

SEC Number CS200411593

File Number \_\_\_\_\_

**ANCHOR LAND HOLDINGS, INC.**

Company's Full name

**11<sup>th</sup> Floor, L.V. Locsin Building, 6752 Ayala Avenue  
Corner Makati Avenue, Makati City, Philippines 1228**

Company's Address

**(632) 888-6688**

Telephone Number

**December 31**

Fiscal Year Ending  
(month & day)

**17-Q (3rd Quarter)**

Form Type

\_\_\_\_\_  
Amended Designation (if applicable)

**September 30, 2008**

Period Ended Date

**Registered and Listed**

Secondary License Type and File Number

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-Q

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

1. For the quarterly period ended **September 30, 2008**
2. SEC Identification No. **CS200411593** 3. BIR Tax Identification No. **232-639-838-000**
4. Exact name of issuer as specified in its charter: **ANCHOR LAND HOLDINGS, INC.**
5. \_\_\_\_\_  
Province, country or other jurisdiction of incorporation or organization
6. Industry Classification Code:  (SEC Use Only)
7. **Unit 11B, 11<sup>th</sup> Floor, L.V. Locsin Building, 6752 Ayala Avenue corner Makati** **1228**  
**Avenue, Makati City, Philippines**  
Address of issuer's principal office Postal Code
8. (632) 888-6688  
Registrant's telephone number, including area code
9. **N/A**  
Former name, former address, and former fiscal year, if changed since last report
10. Securities registered pursuant to Sections 8 and 12 of the Code, or Section 4 and 8 of the RSA

<u>Title of Each Class</u>	<u>Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding</u>
Common shares	346,667,000
Loans payable	667,045

11. Are any or all of these securities listed on the Philippine Stock Exchange?  
Yes [] No [  ]

12. Indicate by check mark whether the registrant:

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

Yes [] No [  ]

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

Yes [] No [  ]

## **PART I. FINANCIAL INFORMATION**

### **Financial Statements**

#### Basis of Preparation

The consolidated financial statements of Anchor Land Holdings, Inc. and Subsidiary (the Group) have been prepared using the historical cost basis and are presented in Philippine 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 comprise the financial statements of the Parent Company and its wholly owned subsidiary, Manila Towers Development Corporation (MTDC). The financial statements of the subsidiary are prepared for the same reporting year as the Parent Company, using consistent accounting policies.

The subsidiary is fully consolidated from the date of acquisition, being the date on which the Parent Company obtains control, and continues to be consolidated until the date that such control ceases.

### **Management Discussion and Analysis of Financial Condition and Results of Operations ("MD&A")**

The MD&A is a discussion and analysis of Anchor Land Holdings, Inc. and its Subsidiary's financial performance for the nine months ended September 30, 2008. The prime objective of this MD&A is to help the readers understand the dynamics of the Company's business and the key factors underlying the Company's financial results.

The MD&A for the nine months ended September 30, 2008 should be read in conjunction with the unaudited consolidated financial statements and the accompanying notes, and are filed as Annex B of this report.

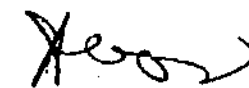
### **Signatures**

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

Registrant: Anchor Land Holdings, Inc.



Mr. Stephen Lee Keng  
Chairman

  
Mr. Arturo T. Falco  
Chief Finance Officer

**ANCHOR LAND HOLDINGS, INC. AND SUBSIDIARY**  
**MANAGEMENT DISCUSSION AND ANALYSIS**

*The following management discussion and analysis of the Group's financial condition and results of operations should be read in conjunction with the unaudited consolidated financial statements, including the related notes, contained herein.*

**Operations**

On August 8, 2007, the Parent Company has successfully listed 346,667,000 common shares on its initial public offering which generated a net proceeds of about ₱719 million. The Group currently has three ongoing projects. As of September 30, 2008, the Group's second project, Mayfair Tower, a 33-storey residential condominium, located at the corner of United Nations Avenue and Mabini Street in Ermita, Manila is about 96% completed while the third project, Mandarin Square Tower, a 39-storey luxury condominium located along Ongpin Street in Binondo, Manila is about 38% completed. The Group launched its fourth project, the Solemare Park Suites, located at Bradco Avenue, Aseana Business Park, Parañaque, an 18-storey twin tower residential condominium. Plans are also being developed to build the Anchor Skysuites a 55-storey condominium which is expected to be the tallest building in Binondo, Manila.

The strong performance of the company during the 3<sup>rd</sup> Quarter of the year indicates the market's continued acceptance of the projects. The profitability of ALHI continues to grow as marked by the result of its three quarters of operation which generated a net income of ₱191.37 million. In line with the Group's plan of expansion, the Company is aggressively recruiting personnel to increase its sales network and back room support and to fill up critical management positions, and enhance sales and marketing efforts such as increase in advertising, sales promotions and sales incentives.

**Material Changes to the Statements of Income for the Nine Months Ended September 30, 2008 Compared with the Nine Months Ended September 30, 2007 (Increase/Decrease of 5% or more)**

**RESULT OF OPERATIONS**  
**SEPTEMBER 30, 2008 vs. SEPTEMBER 30, 2007**

	<b>Jan. to Sept. 2008</b>	<b>Jan. to Sept. 2007</b>	<b>% change</b>
<b>REVENUE</b>			
Real estate sales	953,352,848	606,487,378	57%
Interest and others	2,676,979	9,989,110	-73%
	<b>956,029,827</b>	<b>616,476,488</b>	<b>55%</b>
<b>COSTS AND EXPENSES</b>			
Real estate	586,431,317	493,786,615	19%
Interest	718,654	7,830,192	-91%
<b>Operating expenses:</b>			
Sales and marketing expense	28,349,706	15,224,131	86%

Salaries and wages	11,500,167	12,712,863	-10%
Rental	6,382,498	3,786,324	69%
Professional fees	11,226,202	3,846,498	192%
Taxes and licenses	3,523,842	4,068,763	-13%
Utilities	3,644,268	1,628,134	124%
Depreciation	2,955,247	2,283,550	29%
Others	7,631,858	5,500,639	39%
	<b>75,213,791</b>	<b>49,050,902</b>	<b>53%</b>
<b>INCOME BEFORE INCOME TAX</b>	294,374,659	73,638,971	300%
<b>PROVISION FOR INCOME TAX</b>	103,009,154	10,917,041	844%
<b>NET INCOME</b>	<b>191,375,564</b>	<b>62,721,930</b>	<b>205%</b>

57% increase in Real estate revenues

Total sale of real estate rose to ₱953.4million, up by 57% from ₱606.5 million sales posted in 2007 over the same period due to higher number of units sold and higher project completion percentage. Revenue from Manila Towers Development Corporation (MTDC), a wholly owned subsidiary of ALHI (the parent company), accounted 68% of the group's revenue from its ongoing project - Mandarin square which is about 38% completed.

73% decrease in Interest income

Interest income decreased by ₱7.3 million from ₱9.9 million in 2007 to ₱2.6 million in 2008 due to short term investments being used to fund the construction and operations.

19% increase in Real estate cost

Real estate cost increase from ₱493.7 million last year to ₱586.4 million this year primarily due to higher sales particularly in Mandarin Tower and increase in its project completion percentage.

53% increase in Operating expenses

The increase in operating expenses by 53% compared to the same period last year is directly related to increase in sales volume in 2008 due to the group's aggressive marketing campaign. The significant increase in sales in 2008 resulted to an increase in sales and marketing expenses by 86% from ₱15.2 million in 2007 to ₱28.3 million in 2008.

91% decrease in interest expense

Interest expense decreased by ₱7.1 million from ₱7.8 million in 2007 to ₱0.7 million in 2008 due to repayment of the Group's outstanding loans.

205% increase in Net Income

On an overall, the Group posted a net income of ₱191.3 million for the nine months ended Sept 30, 2008 compared with ₱62.7 million over the same period last year.

