Rental expense	45,000	–	–	–
Interest income	20,961	–	–	–
<b>Entities under common control</b>				
g. Cash and cash equivalents	1,319,038	1,319,038	Interest bearing at prevailing bank deposit rates	Unrestricted
Interest income	31,228	–	–	–
h. Accounts receivable	–	51,643	Non-interest bearing	Unsecured, no impairment
Vehicle sales	3,876	–	–	–
Agency fee income	32,607	–	–	–
i. Dividends receivable	–	3,845	Non-interest bearing	Unsecured, no impairment
Dividends income	9,032	–	–	–
j. Commission receivables	–	871	Non-interest bearing	Unsecured, no impairment
Commission income	1,085	–	–	–

(Forward)



2012				
Category	Amount/ Volume	Outstanding Balance	Terms	Conditions
k. Due from related parties	₱-	₱4,168	Non-interest bearing	Unsecured, no impairment
Service revenue	149,603	-	-	-
Other income	305	-	-	-
Rental income	21,584	-	-	-
Audit fee income	2,143	-	-	-
l. Management fee receivable	-	9,723	Non-interest bearing	Unsecured, no impairment
Management fee income	74,575	-	-	-
m. Accounts payable and accrued expenses	-	3,006	Non-interest bearing	Unsecured
Rental expense	4,847	-	-	-
n. Due to related parties	₱-	₱32,713	Non-interest bearing	Unsecured
Rental expense	11,746	-	-	-
Insurance expense	3,028	-	-	-
o. Lease liability	-	7,820	Interest bearing, 2.03% - 2.45% per annum (EEI); non-interest bearing (iPeople)	Secured
Interest expense - finance lease	3,968	-	-	-
p. Loans payable	-	556,000	Interest bearing; 5.5% to 6.5% per annum	Secured
Interest expense	856	-	-	-
q. Long-term debt (including current portion of long-term debt)	-	1,397,750	Interest bearing, 6.25% - 6.50% per annum (EEI); 10-year, interest at 3-mo. PDST-F plus spread per quarter (iPeople)	Secured
Interest expense	76,308	-	-	-

2011				
Category	Amount/ Volume	Outstanding Balance	Terms	Conditions
Parent Company - PMMIC				
a. Accounts payable	₱-	₱201	Non-interest bearing	Unsecured
Miscellaneous expense	85	-	-	-
b. Dividends payable	-	1,319	Non-interest bearing	Unsecured
Associates				
c. Dividends receivable	-	6,795	Non-interest bearing	Unsecured, no impairment
d. Due from related parties	-	7,815	Non-interest bearing	Unsecured
Management and audit fee income	3,488	-	-	-
e. Subscriptions payable	-	9,375	Non-interest bearing	Unsecured
Other affiliates				
f. Receivable from EEI Retirement Fund, Inc.	-	528,998	Interest bearing, 5% per annum	Unsecured, no impairment
Payable to EEI Retirement Fund, Inc.	-	-	Non-interest bearing	Unsecured
Cost of contraction contracts	46,249	-	-	-

(Forward)



2011				
Category	Amount/ Volume	Outstanding Balance	Terms	Conditions
Rental expense	P45,000	P-	-	-
Interest income	30,284	-	-	-
Entities under common control				
g. Cash and cash equivalents	1,209,843	1,209,843	Interest bearing at prevailing bank deposit rates	Unrestricted
Interest income	24,648	-	-	-
h. Accounts receivable	-	45,615	Non-interest bearing	Unsecured, no impairment
Vehicle sales	8,054	-	-	-
Agency fee income	30,491	-	-	-
i. Dividends receivable	-	-	-	-
Dividends income	9,160	-	-	-
j. Commission receivables	-	1,298	Non-interest bearing	Unsecured, no impairment
Commission income	2,834	-	-	-
k. Due from related parties	-	53,516	Non-interest bearing	Unsecured, no impairment
Service revenue	164,361	-	-	-
Other income	59	-	-	-
Rental income	18,780	-	-	-
l. Management fee receivable	-	13,318	Non-interest bearing	Unsecured, no impairment
Management fee income	70,533	-	-	-
m. Accounts payable and accrued expenses	-	5,249	Non-interest bearing	Unsecured
Rental expense	4,188	-	-	-
n. Due to related parties	-	58,235	Non-interest bearing	Unsecured
Rental expense	7,016	-	-	-
Insurance expense	3,610	-	-	-
o. Lease liability	-	34,278	Interest bearing, 2.03% - 2.45% per annum (EEI); non-interest bearing (iPeople)	Secured
Interest expense - finance lease	5,543	-	-	-
p. Loans payable	-	305,000	Interest bearing; 6.0% to 6.5% per annum	Secured
Interest expense	32,735	-	-	-
q. Long-term debt (including current portion of long-term debt)	-	1,274,000	Interest bearing, 6.25% - 6.50% per annum (EEI); 10-year, interest at 3-mo. PDST-F plus spread per quarter (iPeople)	Secured
Interest expense	76,746	-	-	-

Parent Company - PMMIC

- a. Accounts payable to PMMIC pertains to unpaid expenses to PMMIC which represents shared costs such as legal expenses which are included under "Miscellaneous expense". Accounts payable to PMMIC as at December 31, 2012 and 2011 amounted to P0.1 million and P0.2 million, respectively.
- b. Dividends declared in 2012 and 2011 by the Parent Company amounted to P66.0 million and P66.5 million, respectively. Out of the total declared dividends, the amount of dividends payable to PMMIC as at December 31, 2012 and 2011 amounted to P1.0 million and P1.3 million, respectively.



Associates

- c. Outstanding dividends receivable from associates as at December 31, 2012 and 2011 amounted to ₱6.8 million.
- d. Due from related parties arises from services rendered by the Parent Company to its associates. These services include management consultancy and internal audit fees. As at December 31, 2012 and 2011, the Group has an outstanding receivable from associates of ₱11.4 million and ₱7.8 million, respectively. Management fee income charged to associates is fixed per month while audit fee income depends on the audit engagement letter agreed by both parties.
- e. Outstanding subscription payable to an associate amounted to ₱9.4 million as at December 31, 2012 and 2011.

Other affiliates

- f. In 2006, the EEI sold parcels of land to EEI Retirement Fund, Inc., a trustee of the EEI employees retirement fund (the Fund). The Fund is managed by RCBC Trust and Investment Division. The parcels of land sold are located in Manggahan, Quezon City and Bauan, Batangas (see Note 13). Interest income recognized from the receivables from EEI Retirement Fund, Inc. is disclosed in Note 22. The receivables are interest bearing with rates ranging from 5% to 6% in 2012, 2011 and 2010.

Starting January 2007, EEI Parent and EEI Retirement Fund, Inc. entered into operating lease agreements for the said land and improvements. The terms are for one year and renewable at the option of EEI Parent provided that for each and every renewal, the monthly rentals shall be increased upon mutual agreement of both parties. Annual rental for the property located in Manggahan, Quezon City amounted to ₱45.0 million which is charged to rental expense in the consolidated statements of income for the three years ended December 31, 2012 (see Note 27). Annual rental for the property located in Bauan, Batangas amounted to ₱46.0 million which is charged to cost of construction contracts in the consolidated statements of income for the three years ended December 31, 2012 (see Note 25).

On December 12, 2012, EEI Parent acquired certain parcels of land including land improvements located in Bauan, Batangas from EEI Retirement Fund Inc amounting to ₱581.8 million, inclusive of 12% VAT. As at December 31, 2012, total cash paid amounted to ₱416.0 million and the remaining balance amounting to ₱165.8 million presented under accounts payable and accrued expenses in the Group's consolidated statements of financial position (see Note 17). The operating lease agreement of the said properties between EEI Parent and EEI Retirement Fund Inc. was terminated on the same date.

Entities under common control of PMMIC

- g. The Group maintains cash and cash equivalents with RCBC, an entity under common control. As at December 31, 2012 and 2011, cash and cash equivalents with RCBC amounted to ₱1.3 billion and ₱1.2 billion, respectively. The related deposits earn interest at the prevailing bank deposit rates. Interest income earned from cash and cash equivalents amounted to ₱31.2 million and ₱24.7 million in 2012 and 2011, respectively.
- h. The Group generates income by providing security services at a 15% mark-up to entities under common control. In 2012 and 2011, the Group's agency fee income is attributable to security services provided to a majority of RCBC branches in the country. As at December 31, 2012 and 2011, the Company's accounts receivable from RCBC amounted to ₱44.4 million and ₱43.3 million, respectively.



The Parent Company sold vehicle units to various entities under common control of PMMIC with terms ranging from 30-60 days. The outstanding receivable from the sale amounted to ₱7.2 million and ₱2.3 million as at December 31, 2012 and 2011, respectively.

- i. Dividend income earned in 2012 and 2011 from entities under common control of PMMIC amounted to ₱9.0 million and ₱9.2 million, respectively. Unpaid dividends as at December 31, 2012 amounted to ₱3.8 million.
- j. The Group earns commission income in 2012 and 2011 from affiliates through referrals to the Company's customers of insurance offered by an affiliate. As at December 31, 2012 and 2011, commission receivables amounted to ₱0.9 million and ₱1.3 million, respectively.
- k. Due from entities under common control of PMMIC arises from RCBC's rental of the Group's office spaces in its Makati and Intramuros properties. The term of the lease is for three years and future minimum rental payments receivable under the aforementioned lease agreement amounted to ₱36.1 million and ₱10.6 million (see Note 36).

Another receivable from related parties arises from janitorial services rendered by EEI (GAMSI) to the Group's affiliates. The service revenue earned from janitorial services rendered in 2012 and 2011 amounted to ₱149.6 million and ₱164.4 million, respectively.

- l. One of the subsidiaries enters into various agreements with entities under common control to perform property and project management services. Receivable from this transaction is accounted under "Management fee receivable". The Group's outstanding receivable from property and project management fees amount to ₱9.7 million and ₱13.3 million as at December 31, 2012 and 2011, respectively.
- m. Payable to an entity under common control pertains to rental of office space and share in the utilities expense of the Group amounting to ₱3.0 million and ₱5.2 million as at December 31, 2012 and 2011, respectively.
- n. As at December 31, 2012 and 2011, the outstanding intercompany payables presented under "Due to related parties" account in the consolidated statements of financial position amounted to ₱32.7 million and ₱58.2 million, respectively.

iPeople maintains property and personnel insurance with its affiliated insurance company, Malayan Insurance Company, Inc. (MICO). Insurance contract coverage pertains to the Group's fire, accident, group and other insurance policies. Insurance contracts with related parties amounted to ₱47.3 million, ₱29.1 million and ₱26.1 million in 2012, 2011 and 2010, respectively.

EEI's insurance contract with MICO is entered into for EEI Caledonia workers amounting to ₱8.2 million in 2012 and ₱8.8 million in 2011.

