

November 10, 2017

**Disclosure Department**  
**Philippine Stock Exchange, Inc.**  
PSE Center, Exchange Road, Ortigas Center  
Pasig City

Attention : **MR. JOSE VALERIANO B. ZUÑO III**  
*OICHead, Disclosure Department*

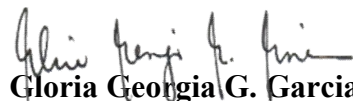
Re : **Quarterly Report SEC Form 17-Q**

Gentlemen:

We are furnishing you a copy of our report (SEC Form 17-Q) for the third quarter ended September 30, 2017 filed with SEC.

We trust you will find the report in order.

Very truly yours,



**Gloria Georgia G. Garcia**  
Treasurer and Corporate Information Officer

# COVER SHEET

- - - - - 6 0 3 1 2  
SEC Registration Number

I R C P R O P E R T I E S , I N C .  
(Company's Full Name)

3 5 T H F L O O R R U F I N O

P A C I F I C T O W E R 6 7 8 4 A Y A L A A V E .

M A K A T I C I T Y  
(Business Address: No., Street City / Town / Province)

**GLORIA GEORGIA G.  
GARCIA**  
Contact Person

750-2000  
Company Telephone Number

### SEC Form 17-Q

1 2 3 1  
Month Day  
Fiscal Year

FORM TYPE

Month Day  
Annual Meeting

F S  
Secondary License Type, If Applicable

Dept Requiring this Doc  
Section

N/A  
Amended Articles Number /

Total No. of Stockholders

Total Amount of Borrowings  
Domestic Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document ID

Cashier

STAMPS

Remarks: Please use BLACK ink for scanning purposes

SEC  
**60312**  
File

Number  
Number

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**IRC PROPERTIES, INC.**  
(Company's Full Name)

**35F Rufino Pacific Tower, 6784 Ayala Avenue, Makati City**  
(Company's Address)

**(02) 750-2000**  
(Telephone Numbers)

**December 31**  
(Fiscal Year Ending)  
(month and day)

**Quarterly Report**  
Form Type

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Amendment Designation (if applicable)

**September 30, 2017**  
Period Ended Date

**Publicly Listed Corporation**  
(Secondary License Type and File Number)

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**SECURITIES AND EXCHANGE COMMISSION  
SEC FORM 17-Q**

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

1. For the quarterly period ended : **September 30, 2017**
2. Commission Identification Number : **60312** 3. BIR Tax Identification Number : **000-464-876**
4. Exact name of registrant as specified in its charter : **IRC PROPERTIES, INC.**
5. Province, country or other jurisdiction of incorporation or organization : **Metro Manila, Philippines**
6. Industry Classification Code :  (SEC Use Only)
7. Address of registrant's principal office Postal Code  
**35F Rufino Pacific Tower, 6784 Ayala Avenue, Makati City** **1223**
8. Registrant's telephone number, including area code : **(0632) 750-2000**
9. Former name, former address and former fiscal year, if changed since last report  
**N/A**
10. Securities registered pursuant to Sections 8 and 12 of the Code, or Sections 4 and 8 of the RSA

|                            |                                     |
|----------------------------|-------------------------------------|
| <u>Title of Each Class</u> | <u>Number of shares outstanding</u> |
| <b><u>Common</u></b>       | <b>1,327,113,964</b>                |

11. Are any or all of the securities listed on a Stock Exchange?  
Yes  No   
If yes, state the name of such Stock Exchange and the class/es of securities listed therein:

Philippine Stock Exchange

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 Section 11 of the RSA and RSA Rule 11(a)-1 thereunder, and Sections 26 and 141 of the Corporation Code of the Philippines during the 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 ninety (90) days.

Yes  No

**IRC PROPERTIES, INC. AND SUBSIDIARY**  
**Consolidated Statements of Financial Position**  
**As of September 30, 2017 and December 31, 2016**  
*(All amounts in Philippine Peso)*

|                                                    | September 30, 2017<br>(Unaudited) | December 31, 2016<br>(Audited) |
|----------------------------------------------------|-----------------------------------|--------------------------------|
| <b>CURRENT ASSETS</b>                              |                                   |                                |
| Cash on hand and in banks                          | P 4,353,280                       | P 23,835,698                   |
| Receivables, net                                   | 97,717,008                        | 65,516,094                     |
| Available-for-sale financial assets                | 620,380                           | 620,380                        |
| Prepayments                                        | 19,301,460                        | 33,912,262                     |
| Funds held by custodian bank                       | 16,311,510                        | 16,134,656                     |
| Land held for development                          | 1,047,818,797                     | 991,479,498                    |
| Real properties held for sale and development      | 2,530,787                         | 57,397,127                     |
| <b>Total current assets</b>                        | <b>P 1,188,653,222</b>            | <b>P 1,188,895,715</b>         |
| <b>NON-CURRENT ASSETS</b>                          |                                   |                                |
| Investment property                                | P 2,452,821,840                   | P 2,346,783,670                |
| Property and equipment                             | 1,996,773                         | 2,529,877                      |
| Other assets                                       | 1,762,357                         | 1,140,761                      |
| <b>Total non-current assets</b>                    | <b>P 2,456,580,970</b>            | <b>P 2,350,454,308</b>         |
| <b>Total assets</b>                                | <b>P 3,645,234,192</b>            | <b>P 3,539,350,023</b>         |
| <b>CURRENT LIABILITES</b>                          |                                   |                                |
| Accounts payable and accrued expenses              | P 124,746,695                     | P 112,058,130                  |
| Provision for clearing costs                       | 113,119,909                       | 102,917,830                    |
| Advances due to others                             | 36,392,761                        | -                              |
| Notes payable                                      | 239,032,538                       | 230,558,493                    |
| Liability for refund of stock rights subscription  | 16,311,510                        | 16,134,656                     |
| <b>Total current liabilities</b>                   | <b>P 529,603,413</b>              | <b>P 461,669,109</b>           |
| <b>NON-CURRENT LIABILITES</b>                      |                                   |                                |
| Deferred tax liability                             | P 431,098,517                     | P 431,098,517                  |
| Provision for clearing costs                       | 747,892,943                       | 747,892,943                    |
| Borrowing, net of current portion                  |                                   | 50,178,755                     |
| Retirement benefit obligation                      | 4,421,382                         | 4,421,382                      |
| <b>Total non-current liabilities</b>               | <b>P 1,183,412,842</b>            | <b>P 1,233,591,598</b>         |
| <b>Total liabilities</b>                           | <b>P 1,713,016,255</b>            | <b>P 1,695,260,707</b>         |
| <b>EQUITY</b>                                      |                                   |                                |
| Share capital                                      | P 1,327,113,978                   | P 1,327,113,978                |
| Additional Paid-In capital                         | 130,880,000                       | 130,880,000                    |
| Treasury shares                                    | (14)                              | (14)                           |
| Fair value and other reserves                      | (8,943)                           | (8,943)                        |
| Remeasurement of retirement obligation, net of tax | (10,889)                          | (10,889)                       |
| Retained earnings                                  | 474,243,805                       | 386,115,184                    |
| <b>Total equity</b>                                | <b>P 1,932,217,937</b>            | <b>1,844,089,316</b>           |
| <b>Total liabilities and equity</b>                | <b>P 3,645,234,192</b>            | <b>P 3,539,350,023</b>         |