**Material Changes to the Balance Sheet as of September 30, 2008 compared to December 31, 2007 (Increase/Decrease of 5% or more)**

**FINANCIAL POSITION  
SEPTEMBER 30, 2008 vs. DECEMBER 31, 2007**

	September 30, 2008 (Unaudited)	December 31, 2007 (Audited)	% change
<b>ASSETS</b>			
Cash and cash equivalents	52,808,985	456,215,620	-88%
Receivables	1,182,062,305	405,292,504	192%
Condominium units for sale - at cost	494,551,308	715,959,682	-31%
Investment- Land banking	476,841,668	219,843,929	117%
Available-for-sale financial asset	61,263,610	52,731,283	16%
Property and equipment - net	12,241,648	10,398,463	18%
Deferred tax assets - net	-	31,646,401	-100%
Other assets	106,332,265	120,499,534	-12%
	<b>2,386,101,789</b>	<b>2,012,587,416</b>	<b>19%</b>
<b>LIABILITIES AND EQUITY</b>			
<b>Current Liabilities</b>			
Accounts and other payables	987,447,301	749,840,886	32%
Loans payable	667,045	127,688,424	-99%
Customers' advances and deposits	69,153,106	30,044,853	130%
Deferred tax liability	57,409,760	-	100%
Income tax payable	6,594,334	14,225,224	-54%
Total Current Liabilities	<b>1,121,271,546</b>	<b>921,799,387</b>	<b>22%</b>
<b>Equity</b>			
Capital stock	346,667,000	346,667,000	0%
Additional paid-in capital	632,687,284	632,687,284	0%
Retained earnings	285,475,959	111,433,744	156%
Total Equity	<b>1,264,830,243</b>	<b>1,090,788,029</b>	<b>16%</b>
	<b>2,386,101,789</b>	<b>2,012,587,416</b>	<b>19%</b>

*88% decrease in Cash and cash equivalent*

Cash and cash equivalents decreased by P403.4 million from P456.22 million in 2007 to P52.8 million in 2008 mainly due to the repayment of short term loans, acquisition of properties for future development and construction costs spent on its ongoing projects.

*192% increase in Trade and other Receivables*

The significant increase of P776.7 million in trade and other receivable is mainly due to higher sales on the Group's ongoing projects.

31% decrease in Condominium units held for sale

Condominium units held for sale decreased by ₱221.4 million from ₱715.96 million in 2007 to ₱494.5 million in 2008 mainly due to increase in sales of condominium units.

117% increase in land banking

The increase in land banking investment pertains to acquisition of shares of Gotamco Realty Development Corporation amounting to ₱214.2 million and ₱31.0 million representing undivided interest on the acquired land of Josephine SL Pak for a total contract price of ₱245.3 million.

16% increase in available for sale investment

Available for sale investment increased by ₱8.5 million from ₱52.7 million to ₱61.3 million in 2008 due to incidental costs such as capital gains tax for the transfer of shares and other legal expenses for the acquisition of Rening Realty Corporation.

18% increase in Property and equipment

The increase in property and equipment by ₱1.8 million from ₱10.4 million in 2007 to ₱12.24 million in 2008 is brought about by the acquisition of various furniture and fixtures and office equipment for the support of the Group's expansion of operation. Purchases of equipment for the period amounted to ₱4.8 million while provision for depreciation for the period amounted to ₱2.9 million.

100% decrease in Deferred tax assets

Decrease in Deferred tax assets by 100% is due to the realization of the tax effect of timing difference in the recognition of revenue based on percentage of completion which are currently not taxable for income tax purposes.

12% decrease in other assets

Decrease in other assets is due mainly to the current period application of Input tax against Output tax for current period sales.

32% increase in Accounts payable

Increase in accounts payable of ₱237.6 million from ₱749 million in 2007 to ₱987 million in 2008, is due mainly to the unpaid balances on the acquisition of Gotamco Realty Development Corporation amounting to ₱148.7 million and payable to contractors of Mayfair Tower and Mandarin Square.

99% decrease in Loans payable

Decrease in loans payable amounted to ₱127 million from ₱127.68 million in 2007 to ₱.667 million in 2008 due to repayment of the Group's outstanding loans from local bank.

130% increase in Customer's advances

Customers' advances and deposits increased from ₱30 million in 2007 to ₱69.1 million in 2008, due to increase in the sales of condominium units during the period.

54% decrease in Income taxes payable

Income tax payable decreased by ₱7.6 million from ₱14.25 million in 2007 to ₱6.5 million in 2008 due to payment of income tax payable of ₱14.25 million while the ₱6.5 million represents the current tax for the period.

156% increase in Retained earnings

Retained earnings increased by ₱174 million from ₱111.40 million in 2007 to ₱285.4 million in 2008, as a result of the Group's reported net income of ₱191.37 million for the nine months ended September 30, 2008 less the dividend declared of ₱17.3 million.

## Key Performance Indicators

The following Key Performance indicators were adopted by the Group in order to measure the Group's profitability and provide management with a measure of financial strength, liquidity and ability to maximize the value of its stockholders' investments.

	September 2008	Dec. 2007
Current Ratio (1)	1.26:1	1.84:1
Debt to Equity Ratio (2)	0.89:1	0.85:1
Earnings per Share (3)	0.55:1	0.35:1
Earnings before Interest and Taxes (4)	₱294.37 million	₱154.267 million
Return on Equity (5)	16%	15%

- (1) Current Assets / Current Liabilities
- (2) Total liabilities / Stockholders' Equity
- (3) Net Income / Outstanding Shares
- (4) Net Income plus Interest Expense and Provision for Income Tax
- (5) Net Income / Average Stockholders' Equity

# COVER SHEET

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(Company's Full Name)

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

**Mr. Arturo Falco**

(Contact Person)

**888-6688**

(Company Telephone Number)

1	2	3	1
<i>Month</i>		<i>Day</i>	
<i>(Interim)</i>			

A	F	S		
<i>(Form Type)</i>				

<i>Month</i>		<i>Day</i>	
<i>(Annual Meeting)</i>			

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 Amended Articles Number/Section

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 Total No. of Stockholders

*Total Amount of Borrowings*

_____ Domestic	_____ Foreign
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ANCHOR LAND HOLDINGS, INC. AND SUBSIDIARY

Consolidated Financial Statements  
September 30, 2008 and 2007  
and Year Ended December 31, 2007

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**ANCHOR LAND HOLDINGS, INC. AND SUBSIDIARY**  
**CONSOLIDATED BALANCE SHEETS**

	September 30, 2008 (Unaudited)	December 31, 2007 (Audited)
<b>ASSETS</b>		
Cash and cash equivalents (Notes 4 and 12)	P52,808,985	P456,215,620
Receivables (Notes 5,10 and 12)	1,182,062,305	405,292,504
Condominium units for sale - at cost	494,551,308	715,959,682
Investment-Land banking	476,841,668	219,843,929
Available-for-sale financial asset	61,263,610	52,731,283
Property and equipment - net (Notes 6 and 11)	12,241,648	10,398,463
Deferred tax assets - net (Note 9)	-	31,646,401
Other assets	106,332,265	120,499,534
	<b>P2,386,101,789</b>	<b>P2,012,587,416</b>
<b>LIABILITIES AND EQUITY</b>		
<b>Current Liabilities</b>		
Accounts and other payables (Notes 7 and 12)	P987,447,301	P749,840,886
Loans payable (Notes 8 and 12)	667,045	127,688,424
Customers' advances and deposits (Note 12)	69,153,106	30,044,853
Deferred tax liability	57,409,760	-
Income tax payable	6,594,334	14,225,224
Total Current Liabilities	<b>1,121,271,546</b>	<b>921,799,387</b>
<b>Equity (Note 13)</b>		
Capital stock	346,667,000	346,667,000
Additional paid-in capital	632,687,284	632,687,284
Retained earnings (Note 14)	285,475,959	111,433,744
Total Equity	<b>1,264,830,243</b>	<b>1,090,788,029</b>
	<b>P2,386,101,789</b>	<b>P2,012,587,416</b>