- o. EEI Group entered into various lease agreements with MRC and FMLFC, entities under common control. The terms shall be for 4 to 5 years and payable monthly based on the due dates set forth in the contracts without the necessity of any formal demand. Rent expense charged to operations amounted to ₱11.7 million, ₱7.0 million and ₱6.2 million in 2012, 2011 and 2010, respectively (see Notes 27 and 36). As at December 31, 2012 and 2011, the outstanding lease liability amounted to ₱6.5 million and ₱31.7 million, respectively and the interest expense on finance lease presented in the consolidated statements of income in 2012 and 2011 amounted to ₱4.0 million and ₱5.5 million, respectively.



iPeople also entered into lease agreement with FMLFC for the lease of its furniture, fixtures and equipment. The future minimum lease payments under the finance lease are as follows (see Note 36):

	2012	2011
Within one year	<b>₱1,075,548</b>	₱1,514,738
More than one year	<b>448,145</b>	1,523,693
	<b>1,523,693</b>	3,038,431
Less amount representing interest	<b>148,820</b>	425,927
<b>Present value of minimum lease payments</b>	<b>₱1,374,873</b>	<b>₱2,612,504</b>

- p. The Parent Company entered into various loan agreements with entities under common control of PMMIC. The loan agreement is interest bearing with 5.5%-6.5% and 6.0%-6.5% interest per annum in 2012 and 2011, respectively. Outstanding loan balance as at December 31, 2012 and 2011 amounted to ₱556.0 million and ₱305.0 million, respectively (see Note 18).
- q. On June 13, 2012, EEI Power entered into a 6.5% fixed-rate term loan in the aggregate principal amount of ₱385.0 million with Rizal Commercial Banking Corporation (RCBC) to finance the acquisition, design, construction, operation of the 15MW diesel generator set to be installed in Tagum, Davao del Norte (see Note 19). Interest expense pertaining to these borrowings amounted to ₱3.5 million in 2012. Interest rates are disclosed in Note 19. Interest expense capitalized on this loan in 2012 amounted to ₱3.5 million recorded under “Construction in progress” account in property and equipment (see Note 13).

iPeople’s long term debt pertains to the Group’s ₱860.0 million long-term loan to refinance its previous loans with RCBC collateralized by the Company’s Makati and Manila properties. In 2012 and 2011, payments made in relation to the principal amount totaled ₱86.00 million (see Note 19). Corresponding interest expense for the loan amounted to ₱26.1 million and ₱33.7 million in 2012 and 2011, respectively.

The Group maintains its retirement fund with RCBC trust division. As at December 31, 2012 and 2011, the fair value of the plan assets of the retirement fund amounted to ₱837.1 million and ₱683.3 million, respectively (see Note 30). Trust fees amounting to ₱3.5 million and ₱2.8 million were recognized by the retirement plan arising from its transactions with RCBC for the years ended December 31, 2012 and 2011, respectively.

*Remuneration of key management personnel*

The remuneration of directors and other members of key management of the Parent Company are as follows:

	2012	2011	2010
Compensation and short-term benefits	<b>₱185,031,212</b>	₱169,522,901	₱150,223,349
Post-employment benefits	<b>15,031,896</b>	13,812,732	12,173,526
	<b>₱200,063,108</b>	₱183,335,633	₱162,396,875



## 22. Other Income - Net

This account consists of:

	2012	2011	2010
Commission income	<b>₱74,784,800</b>	₱100,727,913	₱65,753,753
Interest income (Notes 5 and 34)	<b>71,301,381</b>	89,652,041	108,374,509
Gain on loss of control of subsidiary (Note 2)	<b>43,975,648</b>	-	-
Finance income	<b>38,503,311</b>	21,283,061	7,759,702
Tax reimbursement	<b>34,080,387</b>	51,561,642	49,661,574
Gain on sale of AFS securities (Note 11)	<b>12,537,522</b>	22,326,927	11,943,500
Space and car rental	<b>10,909,942</b>	10,443,872	9,293,494
Rental income (Note 15)	<b>10,082,816</b>	8,704,218	8,990,376
Insurance income	<b>8,959,200</b>	11,567,860	13,765,795
Income from defaults	<b>8,931,619</b>	6,598,111	14,763,176
Income from sale of pre-owned car	<b>5,212,165</b>	2,722,466	3,356,400
Recovery of provision for inventory losses	<b>4,632,235</b>	3,834,380	6,433,473
Gain on sale of investment property (Note 15)	<b>1,460,384</b>	45,214,942	65,774
Gain on sale of property and equipment (Note 13)	<b>1,330,148</b>	5,099,241	2,569,149
Income from reversal of payables	-	108,852,881	22,657,830
Recoveries from previously written-off receivables	-	91,320,425	-
Initial recognition of lease deposits at fair value	-	38,628,058	25,086,229
Liquidating dividend	-	31,041,970	-
Gain on sale of assets held for sale	-	8,137,194	310,902
Gain on redemption of shares by investee - SPC (Note 11)	-	-	26,606,948
Gain on extinguishment of debt (Note 36)	-	-	8,653,034
Foreign exchange gain (loss)	<b>(19,851,924)</b>	(3,329,505)	131,597,702
Miscellaneous	<b>26,477,715</b>	15,389,966	12,904,957
	<b>₱333,327,349</b>	₱669,777,663	₱530,548,277

Interest income consists of income from:

	2012	2011	2010
Savings deposit and short-term investments (Note 5)	<b>₱50,340,474</b>	₱59,368,277	₱71,102,181
Receivable from EEI Retirement Fund, Inc. (Note 21)	<b>20,960,907</b>	30,283,764	37,272,328
	<b>₱71,301,381</b>	₱89,652,041	₱108,374,509

The gain on loss of control of a subsidiary pertains to the sale of the Parent Company's shares in FMLFC to RCBC.

In 2011 and 2010, certain payables that are outstanding for more than five years amounting to ₱108.9 million and ₱22.7 million, respectively, were reversed because the Group is not expecting the settlement of which that will result to an outflow or resources embodying economic benefits.



Recoveries of previously written off receivable amounting to ₱91.3 million recognized in 2011 pertains to the receipt from the Group's co-investor in ARCC in compensation of the receivables written-off by ARCC in the past. The write off of receivables arose from the services previously provided by ARCC to the co-investor's subsidiaries. The amount was paid to EEI (BVI).

In 2011, liquidating dividend pertains to the cash received by the Parent Company from the liquidation of IFC Development Corporation.

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### 23. Costs of Sales and Services

This account consists of:

	2012	2011	2010
Cost of services (Note 25)			
Cost of construction contracts	<b>₱9,498,460,556</b>	₱5,426,999,999	₱4,356,761,092
Cost of manpower and other services	<b>2,804,407,209</b>	2,423,206,166	1,831,273,691
	<b>12,302,867,765</b>	7,850,206,165	6,188,034,783
Cost of goods sold			
Cost of merchandise sold (Note 24)	<b>4,304,433,244</b>	3,840,503,973	5,569,697,840
Cost of real estate sold	<b>51,267,530</b>	76,715,351	98,621,076
	<b>4,355,700,774</b>	3,917,219,324	5,668,318,916
Cost of school and related operations (Note 26)	<b>877,831,564</b>	803,354,247	765,689,452
	<b>₱17,536,400,103</b>	₱12,570,779,736	₱12,622,043,151

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### 24. Cost of Merchandise Sold

This account consists of:

	2012	2011	2010
Inventories	<b>₱4,292,875,781</b>	₱3,821,698,181	₱5,547,464,511
Personnel expenses (Note 30)	<b>8,350,235</b>	8,929,003	6,027,407
Others	<b>3,207,228</b>	9,876,789	16,205,922
	<b>₱4,304,433,244</b>	₱3,840,503,973	₱5,569,697,840

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### 25. Cost of Services

Cost of construction contracts consists of:

	2012	2011	2010
Labor (Note 30)	<b>₱3,377,795,607</b>	₱1,909,385,308	₱1,624,294,148
Equipment costs and others	<b>3,217,339,226</b>	1,785,575,186	1,494,557,883
Materials	<b>2,707,819,084</b>	1,622,236,418	1,166,936,277
Depreciation and amortization (Note 28)	<b>195,506,639</b>	109,803,087	70,972,784
	<b>₱9,498,460,556</b>	₱5,426,999,999	₱4,356,761,092





Cost of manpower and other services consists of:

	2012	2011	2010
Personnel expenses (Note 30)	<b>₱2,389,381,509</b>	₱2,026,969,395	₱1,320,828,519
Parts and accessories	<b>262,710,861</b>	276,152,784	326,941,759
Materials	<b>72,382,199</b>	72,105,116	116,882,057
Depreciation and amortization (Note 28)	<b>4,098,828</b>	8,174,380	10,888,342
Others	<b>75,833,812</b>	39,804,491	55,733,014
	<b>₱2,804,407,209</b>	₱2,423,206,166	₱1,831,273,691

## 26. Cost of School and Related Operations

Cost of school and related operations consists of:

	2012	2011	2010
Personnel expenses	<b>₱462,104,336</b>	₱439,888,198	₱406,290,173
Depreciation and amortization (Note 28)	<b>128,972,148</b>	80,847,876	108,776,766
Student-related expenses	<b>83,566,759</b>	82,368,691	73,412,293
Utilities	<b>71,254,794</b>	70,411,623	71,622,371
Management and other professional fees	<b>36,231,735</b>	32,577,032	22,836,032
Advertising	<b>19,222,390</b>	15,264,461	10,275,601
Seminars	<b>12,342,439</b>	11,262,133	7,772,629
Repairs and maintenance	<b>11,577,964</b>	11,752,208	12,279,047
Tools and library books	<b>10,192,833</b>	12,878,638	15,955,888
Provision for impairment (Notes 6 and 27)	<b>8,824,573</b>	3,824,274	5,424,835
Office supplies	<b>5,960,859</b>	7,617,389	7,459,503
Periodicals	<b>5,879,741</b>	9,210,935	3,266,413
Laboratory supplies	<b>4,909,899</b>	5,236,755	2,822,079
Insurance	<b>3,368,317</b>	4,233,122	4,556,295
Research and development fund	<b>2,688,032</b>	2,330,794	811,124
Transportation and travel	<b>1,945,754</b>	1,831,576	842,125
Accreditation costs	<b>1,603,161</b>	4,323,282	1,352,693
Entertainment, amusement, and recreation	<b>1,192,290</b>	1,254,594	949,633
Rent	<b>1,095,952</b>	1,192,407	1,522,943
Taxes and licenses	<b>1,056,687</b>	1,449,402	2,101,317
Miscellaneous	<b>3,840,901</b>	3,598,857	5,359,692
	<b>₱877,831,564</b>	₱803,354,247	₱765,689,452

## 27. General and Administrative Expenses

This account consists of:

	2012	2011	2010
Personnel expenses (Note 30)	<b>₱720,031,295</b>	₱647,419,927	₱575,447,833
Rent, light and water (Note 21)	<b>158,310,128</b>	146,884,654	150,725,271
Depreciation and amortization (Note 28)	<b>146,018,938</b>	291,026,789	254,645,979
Taxes and licenses	<b>93,182,585</b>	91,684,462	89,268,402
Professional fees	<b>90,706,191</b>	67,727,510	67,449,376
Transportation and travel	<b>79,173,987</b>	68,719,740	68,785,670
Provision for impairment (Notes 6, 7 and 21)	<b>67,234,916</b>	75,859,025	97,540,142
Entertainment, amusement and recreation	<b>45,245,460</b>	58,361,891	54,161,895

(Forward)



	2012	2011	2010
Direct expenses	<b>₱35,774,459</b>	₱19,926,946	₱16,560,306
Securities and utilities	<b>28,320,725</b>	21,308,148	32,567,524
Provision for probable losses	<b>27,500,000</b>	43,294,000	7,182,523
Commissions	<b>24,785,217</b>	32,604,691	32,813,060
Repairs and maintenance	<b>24,301,531</b>	33,386,606	35,697,504
Management and other fees	<b>18,532,997</b>	26,466,297	31,969,545
Office expenses	<b>17,786,168</b>	20,647,767	18,303,032
Advertising and promotions	<b>16,613,880</b>	22,481,222	33,268,676
Impairment loss on investment properties (Note 15)	<b>16,152,771</b>	61,017,413	9,233,638
Insurance	<b>8,940,862</b>	9,441,534	7,896,599
Provision (recovery) for inventory obsolescence (Note 9)	<b>5,613,854</b>	(16,360,294)	21,338,958
Donations and contributions	<b>5,576,574</b>	4,510,857	3,538,312
Seminars	<b>835,615</b>	4,822,632	2,525,929
Impairment loss (recovery) on investments in associates (Note 12)	<b>(1,205,357)</b>	(3,200,000)	8,000,000
Accreditation cost	-	-	6,050,471
Loss (recovery) on damaged properties (Note 13)	<b>(79,929,982)</b>	88,087,868	-
Miscellaneous	<b>88,906,129</b>	79,172,274	59,256,185
	<b>₱1,638,408,943</b>	₱1,895,291,959	₱1,684,226,830

Below are the details of net provision for (recovery of) doubtful accounts:

	2012	2011	2010
Loans receivable (Note 6)			
Provision	<b>₱1,562,817</b>	₱31,911,834	₱26,468,465
Recoveries	-	(43,231)	-
Accounts receivable			
Provision (Note 7)	<b>33,210,686</b>	44,376,461	70,115,872
Recoveries (Note 7)	<b>(29,093,881)</b>	(34,278,008)	-
Direct write-off	<b>59,409,036</b>		
Due from related parties (Note 21)			
Provision	-	38,640,119	-
Recoveries	-	(7,000,000)	-
Direct write-off	<b>656,684</b>	208,712	-
Others	<b>1,489,574</b>	2,043,138	955,805
	<b>₱67,234,916</b>	₱75,859,025	₱97,540,142

Provision for impairment in 2012, 2011 and 2010 that was charged to cost of school and related operations amounted to ₱8.8 million, ₱3.8 million and ₱5.4 million, respectively (see Note 26).