*See accompanying Notes to Consolidated Financial Statements.*

**IRC PROPERTIES, INC. AND SUBSIDIARY****Consolidated Statements of Total Comprehensive Income  
For the Periods Ended September 30, 2017 and 2016  
(Unaudited)**

|                                                   | Quarters Ended        |               | Year to Date             |               |
|---------------------------------------------------|-----------------------|---------------|--------------------------|---------------|
|                                                   | July 1 - September 30 |               | January 1 - September 30 |               |
|                                                   | 2017                  | 2016          | 2017                     | 2016          |
| <b>INCOME</b>                                     |                       |               |                          |               |
| Sales – Casas Aurora                              | <b>P 36,781,150</b>   | 37,630,400    | <b>P 132,980,121</b>     | 88,605,200    |
| Sales discount                                    | <b>-235,890</b>       | -176,085      | <b>-276,716</b>          | -270,395      |
| Interest income                                   | <b>1,660</b>          | 7,886         | <b>7,861</b>             | 27,944        |
| Miscellaneous Income                              | <b>-</b>              | 17,857        | <b>27,501</b>            | 48,268        |
| Fair value gain on investment property            | <b>72,000,000</b>     | 65,000,000    | <b>72,000,000</b>        | 65,000,000    |
| Total income                                      | <b>P 108,546,920</b>  | P 102,480,058 | <b>P 204,738,767</b>     | P 153,411,017 |
| <b>EXPENSES</b>                                   |                       |               |                          |               |
| Cost of Sales                                     | <b>17,436,284</b>     | 21,144,262    | <b>P 71,086,012</b>      | P 53,963,928  |
| Commission                                        | <b>3,193,633</b>      | 4,029,598     | <b>11,768,071</b>        | 8,621,868     |
| Interest, penalties and related charges           | <b>390,770</b>        | 206,233       | <b>523,321</b>           | 385,959       |
| Salaries, wages and employee benefits             | <b>2,187,586</b>      | 2,131,042     | <b>6,589,067</b>         | 5,967,603     |
| Taxes, fees and licenses                          | <b>1,098,759</b>      | 180,736       | <b>3,009,519</b>         | 1,834,461     |
| Professional fees                                 | <b>507,933</b>        | 471,657       | <b>710,791</b>           | 733,998       |
| Transportation and travel                         | <b>188,971</b>        | 11,215        | <b>356,060</b>           | 160,977       |
| Rent                                              | <b>1,106,762</b>      | 926,762       | <b>3,320,289</b>         | 2,780,287     |
| Office supplies                                   | <b>393,871</b>        | 187,570       | <b>984,764</b>           | 554,697       |
| Depreciation expense                              | <b>225,696</b>        | 187,397       | <b>672,017</b>           | 515,596       |
| Amortization                                      | <b>17,473</b>         | 8,847         | <b>44,116</b>            | 22,833        |
| Other expenses                                    | <b>2,772,245</b>      | 2,895,715     | <b>10,633,854</b>        | 7,356,741     |
| Total expenses                                    | <b>P 29,519,983</b>   | P 32,381,032  | <b>P 109,697,881</b>     | P 82,898,946  |
| INCOME BEFORE INCOME TAX                          | <b>P 79,026,937</b>   | P 70,099,026  | <b>P 95,040,886</b>      | P 70,512,070  |
| PROVISION FOR INCOME TAX                          | <b>2,108,165</b>      | 1,281,836     | <b>6,912,266</b>         | 1,643,052     |
| NET INCOME FOR THE PERIOD                         | <b>P 76,918,772</b>   | 68,817,189    | <b>P 88,128,621</b>      | P 68,869,018  |
| OTHER COMPREHENSIVE LOSS                          | <b>-</b>              | -             | <b>-</b>                 | -             |
| <b>TOTAL COMPREHENSIVE INCOME FOR THE PERIOD</b>  | <b>P 76,918,772</b>   | P 68,817,189  | <b>P 88,128,621</b>      | P 68,869,018  |
| Earnings Income Per Share                         |                       |               |                          |               |
| a. Basic                                          | <b>0.058</b>          | 0.061         | <b>0.066</b>             | 0.061         |
| b. Diluted                                        | <b>0.058</b>          | 0.061         | <b>0.066</b>             | 0.061         |
| Net Income                                        | <b>P 76,918,772</b>   | P 68,817,189  | <b>P 88,128,621</b>      | P 68,869,018  |
| Weighted Ave. Number of Common Shares Outstanding | <b>1,327,113,978</b>  | 1,127,113,978 | <b>1,327,113,978</b>     | 1,127,113,978 |
| Warrants                                          | <b>-</b>              | -             | <b>-</b>                 | -             |

*See accompanying Notes to Consolidated Financial Statements.*

**IRC PROPERTIES, INC. AND SUBSIDIARY****Consolidated Statements of Changes in Equity  
For the Periods ended September 30, 2017 and 2016  
(Unaudited)**

|                                             | Quarters Ended               |                 | Year to Date                     |                 |
|---------------------------------------------|------------------------------|-----------------|----------------------------------|-----------------|
|                                             | July 1- September 30<br>2017 | 2016            | January 1 - September 30<br>2017 | 2016            |
| Capital Stock, beginning                    | P 1,327,113,978              | P 1,127,113,978 | P 1,327,113,978                  | P 1,127,113,978 |
| Additional subscription                     |                              |                 |                                  |                 |
| <b>CAPITAL STOCK</b>                        | <b>P 1,327,113,978</b>       | P 1,127,113,978 | <b>P 1,327,113,978</b>           | P 1,127,113,978 |
| <b>ADDITIONAL PAID IN CAPITAL</b>           |                              |                 |                                  |                 |
| Balance beginning                           | P 130,880,000                | 50,880,000      | P 130,880,000                    | 50,880,000      |
| Surplus from additional subscription        | -                            | -               | -                                | -               |
| Balance at end of period                    | <b>P 130,880,000</b>         | P 50,880,000    | <b>P 130,880,000</b>             | P 50,880,000    |
| <b>RETAINED EARNINGS</b>                    |                              |                 |                                  |                 |
| Balance beginning                           | P 397,325,033                | P 312,346,573   | 386,115,184                      | P 312,294,738   |
| Net income                                  | 76,918,772                   | 68,817,186      | 88,128,621                       | 68,869,018      |
| Balance at end of period                    | <b>P 474,243,805</b>         | P 381,163,760   | <b>P 474,243,805</b>             | P 381,163,757   |
|                                             | <b>P1,932,237,783</b>        | P 1,559,157,738 | <b>P 1,932,237,783</b>           | P 1,559,157,735 |
| Treasury shares                             | (14)                         | (14)            | (14)                             | (14)            |
| Remeasurement of retirement obligation, net | (10,889)                     |                 | (10,889)                         |                 |
| Fair value reserve                          | (8,943)                      | (8,943)         | (8,943)                          | (8,943)         |
| <b>BALANCE, END</b>                         | <b>P 1,932,217,937</b>       | P 1,559,148,778 | <b>P 1,932,217,937</b>           | P 1,559,148,778 |

*See accompanying Notes to Consolidated Financial Statements.*

# IRC PROPERTIES, INC. AND SUBSIDIARY

## Consolidated Statements of Cash Flows For the Periods ended September 30, 2017 and 2016 (Unaudited)

|                                                                   | Quarters Ended<br>July 1 - September 30 |                 | Year to Date<br>January 1 - September 30 |                 |
|-------------------------------------------------------------------|-----------------------------------------|-----------------|------------------------------------------|-----------------|
|                                                                   | 2017                                    | 2016            | 2017                                     | 2016            |
| <b>CASH FLOWS FROM OPERATING ACTIVITIES</b>                       |                                         |                 |                                          |                 |
| Income for the period                                             | P 76,918,772                            | P 68,817,186    | P 88,128,621                             | P 68,869,018    |
| Adjustments for:                                                  |                                         |                 |                                          |                 |
| Depreciation                                                      | 225,696                                 | 187,397         | 672,017                                  | 515,596         |
| Interest income                                                   | (1,660)                                 | (7,886)         | (7,861)                                  | (27,944)        |
|                                                                   | -                                       | -               | -                                        | -               |
| Operating loss before changes in operating assets and liabilities | P 77,142,808                            | P 68,996,698    | P 88,792,777                             | P 69,356,671    |
| Changes in operating assets and liabilities                       |                                         |                 |                                          |                 |
| (Increase) decrease in:                                           |                                         |                 |                                          |                 |
| Receivables                                                       | (8,569,987)                             | (6,941,453)     | (17,000,908)                             | (32,216,760)    |
| Prepayments                                                       | (133,917)                               | (259,054)       | (589,199)                                | 12,352,069      |
| Real properties held for sale and development                     | 15,996,726                              | 7,424,885       | 54,866,340                               | 22,492,333      |
| Other assets                                                      | 2,221                                   | (1,419)         | (621,598)                                | 1,736           |
| Land held for development                                         | (18,019,971)                            | (4,751,284)     | (56,332,872)                             | (16,229,430)    |
| (Decrease) increase in accounts payable and accrued expenses      | 12,472,191                              | 11,739,275      | 28,104,873                               | (106,359,528)   |
| Provision for clearing costs                                      | 12,764,124                              | 35,000,000      | 10,202,079                               | 35,000,000      |
| Advances due to others                                            | 1,210,483                               | (17,050,917)    | (73,766,431)                             | (27,095,011)    |
| Net cash used in operations                                       | P 92,864,678                            | P 94,156,731    | P 33,655,060                             | P (42,697,920)  |
| Interest received                                                 | 1,660                                   | 7,886           | 7,861                                    | 27,944          |
| Net cash provided by operating activities                         | P 92,866,338                            | 94,164,617      | 33,662,921                               | (42,669,977)    |
| <b>CASH FLOWS FROM INVESTING ACTIVITIES</b>                       |                                         |                 |                                          |                 |
| Property and equipment                                            | (71,413)                                | (68,482)        | (139,904)                                | (478,519)       |
| Investment property                                               | (94,023,779)                            | (108,610,028)   | (106,044,596)                            | (128,841,238)   |
| Net cash (used in) from investing activities                      | P (94,095,192)                          | P (108,678,510) | P (106,184,500)                          | P (129,319,757) |
| <b>CASH FLOWS FROM FINANCING ACTIVITY</b>                         |                                         |                 |                                          |                 |
| Payment of notes payable                                          | (600)                                   |                 | P 53,039,760                             | P (107,876,522) |
| Deposit for future subscription                                   |                                         |                 |                                          | 280,000,000     |
| Net cash generated from financing activities                      | (600)                                   |                 | P 53,039,760                             | P 172,123,478   |
| <b>NET INCREASE (DECREASE) IN CASH ON HAND AND IN BANKS</b>       | P (1,229,456)                           | P (14,513,893)  | P (19,482,418)                           | P 133,745       |
| <b>CASH ON HAND AND IN BANKS</b>                                  |                                         |                 |                                          |                 |
| Beginning balance                                                 | 5,582,735                               | 23,694,864      | 23,835,698                               | 9,047,223       |
| <b>Balance, September 30</b>                                      | P 4,353,280                             | P 9,180,969     | P 4,353,280                              | P 9,180,965     |