*See accompanying Notes to Consolidated Financial Statements.*

**ANCHOR LAND HOLDINGS, INC. AND SUBSIDIARY**  
**CONSOLIDATED STATEMENTS OF INCOME**

	2008 (Unaudited)		2007 (Unaudited)	
	July 1, to Sept 30,	January 1, to Sept 30,	July 1, to Sept 30,	January 1, to Sept 30,
<b>REVENUE</b>				
Real estate sales	<b>₱381,593,235</b>	₱953,352,848	₱485,765,755	₱606,487,378
Interest and others	<b>319,048</b>	2,676,979	6,495,707	9,989,110
	<b>381,912,283</b>	956,029,827	492,261,462	616,476,488
<b>COSTS AND EXPENSES</b>				
Real estate	<b>230,295,066</b>	586,431,317	423,852,892	493,786,615
Administrative and selling (Note 11)	<b>24,857,027</b>	74,495,136	12,426,580	41,220,710
Interest	<b>5,936</b>	718,654	691,007	7,830,192
	<b>255,158,030</b>	661,645,107	436,970,479	542,837,517
<b>INCOME BEFORE INCOME TAX</b>	<b>126,754,252</b>	294,384,720	55,290,983	73,638,971
<b>PROVISION FOR INCOME TAX (Note 9)</b>	<b>44,284,465</b>	103,009,154	5,464,894	10,917,041
<b>NET INCOME</b>	<b>₱82,469,787</b>	₱191,375,564	₱49,826,089	₱62,721,930
<b>EARNINGS PER SHARE - basic and diluted</b>				
(Note 15)	<b>0.24</b>	₱0.55	₱0.17	₱0.21

*See accompanying Notes to Consolidated Financial Statements.*

**ANCHOR LAND HOLDINGS, INC. AND SUBSIDIARY**  
**CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY**

	September 30,		December 31,	
	2008	2007	2007	2006
	Unaudited	Unaudited	Audited	
<b>CAPITAL STOCK - ₱1 par value in 2007 and 2006</b>				
and				
₱100 in 2005 (Note 13)				
Authorized - 1,000,000,000 shares in 2007 and				
2006 and 100,000 shares in 2005				
Issued				
Balance at beginning of year	346,667,000	346,667,000	₱260,000,000	12,500,000
Issuance of shares	-	-	86,667,000	-
Stock dividend	-	-	-	105,000,000
Subscribed	-	-	-	142,500,000
Balance at end of year	<b>346,667,000</b>	346,667,000	346,667,000	260,000,000
<b>ADDITIONAL PAID-IN CAPITAL</b>	<b>632,687,284</b>	631,056,420	632,687,284	-
<b>RETAINED EARNINGS</b>				
Balance at beginning of year	111,433,745	8,815,382	8,815,382	57,783,108
Stock dividends (Note 13)	-	-	-	(105,000,000)
Cash dividends (Note 13)	(17,333,350)	-	-	-
Net income	191,375,564	62,721,930	102,618,363	56,032,274
Balance at end of year	<b>285,475,958</b>	71,537,312	111,433,745	8,815,382
	<b>1,264,830,243</b>	1,049,260,732	₱1,090,788,029	268,815,382

*See accompanying Notes to Consolidated Financial Statements.*

**ANCHOR LAND HOLDINGS, INC. AND SUBSIDIARY**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**

	September 30,		December 31,	
	2008	2007	2007	2006
	Unaudited	Unaudited	Audited	Audited
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>				
Income before income tax	P294,384,718	P73,638,971	151,578,460	87,867,869
Adjustments for:				
Depreciation (Notes 6 and 11)	2,955,247	2,164,801	3,395,980	1,182,726
Interest expense	718,654	7,830,192	2,988,595	18,385,847
Interest income	(2,676,979)	(9,989,110)	(21,314,608)	(20,876,014)
Operating income before working capital changes	295,381,640	73,644,854	136,348,427	86,560,428
Decrease (increase) in:				
Receivables	(776,769,531)	(424,273,090)	(181,370,723)	50,247,095
Condominium units for sale	221,408,374	260,616,613	(411,682,231)	(86,815,713)
Other current assets	14,167,269	(1,799,843)	(174,891,516)	(3,191,706)
Increase (decrease) in:				
Accounts and other payables	237,606,415	(103,710,054)	497,432,971	83,677,089
Customers' advances and deposits	39,108,253	12,159,269	(152,235,964)	(71,917,115)
Other current liabilities	-	-	-	(180,000,000)
Cash generated from (used in) operations	30,902,420	(183,362,251)	(286,399,036)	(121,439,922)
Interest received	2,676,979	6,067,309	20,101,645	395,038
Interest paid	(973,424)	(11,508,473)	(2,988,595)	(18,385,847)
Income taxes paid	(21,320,222)	(3,228,084)	(3,172,785)	(8,096,489)
Net cash provided by (used in) operating activities	11,285,752	(192,031,499)	(272,458,771)	(147,527,220)
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>				
Decrease (increase) in available-for-sale financial assets	(8,532,327)	-	(47,531,283)	-
Acquisitions of property and equipment (Note 6)	(4,807,593)	(7,504,932)	(8,422,102)	(5,046,562)
Decrease (increase) in land banking	(256,997,738)	(5,235,000)	-	-
Cash used in investing activities	(270,337,658)	(12,739,932)	(55,953,385)	(5,046,562)
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>				
Proceeds from availment of loans	-	249,832,816	7,734,066	307,232,754
Initial Public Offering	-	717,723,420	-	-
Capital stocks subscriptions	-	142,500,000	-	-
Payment of loans	(127,021,379)	(120,020,328)	-	(201,578,396)
Increase (decrease) in dividends payable	(17,333,350)	-	-	-
Increase (decrease) in advances from related parties	-	(144,980,029)	(109,786,803)	2,851,115
Increase (decrease) in subscription receivable	-	-	(142,500,000)	-
Proceeds from issuance of stocks	-	-	719,354,284	-
Net cash provided by (used in) financing activities	(144,354,729)	845,055,879	474,801,547	108,805,473
<b>NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS</b>				
	(403,406,635)	640,284,448	146,389,391	(43,768,309)
<b>CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR</b>				
	456,215,620	24,826,229	24,826,229	68,594,538
<b>CASH AND CASH EQUIVALENTS AT END OF YEAR (Note 4)</b>				
	P52,808,985	P665,110,677	P456,215,620	P24,826,229

*See accompanying Notes to Consolidated Financial Statements.*

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## **ANCHOR LAND HOLDINGS, INC. AND SUBSIDIARY**

### **NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

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#### **1. Corporate Information**

Anchor Land Holdings, Inc. (the Parent Company) was registered with the Securities and Exchange Commission (SEC) on July 29, 2004 and started commercial operations on November 25, 2005. The Company's registered office and principal place of business is at 11th Floor Locsin Bldg., Makati Avenue, Makati City.

The Parent Company and its wholly owned subsidiary, Manila Towers Development Corporation (MTDC) have principal business interest in real estate organized to acquire by purchase, lease, donation or otherwise, and to own, use, improve, develop, subdivide, sell, mortgage, exchange, lease and hold for investment, real estate of all kinds, whether to improve, manage or otherwise dispose of buildings, houses, apartments, and other structures of whatever kind, together with their appurtenances.

On March 28, 2007, the SEC approved the Parent Company's application for an increase in its authorized capital stock from ₱10.00 million to ₱1,000 million divided into ₱1,000 million common shares with a par value of ₱1.00 per share.

The subscriptions receivable relating to capital increase amounting to ₱142.50 million were subsequently collected on January 31, 2007.

The above transactions were recorded as a uniting of interest as both companies are under common Control in accordance with PFRS 3, Business Combinations, which states that a business combination involving entities or businesses are ultimately controlled by the same party or parties both before and after the business combination, and that control is not transitory. The consolidated balance sheet as of December 31, 2007 then ended show related adjustments of the transactions.