## 28. Depreciation and Amortization

This account consists of depreciation and amortization included in:

	2012	2011	2010
General and administrative expenses (Note 27)	<b>₱146,018,938</b>	₱291,026,789	₱254,645,979
Cost of construction contracts (Note 25)	<b>195,506,639</b>	109,803,087	70,972,784
Cost of school and related operations (Note 26)	<b>128,972,148</b>	80,847,876	108,776,766
Cost of manpower and other services (Note 25)	<b>4,098,828</b>	8,174,380	10,888,342
Cost of merchandise sold (Note 24)	<b>430,636</b>	566,323	431,663
	<b>₱475,027,189</b>	₱490,418,455	₱445,715,534

## 29. Interest and Finance Charges

The Group's interest and finance charges consist of interest on the following:

	2012	2011	2010
Loans payable (short-term) (Note 18)	<b>₱83,827,551</b>	₱262,676,266	₱260,945,895
Long-term debt (Note 19)	<b>54,351,940</b>	52,861,812	104,553,469
Advances to affiliates and other finance charges (Note 21)	<b>10,348,660</b>	6,534,690	2,178,552
	<b>₱148,528,151</b>	₱322,072,768	₱367,677,916

## 30. Retirement Plan

The Group has a funded, noncontributory retirement plans (the Plans) for all of its regular employees. The Plans provide for normal, early retirement, death and disability benefits.

The principal actuarial assumptions used in determining retirement expense are as follows:

	2012	2011
Discount rate		
Beginning	<b>9.16%-10.94%</b>	7.01%-10.94%
End	<b>5.12%-6.00%</b>	9.16%-10.94%
Expected rate of return on assets		
Beginning	<b>6.00%-10.00%</b>	6.00%-10.00%
End	<b>4.00%-12.00%</b>	6.00%-10.00%
Future salary increases		
Beginning	<b>3.00%-10.00%</b>	5.00%-10.00%
End	<b>2.50%-12.00%</b>	3.00%-10.00%



The movements in the present value of defined obligation follow:

	2012	2011
Balance at beginning of year	<b>₱971,251,339</b>	₱782,930,192
Current service cost	<b>103,016,938</b>	71,368,763
Interest cost on obligation	<b>58,678,369</b>	56,927,481
Actuarial losses	<b>43,120,841</b>	113,102,989
Past service cost	<b>684,365</b>	-
Transfer to (from) affiliate	-	65,114
Curtailment	-	(1,827,925)
Derecognition due to loss on control of a subsidiary	<b>(9,523,174)</b>	-
Benefits paid	<b>(38,691,888)</b>	(51,315,275)
<b>Balance at end of year</b>	<b>₱1,128,536,790</b>	<b>₱971,251,339</b>

The movements in the fair value of plan assets follow:

	2012	2011
Balance at beginning of year	<b>₱688,619,898</b>	₱589,224,807
Contributions	<b>98,696,619</b>	110,900,392
Actuarial gains	<b>53,670,747</b>	3,876,338
Expected return on plan assets	<b>42,278,970</b>	35,933,636
Derecognition due to loss on control of a subsidiary	<b>(7,516,050)</b>	-
Benefits paid	<b>(38,691,888)</b>	(51,315,275)
	<b>837,058,296</b>	688,619,898
Allowance for asset ceiling adjustment	-	(5,281,998)
<b>Balance at end of year</b>	<b>₱837,058,296</b>	<b>₱683,337,900</b>

The Group expects to contribute ₱108.1 million to its defined benefit pension plans in 2013.

The Retirement fund (Fund) of the Group is being maintained and managed, in trust, by RCBC Trust and Investment Group (TIG), an affiliate financial institution.

The major categories of plan assets and its fair value are as follows:

	2012	2011
Cash	<b>₱243,197,177</b>	₱242,244,394
Investment in government securities	<b>333,622,062</b>	247,897,246
Investments in shares of stock	<b>188,625,858</b>	128,497,275
Investments in other securities and debt instruments	<b>65,533,839</b>	59,014,246
Interest receivables and other receivables	<b>7,119,716</b>	6,367,310
Accrued trust fees and other payables	<b>(1,040,356)</b>	(682,571)
	<b>₱837,058,296</b>	₱683,337,900

Trust fee paid in 2012 and 2011 amounted to ₱3.5 million and ₱2.8 million, respectively.

The composition of the fair value of the trust fund includes:

*Investment in government securities* – include investment in Philippine Retail Treasury Bonds (RTBs) and Fixed Rate Treasury Notes (FXTNs).



*Cash* – include savings and time deposit with affiliated bank and special deposit account with Bangko Sentral ng Pilipinas (BSP SDA).

*Investment in equity securities* – include investment in common and preferred shares traded in the Philippine Stock Exchange.

*Investment in debt and other securities* – include investment in long-term debt notes and retail bonds.

*Interest and other receivables* – pertain to interest and dividends receivable on the investments in the fund.

The carrying value of the fund as at December 31, 2012 amounted to ₱561.8 million.

In 2012, the fund has investment in securities of related parties as follows:

Type of Investment in Securities	Fair Value	Accumulated Gain (Loss)
Equity securities	₱111,839,962	₱74,231,030
Debt securities	28,214,817	(185,183)
	<b>₱140,054,779</b>	<b>₱74,045,847</b>

The voting rights of the above equity securities were assigned to RCBC TIG, being the investment manager who manages and administers the investments and reinvestments of the fund.

The amounts recognized in the consolidated statements of financial position follow:

<i>Accrued retirement liability</i>	2012	2011
Present value of defined benefit obligation	<b>₱274,622,614</b>	₱250,657,654
Fair value of plan assets	<b>128,670,773</b>	116,144,779
	<b>145,951,841</b>	134,512,875
Unrecognized actuarial losses	<b>9,383,163</b>	7,697,036
Unrecognized past service cost - non vested	<b>(513,274)</b>	–
Retirement liability	<b>₱154,821,730</b>	₱142,209,911

<i>Retirement asset</i>	2012	2011
Present value of defined benefit obligation	<b>₱853,914,176</b>	₱720,593,685
Fair value of plan assets	<b>708,387,523</b>	567,193,121
	<b>(145,526,653)</b>	(153,400,564)
Unrecognized actuarial gains	<b>178,797,755</b>	195,945,466
Retirement asset (Note 16)	<b>₱33,271,102</b>	₱42,544,902

The retirement asset is included in “Other Noncurrent Assets - net” account in the consolidated statements of financial position.



The net retirement expenses recognized by the Group (included in personnel expense in the consolidated statements of income) are as follows:

	2012	2011	2010
Current service cost	<b>₱103,016,938</b>	₱71,368,763	₱44,078,393
Interest cost on obligation	<b>58,678,369</b>	56,927,481	64,005,168
Past service cost	<b>684,365</b>	–	14,189,113
Recognized actuarial losses	<b>5,774,368</b>	1,953,997	412,641
Effect of curtailment	–	(840,373)	–
Transfer to affiliates	–	65,114	–
Ceiling test adjustment	<b>(5,281,998)</b>	1,861,412	(8,755,576)
Expected return on plan assets	<b>(42,278,970)</b>	(35,933,636)	(35,198,252)
	<b>₱120,593,072</b>	₱95,402,758	₱78,731,487

The overall expected rate of return on plan assets is determined based on the market prices prevailing on that date applicable to the period over which the obligation is expected to be settled.

The actual return on the plan assets amounted to ₱49.6 million, ₱39.8 million and ₱67.5 million in 2012, 2011 and 2010, respectively.

Amounts for the current and previous periods are as follows:

	2012	2011	2010	2009	2008
Present value of defined benefit obligation	<b>(₱1,128,536,790)</b>	(₱971,251,339)	(₱782,930,192)	(₱610,230,436)	(₱442,568,557)
Fair value of the plan assets	<b>837,058,296</b>	683,337,900	585,804,221	491,777,244	408,690,999
Deficit on the plan	<b>(₱291,478,494)</b>	(₱287,913,439)	(₱197,125,971)	(₱118,453,192)	(₱33,877,558)

Experience adjustments and unrecognized actuarial losses for the current and previous periods are as follows:

	2012	2011	2010	2009	2008
Plan liabilities	<b>(₱39,156,142)</b>	₱29,703,435	₱19,151,867	(₱42,578,997)	(₱14,694,835)
Plan assets	<b>52,479,085</b>	11,739,058	15,919,260	21,269,554	10,537,993
Unrecognized actuarial losses	<b>112,631,701</b>	64,628,584	105,882,432	14,698,593	58,130,665

### 31. Income Taxes

The significant components of deferred income tax assets and liabilities are as follows:

	2012	2011
Net deferred income tax assets on a per subsidiary level:		
Allowance for doubtful accounts, inventory, obsolescence and other expenses	<b>₱100,574,946</b>	₱116,648,751
Accrued retirement expense	<b>36,457,973</b>	40,070,621
Operating lease differential	<b>23,462,516</b>	23,483,586
Accrued rent	<b>15,969,567</b>	15,643,078
Unrealized foreign exchange loss	<b>1,148,682</b>	6,702,001
NOLCO	<b>635,753</b>	4,800,620

(Forward)



	2012	2011
Revaluation increment on land	(P25,336,200)	(P26,236,189)
Others	10,539,826	3,510,142
	<b>P163,453,063</b>	<b>P184,622,610</b>
Net deferred income tax liabilities on a per subsidiary level:		
Revaluation increment on land	P94,323,965	P92,270,709
Capitalized interest	2,745,793	3,799,817
Allowance for doubtful accounts, inventory obsolescence and other expenses	(4,403,251)	(4,161,669)
Accrued expenses	(8,642,866)	(9,037,517)
Accrued retirement expense	(14,722,902)	(14,973,816)
Others	872,343	1,784,969
	<b>P70,173,082</b>	<b>P69,682,493</b>

In 2012, the Group derecognized P12.2 million net deferred tax assets as a result of loss of control in FMLFC.

The Group did not recognize deferred income tax assets on the following temporary differences because the Group believes that it may not be probable that sufficient taxable income will be available in the near foreseeable future against which the tax benefit can be realized.

	2012	2011
NOLCO	P126,907,537	P141,715,472
Allowance for doubtful accounts, inventory obsolescence and other expenses	103,618,142	81,309,585
Impairment loss	52,031,090	52,031,090
MCIT	35,125,089	29,716,163
Accrued retirement expense	6,072,256	3,950,019
Others	21,481,408	13,553,835
	<b>P345,235,522</b>	<b>P322,276,164</b>

The Group did not recognize deferred income tax liabilities on cumulative translation adjustment and equity in net earnings of foreign subsidiaries, since the reversal of these cumulative translation adjustments can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

The Group did not recognize any deferred income tax liabilities on unremitted earnings of the Group's investments in associates and joint venture amounting to P475.7 million and P378.4 million as at December 31, 2012 and 2011, respectively.