*See accompanying Notes to Consolidated Financial Statements.*



**IRC PROPERTIES, INC. AND SUBSIDIARY****AGING OF ACCOUNTS RECEIVABLE**

As of September 30, 2017

|                                | Amount<br>Over 90 days | 1-30 days        | Over 30 days   | Over 60 days     |                   |
|--------------------------------|------------------------|------------------|----------------|------------------|-------------------|
| <b>NON-TRADE</b>               |                        |                  |                |                  |                   |
| LGTM Corporation               | -                      |                  |                |                  |                   |
|                                | -                      |                  |                |                  |                   |
| <b>TRADE</b>                   |                        |                  |                |                  |                   |
| Hundred Lake Dev't. Corp.      | -                      | -                |                |                  |                   |
|                                | -                      |                  |                |                  |                   |
| <b>SUB-TOTAL</b>               |                        |                  |                |                  |                   |
|                                | -                      | -                |                |                  |                   |
| <b>OTHERS</b>                  |                        |                  |                |                  |                   |
| Receivable from Amaia          | 10,765,986             |                  |                | 10,765,986       |                   |
| Receivable from HDMF           | 17,460,716             |                  |                | 17,460,716       |                   |
| Advances to M. Carsula         | 1,417,341              |                  |                | 1,417,341        |                   |
| Advances to officer/ employees | 531,204                |                  |                | 531,204          |                   |
| Refundable cash bond           | 971,820                |                  |                | 971,820          |                   |
| Advances to affiliates         | 68,759                 |                  |                | 68,759           |                   |
| Other Receivable               | 14,860,468             | 1,832,651        | 582,781        | 12,445,039       |                   |
| Advances for liquidation       | 3,440,938              | 180,350          | 218,640        | 1,271,180        |                   |
| Advances to CLTSJLO            | 140,000                |                  |                | 140,000          |                   |
| Advances to VGP Const          | 22,200,000             |                  |                | 22,200,000       |                   |
| Advances to Greenroof Corp     | 25,117,941             |                  |                | 25,117,941       |                   |
| <b>TOTAL ACCOUNTS</b>          |                        |                  |                |                  |                   |
| <b>RECEIVABLE</b>              | <b>97,717,008</b>      | <b>2,013,001</b> | <b>801,421</b> | <b>1,271,180</b> | <b>93,631,406</b> |

## **IRC PROPERTIES, INC. AND SUBSIDIARY**

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

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

IRC Properties, Inc. (Parent Company) and Interport Development Corporation (IDC), (collectively referred to as the “Company”), both domestic corporations were incorporated on February 24, 1975 and December 21, 1993, respectively. The Parent Company is primarily involved in the acquisition, reclamation, development or exploitation of land, forests, minerals, oil, gas and other resources. IDC is primarily involved in the acquisition and selling of real estate of all kinds or hold such properties for investment purposes.

The clearing of Binangonan property is still the focus of the Company’s operations with the goal of completely freeing from third party claims 500 hectares of the 2,116 hectare property. It is still addressing the Supreme Court’s decision on November 21, 1991 declaring that the Company’s ownership of the titles shall be “subject to the herein declared superior rights of bonafide occupants therein with lengths of possession which had ripened to ownership, the latter to be determined in an appropriate proceeding”. In view of this, the Company has estimated that out of a total 2,043 hectares, 700 hectares can still be recovered from claimants. Although conservatively, the Company has recognized only 500 hectares in its books because this is the area the Company has ascertained to be recoverable in the short term.

On January 20, 2017, Top Consult Incorporated released an appraisal report on the said property with a corresponding fair value of P1,100.00/m<sup>2</sup> as of December 31, 2016 totalling to P24.143 Billion from previous appraisal of 19.085.

On May 20, 2016, The Group sold a parcel of land to Amaia Land Corp located in Barangay Tatala, Binangonan, Rizal with an area approximately 66,061 sqm.

On April 1, 2016, Top Consult Incorporated released an appraisal report on the said property with a corresponding fair value of P1000.00/m<sup>2</sup> as of December 31, 2015 totalling to P19.085 Billion from previous appraisal of 18.951 conducted by Royal Asia Appraisal Corporation.

The Group entered into joint development agreements with two local real estate developers to develop an estimated 29 hectares of clean Binangonan properties. Moreover, the Group is actively in the process of clearing and re-titling the large portion of the property in Binangonan for future developments (Notes 10 and 11).

On July 9, 2015, the Group entered into a joint development agreement with a foreign investor for the development of a four-hectare housing project, the Group’s third residential development within its Binangonan property.

On September 10, 2013, the Company entered into a Contract to Sell with Hundred Lake Development Corporation, whereby the company agreed to sell its land located in Binangonan, Rizal, with an area of 183,729 square meters at P475/m<sup>2</sup>. The company received P75 million as down payment upon execution of the Contract to Sell and the balance of P12,271,275.00 was fully collected in 2014 upon transfer of the property to the buyer.

The Eastridge project (Trocadero Residences) has been deferred until the Group finds a more opportune moment to develop a mix of condominium and townhouses within a 134

hectare property also in its Binangonan property adjacent to Thunderbird Resort and Casino and the 18-hole Eastridge Golf Club.

As at December 31, 2016, 138.30 hectares are ready for immediate development (2015 – 163.3 hectares).

No amount is spent on research and development activities for the last three (3) fiscal years.

The Company posted a net income of ₱ 76.919 million for this quarter 2017 vis a vis P 68.8 million same quarter of last year 2016.

The registered office of the Company is located at 35F Rufino Pacific Tower, 6784 Ayala Avenue, Makati City. As of this quarter, the company has twenty two (22) employees and accordingly has complied with retirement benefit required under RA 7641.

## 2. Summary of Significant Accounting Policies

### **Basis of Preparation**

The consolidated financial statements of the Company have been prepared in accordance with Philippine Financial Reporting Standards (PFRS). The term PFRS in general includes all applicable PFRS, Philippine Accounting Standards (PAS) and Interpretations of the Philippine Interpretations Committee (PIC), Standing Interpretations Committee (SIC) and International Financial Reporting Interpretations Committee (IFRIC) which have been approved by the Financial Reporting Standards Council (FRSC) and adopted by SEC.

The consolidated financial statements have been prepared under the historical cost convention, as modified by the revaluation of available-for-sale financial assets and investment property.

### **Statement of Compliance**

The accompanying consolidated financial statements have been prepared in compliance with Philippine Financial Reporting Standards (PFRS). PFRS includes Philippine Accounting Standards (PAS) and interpretations issued by the Financial Reporting Standards Council and adopted by SEC.

### **Basis of Consolidation**

The consolidated financial statements comprise the financial statements of Parent Company and IDC, a 100%-owned subsidiary as of September 30, 2017 and December 31 2016. The Subsidiary's financial statements are prepared for the same reporting period as the Parent Company. The Company uses uniform accounting policies.

#### (a) Subsidiary

Subsidiary is an entity (including special purpose entities) over which the Company has the power to govern the financial and operating policies and generally accompanying a shareholding of more than one half of the voting rights. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Company controls another entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Company. They are de-consolidated from the date that control ceases.

Inter-company transactions, balances and unrealized gains on transactions between the Parent Company and the subsidiary are eliminated. Accounting policies of the subsidiary have been changed where necessary to ensure consistency with the policies adopted by the Company.