In 2007, the Parent Company listed its shares at the Philippine Stock Exchange and offered to the public an additional primary issue of 86,667,000 shares with par value of ₱1.00 per share. The offer increased total paid in capital by ₱719,354,284 with ₱632,687,284 credited to additional paid-in capital.

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#### **2. Summary of Significant Accounting Policies**

##### Basis for Preparation

The accompanying consolidated financial statements of the Parent Company and its Subsidiary (the Group) have been prepared using the historical cost basis. The Group's functional and presentation currency is the Philippine Peso (₱).

##### Statement of Compliance

The accompanying consolidated financial statements of the Group have been prepared in compliance with Philippine Financial Reporting Standards (PFRS).

### Basis of Consolidation

The consolidated financial statements comprise the financial statements of the Parent Company and its wholly owned subsidiary, MTDC. The financial statements of the subsidiary are prepared for the same reporting year as the Parent Company, using consistent accounting policies.

The subsidiary is fully consolidated from the date of acquisition, being the date on which the Parent Company obtain control, and continue to be consolidated until the date that such control ceases.

Acquisition of the subsidiary is accounted for using the purchase method. The cost of an acquisition is measured as the fair value of the assets given, equity instruments issued and liabilities incurred or assumed at the date of exchange, plus costs directly attributable to the acquisition. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair value at the acquisition date.

All intra-company balances and transactions, including income, expenses and dividends are eliminated in full.

### Changes in Accounting Policies

The accounting policies adopted are consistent with those of the previous financial year except as follows:

#### *PFRS 7, Financial Instruments: Disclosures*

PFRS 7 introduces new disclosures to improve the information about financial instruments. It requires the disclosure of qualitative and quantitative information about exposure to risks arising from financial instruments, including specified minimum disclosures about credit risk, liquidity risk and market risk, including sensitivity analysis to market risk. It replaces Philippine Accounting Standards (PAS) 30, *Disclosures in the Financial Statements of Banks and Similar Financial Institutions*, and the disclosure requirements in PAS 32, *Financial Instruments: Disclosure and Presentation*. It is applicable to all entities that report under PFRS.

The Group adopted the amendment to the transitional provisions of PFRS 7, as approved by the Financial Reporting Standards Council, which gives transitory relief with respect to the presentation of comparative information for the new risk disclosures about the nature and extent of risks arising from financial instruments. Accordingly, the Group does not need to present comparative information for the disclosures required by paragraphs 31-42 of PFRS 7, unless the disclosure was previously required under PAS 30 or PAS 32. Adoption of PFRS 7 resulted in additional disclosures, which are included throughout the consolidated financial statements. These disclosures include presenting such as Group's capital management, contractual maturity analysis of financial liabilities credit quality of financial assets and aging analysis of financial assets that are past due but not impaired. See Note 12.

#### *Amendment to PAS 1, Presentation of Financial Instruments*

The amendment to PAS 1 introduces disclosures about the level of an entity's capital and how it manages capital. Adoption of the Amendments resulted to the inclusion of additional disclosures on capital management (see Note 12).

#### *Amendment to PAS 1, Amendment on Statement of Comprehensive Income*

This Amendment which become effective January 1, 2008 requires the statement of changes in equity to include only transactions with owners, while all non-owner changes will be presented in

equity as a single line with details included in a separate statement. Owners are defined as holders of instruments classified as equity.

In addition, the amendment to PAS 1 provides for the introduction of a new statement of comprehensive income that combines all items of income and expense recognized in the statement of income together with 'other comprehensive income'. The revisions specify what is included in other comprehensive income, such as gains and losses on available for sale (AFS) financial assets, actuarial gains and losses on defined benefit pension plans and changes in the asset revaluation reserve. Entities can choose to present all items in one statement, or to present two linked statements, a separate statement of income and a statement of comprehensive income.

*PAS 23, Borrowing Costs (Revised) (effective for annual periods beginning on or after January 1, 2009)*

The Standard has been revised to require capitalization of borrowing costs when such costs relate to a qualifying asset. A qualifying asset is an asset that necessarily takes a substantial period of time to get ready for its intended use or sale. The Group early adopted the Standard and is currently assessing the effect of the amendment on the consolidated financial statements.

*Philippine Interpretation IFRIC 8, Scope of PFRS 2*

This interpretation requires PFRS 2 to be applied to any arrangements in which the entity cannot identify specifically some or all of the goods received, in particular where equity instruments are issued for consideration which appears to be less than fair value. This interpretation does not have a significant impact on the consolidated financial statements as the Group currently has no such scheme.

*Philippine Interpretation IFRIC 9, Reassessment of Embedded Derivatives*

This interpretation states that the date to assess the existence of an embedded derivative is the date that an entity first becomes a party to the contract, with reassessment only if there is a change to the contract that significantly modifies the cash flows. As the Group has no embedded derivative requiring separation from the host contract, the interpretation had no impact on the financial position or performance of the Group.

*Philippine Interpretation IFRIC 10, Interim Financial Reporting and Impairment*

This Interpretation provides that the frequency of financial reporting does affect the amount of impairment charge to be recognized in the annual financial reporting with respect to goodwill and available-for-sale (AFS) financial assets. It prohibits the reversal of impairment losses on goodwill and AFS equity investments recognized in the interim financial reports even if impairment is no longer present at the annual balance sheet date. Adoption of this Interpretation did not have any significant impact on the consolidated financial statements.

Current and Future Changes in Accounting Policies

*PFRS 8, Operating Segments (effective for annual periods beginning on or after January 1, 2009)*  
This PFRS adopts a management approach to reporting segment information. PFRS 8, will replace PAS 14, *Segment Reporting* and is required to be adopted only by entities whose debt or equity instruments are publicly traded, or are in the process of filing with the SEC for purposes of issuing any class of instruments in a public market. The adoption of this Standard has no impact on the consolidated financial statements as the Group has no operating segments.

Philippine Interpretation IFRIC 11, *PFRS 2, Group and Treasury Share Transactions (effective for annual periods beginning on or after March 1, 2007)*

This Interpretation requires arrangements whereby an employee is granted rights to an entity's equity instruments to be accounted for as an equity-settled scheme by the entity even if the entity chooses or is required to buy those equity instruments (e.g., treasury shares) from another party, or the shareholder(s) of the entity provide the equity instruments needed. It also provides guidance on how subsidiaries, in their separate financial statements, account for such schemes when their employees receive rights to the equity instruments of the parent. The Group does not expect this interpretation to have a significant impact on the consolidated financial statements.

Philippine Interpretation IFRIC 12, *Service Concession Arrangement (effective for annual periods beginning on or after January 1, 2008)*

This interpretation will become effective January 1, 2008. This Interpretation covers contractual arrangements arising from public-to-private service concession arrangements if control of the assets remain in public hands but the private sector operator is responsible for construction activities as well as for operating and maintaining the public sector infrastructure. This Interpretation will have no impact on the consolidated financial statements as this is not relevant to the Group's current operations.

Philippine Interpretation IFRIC 13, *Customer Loyalty Programmes (effective for annual periods beginning on or after July 1, 2008)*

This Interpretation requires customer loyalty award credits to be accounted for as a separate component of the sales transaction in which they are granted and therefore part of the fair value of the consideration received is allocated to the award credits and deferred over the period that the award credits are fulfilled. The Group expects that this Interpretation will have no impact on the consolidated financial statements as no such scheme currently exists.

Philippine Interpretation IFRIC 14 PAS 19, *The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction (effective for annual periods beginning on or after January 1, 2008)*

This Interpretation provides guidance on how to assess the limit on the amount of surplus in a defined benefit scheme that can be recognized as an asset under PAS 19, *Employee Benefits*. The Group expects that this Interpretation will have no impact on the financial position or performance of the Group as the Group does not have such scheme.