Provision for income tax consists of:

	2012	2011	2010
Current	P539,918,060	P426,741,466	P342,224,702
Deferred	8,530,631	(36,879,279)	4,778,053
	<b>P548,448,691</b>	<b>P389,862,187</b>	<b>P347,002,755</b>



The details of NOLCO and MCIT as at December 31, 2012 are as follows:

Taxable Year Incurred	NOLCO	MCIT	Expiry Year
2012	₱ 45,190,074	₱11,524,765	2015
2011	26,058,332	13,380,392	2014
2010	57,778,308	10,219,932	2013
	<b>₱129,026,714</b>	<b>₱35,125,089</b>	

All companies in the Group are subject to the RCIT rate of 30%, except for MCI, MITC, MHSSI and MCLI, which are subject to a lower tax rate of 10%.

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

	2012	2011	2010
Income before income tax	<b>30.00%</b>	30.00%	30.00%
Add (deduct) reconciling items:			
Equity in net earnings	<b>(6.13)</b>	(5.75)	(5.79)
Movement of deferred income tax assets not recognized	<b>1.02</b>	5.72	7.17
Income subject to lower tax rate and others	<b>1.12</b>	(7.57)	(9.82)
	<b>26.01%</b>	22.40%	21.56%

The revaluation increment on land shown in the consolidated statements of comprehensive income is net of tax. Tax related to revaluation increment amounted to ₱4.3 million and ₱2.4 million in 2012 and 2011, respectively.

## 32. Earnings Per Share

Basic and diluted earnings per share amounts attributable to equity holders of the Parent Company are computed as follows:

*Basic/diluted earnings per share*

	2012	2011	2010
Net income attributable to equity holders of parent company	<b>₱885,556,308</b>	₱805,470,851	₱775,628,608
Less dividends attributable to preferred shares	<b>277,265,520</b>	270,279,838	278,057,791
Net income applicable to common shares	<b>608,290,788</b>	535,191,013	497,570,817
Divided by the weighted average number of common shares (Note 35)	<b>616,168,078</b>	615,977,028	615,914,717
Basic/diluted earnings per share	<b>₱0.987</b>	₱0.869	₱0.808

Convertible preferred shares have anti-dilutive effect on the earnings per share.





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### 33. Commitments and Contingencies

#### a. Surety Arrangement and Guarantees

The Group is contingently liable for guarantees arising in the ordinary course of business, including performance, surety and warranty bonds for various construction projects amounting to ₱7.0 billion, ₱5.7 billion and ₱3.7 billion as at December 31, 2012, 2011 and 2010, respectively.

#### b. Standby Letters of Credit

The Group has outstanding irrevocable domestic standby letters of credit amounting to ₱942.4 million and ₱113.2 million in 2012 and 2011, respectively, from local banks which are used for bidding and as a guarantee for the down payments received from its ongoing construction projects. The Group also has outstanding irrevocable foreign standby letters of credit amounting to USD1.9 million and JPY13.4 million in 2012 and SGD3.4 million in 2011.

#### c. Contingencies

There are pending legal cases against the Group that are being contested by the Group and its legal counsels. Management and its legal counsels believe that the final resolutions of these cases will not have a material effect on the financial position and operating results of the Group.

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### 34. Operating Segment Information

For management purposes, the Group's operating businesses are organized and managed separately according to the nature of the products and services provided, with each segment representing a strategic business unit that offers different products and serves different markets.

Segment financial information is reported on the basis that it is used internally for evaluating segment performance and allocating resources to segments.

The Group derives its revenues from the following reportable segments:

Construction and Infrastructure - mainly consists of revenues from EEI Corporation and subsidiaries as a general contractor and trader of construction equipment and parts. The subsidiaries of EEI are mainly involved in the provision for manpower services, construction, trading of equipment, power generation, steel fabrication, real estate and others.

Consumer Finance - represents the general financing and investment business of FMLFC and ZIFC.

Education and Information Technology - primarily consists of revenues from iPeople and subsidiaries (including MCI) in education, consulting, development, installation and maintenance of information technology systems.

Car Dealership - represents automotive dealerships of the Group.



Other Services - represent support services which cannot be directly identified with any of the reportable segments mentioned above. These include sale of pharmaceutical products, trading of consumer goods and rendering various services to the consumers.

Segment assets and liabilities exclude deferred income tax assets and liabilities. Inter-segment income arise from transactions that were made on terms equivalent to those that prevail in an arms-length transactions.

Management monitors construction revenue and segment net income for the purpose of making decisions about resource allocation. Segment performance is evaluated based on net income and construction revenue.

Segment reporting is consistent in all periods presented as there are no changes in the structure of the Group's internal organization that will cause the composition of its reportable segment to change.



(Amounts in Millions)	Construction and Infrastructure		Consumer Finance				Education and Information Technology				Car Dealership				Other Services				Elimination				Consolidation							
	2012		2011		2010		2012		2011		2010		2012		2011		2010		2012		2011		2010		2012		2011		2010	
	2012	2011	2012	2011	2010	2012	2011	2010	2012	2011	2010	2012	2011	2010	2012	2011	2010	2012	2011	2010	2012	2011	2010	2012	2011	2010	2012	2011	2010	
<b>Revenues</b>																														
Domestic	13,691	8,775	6,888	—	—	225	211	1,887	1,716	1,642	4,932	4,495	6,356	438	269	438	295	—	—	—	—	—	—	—	—	—	—	—	—	
Foreign	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	
Intersegment sales	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	
<b>Net Income attributable to share of parent</b>	<b>13,691</b>	<b>8,775</b>	<b>6,888</b>	<b>—</b>	<b>—</b>	<b>225</b>	<b>211</b>	<b>1,887</b>	<b>1,716</b>	<b>1,642</b>	<b>4,932</b>	<b>4,495</b>	<b>6,356</b>	<b>438</b>	<b>269</b>	<b>438</b>	<b>295</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	
<b>Other Information</b>																														
Segment assets	12,372	10,521	7,883	—	—	277	219	4,201	3,938	3,728	1,839	1,137	1,680	3,959	4,130	3,973	—	—	—	—	—	—	—	—	—	—	—	—	—	
Deferred income tax assets	(119)	(131)	(111)	—	—	(1)	(2)	(2)	(2)	(2)	(30)	(31)	(26)	(50)	(44)	(13)	39	34	—	—	—	—	—	—	—	—	—	—	—	
Net segment assets	12,253	10,390	7,772	—	—	276	217	4,199	3,936	3,726	1,809	1,106	1,654	3,909	4,086	3,960	9	34	—	—	—	—	—	—	—	—	—	—	—	
Segment liabilities	7,229	6,150	4,142	—	—	77	1,550	1,399	1,555	1,666	812	487	936	2,199	2,337	2,174	—	—	—	—	—	—	—	—	—	—	—	—	—	
Income tax payable	(247)	(178)	(105)	—	—	(1)	(6)	(20)	(21)	(14)	—	—	—	(1)	(3)	(1)	—	—	—	—	—	—	—	—	—	—	—	—	—	
Deferred income tax liabilities	(3)	(4)	(5)	—	—	—	(67)	(66)	(66)	(64)	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	
Net segment liabilities	6,979	5,968	4,032	—	—	66	1,774	1,544	1,468	1,588	812	487	936	2,198	2,334	2,173	—	—	—	—	—	—	—	—	—	—	—	—	—	—
Investments in associates and joint ventures	1,040	1,002	1,008	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	
Equity in net earnings of associates	431	332	321	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	
Cash flows arising from:																														
Operating activities	1,830	(497)	1,424	—	—	1	(82)	608	600	649	(193)	130	(43)	458	410	145	430	—	—	—	—	—	—	—	—	—	—	—	—	
Investing activities	(923)	(504)	(139)	—	—	(1)	(65)	(175)	(140)	(271)	(17)	(5)	10	356	(49)	(336)	(1,040)	—	—	—	—	—	—	—	—	—	—	—	—	
Financing activities	(712)	898	(1,195)	—	—	1	215	(265)	(304)	(193)	188	(107)	20	131	(407)	187	202	—	—	—	—	—	—	—	—	—	—	—	—	
Capital expenditures	1,799	894	556	—	—	—	1	165	130	151	14	5	9	38	343	461	(30)	—	—	—	—	—	—	—	—	—	—	—	—	
Interest income	37	53	69	—	—	12	18	17	12	9	1	2	1	31	20	11	(27)	—	—	—	—	—	—	—	—	—	—	—	—	
Interest expense	40	46	92	—	—	—	96	27	38	63	37	33	35	71	131	99	(26)	—	—	—	—	—	—	—	—	—	—	—	—	
Provision for income tax	465	307	260	—	—	—	13	61	57	50	6	(3)	3	16	16	22	—	—	—	—	—	—	—	—	—	—	—	—	—	
Noncash items:																														
Additional revaluation increment on land	—	—	—	—	—	—	—	19	6	3	—	10	—	5	—	—	(6)	—	—	—	—	—	—	—	—	—	—	—	—	
Depreciation and amortization	267	171	135	—	—	—	1	153	101	133	43	48	41	9	169	134	—	—	—	—	—	—	—	—	—	—	—	—	—	
Impairment loss of property and equipment	14	—	—	—	—	—	—	—	—	—	—	—	—	22	(3)	—	—	—	—	—	—	—	—	—	—	—	—	—	—	
Receipt of investment property	—	—	10	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	



### 35. Capital Stock

The authorized preferred stock is 2,500,000,000 shares at ₱0.40 par value. A reconciliation of the number of preferred shares outstanding as at December 31, 2012, 2011 and 2010 follows:

	2012	2011	2010
Beginning of the year	1,166,196,823	1,290,719,931	1,464,903,229
Redemption of preferred stock	(112,270,275)	(124,289,441)	(174,183,298)
Conversion of preferred stock to common stock	(716,422)	(233,667)	-
End of year	<b>1,053,210,126</b>	1,166,196,823	1,290,719,931

The authorized common stock is 1,250,000,000 shares at ₱1.50 par value. A reconciliation of the number of common shares outstanding as at December 31, 2012, 2011 and 2010 follows:

	2012	2011	2010
Beginning of the year	615,977,028	615,914,717	615,914,717
Conversion of preferred stock to common stock	191,046	62,311	-
End of year	<b>616,168,074</b>	615,977,028	615,914,717

Details of capital stock conversion and redemption follow:

*Conversion:*

	2012	2011	2010
December 3, 2012, converted 75,716 shares of preferred stock into 20,191 of common stock	₱30,286	₱-	₱-
June 15, 2012, converted 640,706 shares of preferred stock into 170,855 of common stock	256,283	-	-
March 14, 2011, converted 233,667 shares of preferred stock into 62,311 of common stock	-	93,467	-
	<b>₱286,569</b>	₱93,467	₱-

*Redemption:*

	2012	2011	2010
December 6, 2012, redeemed 27,005,388 preferred shares at ₱0.40 per share	₱10,802,155	₱-	₱-
September 26, 2012, redeemed 27,699,775 preferred shares at ₱0.40 per share	11,079,910	-	-
July 20, 2012, redeemed 28,410,026 preferred shares at ₱0.40 per share	11,364,010	-	-
March 21, 2012, redeemed 29,155,086 preferred shares at ₱0.40 per share	11,662,035	-	-
December 1, 2011, redeemed 29,902,479 preferred shares at ₱0.40 per share	-	11,960,992	-
September 30, 2011, redeemed 30,669,209 preferred shares at ₱0.40 per share	-	12,267,684	-

(Forward)



*Redemption:*

	2012	2011	2010
July 15, 2011, redeemed 31,455,599 preferred shares at ₱0.40 per share	₱-	₱12,582,240	₱-
March 31, 2011, redeemed 32,262,154 preferred shares at ₱0.40 per share	-	12,904,861	-
December 1, 2010, redeemed 33,095,380 preferred shares at ₱0.40 per share	-	-	13,238,152
October 1, 2010, redeemed 33,943,981 preferred shares at ₱0.40 per share	-	-	13,577,592
September 1, 2010, redeemed 34,814,340 preferred shares at ₱0.40 per share	-	-	13,925,736
May 1, 2010, redeemed 35,707,016 preferred shares at ₱0.40 per share	-	-	14,282,806
February 1, 2010, redeemed 36,622,581 preferred shares at ₱0.40 per share	-	-	14,649,033
	<b>₱44,908,110</b>	<b>₱49,715,777</b>	<b>₱69,673,319</b>

The Parent Company's preferred shares have the following features:

- a) Entitled to dividends at the rate of average 91-day T-Bill plus two percent;
- b) Fully participating as to distribution of dividends;
- c) Convertible into common shares at the option of the holders thereof from the date of issue at the conversion rate of 3 and 3/4 preferred shares to 1 common share for a price of ₱1.5 per common share subject to adjustments;
- d) Redeemable at any one time or from time to time, at the option of the BOD of the Parent Company, subject to availability of funds;
- e) With voting rights and preferences as to assets upon dissolution of the Parent Company over common shareholders.