### **Cash on hand and in banks**

Cash on hand and in banks consist of cash on hand and deposits held at call with banks.

### **Financial assets**

The Company classifies its financial assets in to the following categories: loans and receivables, held-to-maturity financial assets and available-for-sale financial assets. The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of its financial assets at initial recognition.

#### **Classification**

##### *(i) Loans and receivables*

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for maturities greater than 12 months after the balance sheet date. These are classified as non-current assets. The Company's loans and receivables comprise of receivables, prepayments, funds held by custodian bank and cash on hand and in banks in the consolidated balance sheet.

##### *(ii) Held-to-maturity investments*

Held-to-maturity investments are non-derivative financial assets with fixed or determinable payments and fixed maturities - other than those that meet the definition of loans and receivables - that management has the positive intention and ability to hold to maturity, but excluding those which were intended to be held for an undefined period.

The Company did not hold financial assets in this category.

##### *(iii) Available-for-sale financial assets*

Available-for-sale financial assets are non-derivatives that are either designated in this category or not classified in any of other categories of financial assets.

#### **Initial recognition and derecognition**

Regular purchases and sales of investments are recognized on trade-date - the date on which the Company commits to purchase or sell the asset. Investments are initially recognized at fair value plus transaction costs for all financial assets not carried at fair value through profit or loss. Financial assets carried at fair value through profit or loss is initially recognized at fair value, and transaction costs are expensed in the statement of income. Investments are derecognized when the rights to receive cash flows from the investments have expired or have been transferred and the Company has transferred substantially all risks and rewards of ownership.

### **The company decided not to early adopt PFRS 9 (2009) or PFRS (2010):**

- (i) After consideration of the result of its impact evaluation, the company decided not to early adopt either PFRS 9 (2009) or PFRS 9 (2010) for its 2013 annual financial reporting because the adoption of this standard is not expected to have a material impact on the Group's financial statements which only addresses classification, measurement and recognition of financial assets and financial liabilities.
- (ii) As such, the company conduct early in 2015 another impact evaluation using outstanding balances as of 31 December 2014.

### **Subsequent measurement and determination of fair value**

Available-for-sale financial assets are subsequently carried at fair value. Loans and receivables and held-to-maturity investments are carried at amortized cost using the effective interest method. Unrealized gains and losses arising from changes in the fair value of non-monetary securities classified as available-for-sale are recognized in equity. When securities classified as available-for-sale are sold or impaired, the accumulated fair value adjustments recognized in equity are included in the statements of income as net realized gains or losses on financial assets.

Changes in the fair value of monetary securities denominated in a foreign currency and classified as available-for-sale are analyzed between translation differences resulting from changes in the amortized cost of the security and other changes in the carrying amount of the security. The translation differences on monetary securities are recognized in profit or loss; translation differences on nonmonetary securities are recognized in equity. Changes in the fair value of monetary and non-monetary securities classified as available-for-sale are recognized in equity.

Interest on available-for-sale securities calculated using the effective interest method is recognized in the statement of income. Dividends on available-for-sale equity instruments are recognized in the statement of income when the Company's right to receive payments is established.

The fair values of quoted investments are based on current bid prices. If the market for a financial asset is not active, the Company establishes fair value by using valuation techniques. These include the use of recent arm's length transactions, reference to other instruments that are substantially the same, discounted cash flow analysis and option pricing models making maximum use of market inputs and relying as little as possible on entity-specific inputs.

### **Impairment**

- (i) Assets carried at amortized cost

The Company assesses at each balance sheet date whether there is objective evidence that a financial asset or group of financial assets is impaired. Individually significant financial assets are tested for impairment if there are indicators of impairment. Impairment is measured on a portfolio basis when there is indication of impairment in a group of similar assets (with similar credit characteristics) and impairment cannot be identified with an individual asset within the group. An asset that is deemed impaired on an individual basis is not subsequently included in any group of assets that is tested for impairment on a portfolio basis.

The amount of impairment loss is measured as the difference between the financial asset's carrying amount and the present value of estimated future cash flows discounted at the asset's original effective interest rate (recoverable amount). The calculation of recoverable amount of a collateralized financial asset reflects the cash flows that may result from foreclosure less costs of obtaining and selling the collateral, whether or not foreclosure is probable. Impairment loss is recognized in the statements of income and the carrying amount of the asset is reduced through the use of an allowance.

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 currently exist. The methodology and assumptions used for estimating future cash flows are reviewed regularly to reduce any differences between loss estimates and actual loss experience.

An impairment charge is reversed subsequently by adjusting the allowance account if the decrease in impairment loss can be related objectively to an event occurring after the impairment loss is recognized. The amount of reversal is recognized in the statements of income in the impairment charge for credit losses.

(i) Assets classified as available-for-sale

A significant or prolonged decline in the fair value of available-for-sale securities below cost is considered in determining whether the securities are impaired. The cumulative loss (difference between the acquisition cost and the current fair value) is removed from equity and recognized in the statement of income when the asset is determined to be impaired. Impairment losses recognized on equity instruments are not reversed through the statement of income. If, in a subsequent period, the fair value of a debt instrument classified as available-for-sale increases and the increase can be objectively related to an event occurring after the impairment loss was recognized, the impairment loss is reversed through the statement of income.

### **Receivables**

Receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market and where management has no intention of trading.

Receivables are recognized initially at fair value and subsequently measured at amortized cost using the effective interest method, less provision for impairment. A provision for impairment of receivables is established when there is objective evidence that the Group will not be able to collect all amounts due according to the original terms of the receivables. The amount of provision is the difference between the receivable's carrying amount and the present value of estimated future cash flows, discounted at the effective interest rate. The carrying amount of the asset is reduced through the use of an allowance and the amount of the loss is recognized in the statements of income. Bad debts are written-off in the year they are determined to be uncollectible.

### **Investment property and Land held for development**

Investment property is defined as property (land or a building - or part of a building - or both) held (by the owner or by the lessee under a finance lease) to earn rentals or for capital appreciation or both, rather than for: (a) use in the production of supply of goods or services or for administrative purposes; or (b) sale in the common course of business.

The Company's investment property, principally comprising of properties in Binangonan, Rizal are held for capital appreciation and is not occupied by the Company. Investment property was previously carried at cost, including transaction costs.

In 2008, with management's desire to reflect the true value of its properties in the balance sheet, the Company adopted fair value model in accounting its investment properties. The change has been applied <sup>(5)</sup>retroactively. Increase in fair value of Binangonan property was again carried in 2012 due to developments on the property. Please see Note 11.

After initial recognition, investment property is carried at fair value as determined by an independent firm of appraiser. Fair value is based on market data approach, adjusted, if necessary, for any difference in the nature, location or condition of the specific asset. If this information is not available, the Company uses alternative valuation methods such as recent prices on less active markets or discounted cash flow projections. These valuations are reviewed annually by the independent appraiser. Investment property that is being redeveloped for continuing use as investment property or for which the market has become less active continues to be measured at fair value.

Subsequent expenditure is charged to the asset's carrying amount only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance costs are charged to the income during the financial period in which they are incurred.

Changes in fair values are recorded in the statement of income.

If an investment property becomes owner-occupied, it is reclassified as property and equipment, and its fair value at the date of reclassification becomes its cost for accounting purposes. Property that is being constructed or developed for future use as investment property is classified as property and equipment and stated at cost until construction or development is complete. At that time, it is reclassified and subsequently accounted for as investment property.

164.7 hectares of the Binangonan property is intended for development as of September 30, 2017. The cost of such property and development cost is presented as land held for development.

### **Property and equipment**

Property and equipment are stated at historical cost less accumulated depreciation and amortization and impairment, if any. Historical cost includes expenditures that are directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance are charged to income during the year in which they are incurred.

Depreciation is calculated using the straight-line method over the estimated useful lives of the related assets as follows:

|                        |         |
|------------------------|---------|
| Office equipment       | 3 years |
| Furniture and fixtures | 5 years |

|                          |         |
|--------------------------|---------|
| Transportation equipment | 5 years |
| Communication equipment  | 5 years |

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each balance sheet date.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount of the asset and are included in the statements of income.

### **Impairment of non-financial assets**

Assets that have an indefinite useful life, for example land, are not subjected to depreciation or amortization and are tested annually for impairment. Assets that have definite useful life are subjected to depreciation or amortization and are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). Non-financial assets that are impaired are reviewed for possible reversal of the impairment at each reporting date.

### **Accounts payable and accrued expenses**

Accounts payable and other liabilities are recognized in the period in which the related money, goods or services are received or when a legally enforceable claim against the Company is established. These are recognized initially at fair value and subsequently measured at amortized cost using effective interest method.