#### 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 dates of acquisition and that are subject to an insignificant risk of changes in value.

#### Financial Instruments

##### *Date of recognition*

The Group recognizes a financial asset or a financial liability in the balance sheet when it becomes a party to the contractual provisions of the instrument. Purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace are recognized on the settlement date.

*Initial recognition of financial instruments*

All financial assets and financial liabilities are initially recognized at fair value. Except for financial assets and financial liabilities at fair value through profit or loss (FVPL), the initial measurement of financial instruments includes transaction costs. The Group classifies its financial assets in the following categories: financial assets at FVPL, held-to-maturity (HTM) investments, AFS financial assets, and loans and receivables. The Group classifies its financial liabilities into other financial liabilities. The classification depends on the purpose for which the investments were acquired or liabilities incurred and whether they are quoted in an active market. Management determines the classification of its investments at initial recognition and, where allowed and appropriate, re-evaluates such designation at every reporting date.

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. Financial instruments are offset when there is a legally enforceable right to offset and intention to settle either on a net basis or to realize the asset and settle the liability simultaneously.

*Determination of fair value*

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

For all other financial instruments not listed in an active market, the fair value is determined by using appropriate valuation techniques. Valuation techniques include net present value techniques, comparison to similar instruments for which market observable prices exist, options pricing models, and other relevant valuation models.

*Day 1 profit*

Where the transaction price in a non-active market is different to the fair value from other observable current market transactions in the same instrument or based on a valuation technique whose variables include only data from observable market, the Group recognizes the difference between the transaction price and fair value (day 1 profit) in the consolidated statement of income unless it qualifies for recognition as some other type of asset. In cases where inputs to the valuation technique are 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 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 amortized cost using the effective interest method less impairment. Gains and losses are recognized in the consolidated statement of income when the loans and receivables are derecognized or impaired, as well as through the amortization process.

The Group's loans and receivables pertain to the consolidated balance sheet account "Cash and cash equivalents", "Receivables and "Advances to related parties".

*AFS financial assets*

AFS financial assets are those which are designated as such or do not qualify to be classified as designated as at FVPL, HTM, or loans and receivables.

Financial assets may be designated at initial recognition as AFS if they are purchased and held indefinitely, and may be sold in response to liquidity requirements or changes in market conditions. AFS financial assets include equity investments.

After initial measurement, AFS financial assets are measured at fair value. The unrealized gains and losses arising from the fair valuation of AFS financial assets are excluded from reported earnings and are reported as “Unrealized gain (loss) on available-for-sale financial assets” in the consolidated statement of changes in equity.

When the security is disposed of, the cumulative gain or loss previously recognized in equity is recognized in the consolidated statement of income. Where the Group holds more than one investment in the same security, these are deemed to be disposed of on a first-in first-out basis. Interest earned on holding AFS financial assets are reported as interest income using the effective interest rate. Dividends earned on holding AFS financial assets are recognized in the consolidated statement of income when the right of payment has been established. The losses arising from impairment of such investments are recognized in the consolidated statement of income.

*Other financial liabilities*

Other financial liabilities are initially recognized at the fair value of the consideration received less directly attributable transaction costs.

After initial recognition, other financial liabilities are subsequently measured at amortized cost using the effective interest method. This category includes loans payable, accounts and other payables and advances from related parties.

Gains and losses are recognized in the consolidated statement of income when the liabilities are derecognized, as well as through the amortization process.

Derecognition of Financial Assets and Liabilities

*Financial asset*

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

- (a) the right to receive cash flows from the assets has expired;
- (b) the Group retains the rights to receive cash flows from the asset, but has assumed an obligation to pay them in full without material delay to a third-party under a “pass-through” arrangement;  
or
- (c) the Group has transferred its rights to receive cash flows from the asset and either (i) has transferred substantially all the risks and rewards of the asset, or (ii) has neither transferred nor retained 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 or has entered into a “pass-through” arrangement, and has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the asset is recognized to the extent of the

Group's continuing involvement in the asset. Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

#### *Financial liability*

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

#### Impairment of Financial Assets

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

#### *Loans and receivables*

For loans and receivables carried at amortized cost, the Group first assesses whether objective evidence of impairment exists individually for financial assets that are individually significant, or collectively for financial assets that are not individually significant. If the Group determines that no objective evidence of impairment exists for individually assessed financial asset, whether significant or not, it includes the asset in a group of financial assets with similar credit risk characteristics and collectively assesses for impairment. Those characteristics are relevant to the estimation of future cash flows for groups of such assets by being indicative of the debtors' ability to pay all amounts due according to the contractual terms of the assets being evaluated. Assets that are individually assessed for impairment and for which an impairment loss is, or continues to be recognized are not included in a collective assessment for impairment.

If there is objective evidence that an impairment loss has been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows (excluding future credit losses that have not been incurred). The carrying amount of the asset is reduced through use of an allowance account and the amount of loss is charged to the consolidated statement of income. Interest income continues to be recognized based on the original effective interest rate of the asset. 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 past-due status and term.

Future cash flows in a group of financial assets that are collectively evaluated for impairment are estimated on the basis of historical loss experience for assets with credit risk characteristics similar to those in the group. Historical loss experience is adjusted on the basis of current observable data to reflect the effects of current conditions that did not affect the period on which the historical loss experience is based and to remove the effects of conditions in the historical period that do not exist currently. The methodology and assumptions used for estimating future cash flows are reviewed regularly by the Group to reduce any differences between loss estimates and actual loss experience.

#### *AFS financial assets*

For AFS financial assets, the Group assesses at each balance sheet date whether there is objective evidence that a financial asset or group of financial assets is impaired.

In case of equity investments classified as AFS, this would include a significant or prolonged decline in the fair value of the investments below its cost. Where there is evidence of impairment, the cumulative loss - measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that financial asset previously recognized in the consolidated statement of income - is removed from the consolidated statement of changes in equity and recognized in the consolidated statement of income. Impairment losses on equity investments are not reversed through the consolidated statement of income.

Increases in fair value after impairment are recognized directly in the consolidated statement of changes in equity.

In the case of debt instruments classified as AFS, impairment is assessed based on the same criteria as financial assets carried at amortized cost. Interest continues to be accrued at the original effective interest rate on the reduced carrying amount of the asset and is recorded as part of interest income in the consolidated statement of income. If, in subsequent year, the fair value of a debt instrument increased and the increase can be objectively related to an event occurring after the impairment loss was recognized in the consolidated statement of income, the impairment loss is reversed through the consolidated statement of income.

#### Offsetting Financial Instruments

Financial assets and financial liabilities are offset and the net amount reported in the consolidated balance sheet 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. This is not generally the case with master netting agreements, and the related assets and liabilities are presented gross in the consolidated balance sheet.

#### Borrowing Costs

Borrowing costs are generally expensed as incurred. Interest and other financing costs incurred during the construction period on borrowings used to finance property development are capitalized as part of development costs (included in "Real estate inventories," "Investment properties" and "Property and equipment" accounts in the consolidated balance sheet). Capitalization of borrowing costs commences when the activities to prepare the asset are in progress and expenditures and borrowing costs are being incurred. Capitalization of borrowing costs ceases when substantially all the activities necessary to prepare the asset for its intended use or sale are complete. If the carrying amount of the assets exceeds its recoverable amount, an impairment loss is recorded. Capitalized

borrowing cost is based on applicable weighted average borrowing rate for those coming from general borrowings and the actual borrowing costs eligible for capitalization for funds borrowed specifically.

Condominium Units for Sale

Condominium units for sale are carried at the lower of cost or net realizable value (NRV). Cost includes those costs incurred for the development and improvement of the properties. NRV is the selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale such as commissions. Cost includes those costs incurred for development and improvement of the properties, including capitalized borrowing costs.

Property and Equipment

Property and equipment are carried at cost less accumulated depreciation and any impairment in value. The initial cost of property and equipment comprises its construction cost or purchase price and any directly attributable costs of bringing the property and equipment to its working condition and location for its intended use.