Below is the summary of the outstanding number of shares and holders of security as at December 31, 2012:

Year	Number of shares registered	Issue/offer price	Date of approval	Number of holders of securities as of year end
<b>Preferred shares:</b>				
January 1, 2011	1,290,719,931			53
Movement:	(32,262,154)	₱0.40	March 31, 2011	
	(31,455,600)	0.40	July 15, 2011	
	(30,669,209)	0.40	September 30, 2011	
	(29,902,478)	0.40	December 1, 2011	
	(233,667)	0.40	March 14, 2011	
December 31, 2011	1,166,196,823			52
Movement:	(29,155,086)	0.40	March 21, 2012	
	(28,410,026)	0.40	July 20, 2012	
	(27,699,775)	0.40	September 26, 2012	
	(27,005,388)	0.40	December 6, 2012	
	(640,706)	0.40	June 15, 2012	
	(75,716)	0.40	December 3, 2012	
December 31, 2012	1,053,210,126			50

(Forward)



Year	Number of shares registered	Issue/offer price	Date of approval	Number of holders of securities as of year end
<b>Common Shares:</b>				
January 1, 2011	615,914,717			477
Movement:	62,311	₱1.50	March 14, 2011	
December 31, 2011	615,977,028			458
Movement:	170,855	1.50	June 15, 2012	
	20,191	1.50	December 3, 2012	
December 31, 2012	616,168,074			424

SEC approved the registration of the Parent Company's authorized capital stock before its listing date with the Philippine Stock Exchange, which was on July 2, 1962. The actual number of shares initially listed were 584,085 at an offer price of ₱10.0 per share.

### 36. Lease Agreements

The Group leases parcels of land where their respective sales office, administrative and warehouse buildings were constructed and are currently located. The lease terms cover lease periods between 10 years to 20 years with escalation rates ranging from 5% to 12.5%.

Future minimum rental payments under the aforementioned lease agreements follow:

	2012	2011
Within one year	<b>₱52,751,890</b>	₱51,056,075
After one year but not more than five years	<b>202,824,220</b>	207,399,148
More than five years	<b>82,647,232</b>	113,977,587
	<b>₱338,223,342</b>	₱372,432,810

The Group has entered into operating lease agreements with MRC for the rental of its various construction machineries and equipment and company vehicles.

Future minimum rental payables under non-cancellable operating lease are as follows:

	Amount
Within one year	₱4,042,180
After one year but not more than 5 years	1,139,962
Present value of minimum lease payments	₱5,182,142

The Group entered into finance lease transactions with a third party lessor for the lease of its various construction machineries and furniture and equipment. Future minimum lease payments under the finance lease are as follows:

	2012	2011
Within one year	<b>₱6,601,682</b>	₱5,177,250
After one year but not more than five years	<b>2,105,203</b>	24,442,006
Total minimum lease payment	<b>8,706,885</b>	29,619,256
Less amounts representing interest	<b>886,611</b>	6,835,213
Present value of minimum lease payments	<b>₱7,820,274</b>	₱22,784,043



On January 1, 2010, the Group leased certain computer equipment and furniture and fixtures to RCBC under a two-year finance lease contract. The future minimum lease receivables and the finance lease receivable related to the contract (included in other receivables) amounted to ₱1.1 million as at December 31, 2010. The lease agreement ended in 2011.

A portion of the land currently being used by the Group in its operations is leased out under an operating lease to RCBC. The lease terms range from one (1) to three (3) years.

Future minimum rental receivable under the aforementioned lease agreement follows:

	2012	2011
Within one year	<b>₱23,862,590</b>	₱10,586,441
More than one year but not more than 5 years	<b>12,222,302</b>	-
	<b>₱36,084,892</b>	₱10,586,441

In 2010, the Group exercised the option to purchase the leased land from RCBC in the amount of ₱120.0 million representing the selling price of the leased land of ₱245.0 million less all previous rental payments of ₱125.0 million. Gain from extinguishment of the lease liability amounting to ₱8.7 million is recognized in the consolidated statements of income (see Note 22).

### 37. Cash Dividends

The BOD declared cash dividends as follows:

	2012	2011	2010
December 6, 2012, ₱0.002 per share cash dividend to stockholders of preferred shares as of December 31, 2012 payable on or before January 24, 2013. The cash dividend covered the fourth quarter of 2012.	<b>₱2,638,071</b>	₱-	₱-
September 26, 2012, ₱0.004 per share cash dividend to stockholders of preferred shares as of October 24, 2012 payable on or before November 15, 2012. The cash dividend covered the third quarter of 2012.	<b>3,989,876</b>	-	-
July 20, 2012, ₱0.029 per share cash dividend to stockholders of common and preferred shares as of August 17, 2012 payable on or before September 10, 2012	<b>49,999,997</b>	-	-
July 20, 2012, ₱0.004 per share cash dividend to stockholders of preferred shares as of “ August 17, 2012 and payable on or before September 7, 2012. The cash dividend covered the second quarter of 2012.	<b>4,925,162</b>	-	-
March 21, 2012, ₱0.004 per share cash dividend to stockholders of preferred shares as of April 18, 2012 payable on or before May 11, 2012	<b>4,423,384</b>	-	-

(Forward)



	2012	2011	2010
December 1, 2011, ₱0.003 per share cash dividend to stockholders of preferred shares as of December 29, 2011 payable on or before January 20, 2012. The cash dividend covered the fourth quarter of 2011.	₱-	₱3,521,316	₱-
September 30, 2011, ₱0.003 per share cash dividend to stockholders of preferred shares as of October 28, 2011 payable on or before November 18, 2011. The cash dividend covered the third quarter of 2011.	-	4,291,236	-
July 15, 2011, ₱0.004 per share cash dividend to stockholders of preferred shares as of August 11, 2011 payable on or before August 31, 2011. The cash dividend covered the second quarter of 2011.	-	4,685,752	-
July 15, 2011, ₱0.004 per share cash dividend to stockholders of common and preferred shares as of June 30, 2011 payable on or before September 1, 2011.	-	49,999,992	-
March 31, 2011, ₱0.003 per share cash dividend to stockholders of preferred shares as of April 29, 2011 payable on or before May 20, 2011. The cash dividend covered the first quarter of 2011.	-	4,039,544	-
December 1, 2010, ₱0.005 per share cash dividend to stockholders of preferred shares as of December 29, 2010 payable on or before January 20, 2011. The cash dividend covered the fourth quarter of 2010.	-	-	6,736,896
September 1, 2010, ₱0.006 per share cash dividend to stockholders of preferred shares as of September 29, 2010 payable on or before October 22, 2010. The cash dividend covered the third quarter of 2010.	-	-	8,093,603
July 16, 2010, ₱0.051 per share cash dividend to stockholders of common shares as of August 14, 2010 payable on or before September 3, 2010.	-	-	49,999,184
July 16, 2010, ₱0.006 per share cash dividend to stockholders of preferred shares as of August 11, 2010 payable on or before August 31, 2010. The cash dividend covered the second quarter of 2010.	-	-	8,181,370
March 26, 2010, ₱0.006 per share cash dividend to stockholders of preferred shares as of April 23, 2010 payable on or before May 14, 2010. The cash dividend covered the first quarter of 2010.	-	-	8,433,996
	<b>₱65,976,490</b>	<b>₱66,537,840</b>	<b>₱81,445,049</b>

The Group's retained earnings include accumulated earnings of subsidiaries amounting to ₱2.8 million and ₱2.1 billion in 2012 and 2011, respectively, not declared as dividends to the Parent Company.





Retained earnings declarable as dividends of the Parent Company amounted to ₱800.7 million as of December 31, 2012 and ₱726.4 million as of December 31, 2011. Dividend distribution is approved by the BOD.

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### 38. Note on Consolidated Statements of Cash Flows

Noncash investing and financing activities are as follows:

#### *2012*

- Revaluation of parcel of land
- Write off of receivables and writedown of inventories
- Transfer of inventories to investment properties
- Derecognition of assets and liabilities from sale of a subsidiary

#### *2011*

- Revaluation of parcel of land
- Write off of receivables and write down of inventories

#### *2010*

- Revaluation of parcel of land.
- Transfer of land held for sale to investment properties

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### 39. Cumulative Translation Adjustment

Cumulative translation adjustment represents exchange differences arising from the translation of financial statements of the foreign subsidiary, EEI BVI, whose functional currency is the United States dollar and foreign associate, ARCC with functional currency of Saudi Arabia Riyal.

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### 40. Events after the Reporting Period

#### Cash Dividends

On March 22, 2013, the BOD approved the declaration of cash dividend of ₱0.00206 per share with a total amount of ₱2.2 million to the stockholders of the Parent Company's preferred shares as of April 19, 2013 covering the first quarter of 2013, and payable on or before May 10, 2013.

#### Capital Stock Redemption

On March 22, 2013, the BOD approved the redemption of two and a half percent of 1,053,210,124 preferred shares, representing 26,330,253 shares at ₱0.40 per share amounting to ₱10.5 million to the stockholders of the Parent Company's preferred shares as of April 19, 2013 covering the first quarter of 2013, and payable on or before May 15, 2013.





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BOA/PRC Reg. No. 0001,  
December 28, 2012, valid until December 31, 2015  
SEC Accreditation No. 0012-FR-3 (Group A),  
November 15, 2012, valid until November 16, 2015

## INDEPENDENT AUDITORS' REPORT ON SUPPLEMENTARY SCHEDULES

The Stockholders and the Board of Directors  
House of Investments, Inc.  
3rd Floor Grepalife Building  
219 Sen. Gil J. Puyat Avenue  
Makati City

We have audited in accordance with Philippine Standards on Auditing, the consolidated financial statements of House of Investments, Inc. and its subsidiaries (the Group) as at December 31, 2012 and 2011 and for each of the three years in the period ended December 31, 2012, included in this Form 17-A, and have issued our report thereon dated March 22, 2013. Our audits were made for the purpose of forming an opinion on the basic consolidated financial statements taken as a whole. The schedules listed in the Index to the Consolidated Financial Statements and Supplementary Schedules are the responsibility of the Group's management. These schedules are presented for purposes of complying with the Securities Regulation Code Rule 68, as Amended (2011) and are not part of the basic consolidated financial statements. These schedules have been subjected to the auditing procedures applied in the audit of the basic consolidated financial statements and, in our opinion, fairly state, in all material respects, the financial data required to be set forth therein in relation to the basic consolidated financial statements taken as a whole.

SYCIP GORRES VELAYO & CO.

*Cyril Jasmin B. Valencia*  
Cyril Jasmin B. Valencia  
Partner  
CPA Certificate No. 90787  
SEC Accreditation No. 1229-A (Group A),  
May 31, 2012, valid until May 30, 2015  
Tax Identification No. 162-410-623  
BIR Accreditation No. 08-001998-74-2012,  
April 11, 2012, valid until April 10, 2015  
PTR No. 3670033, January 2, 2013, Makati City

March 22, 2013



## HOUSE OF INVESTMENTS, INC. AND SUBSIDIARIES

### SUPPLEMENTARY INFORMATION AND DISCLOSURES REQUIRED ON SRC RULE 68 AS AMENDED DECEMBER 31, 2012

Philippine Securities and Exchange Commission (SEC) issued the amended Securities Regulation Code Rule SRC Rule 68 which consolidates the two separate rules and labeled in the amendment as “Part I” and “Part II”, respectively. It also prescribed the additional information and schedule requirements for issuers of securities to the public.