### **Borrowings and borrowing costs**

Borrowings are recognized initially at fair value, net of transaction costs incurred. Borrowings are subsequently stated at amortized cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognized in the statement of income over the period of the borrowings using the effective interest method.

Borrowing costs are generally recognized as expense in the year in which these costs are incurred, except those borrowing costs that are directly attributable to the development of the Company's properties which are capitalized as part of "Investment property" account.

The capitalization of borrowing costs commences when the expenditures and borrowing costs for the development of the project are being incurred and activities that are necessary to prepare the property for their intended use or sale are in progress. It is suspended during extended periods in which active development of the property is interrupted and ceases when substantially all the activities necessary to prepare the property for their intended use or sale are complete.



## **Income tax**

### (a) Deferred income tax

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates that have been enacted or substantially enacted at the balance sheet date and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled.

Deferred income tax assets are recognized for all deductible temporary differences to the extent that it is probable that future taxable income will be available against which the temporary differences can be utilized.

The Company reassesses at each balance sheet date the need to recognize previously unrecognized deferred income tax asset.

### (b) Recent tax laws

On December 20, 2008, Revenue Regulations No. 16-2008 on the Optional Standard Deduction (OSD) was approved and implemented. The regulation prescribed the rules for the OSD application by corporations in the computation of their final taxable income. For corporations, OSD shall be 40% based on gross income; “cost of goods sold” and “cost of services” will be allowed to be deducted from gross sales.

On February 18, 2010, the BIR issued Revenue Regulations No. 2-2010. It requires a taxpayer who avails of the OSD in the first quarter of its taxable year to claim the same OSD in determining its taxable income for the rest of the year, including the final annual income tax return. Likewise, a taxpayer who avails of the itemized deduction in the first quarter of its taxable year or fails to file an income tax return for the first quarter of the taxable year shall have to claim the itemized deduction in determining the taxable income for the rest of the year, including the final income tax return. The amendment is applicable beginning annual period ended December 31, 2009.

The Company did not avail of the OSD for purposes of income tax calculation in 2017 and 2016.

## **Provisions**

Provisions are recognized when the Company has a present legal or constructive obligation as a result of past events, it is more likely than not that an outflow of resources will be required to settle the obligation, and the amount can be reliably estimated. Provisions are not recognized for future operating losses.

Provisions are measured at the present value of management’s best estimate of the expenditure required to settle the obligation at the balance sheet date. The discount rate used to determine the present value reflects current market assessments of the time value of money and the risks specific to the obligation.

## **Share capital**

### a. Common Shares

Common shares are classified as equity.

### b. Treasury shares

Where any member of the Company purchases the Parent Company's equity share capital (treasury shares), the consideration paid, including any directly attributable incremental costs (net of income taxes) is deducted from equity attributable to the Parent Company'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 income tax effects, is included in equity attributable to the Parent Company's equity holders.

## **Revenue and expense recognition**

The Company recognizes revenue when the amount of revenue can be reliably measured, it is possible that future economic benefits will flow into the Company and specific criteria have been met for each of its activities as described below.

### *(a) Interest income and expense*

Interest income and expense are recognized in the statement of total comprehensive income for all interest-bearing financial instruments using the effective interest method.

The effective interest method is a method of calculating the amortized cost of a financial asset or a financial liability and of allocating the interest income or interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument or when appropriate, a shorter period to the net carrying amount of the financial asset or financial liability.

When calculating the effective interest rate, the Group estimates cash flows considering all contractual terms of the financial instrument but does not consider future credit losses. The calculation includes all fees paid or received between parties to the contract that are an integral part of the effective interest rate, transaction costs and all other premiums or discounts.

Once a financial asset or a group of similar financial assets has been written down as a result of an impairment loss, interest income is recognized using the rate of interest used to discount future cash flows for the purpose of measuring impairment loss.

Interest income on bank deposits is recognized when earned.

### *(a) Dividend income*

Dividend income is recognized when the right to receive payment is established.

### *(c) Other income*

Other income is recognized when earned.

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*(d) Expenses*

Operating expenses are recognized when they are incurred.

**Leases**

(a) The Company is the lessor.

Properties leased out under operating leases are included in investment property in the consolidated balance sheets. Lease income is recognized over the term of the lease on a straight-line basis.

(b) The Company is the lessee

Leases, where a significant portion of the risks and rewards of ownership are retained by another

party, the lessor, are classified as operating leases. Payments, including prepayments, made under

operating leases (net of any incentives received from the lessor) are charged to income on a straight-line basis over the period of the lease.

**Foreign currency transactions and translation**

(a) Functional and presentation currency

Items included in the Company's financial statements are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The Company's financial statements are presented in Philippine Peso, which is the Company's functional and presentation currency.

(b) Transactions and balances

Foreign currency transactions are translated into Philippine Peso using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognized in the statements of income.

**Earnings (loss) per share**

Earnings (loss) per share is computed by dividing the net income (loss) by the weighted average number of shares outstanding during the year adjusted to give retroactive effect to any stock dividends declared during the year.

Basic earnings per share is calculated by dividing the profit attributable to equity holders of the Company by the weighted average number of common shares outstanding during the year.

Diluted earnings per share is computed by adjusting the net income for the year attributable to common shareholders and the weighted average number of shares for the effects of all dilutive potential common shares.

There are no dilutive potential common shares as of September 30, 2017.

## **Segment reporting**

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The chief operating decision maker is the person or group that allocates resources to and assesses the performance of the operating segments of an entity. The Parent Company has determined its President as its chief operating decision maker.

In view of the current status of the Company's operation which primarily is the ongoing developments of a portion of its land in Binangonan, the performance of the Group is being assessed as a single unit. Consequently, detailed segment reporting as required under PFRS 8 is deemed not relevant.

## **Related party transactions and relationships**

Related party relationship exists when one party has the ability to control, directly, or indirectly through one or more intermediaries, the other party or exercise significant influence over the other party in making financial and operating decisions. Such relationship also exists between and/or

among entities, which are under common control with the reporting enterprise, or between, and/or

among the reporting enterprises and their key management personnel, directors, or their shareholders. In considering each possible related party relationship, attention is directed to the substance of the relationship, and not merely the legal form.

## **Financial risk management**

The Company's activities are exposed to a variety of financial risks: market risk (including currency risk, interest rate risk and price risk), credit risk and liquidity risk. The Company's overall risk management program focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on the Company's financial performance.

The management, under the direction of the Board of Directors of the Company is responsible for the management of financial risks. Its objective is to minimize the adverse impacts on the Company's financial performance due to the unpredictability of financial markets.

### **Market risk**

#### a. Currency risk

The Company's transactions are generally denominated in Philippine Peso. The Company therefore is not exposed to significant foreign exchange risk.

#### b. Price risk

The Company is not exposed to significant price risk in its investments in equity securities classified as available-for-sale financial assets having a carrying amount of only P620,380. (See Note 7).

#### c. Interest rate risk

The Company's borrowings bear fixed interest rates and are carried at amortized cost. It is not exposed to either cash flow or fair value interest rate risk.

### **Credit risk**

The Company takes on exposure to credit risk, which is the risk that a counter party will cause a financial loss to the Company by failing to discharge an obligation. Significant changes in the economy, or in the prospects of a particular industry segment that may represent a concentration in the Company's portfolio, could result in losses that are different from those provided for at the reporting date.

#### a. Maximum exposure to credit risk

The Company's maximum exposure to credit risk consists of the Company's cash in banks as of September 30, 2017 of P 4,353,280 (2016 – P23,835,698) and funds held by custodian bank of P16,311,510 (2016 – P16,134,656).

The remaining balances of cash on hand and in banks represent cash on hand of P159,000 and P115,000 in 2017 and 2016 respectively.

#### b. Cash in banks

The Company manages credit risk on its cash in banks by depositing in banks that qualified in the criteria of the Company. Some of these criteria are stability, financial performance, industry-accepted ratings, quality, diversity and responsiveness of products and services.

The Company's cash in banks are deposited in universal banks.

#### c. Receivables

Fully performing accounts receivable at September 30, 2017 represents receivable from sale of land, advances to joint venture, employees and others.

The impaired receivables are not collateralized and are long overdue. Debtors are mainly individuals without credit history reference.

#### d. Refundable deposits

Refundable deposits are considered highly recoverable as the counterparty is assessed to have strong capacity to meet its obligation.

### **Liquidity risk**

Liquidity risk is the risk that the Company will be unable to meet its payment obligations associated with its financial liabilities when they fall due. The consequence may be the failure to meet obligations to repay creditors and fulfil commitments.