Subsequent costs are capitalized as part of property and equipment only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the items can be measured reliably. All other repairs and maintenance are charged against current operations as incurred. Depreciation of property and equipment commences once the property and equipment are put into operational use and is computed on a straight-line basis over the estimated useful lives of the property and equipment as follows:

Leasehold improvements	2 years or term of the lease, whichever is shorter
Office equipment	2 to 5 years
Furniture and fixtures	2 to 5 years
Transportation equipment	3 to 5 years

The useful life and depreciation methods 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.

When property and equipment are retired or otherwise disposed of, the cost of the related accumulated depreciation and accumulated impairment losses, if any, are removed from the accounts and any resulting gain or loss is credited to or charged against current operations.

Impairment of Non-financial Assets

The Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any such indication exists, or when annual impairment testing for an asset is required, the Group makes an estimate of the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or 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 a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Impairment losses are recognized in the

consolidated statement of income in those expense categories consistent with the function of the impaired asset.

An assessment is made at each reporting date as to whether there is any indication that previously recognized impairment losses may no longer exist or may have decreased. If 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 unless the asset is carried at revalued amount, in which case, the reversal is treated as a revaluation increase. After such reversal the depreciation charge is adjusted in future periods to allocate the asset's revised carrying amount, less any residual value, on a systematic basis over its remaining useful life.

#### Revenue and Cost Recognition

Revenue and cost from sales of completed real estate projects are accounted for using the full accrual method. The percentage of completion method is used to recognize income from sales of projects where the Group has material obligations under the sales contract to complete the project after the property is sold. Under this method, revenue is recognized as the related obligations are fulfilled, measured principally on the basis of the estimated completion of a physical proportion of the contract work. Any excess of collections over the recognized receivables are included as trade payables in the "Accounts and other payables" in the liabilities section of the consolidated balance sheet.

Contract costs include all direct materials and labor costs and those indirect costs related to contract performance. Expected losses on contracts are recognized immediately when it is probable that the total contract costs will exceed total contract revenue. Changes in contract performance, contract conditions and estimated profitability, including those arising from contract penalty provisions, and final contract settlements which may result in revisions to estimated costs and gross margins are recognized in the year in which the changes are determined.

Interest is recognized as it accrues (using the effective interest method, i.e., 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).

#### Income Taxes

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

Deferred tax liabilities are recognized for all taxable temporary differences with certain exceptions. Deferred tax assets are recognized for all deductible temporary differences, carryforward benefits of unused 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 benefits of unused tax credits and NOLCO can be utilized.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow the deferred tax assets to be utilized.

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

Deferred tax assets and liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred income taxes relate to the same taxable entity and the same taxation authority.

#### Foreign Currency Transactions and Translations

Transactions in foreign currencies are recorded using the exchange rate at the date of the transactions. Monetary assets and liabilities denominated in foreign currencies are restated using the closing exchange rates prevailing at balance sheet dates. Exchange gains or losses arising from foreign exchange transactions are credited to or charged against current operations.

#### Operating Leases

Leases where the lessor retains substantially all the risks and benefits of the ownership of the asset are classified as operating leases. Fixed lease payments are recognized on a straight-line basis.

#### Earnings Per Share (EPS)

Basic EPS is computed by dividing net income for the year attributable to common stockholders by the weighted average number of common shares issued and outstanding during the year adjusted for any subsequent stock dividends declared. Diluted EPS is computed by dividing net income for the year by the weighted average number of common shares issued and outstanding during the year after giving effect to assumed conversion of potential common shares.

#### Provisions

Provisions are recognized when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Where the Group expects a provision to be reimbursed, the reimbursement is recognized as a separate asset but only when the reimbursement is virtually certain. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognized as interest expense. Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate.

#### Contingencies

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

### Subsequent Events

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

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### 3. **Significant Accounting Judgments and Use of Estimates**

The preparation of the accompanying consolidated financial statements in conformity with PFRS requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. The estimates and assumptions used in the accompanying consolidated financial statements are based upon management's evaluation of relevant facts and circumstances as of the date of the consolidated financial statements. Actual results could differ from such estimates.

#### Judgments

In the process of applying the Group's accounting policies, management has made the judgment below, apart from those involving estimations, which have the most significant effect on the amounts recognized in the consolidated financial statements:

##### *Revenue recognition*

Selecting an appropriate revenue recognition method for a particular real estate sale transaction requires certain judgments based on, among others:

- Buyer's commitment on the sale which may be ascertained through the significance of the buyer's initial investment; and
- Stage of completion of the project.

##### *Impairment of AFS equity investments*

The Group treats AFS equity investments as impaired when there has been a significant or prolonged decline in the fair value below its cost or where other objective evidence of impairment exists. The determination of what is 'significant' or 'prolonged' requires judgment. The Group treats 'significant' generally as 20% or more and 'prolonged' as greater than 6 months for quoted equity securities. In addition, the Group evaluates other factors, including normal volatility in share price for quoted equities and the future cash flows and the discount factors for unquoted equities

#### Management's Use of Estimates

The key assumptions concerning the future and other key sources of estimation uncertainty at the balance sheet date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year as discussed below.

##### *Estimating allowance for impairment losses*

The Group maintains allowance for impairment losses based on the result of the individual and collective assessment under PAS 39. Under the individual assessment, the Group is required to obtain the present value of estimated cash flows using the receivable's original effective interest rate. Impairment loss is determined as the difference between the receivables, carrying balance and the computed present value. The collective assessment would require the Group to group its receivables based on the credit risk characteristics (industry, customer type, customer location, past-due status and term) of the customers. Impairment loss is then determined based on historical loss experience

of the receivables grouped per credit risk profile. 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 the individual and collective assessments are based on management's judgment and estimate. Therefore, the amount and timing of recorded expense for any period would differ depending on the judgments and estimates made for the year. As of September 30, 2008, the Group has not set any allowance for impairment losses on its receivables. Receivables amounted to ₱1,182 million and ₱405 million as of September 30, 2008 and December 31, 2007, respectively (see Note 5).

#### *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 revenue from real estate sales recognized based on the percentage of completion are measured principally on the basis of the estimated completion of a physical proportion of the contract work, and by reference to the actual costs incurred to date over the estimated total costs of the project.

#### *Evaluation of asset impairment*

The Group reviews property and equipment for impairment of value. This includes considering certain indications of impairment such as significant changes in asset usage, significant decline in assets' market value, obsolescence or physical damage of an asset, plans in discontinuing the real estate projects, significant underperformance relative to expected historical or projected future operating results and significant negative industry or economic trends. If such indications are present and where the carrying amount of the asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. The recoverable amount is the asset's net selling price, except for investments where value in use computation is applied. The net selling price is the amount obtainable from the sale of an asset in an arm's length transaction while value in use is the present value of estimated future cash flows expected to arise from the investments. Recoverable amounts are estimated for individual assets or, if it is not possible, for the cash-generating unit to which the asset belongs.

In determining the present value of estimated future cash flows expected to be generated from the continued use of the assets, the Group is required to make estimates and assumptions that may affect property and equipment.

Property and equipment, net of accumulated depreciation amounted to ₱12.24 million and ₱10.40 million as of September 30, 2008 and December 31, 2007 respectively (see Note 6).

#### *Evaluation of NRV of condominium units for sale*

The Group reviews the net realizable value of condominium units for sale and compares it with the cost since assets should not be carried in excess of amounts expected to be realized from sale. Condominium units for sale are written down below cost when the estimated net realizable value is found to be lower than the cost. Net realizable value is determined with reference to estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale. Cost of condominium units for sale may not be recoverable if the selling prices have declined or the estimated costs of completion or the estimated costs to make the sale have increased. The Group estimates net realizable value based on the most reliable evidence available at the time the estimates are made. These estimates take into consideration fluctuations of price or cost directly relating to events occurring after the end of the period to the extent that such events confirm conditions existing at the end of the period. The

balance of condominium units for sale amounted to ₱495 million and ₱716 million as of September 30, 2008 and December 31, 2007 respectively.