Below are the additional information and schedules required by SRC Rule 68, as Amended (2011), that are relevant to the Group. This information is presented for purposes of filing with the SEC and is not required part of the basic financial statements.

#### Schedule A. Financial Assets in Equity Securities

The Group is not required to disclose the financial assets in equity securities as the total available-for-share securities amounting to ₱500.4 million do not constitute 5% or more of the total current assets of the Group as at December 31, 2012.

#### Schedule B. Amounts Receivable from Directors, Officers, Employees, Related Parties and Principal Stockholders (other than related parties)

Below is the schedule of advances to employees of the Group with balances above ₱100,000 as of December 31, 2012:

Name	Balance at beginning of year	Additions	Collections/ Liquidations	Balance at end of year
<i>(In Thousands)</i>				
<i>EEl</i>				
Macapagal, Norman K.	₱1,960	₱–	(₱428)	₱1,532
Mercado, Oscar D.	1,442	–	–	1,442
Apolonio, Ferdinand D.	300	3,872	(3,020)	1,152
Munji, Divina F.	836	–	–	836
Cabrera, Lovette O.	625	–	–	625
Garcia, Raul R.	100	334	(180)	254
Enriquez, Emmanuel	–	250	–	250
Brutas, Crisanto B.	–	212	(16)	196
Villarin, Pantaleon T., Jr.	–	150	–	150
Arcega, Wilson V.	142	–	–	142
Castro, Romeo E.	122	–	–	122
Canero, Raul C.	–	117	–	117
Magboo, Jeremer D.	–	119	(10)	109
Delos Reyes, Arnulfo	–	105	–	105
	5,527	5,159	(3,654)	7,032
<i>iPeople</i>				
Hofileña, Joy	–	681	(214)	467
Sabio, Maurice	–	590	(128)	462
Teodoro, Gloria B.	–	362	–	362
Bitor, Rolando	478	9	(139)	348
Caluyo, Felicito	391	–	(78)	313
Tablante, Dennis	397	–	(90)	307
Songsong, Maribel	387	–	(94)	293
Sabino, Lilibeth	366	–	(79)	287

(Forward)



Name	Balance at beginning of year	Additions	Collections/ Liquidations	Balance at end of year
		<i>(In Thousands)</i>		
Salvacion, Jonathan	₱360	₱-	(₱77)	₱283
Costales, Aloysius Nathaniel	354	-	(89)	265
Lansangan, Emerald	319	-	(77)	242
Co, Brian	291	-	(78)	213
Robielos, Rex Aurelius	260	-	(77)	183
Maestrecampo, Dodjie S.	207	16	(47)	176
Doma, Bonifacio	-	169	-	169
Lozano, Luz	226	-	(77)	149
Sauquillo, Dante	212	-	(72)	140
Bargo, Mariza	-	123	-	123
Cinco, Arnold	189	-	(71)	118
Eliquen, Nilda	193	-	(76)	117
	4,630	1,950	(1,563)	5,017
<i>HI-Parent</i>				
Uy, Perry	252	354	(16)	590
Maravilla, Juliet O.	279	2	(40)	241
Eugenio, Rolando	225	116	(102)	239
Sanchez, Emil	203	-	-	203
Villegas, Raoul A.	264	187	(247)	204
Capalongan, Allan	188	-	-	188
Tanjangco, Jose A. III	260	9	(84)	185
Maglaya, Elsie P.	247	2	(71)	178
De Lara, Ma. Elisa	255	1	(82)	174
Ramirez, Rosalia	112	43	-	155
Aliganga, Justino	142	-	-	142
Damasco, Reyner	112	-	-	112
	2,539	714	(642)	2,611
<i>Landev Corporation</i>				
Mario C. Paguio	500	-	-	500
<b>Total</b>	<b>₱13,196</b>	<b>₱7,823</b>	<b>(₱5,859)</b>	<b>₱15,160</b>

iPeople and HI-Parent's advances mainly pertain to the officers and employees car plan agreements. Such advances are interest-bearing and shall be liquidated on a monthly basis.

There were no amounts written off during the year. All receivables are expected to be collected within the next twelve months.

Schedule C. Amounts Receivable from/Payable to Related Parties which are Eliminated during the Consolidation of Financial Statements

Below is the schedule of receivables (payables) with subsidiaries, which are eliminated in the consolidated financial statements as at December 31, 2012:

Name and designation of debtor	Balance at beginning of period	Additions	Amounts collected	Amounts written off	Balance at end of period
<i>Landev Corporation</i>					
Due from affiliates	₱255,051	₱593,395	(₱310,649)	₱-	₱537,797
Dividends receivable	7,000,000	14,500,000	(7,000,000)	-	14,500,000
	7,255,051	15,093,395	(7,310,649)	-	15,037,797
<i>Greyhounds Security and Investigation Agency Corporation</i>					
Due from affiliates	16,531,781	642,875	(15,727,933)	-	1,446,723

(Forward)



Name and designation of debtor	Balance at beginning of period	Additions	Amounts collected	Amounts written off	Balance at end of period
<i>Investment Managers, Inc.</i>					
Due from affiliates	₱543,527	₱4,331,642	(₱4,255,610)	₱-	₱619,559
Dividends receivable	2,000,000	549,945	(2,000,000)	-	549,945
	2,543,527	4,881,587	(6,255,610)	-	1,169,504
<i>iPeople, inc. and subsidiaries</i>					
Due from affiliates	17,788,334	35,398,957	(43,658,106)	-	9,529,185
Dividends receivable	43,219,547	30,116,450	(43,219,547)	-	30,116,450
	61,007,881	65,515,407	(86,877,653)	-	39,645,635
<i>EEl Corporation and subsidiaries</i>					
Due from affiliates	1,583,777	2,142,857	(1,969,995)	-	1,756,639
Vehicle accounts receivable	4,187,496	-	(4,187,496)	-	-
	5,771,273	2,142,857	(6,157,491)	-	1,756,639
<i>Zamboanga Industrial Finance Corporation</i>					
Due from affiliates	371,625	457,271	(828,896)	-	-
<i>Hexagon Lounge, Inc.</i>					
Due from affiliates	283,343	71,448	(204,973)	-	149,818
<i>Xamdu Motors, Inc.</i>					
Due from affiliates	562,165	-	(561,365)	-	800
	₱94,326,646	₱88,804,840	(₱123,924,570)	₱-	59,206,916

These receivables are non-interest bearing and are expected to be settled within the next twelve months.

#### Schedule D. Intangible Asset - Other Noncurrent Assets

As at December 31, 2012, the Group's intangible assets consist of goodwill and computer software. Goodwill in the Group's consolidated statements of financial position arose from the acquisition of EEI, iPeople, and Honda Cars Group. Details of the Group's intangible assets are as follows:

Description	Beginning balance	Additions at cost	Charged to cost and expenses	Charged to other accounts	Other changes additions (deductions)	Ending balance
Goodwill	₱512,796,021	₱-	₱-	₱-	₱-	₱512,796,021
Computer Software	17,216,406	40,757,956	(9,247,674)	-	-	48,726,688
	₱530,012,427	₱40,757,956	(₱9,247,674)	₱-	₱-	₱561,522,709

In 2011, the Group purchased its Oracle Accounting System for its financial reporting effective January 1, 2012. Total capitalizable costs related to the Oracle software amounted to ₱13.1 million.



Schedule E. Long-term Debt

Below is the schedule of long-term debt of the Group:

<u>Type of Obligation</u>	<u>Amount</u>	<u>Current</u>	<u>Noncurrent</u>
Parent Company			
Private placement fixed-rate corporate promissory notes payable after three years from the date of issue with interest of 7.90%.	₱89,000,000	₱89,000,000	₱-
MCI			
Peso-denominated syndicated bank loan payable after 10 years since November 2010 without grace period on principal payment, subject to floating rate equal to the 3-month Philippine Dealing System Treasury Reference Rates-Fixing (PDST-F) plus a per annum spread of 1.75% payable in accelerating amounts up to November 22, 2020.	688,000,000	86,000,000	602,000,000
MCLI			
Payable to PTC	56,076,104	56,076,104	-
EEI			
Private placement fixed-rate corporate promissory notes with effective interest of 6.25% per annum for ₱500 million in 2012 and 2011	500,000,000	500,000,000	-
EEI Power			
Peso-denominated seven (7) year term loan, payable quarterly starting June 2014 with interest of 6.50% per annum inclusive of two (2) year grace period on principal amortization	209,750,000	-	209,750,000
	<u>₱1,542,826,104</u>	<u>₱731,076,104</u>	<u>₱811,750,000</u>

Schedule F. Indebtedness to Related Parties (Long-term Loans from Related Companies)

The Group is not required to disclose the long term indebtedness to related parties amounting to ₱811.8 million as this do not constitute 5% or more of the total assets of the Group as at December 31, 2012.

Schedule G. Guarantees of Securities of Other Issuers

There are no guarantees of securities of other issuing entities by the Group as at December 31, 2012.



Schedule H. Capital Stock

<b>Title of issue</b>	<b>Number of shares authorized</b>	<b>Number of shares issued and outstanding as shown under related statement of financial position caption</b>	<b>Number of shares held by related parties</b>	<b>Directors, Officers and Employees</b>	<b>Others</b>
Common shares	1,250,000,000	616,168,074	344,701,851	6,163,560	265,302,663
Preferred shares	2,500,000,000	1,053,210,126	458,481,678	590,740,785	3,987,663



**HOUSE OF INVESTMENTS, INC. AND SUBSIDIARIES**

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**RECONCILIATION OF RETAINED EARNINGS AVAILABLE FOR  
DIVIDEND DECLARATION**

Items	Amount
Unappropriated Retained Earnings, beginning	₱729,558,611
Adjustments:	
<b>Less:</b> Movement in unrecognized deferred tax assets	3,059,770
Unappropriated retained earnings, as adjusted, beginning	726,498,841
Net income based on the face of AFS	141,250,283
Less: Non-actual/unrealized Income net of tax	
Equity in net income of associate/joint venture	–
Unrealized foreign exchange gain – net (except those attributable to Cash and Cash Equivalents)	–
Unrealized actuarial gain	–
Fair value adjustment (M2M gains)	–
Fair value adjustment of Investment Property resulting to gain Adjustment due to deviation from PFRS/GAAP – gain	–
Movement in deferred tax asset	1,062,175
Other unrealized gains or adjustments to the retained earnings as result of certain transactions accounted for under PFRS	–
Add: Non-actual losses	
Depreciation on revaluation increment (after tax)	–
Adjustments due to deviation from PFRS/GAAP – loss	–
Net Income Actual/Realized	140,188,108
Dividends declaration during the year	(65,976,490)
Treasury stock	–
Unappropriated Retained Earnings, as adjusted, ending	₱800,710,459





**HOUSE OF INVESTMENTS, INC. AND SUBSIDIARIES**  
**SCHEDULE OF FINANCIAL SOUNDNESS INDICATORS AS OF**  
**DECEMBER 31, 2012 AND 2011**

*Financial Soundness Indicator*

Below are the financial ratios that are relevant to the Group for the year ended December 31, 2012 and 2011:

<b>Financial ratios</b>		<b>2012</b>	2011
Current ratio	$\frac{\text{Current assets}}{\text{Current liabilities}}$	<b>1.06:1</b>	0.95:1
Solvency ratio	$\frac{\text{Net income plus depreciation}}{\text{Total liabilities}}$	<b>0.19:1</b>	0.16:1
Debt to equity ratio	$\frac{\text{Total liabilities}}{\text{Total equity}}$	<b>1.17:1</b>	1.43:1
Asset-to-equity ratio	$\frac{\text{Total assets}}{\text{Total equity}}$	<b>2.17:1</b>	2.43:1
Interest rate coverage	$\frac{\text{EBIT*}}{\text{Interest expense}}$	<b>14.72:1</b>	6.12:1
Return on assets	$\frac{\text{Net income}}{\text{Average total assets}}$	<b>7.81%</b>	7.26%
Return on equity	$\frac{\text{Net income}}{\text{Average total equity}}$	<b>17.93%</b>	17.63%