As of September 30, 2017 and December 31, 2016, apart from clearing costs (Note 14), the Company does not require intensive working capital requirements given that the Company is in joint venture agreements with developers to undertake the development of the Company's 30 hectare land in Binangonan.

On April 14, 2010, the Philippine Stock Exchange has approved the Parent Company's stock rights offering and has accumulated a total of P399 million to partially fund the development and construction of real estate development projects in its property in the municipality of Binangonan, Rizal and to repay its maturing loans.

On September 10, 2013, the company sold its 183,729sqm of raw land to Hundred Lake Development Corporation for a total consideration of P87, 271,275. The company received P75 million as down payment upon execution of the Contract to Sell and the balance of P12,271,275.00 was fully collected in 2014 upon transfer of the property to the buyer.

The maturities of financial assets and liabilities at September 30, 2017 and December 31, 2016 are detailed as follows:

|                                                   | 2017               | 2016               |
|---------------------------------------------------|--------------------|--------------------|
| <b>Assets</b>                                     |                    |                    |
| Cash on hand and in bank                          | 4,353,280          | 23,835,698         |
| Receivables, net                                  | 97,717,008         | 80,716,100         |
| Available-for-sale financial assets               | 620,380            | 620,380            |
| Funds held by custodian bank                      | 16,311,510         | 16,134,656         |
| <b>Total financial assets</b>                     | <b>119,002,178</b> | <b>121,306,834</b> |
| <b>Liabilities</b>                                |                    |                    |
| Accounts Payable and Accrued expenses             | 124,746,695        | 96,642,810         |
| Notes payable                                     | 239,032,538        | 185,993,378        |
| Advances due to others                            | 36,392,761         | 110,159,192        |
| Liability for refund of stock rights subscription | 16,311,510         | 16,134,656         |
| <b>Total financial liabilities</b>                | <b>416,483,504</b> | <b>408,930,036</b> |

All financial assets and liabilities are current as at reporting dates.

Funding of maturing obligation will come either from future sale of developed properties or additional advances from shareholders.

#### **Fair value of financial assets and liabilities**

The table below summarizes the carrying amounts and fair values of those financial assets and liabilities at September 30, 2017 and December 31, 2016 presented in the balance sheets at fair value.

|                                                   | Carrying Value/Fair Value |             |
|---------------------------------------------------|---------------------------|-------------|
|                                                   | 2017                      | 2016        |
| <b>Financial assets</b>                           |                           |             |
| Cash on hand and in bank                          | 4,353,280                 | 23,835,698  |
| Receivables, net                                  | 97,717,008                | 80,716,100  |
| Available-for-sale financial assets               | 620,380                   | 620,380     |
| Funds held by custodian bank                      | 16,311,510                | 16,134,656  |
| <b>Financial liabilities</b>                      |                           |             |
| Accounts payable and accrued expenses             | 124,746,695               | 96,642,810  |
| Notes payable                                     | 239,032,538               | 185,993,378 |
| Advances due to others                            | 36,392,761                | 110,159,192 |
| Liability for refund of stock rights subscription | 16,311,510                | 16,134,656  |

The fair values of accounts payable and accrued expenses, advances due to others and notes payable are approximately equal to their carrying amounts due to the short-term nature of the transactions.

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#### 4. **Capital management**

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern, so that it can provide returns to its shareholders and to maintain an optimal capital structure to reduce its cost of capital. For this purpose, capital is represented by total equity as shown in the balance sheets.

In order to maintain or adjust the capital structure, the Group may return capital to shareholders, issue new shares or sell assets to reduce debt.

The Company's main objective is to ensure it has adequate capital moving forward to pursue its major land development and housing projects.

In April 14, 2010, the Philippine Stock Exchange has approved the Parent Company's stock rights offering. This strengthens the Company's capital position in preparation for its planned development projects in the near future.

There are no externally imposed capital requirements on the Company.

#### 5. **Critical accounting estimates, assumptions and judgments**

Management makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are outlined below.

##### Significant estimates

###### *(a) Estimate of fair value of investment properties*

The best evidence of fair value is current prices in an active market for similar assets. In the absence of such information, the Company determines the amount within a range of reasonable fair value estimates. In making its judgment, the Company makes use of independent appraiser to determine the fair value of its investment property.

The following are the significant assumptions used by the independent appraiser to calculate the investment properties of the Company.

- (i) current prices in an active market for properties of different nature, condition or location, adjusted to reflect those differences;
- (ii) recent prices of similar properties in less active markets, with adjustments to reflect any changes in economic conditions since the date of the transactions that occurred at those prices; and

The Company's Binangonan property has an estimated market value of P1,100 per square meter, as of September 30, 2017 and December 31, 2016.

Management expects that the value of the Binangonan property will increase significantly when clearing and horizontal developments are undertaken in the very near future.

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The Company considers that it is impracticable to discuss with sufficient reliability the possible effects of sensitivities surrounding the estimation of the fair value of investment property as the major assumptions used may differ significantly. With this, it is reasonably possible, based on existing knowledge, that the outcomes within the next financial year are different from assumptions could require a material adjustment to the carrying amount of investment property.

*(b) Estimate of clearing costs*

As discussed in Note 14, the Supreme Court affirmed the validity of the Company's titles over its Binangonan property. The total land area is approximately 2,043 hectares. However, due to a number of factors, including the recognition of Supreme Court over the superior rights of the bonafide occupants as well as potential challenges in clearing and re-titling of this large area of land, management has estimated that only 500 hectares is expected to be recovered/cleared and re-titled in the name of the Company as of September 30, 2017 and December 31, 2016.

Given the above, management has estimated total clearing and re-titling costs to be approximately the same for September 30, 2017 and December 31, 2016 amounting to P718,906,095. This estimate is discounted at 6% and is expected to be cleared within 8 years. The company will be in charge in clearing the land at an estimated cost of P250-P300 per square meter.

The Company considers that it is impracticable to discuss with sufficient reliability the possible effects of sensitivities surrounding the provision for clearing costs as the major assumptions used may differ significantly. With this, it is reasonably possible, based on existing knowledge, that the outcomes within the next financial year are different from assumptions could require a material adjustment to the carrying amount of provision for clearing costs.

*(c) Judgment*

*Recognition of deferred income tax assets (Note 19)*

Management reviews at each reporting date the carrying amounts of deferred income tax assets. The carrying amount of deferred income tax assets is reduced to the extent that it is no longer probable that sufficient taxable profit will be available against which the related tax assets can be utilized. Management believes that the non-recognition of deferred income tax assets in 2011 of P22,004,028 (2010 - P29, 063,464; 2009 - P29, 395,006) is appropriate due to the Company's limited capacity to generate sufficient taxable income.

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**6. Receivables**

Receivables at September 30, 2017 and December 31, 2016 consist of:

|                                                                           | 2017        | 2016        |
|---------------------------------------------------------------------------|-------------|-------------|
| Receivables from subcontractors                                           | 51,136,258  | 41,790,650  |
| Receivables from sale of land and real Properties held for sale and dev't | 29,282,136  | 23,997,408  |
| Others                                                                    | 19,298,614  | 1,728,036   |
|                                                                           | 99,717,008  | 67,516,094  |
| Less provision for doubtful accounts                                      | (2,000,000) | (2,000,000) |
|                                                                           | 97,717,008  | 65,516,094  |

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Receivable from joint venture represents receivable arising from the Group's share of the proceeds of sold units and receivable from Home Development Mutual Fund for 3% and 5% retention on power and water supply. And the other receivables are from the advances to Dell Equipment & Construction Corp., and for the Cash Bond.

#### 7. Available-for-sale financial assets

The account at September 30, 2017 and December 31, 2016 consists of:

|                                 | 2017    | 2016    |
|---------------------------------|---------|---------|
| Listed                          | 2,880   | 2,880   |
| Not listed                      | 626,443 | 626,443 |
|                                 | 629,323 | 629,323 |
| Allowance for impairment losses | (8,943) | (8,943) |
|                                 | 620,380 | 620,380 |

Listed available-for-sale financial assets pertain to an insignificant number of equity shares held with a publicly listed universal bank. Unlisted available-for-sale financial assets pertain to club membership and equity shares.

There are no available-for-sale financial asset additions and disposals at September 30, 2017 and 2016. The shares can be sold if price is commercially acceptable to the Group.