*Estimating useful lives of property and equipment*

The Group estimates the useful lives of its property and equipment based on the period over which these assets are expected to be available for use. The estimated useful lives of property and equipment are reviewed at least annually and are updated if expectations differ from previous estimates due to physical wear and tear and technical or commercial obsolescence on the use of these assets. It is possible that future results of operations could be materially affected by changes in estimates brought about by changes in factors mentioned above. Property and equipment, net of accumulated depreciation amounted to ₱12.24 million and ₱10.4 million as of September 30, 2008 and December 31, 2007 respectively (see Note 6).

*Deferred tax assets*

The Group reviews the carrying amounts of deferred income taxes at each balance sheet date and reduces deferred 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 tax assets to be utilized. The Group looks at its projected performance in assessing the sufficiency of future taxable income. Deferred tax assets amounted ₱31.64 million as of December 31, 2007 (see Note 9).

*Fair value of financial instruments*

Where the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be derived from active markets, they are determined using internal valuation techniques using generally accepted market valuation models. The inputs to these models are taken from observable markets where possible, but where this is not feasible, estimates are used in establishing fair values. These estimates may include considerations of liquidity, volatility, and correlation. (see Note 12).

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#### 4. Cash and Cash Equivalents

This account consists of:

	2008	2007
Cash on hand and in banks	<b>₱49,952,689</b>	₱32,683,107
Short-term investments	<b>2,856,296</b>	423,532,513
	<b>₱52,808,985</b>	₱456,215,620

Cash in banks earns interest at the respective bank deposit rates. Short-term investments are made for varying periods of up to thirty days depending on the cash requirements of the Group, and earn interest at the respective short-term investment rates.

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5. **Receivables**

This account consists of:

	<b>2008</b>	<b>2007</b>
Installment contracts receivable:		
Commercial	<b>₱16,390,462</b>	₱24,912,178
Residential	<b>1,654,261,749</b>	541,172,270
	<b>1,670,652,211</b>	621,329,049
Effect of applying percentage of completion	<b>(973,122,690)</b>	(417,346,211)
Installment contracts receivable-Net	<b>697,529,521</b>	203,982,838
Receivables from:		
Contractors, suppliers and others	<b>484,532,784</b>	201,309,667
	<b>₱1,182,062,305</b>	₱405,292,504

Installment contracts receivable consist of accounts collectible in equal monthly principal installments with average terms of 5 years. The corresponding titles to the condominium units sold under this arrangement are transferred to the buyers only upon full payment of the contract price. Interest rates on interest bearing installment contracts receivable averages to about 14%.

Aging of installment contracts receivable:

	<b>Total</b>	Due	
		Within Nine months	Over Nine months
Installment contracts receivable:			
Commercial	<b>₱16,379,554</b>	₱7,521,984	8,857,570
Residential	<b>1,654,272,657</b>	357,285,598	1,296,987,059
	<b>1,670,652,211</b>	₱364,807,582	1,305,844,629

6. **Property and Equipment**

The rollforward analysis of this account is as follows:

2008

	Leasehold Improvements	Office Equipment	Furniture and Fixtures	Transportation Equipment	Total
Cost					
At January 1	4,470,165	2,247,798	7,665,588	4,113,085	18,496,636
Additions	708,454	1,311,510	2,699,909	87,721	4,807,593
Disposal	-	-	(9,161)	-	(9,161)
At June 30, 2008	5,178,619	3,559,308	10,356,336	4,200,806	23,295,069
Accumulated Depreciation					
At January 1	990,565	1,623,222	3,558,653	1,925,733	8,098,173

Depreciation (see Note 11)	637,428	581,951	726,210	1,009,658	2,955,248
Disposal	-	-	-	-	-
At June 30, 2008	1,627,993	2,205,173	4,284,863	2,935,391	11,053,421
<b>Net Book Value</b>	<b>3,550,626</b>	<b>1,354,135</b>	<b>6,071,473</b>	<b>1,265,414</b>	<b>12,241,648</b>

2007

	Leasehold Improvements	Office Equipment	Furniture and Fixtures	Transportation Equipment	Total
Cost					
At January 1	402,727	1,576,330	5,482,530	2,775,453	10,237,040
Additions	4,067,438	833,974	2,183,058	1,337,632	8,422,102
Disposal	-	(162,506)	-	-	(162,506)
At December 31	4,470,165	2,247,798	7,665,588	4,113,085	18,496,636
Accumulated Depreciation					
At January 1	228,798	970,145	2,900,268	765,488	4,864,699
Depreciation (see Note 11)	761,767	815,583	658,385	1,160,245	3,395,980
Disposal	-	(162,506)	-	-	(162,506)
At December 31	990,565	1,623,222	3,558,653	1,925,733	8,098,173
<b>Net Book Value</b>	<b>3,479,600</b>	<b>624,576</b>	<b>4,106,935</b>	<b>2,187,352</b>	<b>10,398,463</b>

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**7. Accounts and Other Payables**

This account consists of:

	2008	2007
Trade and payable to contractors	<b>₱311,696,770</b>	₱253,614,709
Estimated liability for project development	<b>172,195,472</b>	172,195,472
Account payable-Gotamco	<b>148,577,400</b>	-
Account payable- Security bank	<b>130,135,685</b>	143,851,500
Deferred VAT	<b>159,435,308</b>	133,088,817
Retention payable	<b>59,000,182</b>	46,736,191
Others	<b>6,399,481</b>	354,197
	<b>₱987,447,301</b>	₱749,840,886

Accounts and other payables are due within one year after the balance sheet date.

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**8. Loans Payable**

Notes payable represents short-term unsecured bank loans used to finance construction of the Group's on-going projects with interest rates ranging from 7% to 9%. Loans payable balance as of September 30, 2008 and December 31, 2007 amounted to ₱.667 million and ₱127.69 million respectively.

## 9. Income Taxes

The provision for income tax represents the regular corporate income tax in both years.

The Group's deferred tax assets and deferred tax liability consist of the following:

	2008	2007
Deferred tax assets:		
Deductible temporary difference between tax and book basis of accounting for real estate transactions		P34,824,795
Unamortized costs on financial instruments	1,387,502	1,387,502
	<b>1,387,502</b>	<b>36,212,297</b>
Deferred tax liability:		
Taxable temporary difference between book and tax basis of accounting for real estate transactions	51,456,363	-
Capitalized interest	4,565,895	4,565,895
	<b>P57,409,760</b>	<b>P31,646,402</b>

The reconciliation of the statutory income tax rate to the effective income tax rate follows:

	September 30,		December 31,	
	2008 Unaudited	2007 Unaudited	2007 Audited	2006
Statutory income tax rate	35.00%	35.00%	35.00%	35.00%
Tax effect of:				
Interest income subjected to final tax	(0.4)	(4.9)	(2.83)	1.35
Effect of change in tax rate	-	-	-	(1.12)
Effective income tax rate	<b>34.60%</b>	30.05%	32.17%	36.23%

### Republic Act (RA) No. 9337

RA No. 9337 was enacted into law amending various provisions in the existing 1997 National Internal Revenue Code. On October 18, 2005, the Supreme Court has rendered its final decision declaring the validity of the RA No. 9337. Among the reforms introduced by the said RA, which became effective on November 1, 2005, are as follows:

- Increase in the corporate income tax rate from 32% to 35% with a reduction thereof to 30% beginning January 1, 2009;
- Increase in value-added tax (VAT) rate from 10% to 12% effective February 1, 2006 as authorized by the Philippine President pursuant to the recommendation of the Secretary of Finance;
- Revised invoicing and reporting requirements for VAT; and,
- Expanded scope of transactions subject to VAT.