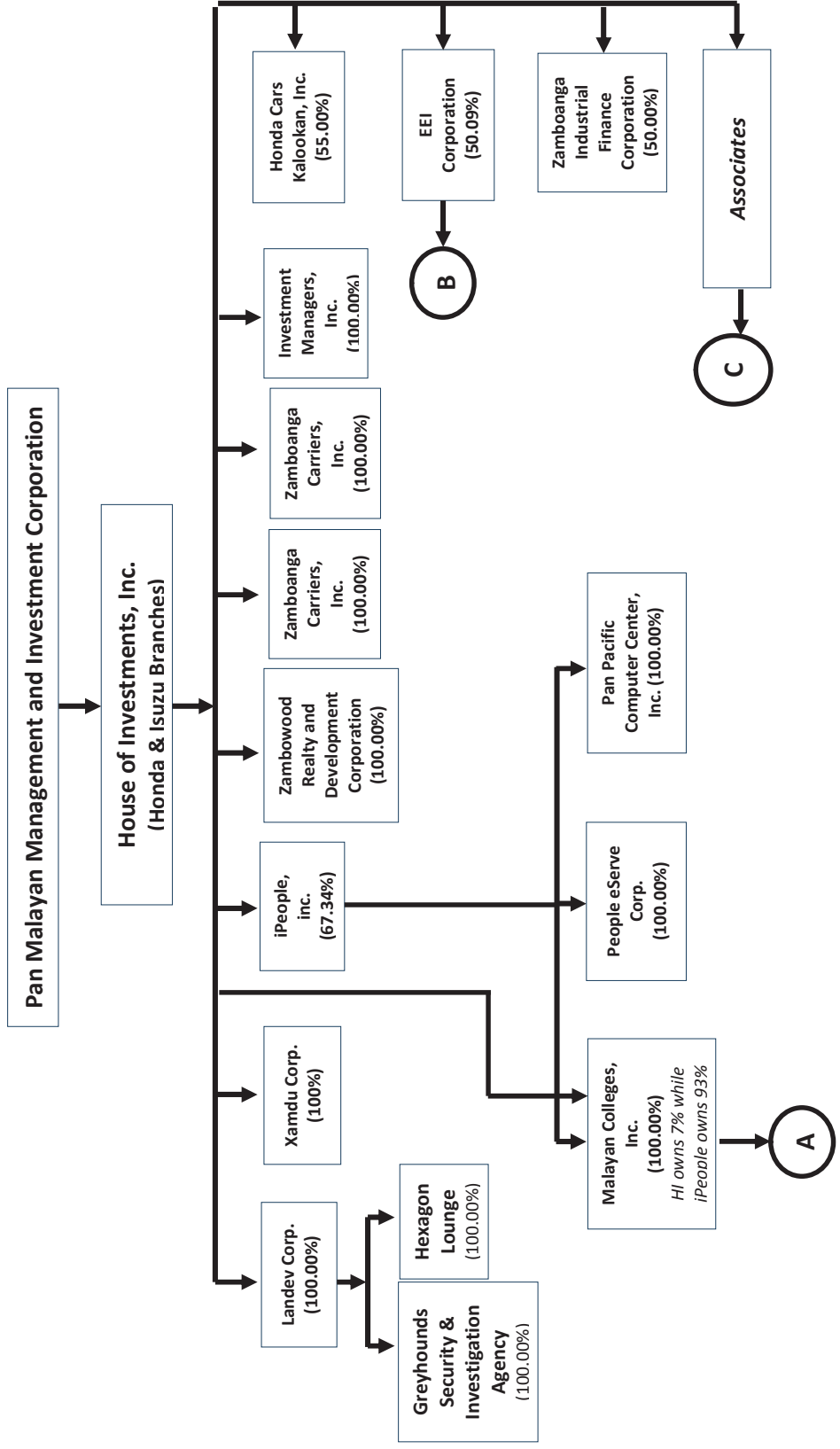
*\*Earnings before interest and taxes (EBIT)*

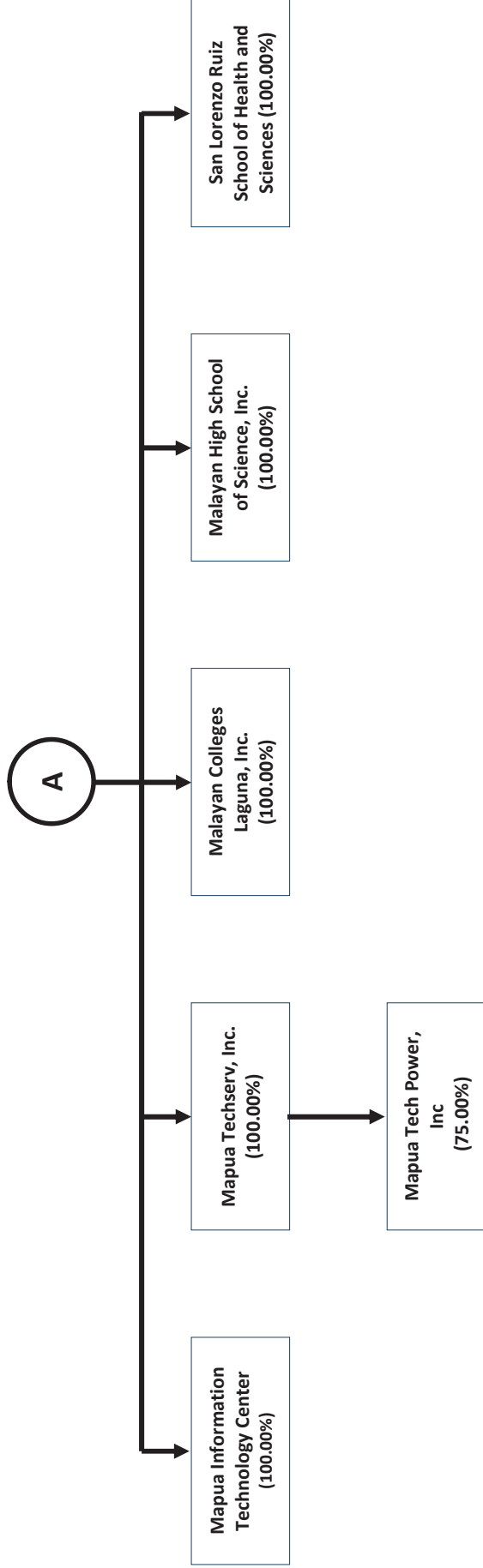


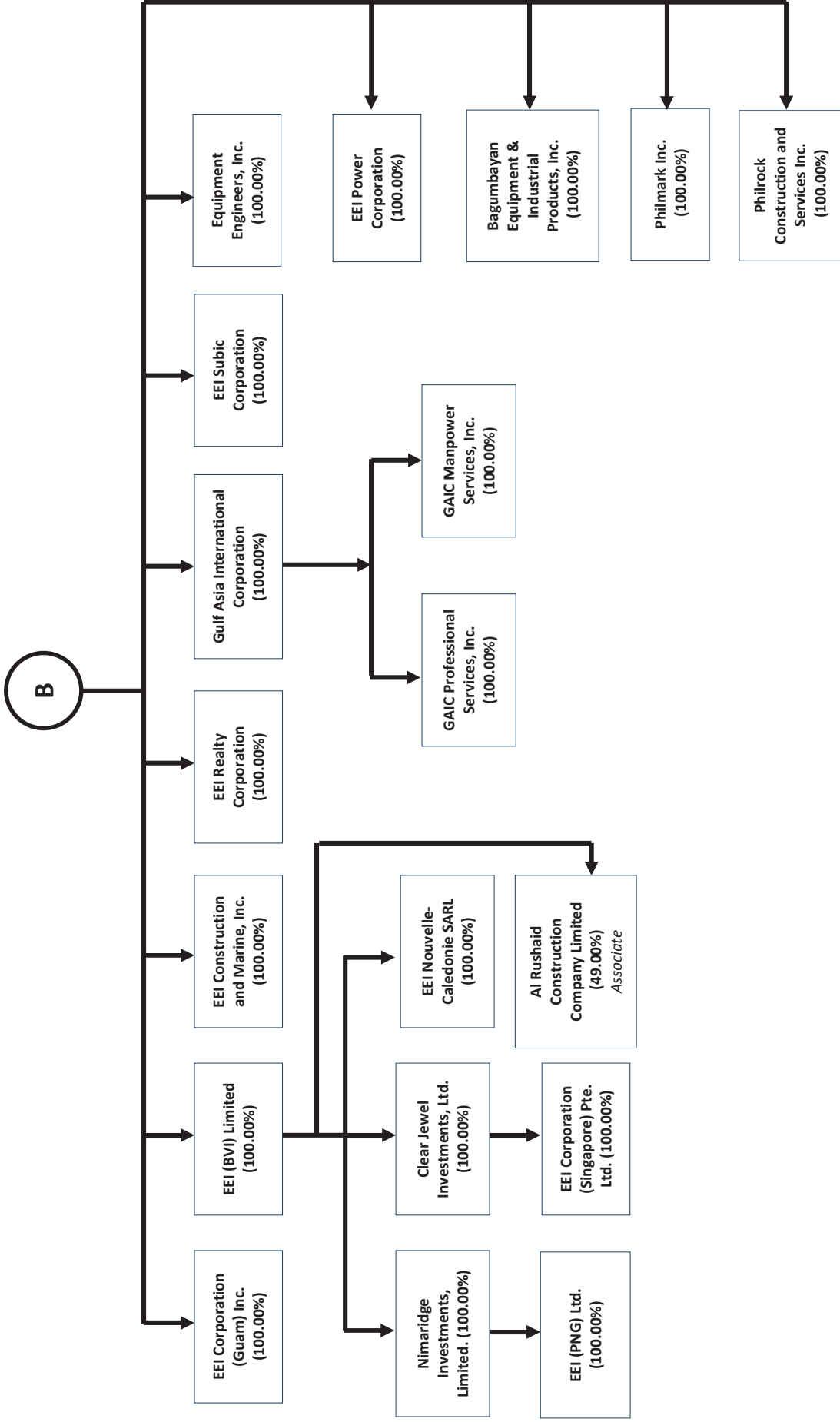
**HOUSE OF INVESTMENTS, INC. AND SUBSIDIARIES**  
**MAP OF RELATIONSHIPS OF THE COMPANIES WITHIN THE GROUP**

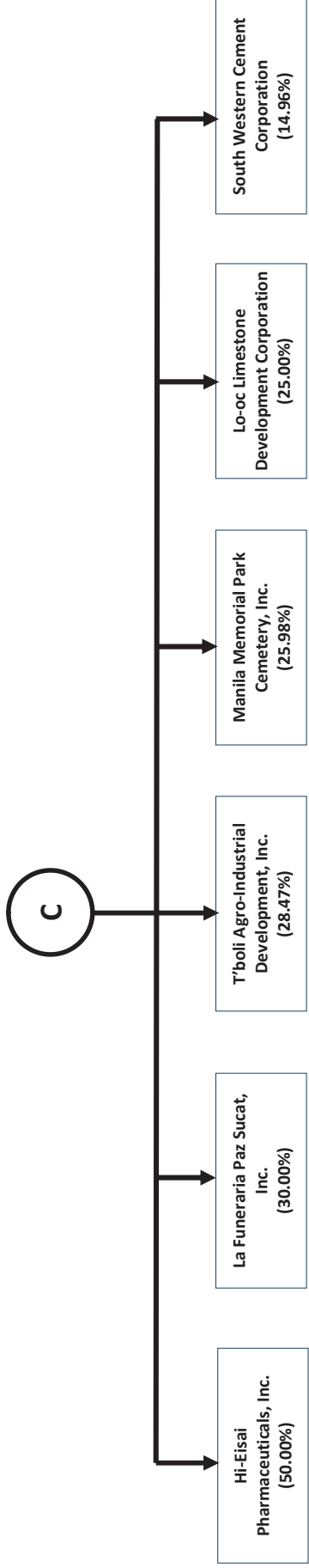
*Group Structure*

Below is a map showing the relationship between and among the Group and its ultimate parent company, subsidiaries, and associates as of December 31, 2012:









*\*The Group has more than 20% effective interest in SWCC since LLDC (in which the Group has 25% interest) has more than 50% interest in SWCC.*



**HOUSE OF INVESTMENTS, INC. AND SUBSIDIARIES**

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**SCHEDULE OF ALL THE EFFECTIVE STANDARDS AND INTERPRETATIONS UNDER PFRS AS OF DECEMBER 31, 2012**

Below is the list of all effective PFRS, Philippine Accounting Standards (PAS) and Philippine Interpretations of International Financial Reporting Interpretations Committee (IFRIC) as of December 31, 2012:

<b>PHILIPPINE FINANCIAL REPORTING STANDARDS AND INTERPRETATIONS</b> Effective as of December 31, 2012		<b>Adopted</b>	<b>Not Adopted</b>	<b>Not Applicable</b>
<b>Framework for the Preparation and Presentation of Financial Statements</b> Conceptual Framework Phase A: Objectives and qualitative characteristics		√		
<b>PFRSs Practice Statement Management Commentary</b>				√
<b>Philippine Financial Reporting Standards</b>				
<b>PFRS 1 (Revised)</b>	First-time Adoption of Philippine Financial Reporting Standards	√		
	Amendments to PFRS 1 and PAS 27: Cost of an Investment in a Subsidiary, Jointly Controlled Entity or Associate			√
	Amendments to PFRS 1: Additional Exemptions for First-time Adopters			√
	Amendment to PFRS 1: Limited Exemption from Comparative PFRS 7 Disclosures for First-time Adopters			√
	Amendments to PFRS 1: Severe Hyperinflation and Removal of Fixed Date for First-time Adopters			√
	Amendments to PFRS 1: Government Loans			√
<b>PFRS 2</b>	Share-based Payment	√		
	Amendments to PFRS 2: Vesting Conditions and Cancellations	√		
	Amendments to PFRS 2: Group Cash-settled Share-based Payment Transactions	√		
<b>PFRS 3 (Revised)</b>	Business Combinations	√		
<b>PFRS 4</b>	Insurance Contracts			√
	Amendments to PAS 39 and PFRS 4: Financial Guarantee Contracts			√
<b>PFRS 5</b>	Non-current Assets Held for Sale and Discontinued Operations			√
<b>PFRS 6</b>	Exploration for and Evaluation of Mineral Resources			√
<b>PFRS 7</b>	Financial Instruments: Disclosures	√		
	Amendments to PAS 39 and PFRS 7: Reclassification of Financial Assets	√		
	Amendments to PAS 39 and PFRS 7: Reclassification of Financial Assets - Effective Date and Transition	√		



<b>PHILIPPINE FINANCIAL REPORTING STANDARDS AND INTERPRETATIONS</b> Effective as of December 31, 2012		<b>Adopted</b>	<b>Not Adopted</b>	<b>Not Applicable</b>
<b>PFRS 7 (cont.)</b>	Amendments to PFRS 7: Improving Disclosures about Financial Instruments	√		
	Amendments to PFRS 7: Disclosures - Transfers of Financial Assets	√		
	Amendments to PFRS 7: Disclosures – Offsetting Financial Assets and Financial Liabilities		√	
	Amendments to PFRS 7: Mandatory Effective Date of PFRS 9 and Transition Disclosures		√	
<b>PFRS 8</b>	Operating Segments	√		
<b>PFRS 9</b>	Financial Instruments		√	
	Amendments to PFRS 9: Mandatory Effective Date of PFRS 9 and Transition Disclosures		√	
<b>PFRS 10</b>	Consolidated Financial Statements		√	
<b>PFRS 11</b>	Joint Arrangements		√	
<b>PFRS 12</b>	Disclosure of Interests in Other Entities		√	
<b>PFRS 13</b>	Fair Value Measurement		√	
<b>Philippine Accounting Standards</b>				
<b>PAS 1 (Revised)</b>	Presentation of Financial Statements	√		
	Amendment to PAS 1: Capital Disclosures			√
	Amendments to PAS 32 and PAS 1: Puttable Financial Instruments and Obligations Arising on Liquidation			√
	Amendments to PAS 1: Presentation of Items of Other Comprehensive Income		√	
<b>PAS 2</b>	Inventories	√		
<b>PAS 7</b>	Statement of Cash Flows	√		
<b>PAS 8</b>	Accounting Policies, Changes in Accounting Estimates and Errors	√		
<b>PAS 10</b>	Events after the Reporting Date	√		
<b>PAS 11</b>	Construction Contracts	√		
<b>PAS 12</b>	Income Taxes	√		
	Amendment to PAS 12 - Deferred Tax: Recovery of Underlying Assets			√
<b>PAS 16</b>	Property, Plant and Equipment	√		
<b>PAS 17</b>	Leases	√		
<b>PAS 18</b>	Revenue	√		
<b>PAS 19</b>	Employee Benefits	√		
	Amendments to PAS 19: Actuarial Gains and Losses, Group Plans and Disclosures	√		



<b>PHILIPPINE FINANCIAL REPORTING STANDARDS AND INTERPRETATIONS</b> Effective as of December 31, 2012		<b>Adopted</b>	<b>Not Adopted</b>	<b>Not Applicable</b>
<b>PAS 19 (Amended)</b>	Employee Benefits		√	
<b>PAS 20</b>	Accounting for Government Grants and Disclosure of Government Assistance			√
<b>PAS 21</b>	The Effects of Changes in Foreign Exchange Rates	√		
	Amendment: Net Investment in a Foreign Operation			√
<b>PAS 23 (Revised)</b>	Borrowing Costs	√		
<b>PAS 24 (Revised)</b>	Related Party Disclosures	√		
<b>PAS 26</b>	Accounting and Reporting by Retirement Benefit Plans			√
<b>PAS 27</b>	Consolidated and Separate Financial Statements	√		
<b>PAS 27 (Amended)</b>	Separate Financial Statements		√	
<b>PAS 28</b>	Investments in Associates	√		
<b>PAS 28 (Amended)</b>	Investments in Associates and Joint Ventures		√	
<b>PAS 29</b>	Financial Reporting in Hyperinflationary Economies			√
<b>PAS 31</b>	Interests in Joint Ventures	√		
<b>PAS 32</b>	Financial Instruments: Disclosure and Presentation	√		
	Amendments to PAS 32 and PAS 1: Puttable Financial Instruments and Obligations Arising on Liquidation			√
	Amendment to PAS 32: Classification of Rights Issues			√
	Amendments to PAS 32: Offsetting Financial Assets and Financial Liabilities		√	
<b>PAS 33</b>	Earnings per Share	√		
<b>PAS 34</b>	Interim Financial Reporting	√		
<b>PAS 36</b>	Impairment of Assets	√		
<b>PAS 37</b>	Provisions, Contingent Liabilities and Contingent Assets	√		
<b>PAS 38</b>	Intangible Assets	√		
<b>PAS 39</b>	Financial Instruments: Recognition and Measurement	√		
	Amendments to PAS 39: Transition and Initial Recognition of Financial Assets and Financial Liabilities			√
	Amendments to PAS 39: Cash Flow Hedge Accounting of Forecast Intragroup Transactions			√
	Amendments to PAS 39: The Fair Value Option			√
	Amendments to PAS 39 and PFRS 4: Financial Guarantee Contracts			√





<b>PHILIPPINE FINANCIAL REPORTING STANDARDS AND INTERPRETATIONS</b> Effective as of December 31, 2012		<b>Adopted</b>	<b>Not Adopted</b>	<b>Not Applicable</b>
	Amendments to PAS 39 and PFRS 7: Reclassification of Financial Assets			√
<b>PAS 39 (cont.)</b>	Amendments to PAS 39 and PFRS 7: Reclassification of Financial Assets – Effective Date and Transition			√
	Amendments to Philippine Interpretation IFRIC–9 and PAS 39: Embedded Derivatives			√
	Amendment to PAS 39: Eligible Hedged Items			√
<b>PAS 40</b>	Investment Property	√		
<b>PAS 41</b>	Agriculture			√
<b>Philippine Interpretations</b>				
<b>IFRIC 1</b>	Changes in Existing Decommissioning, Restoration and Similar Liabilities			√
<b>IFRIC 2</b>	Members' Share in Co-operative Entities and Similar Instruments			√
<b>IFRIC 4</b>	Determining Whether an Arrangement Contains a Lease	√		
<b>IFRIC 5</b>	Rights to Interests arising from Decommissioning, Restoration and Environmental Rehabilitation Funds			√
<b>IFRIC 6</b>	Liabilities arising from Participating in a Specific Market - Waste Electrical and Electronic Equipment			√
<b>IFRIC 7</b>	Applying the Restatement Approach under PAS 29 Financial Reporting in Hyperinflationary Economies			√
<b>IFRIC 8</b>	Scope of PFRS 2			√
<b>IFRIC 9</b>	Reassessment of Embedded Derivatives			√
	Amendments to Philippine Interpretation IFRIC–9 and PAS 39: Embedded Derivatives			√
<b>IFRIC 10</b>	Interim Financial Reporting and Impairment			√
<b>IFRIC 11</b>	PFRS 2- Group and Treasury Share Transactions			√
<b>IFRIC 12</b>	Service Concession Arrangements			√
<b>IFRIC 13</b>	Customer Loyalty Programmes			√
<b>IFRIC 14</b>	The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction			√
	Amendments to Philippine Interpretations IFRIC- 14, Prepayments of a Minimum Funding Requirement			√
<b>IFRIC 16</b>	Hedges of a Net Investment in a Foreign Operation			√
<b>IFRIC 17</b>	Distributions of Non-cash Assets to Owners			√
<b>IFRIC 18</b>	Transfers of Assets from Customers			√
<b>IFRIC 19</b>	Extinguishing Financial Liabilities with Equity Instruments			√
<b>IFRIC 20</b>	Stripping Costs in the Production Phase of a Surface Mine		√	
<b>SIC-10</b>	Government Assistance - No Specific Relation to Operating			√



<b>PHILIPPINE FINANCIAL REPORTING STANDARDS AND INTERPRETATIONS</b> Effective as of December 31, 2012		<b>Adopted</b>	<b>Not Adopted</b>	<b>Not Applicable</b>
	Activities			
<b>SIC-12</b>	Consolidation - Special Purpose Entities			√
	Amendment to SIC - 12: Scope of SIC 12			√
<b>SIC-13</b>	Jointly Controlled Entities - Non-Monetary Contributions by Venturers			√
<b>SIC-15</b>	Operating Leases - Incentives			√
<b>SIC-21</b>	Income Taxes – Recovery of Revalued Non-Depreciable Assets			√
<b>SIC-25</b>	Income Taxes - Changes in the Tax Status of an Entity or its Shareholders			√
<b>SIC-27</b>	Evaluating the Substance of Transactions Involving the Legal Form of a Lease	√		
<b>SIC-29</b>	Service Concession Arrangements: Disclosures.			√
<b>SIC-31</b>	Revenue - Barter Transactions Involving Advertising Services			√
<b>SIC-32</b>	Intangible Assets - Web Site Costs			√

Standards tagged as “Not applicable” have been adopted by the Group but have no significant covered transactions for the year ended December 31, 2012.

Standards tagged as “Not adopted” are standards issued but not yet effective as of December 31, 2012. The Group will adopt the Standards and Interpretations when these become effective.