#### 8. Prepayments

This account at September 30, 2017 and December 31, 2016 consists of:

|                                | 2017       | 2016       |
|--------------------------------|------------|------------|
| Creditable withholding tax     | 14,810,668 | 17,966,178 |
| Advances to subcontractors     |            | 15,200,000 |
| Input value -added taxes (VAT) | 2,763,204  | 554,509    |
| Prepaid insurance              | 77,588     | 191,575    |
| Prepaid expense                | 1,650,000  |            |
|                                | 19,301,460 | 33,912,262 |

#### 9. Funds Held by Custodian Bank

The account represents restricted fund from the proceeds of the Parent Company's stock rights offering in 1996 which were deposited with a local custodian bank. The local custodian bank is responsible for monitoring withdrawals or disbursements from the funds, and ensuring that all withdrawals and orders for payment made are in connection with, or relating to, any of the purposes specified in the work program submitted by the Parent Company to the SEC in connection with the stock rights offering.

The balance of funds held by custodian bank at September 30, 2017 and December 31, 2016 consists of:

|                         | 2017       | 2016       |
|-------------------------|------------|------------|
| Special savings deposit | 16,313,000 | 16,115,342 |
| Receivables             | 36,251     | 27,583     |
| Savings deposit         | 10,636     | 10,725     |
| Payables                | (48,377)   | (18,994)   |
|                         | 16,311,510 | 16,134,656 |

Following SEC's order to refund the money, the proceeds have been presented as liability in the balance sheet. The Company does not have legal right to defer payment beyond one year, hence, presented as current liability.

There were no withdrawals from the fund during the period and 2016.

## 10. Land Held for Development

Land held for development at September 30, 2017 and December 31, 2016 consists of:

|                                                     | 2017          | 2016          |
|-----------------------------------------------------|---------------|---------------|
| Balance at January 1                                | 991,479,498   | 1,012,316,259 |
| Additions, including capitalized interest           | 84,399,445    | 82,695,212    |
| Sold or transferred to completed lots               | (28,060,146)  | (103,531,973) |
| Balance at September 30, 2017 and December 31, 2016 | 1,047,818,797 | 991,479,498   |

In 2010, the Group entered into a joint development project with a third party developer to develop social housing units (the Project). Under the agreement, the Group shall contribute 15.1248 hectares of cleared lots to the Project while the developer will undertake all the necessary construction, including the application for permits. The developer shall also act as the principal agent for the sale of finished housing units. The Group shall receive, as its share in the Project, an amount equivalent to 12% of the total units sold. Total share of the Group from sold units amounted to P11.6 million for the year ended December 31, 2014 (2013- P15.9 million). Total cost of lots sold amounted to P5.8 million (2013- P8.4 million).

Relative to agreement with Wedgemore Property, a subsidiary of Ayala Land, Inc., legal due diligence of titles and tax declarations are being conducted. Reclassification for the Phase 1-A lots has been applied with the Binangonan Local Government and awaiting approval. Total cost of reclassification and DAR conversions for additional areas covered in the supplement to the Memorandum of Agreement with Wedgemore amounting to P4.98 million are being capitalized in the Land held for development.

On July 9, 2014, the Group entered into a joint development agreement with a foreign investor for the development of a four-hectare housing project, the Group's third residential development within its Binangonan property. As of September 30, 2017, the summary of progress of Land Development for Road Tracing is 100%, Roads Completed is 70.06%, & Drainage is 88.53%.

Real properties held for sale and development amounting to P7,222,086 represents completed and fully developed lots under the joint venture agreement.

## 11. Investment Properties

Following are the fair values of the Company's investment property at September 30, 2017 and December 31, 2016:

|                     | September 30,<br>2017 | Dec. 31, 2016 |
|---------------------|-----------------------|---------------|
| Binangonan property | 2,452,821,840         | 2,346,783,670 |
|                     | 2,452,821,840         | 2,346,783,670 |

The Company's investment property as at September 30, 2017 and December 31, 2016 is situated in Binangonan, Rizal with fair value amounting to P2.077 billion (2016 – P2.770

billion). The property was acquired in 1978 primarily for the development of a subdivision project. These properties have a total area of about 2,043 hectares and were registered in the Company's name under various Transfer Certificate of Titles.

On November 21, 1991, the Supreme Court affirmed previous decisions by the Court of Appeals and the Regional Trial Court confirming the validity of the Group's titles over its Binangonan property. However, in the same Supreme Court decision, it was also declared that the Group's ownership of the titles shall be subject to the declared superior rights of bonafide occupants with registered titles within the area covered by the questioned decree and bonafide occupants therein with lengths of possession which had ripened to ownership. The area of present claimants to certain parcels of land within the Group's titled property is currently being identified and verified

by the Group's legal counsel. As of September 30, 2017, the Group estimates to incur over P747,892,943 in connection with the settlement of titles with bonafide occupants as well as land clearing in the Binangonan property as discussed above.

Total borrowing costs capitalized at September 30, 2017 amounts to P 18,038,170 (2016 – P27,522,094).

The movements in fair value of investment property at September 30, 2017 and December 31, 2016 are summarized as follows:

|                                                  | 2017          | 2016          |
|--------------------------------------------------|---------------|---------------|
| Balance at January 1                             | 2,346,783,670 | 2,077,087,128 |
| Additions, including capitalized interest        | 18,038,170    | 27,522,094    |
| Clearing cost on additional recoverable hectares | 88,000,000    | 60,000,000    |
| Clearing cost adjustment                         |               | 83,324,588    |
| Disposal of property                             |               |               |
| Total                                            | 2,452,821,840 | 2,346,783,670 |
| Fair value gain (loss)                           |               |               |
| Fair value                                       | 2,452,821,840 | 2,346,783,670 |

Increase in fair value of the investment property is due to ongoing developments on the property. The fair value is expected to increase significantly when all development plans are completed. Additions refer to capitalized borrowing costs resulting from the said developments and clearing costs for farmer beneficiaries.

Deductions refer to the cost of 18.37 hectares of raw land sold to Hundred Lake Development Corporation which is recorded at appraised value of P650 per square meter. The property was sold on September 10, 2013 at P475 per square meter. The Group received P75 million as down payment upon execution of the Contract to Sell and the balance of P12,271,275 was fully collected in 2014 upon transfer of the property to the buyer.

On December 29, 2010, the Company entered into an agreement with PrimeEast under Memorandum of Agreement to continue acquiring more rights of other parties to certain portions of the Company's lots in Binangonan, Rizal with an aggregate area of 74.3026 hectares. The total amount reclassified to land held for development amounts to P223 million representing P300 per square meter as its deemed cost. Amount reclassified represents land intended for future development.

Under the 2008 MOA between the parent company and PrimeEast, PrimeEast, together with BLC, transferred in favor of the Company all of their rights and interests over certain lots located in Binangonan, Rizal, containing an area of 50.84 hectares in

consideration for the Company's payment of P177.00 million. The Company paid P32 million as of December 31, 2008. Payment term for the balance is not fixed, thus considered due and demandable at balance sheet date. The Company paid the balance thru the proceeds of stock rights in June 2010.

In September 2015, the Company identified additional 10 hectares of land that can be recovered/cleared and re-titled in the name of the Company. Additional provision for clearing costs amounting to P35 million pertaining to the 10 hectares of land is recognized. The increase in investment property and additional provision are considered as non-cash transactions.

## 12. Property and equipment

Details and movements of property and equipment as of and for the period ended September 30, 2017 and December 31, 2016 follow:

|                                 | Office<br>equipment | Furniture<br>and<br>fixtures | Transportation<br>equipment | Communication<br>equipment | Total     |
|---------------------------------|---------------------|------------------------------|-----------------------------|----------------------------|-----------|
| <b>Cost</b>                     |                     |                              |                             |                            |           |
| Balance at December 31, 2014    | 2,152,979           | 2,122,399                    | 2,263,760                   | 202,278                    | 6,741,416 |
| Additions                       | -                   | -                            | -                           | -                          | -         |
| Balances at December 31, 2015   | 2,315,599           | 2,196,673                    | 2,958,403                   | 202,278                    | 7,672,953 |
| Additions                       | 553,484             | 279,845                      | 125,461                     | 16,865                     | 965,654   |
| Balances at December 31, 2016   | 2,869,083           | 2,476,518                    | 3,083,864                   | 219,143                    | 8,648,607 |
| Additions                       | 70,419              | 20,535                       | 37,736                      | 10,216                     | 138,906   |
| Balance at September 30, 2017   | 2,939,502           | 2,497,053                    | 3,121,600                   | 229,359                    | 8,787,513 |
| <b>Accumulated depreciation</b> |                     |                              |                             |                            |           |
| Balances at December 31, 2014   | 2,069,073           | 2,091,499                    | 553,947                     | 202,273                    | 4,916,792 |
| Depreciation-2015               | 54,328              | 40,503                       | 386,655                     | -                          | 231,277   |
| Balances at December 31, 2015   | 2,123,402           | 2,132,002                    | 940,602                     | 202,273                    | 5,398,279 |
| Depreciation - 2016             | 172,569             | 28,706                       | 518,188                     | 992                        | 720,455   |
| Balances at December 31, 2016   | 2,295,971           | 2,160,708                    | 1,458,790                   | 203,265                    | 6,118,734 |
| Depreciation Sept 30, 2017      | 203,311             | 60,008                       | 404,325                     | 4,365                      | 672,008   |
| Balance at September 30, 2017   | 2,499,282           | 2,220,716                    | 1,863,115                   | 207,630                    | 6,790,741 |
| <b>Net book value</b>           |                     |                              |                             |                            |           |
| December 31, 2016               | 573,112             | 315,810                      | 1,625,074                   | 15,878                     | 2,529,877 |
| September 30, 2017              | 440,220             | 276,337                      | 1,258,486                   | 21,729                     | 1,996,773 |