## 10. Related Party Transactions

The Group, in the normal course of business, enters into transactions with related parties consisting primarily of non-interest bearing advances for working capital requirements. Outstanding balances with related parties amounted to ₱3.27 million as of Sept 30, 2008 and December 31, 2007.

Compensation of key management personnel pertaining to director's fees and allowances amounted to ₱4.50 million and ₱3.08 million for the 9 months period September 30, 2008 and 2007 respectively.

## 11. Administrative and Selling Expenses

	September 30,		December 31,	
	2008 Unaudited	2007 Unaudited	2007 Audited	2006 Audited
Sales and marketing	<b>28,349,706</b>	15,224,131	11,112,258	7,133,601
Salaries and wages (see Note 10)	<b>11,500,167</b>	12,712,863	15,058,513	7,649,038
Professional fees	<b>11,226,203</b>	3,846,498	6,899,920	2,006,275
Rental	<b>6,382,498</b>	3,786,324	8,207,893	955,742
Taxes and licenses	<b>3,523,842</b>	4,068,763	10,952,491	4,587,002
Utilities	<b>3,644,269</b>	1,628,134	3,052,683	1,566,264
Depreciation (see Note 6)	<b>2,955,248</b>	2,283,550	3,395,980	1,182,726
Others	<b>7,631,858</b>	5,500,639	8,315,763	2,381,864
	<b>75,213,791</b>	49,050,902	₱66,995,501	27,462,512

## 12. Financial Instruments

### Financial Risk Management Objectives and Policies

The Group's principal financial instruments comprise of non interest-bearing advances to related parties. The main purpose of these financial instruments is to finance the Group's operations. The Group has various financial assets and liabilities such as cash and cash equivalents, receivables, accounts and other payables, loans payable, customers' advances and deposits and advances to and from related parties, which arise directly from its operations.

### *Capital Management*

The primary objective of the Group's capital management is to ensure that it maintains a strong credit rating and healthy capital ratios in order to support its business and maximize shareholder value.

The Group manages its capital structure 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, or issue new shares, among others.

The Group monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Group's policy is to keep the gearing ratio between 60% and 70%. The Group includes within net debt, interest bearing loans and borrowings, trade and other payables, less cash. Capital includes equity attributable to the equity holders of the parent.

	2008	2007
Accounts and other payables	<b>₱987,447,301</b>	₱749,840,887
Loans payable	<b>667,045</b>	127,688,424
Customers' advances and deposits	<b>69,153,106</b>	30,044,853
	<b>1,057,267,452</b>	907,574,164
Less: Cash and cash equivalent	<b>52,808,985</b>	P456,215,620
Net debt	<b>1,004,458,467</b>	451,358,544
Equity	<b>1,264,830,243</b>	1,090,788,029
Total equity and net debt	<b>2,269,288,710</b>	1,542,146,573
Gearing ratio	<b>44%</b>	29%

The main risks arising from the Group's financial instruments are liquidity risk, interest rate risk, credit risk and foreign exchange risk. The Board of Directors (BOD) reviews and agrees policies for managing each of these risks which are summarized below:

*Liquidity risk*

The Group monitors its cash flow position, debt maturity profile and overall liquidity position in assessing its exposure to liquidity risk. The Group maintains a level of cash deemed sufficient to finance operations and to mitigate the effects of fluctuation in cash flows. Capital expenditures, operating expenses and working capital requirements are sufficiently funded through cash collections and advances from related parties.

All financial liabilities are due within one year from the balance sheet date.

*Interest rate risk*

The Group's interest rate exposure management policy centers on reducing the Group's overall interest expense and exposure to changes in interest rates.

The Group's policy is to manage its interest cost by entering into a mixed of fixed and floating rate debts. The Group also regularly considers short-term loans as it relates to its sold installment contracts receivable in order to cushion the impact of potential increase in loan interest rates.

*Credit risk*

The Group trades only with recognized, creditworthy third parties. The Group's advances to related parties are monitored on an ongoing basis resulting to insignificant exposure to bad debts.

With respect to credit risk arising from the other financial assets of the Group, which comprise cash and cash equivalents, 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. The Group transacts only with banks which have demonstrated financial soundness for the past five years.

Real estate buyers are subject to standard credit check procedures, which are calibrated based on payment schemes offered. The Group's respective credit management units conduct a comprehensive credit investigation and evaluation of each buyer to establish paying capacity and creditworthiness.

Receivable balances are being monitored on a regular basis to ensure timely execution of necessary intervention efforts.

The maximum exposure to credit risk for the components of the balance sheet pertains to its net receivables amounting to ₱1,182 million and ₱405.29 million in Sept 30, 2008 and December 31, 2007 respectively. The subjected condominium units sold are held as collateral for all installment contracts receivables.

The Group has no significant credit risk concentration. As of Sept 30, 2008, all components of receivables such as installment contracts receivable and receivable from contractors, suppliers and brokers are not impaired and of high credit quality. Those accounts that are considered not impaired and with high credit quality are those accounts wherein the management has assessed that recoverability is high.

For cash and cash equivalents, credit quality is determined based on the nature of the counterparty and the Group's internal rating system

The fair values of cash and cash equivalents, receivables, advances from and to related parties, accounts and other payables and loans payable are approximately equal to their carrying amounts due to the short-term nature of the transactions.

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### 13. Equity

On December 13, 2006, the BOD and the stockholders authorized and approved the following:

- the increase in the authorized capital stock of the Company from ₱10.00 million divided into 100,000 common shares with par value of ₱100 per share to ₱1.00 billion divided into 1.00 billion shares with par value of ₱1; and the subscription to shares of stock by the stockholders of record of the Company through cash payment of ₱142.50 million.
- the declaration of stock dividends of ₱105.00 million equivalent to 1.05 million shares out of the unrestricted retained earnings to all stockholders of record as of September 30, 2006 to be issued from the increased authorized capital stock in proportion to their shareholdings payable upon SEC's approval of the merger of the Company with Anchor Properties Corporation (APC); and
- the plan of merger with APC, with the Company as the surviving entity. Under the arrangement, the Company will issue 107.50 million of its shares to the stockholders of the APC as agreed upon by both parties.

On March 28, 2007, the SEC approved the increase in authorized capital stock of the Company and the plan of merger of the Company with APC.

The subscriptions receivable relating to capital increase amounting to ₱142.50 million were subsequently collected on January 31, 2007.

The above transactions were recorded as a uniting of interest as both companies are under common control in accordance with PFRS 3, *Business Combinations*, which states that a business combination involving entities or businesses under common control is a business combination in which all of the combining entities or businesses are ultimately controlled by the same party or parties both before and after the business combination, and that control is not transitory.

On June 26, 2008, the Board of Directors (BOD) declared and approved a cash dividend of ₱0.05 per share amounting to ₱17.3 million.

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#### 14. Business Combination

The fair values of the identifiable assets and liabilities of APC as at the date of acquisition are equal to the book values as follows:

Cash and cash equivalents	₱4,069,573
Receivables	220,814,341
Condominium units for sale	30,768,385
Advances to related parties	303,947,331
Other current assets	455,739
Property and equipment – net	690,511
Deferred tax assets	3,003,594
Loans payable	(172,352,689)
Accounts and other payables	(252,048,580)
Customers' deposits	(12,158,331)
Advances from related parties	(17,775,000)
<u>Fair value of net assets</u>	<u>₱109,414,874</u>

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#### 15. Earnings Per Share

The following table presents information necessary to calculate EPS on net income attributable to equity holders of the Group:

	September 30,		December 31,	
	2008	2007	2007	2006
	Unaudited	Unaudited	Audited	
Net income	<b>191,375,564</b>	62,721,930	₱102,618,363	₱56,032,274
Weighted average number of common shares	<b>346,667,000</b>	303,333,500	296,111,250	129,375,000
EPS	<b>₱0.55</b>	₱0.21	₱0.35	₱0.43

The declaration of stock dividends and the additional subscription of common shares on December 13, 2006 were considered in computing the weighted average number of common shares.