## 13. Other Assets

Other assets at September 30, 2017 and December 31, 2016 consist of:

|                        | 2017      | 2016      |
|------------------------|-----------|-----------|
| Security deposits      | 1,586,947 | 1,007,763 |
| Computer software, net | 113,360   | 70,948    |
| Others                 | 62,050    | 62,050    |
|                        | 1,762,357 | 1,140,761 |

**14. Accounts payable and accrued expenses, provision for clearing costs and liability for land acquisition**

Accounts payable and accrued expenses consist of:

|                                         | Note | 2017        | 2016        |
|-----------------------------------------|------|-------------|-------------|
| Accounts payable                        |      | 37,513,719  | 14,136,235  |
| Accrued expenses and other payables     |      |             |             |
| Interest, penalties and related charges |      | 50,015,775  | 31,910,036  |
| Real property taxes                     |      | 27,945,495  | 27,588,140  |
| Salaries, wages and benefits            |      | 678,633     | 290,016     |
| Office Rental                           |      | 3,992,553   | 2,313,814   |
| Others                                  |      | 4,600,520   | 35,819,889  |
|                                         |      | 124,746,695 | 112,058,130 |

Accounts payable included liability for land acquisition which represents the outstanding payable to PrimeEast which are payable on demand.

Interest, penalties and related charges represent interest arising from Company's notes payable to MHC, Marilaque Land, Inc., T & M Holdings, Inc. and TPHC (Note 15) bearing annual interest ranging from 12% to 22%.

In 2011, the Company recorded a reversal of accrued interest and penalties amounting to P32.93 million pertaining to notes payable to Penta Capital Investment Corporation, the principal of which was paid in 2010. The reversal took place after the creditor signed a waiver condoning all the unpaid interest.

In 2012, the Parent Company recorded a reversal of accrued interest, which was previously capitalized as part of investment properties, amounting to P15.51 million related to notes payable to PrimeEast

Properties, Inc. The reversal took place after the creditor signed a waiver condoning all the unpaid interest. The reversal is considered as non-cash transaction.

Provision for clearing costs represents the Company's expected cost to clear a portion of its Binangonan property from bonafide occupants with superior rights over the Company's investment property (see Note 11). The amount is based on estimated clearing and titling cost of P300 to P350 per square meter consistent with the agreement with PrimeEast, the contractor. Such amount represents the peso value (net present value) at each reporting date as quoted by PrimeEast.

Expected timing of actual cash flow as of September 30, 2017 and December 31, 2016 follows:

|                                          | 2017        | 2016        |
|------------------------------------------|-------------|-------------|
| Within 1 year (current)                  | 110,253,111 | 110,253,111 |
| 2 to 4 years                             | 338,652,984 | 338,652,984 |
| 5 to 8 years                             | 270,000,000 | 270,000,000 |
| Total noncurrent, net of current portion | 608,652,984 | 608,652,984 |
| Total cashflow                           | 718,906,095 | 718,906,095 |

## 15. Notes payable

Notes payable at September 30, 2017 and December 31, 2016 consist of:

|                                    | 2017        | 2016        |
|------------------------------------|-------------|-------------|
| Mabuhay Holdings Corporation       | 119,993,378 | 116,993,378 |
| T & M Holdings, Inc.               | 15,500,000  | 15,500,000  |
| Tagaytay Properties Holdings Corp. | 3,500,000   | 3,500,000   |
| Third parties                      | 100,039,160 | 144,743,87  |
| Total                              | 239,032,538 | 280,737,248 |
| Non-current portion                |             | 50,178,755  |

The notes payable to Mabuhay Holdings Corporation (MHC) is an unsecured borrowing with no definite payment terms and bears interest at 12-18% per annum. MHC is the largest shareholder of the Parent Company.

In March 2016, proceeds from the private placement by Sigma Epsilon Fund Limited was used by the company to settle partial of its Notes payable and accrued interest to Mabuhay Holdings Corporation amounting to Php 107,876,522 and 142,123,478 respectively.

In September 2015, the company paid partial of its accrued interest to the Parent Company Mabuhay Holdings Corporation (MHC) amounting to Php 110,422,500

In 2013, the Parent Company issued notes payable to T&M Holdings, Inc., a related party, amounting to P15.5 million. These new borrowings are unsecured and carry an interest rate of 15% per annum.

During the first quarter of 2015, the Company issued another promissory note to Tagaytay Properties Holdings Corp. amounting to P3.5 million with 15% interest rate per annum.

PrimeEast loan arose directly from reacquisition of land in Binangonan and is unsecured and have no definite payment terms.

Interest, penalties and related charges from these borrowings for the period ended September 30, 2017 and December 31, 2016 amounted to P18.1 million and P144.2 million respectively.

### Share capital; Earnings per share

#### (a) Share capital

Details of share capital at September 30, 2017 consist of:

| 2017                                     | Authorized       |               | Issued           |               |
|------------------------------------------|------------------|---------------|------------------|---------------|
|                                          | Number of Shares | Amount        | Number of Shares | Amount        |
| Common shares, at P1 par value per share | 1,500,000,000    | 1,500,000,000 | 1,327,113,978    | 1,327,113,978 |
| Total                                    | 1,500,000,000    | 1,500,000,000 | 1,327,113,978    | 1,327,113,978 |

On September 7, 2015, the Securities and Exchange Commission approved the application for increase in capital from 1,000,000,000 shares to 1,500,000,000 with a par value of P1.00 per share.

On April 14, 2010, the Philippine Stock Exchange has approved the Parent Company's stock rights offering which generated a total of P399 million to partially fund the development and construction of real estate development projects in its property in the municipality of Binangonan, Rizal and to repay its maturing loans.

On January 27, 2013, the Securities and Exchange Commission ("SEC") approved the Amended Articles of Incorporation of the Parent Company on change of corporate name from Interport Resources Corporation to IRC Properties, Inc., changes in the primary purpose and declassification of stock.

There were no new shares issued during the quarter.

*(b) Treasury shares*

The Company acquired some of its shares of stock as a reserve for future claims of shareholders which are shown in its transfer agent's records but not in its accounts. It is the Company's policy to honor such claims and therefore, issue the said reacquired shares to shareholders upon their presentation of the original unrecorded stock certificates.

*(c) Earnings per share*

Earnings per share (basic and diluted) for the period ended September 30, 2017 and December 31, 2016 follows:

|                                   | 2017          | 2016          |
|-----------------------------------|---------------|---------------|
| Net income for the year           | 88,128,621    | 73,820,939    |
| Divide by weighted average shares | 1,327,113,978 | 1,227,113,978 |
| Basic earnings per share          | .066          | .060          |
| Diluted earnings per share        | .066          | .060          |

There are no dilutive potential common shares as of September 30, 2017.

In 1997, the Securities and Exchange Commission (SEC) approved the change of the par value of shares of stock from P0.01 to P1. The said change was approved by the Philippine Stock Exchange (PSE) on August 8, 2008. The Company has additional share issuance of 199,913,992 shares after its initial public offering, arising from the exercise of warrants. The exercise period of bonus warrants had lapsed on June 18, 2013.

On February 19, 1996, the SEC approved the Company's application for the issuance of 40 billion shares, by way of stock rights offering, at an offer price of P0.012 per share. The Company commenced its stock rights offering on June 30, 1997. However, on July 15, 1997, the SEC revoked the Certificate of Permit to Sell Securities and ordered the Company and its custodian bank to immediately return to subscribers the proceeds from the rights offering currently held in escrow (see Note 9). The proceeds from the said offering, which were not yet claimed by the subscribers, are shown as "Liability for refund of stock rights subscription" in the liability section of the consolidated balance sheets.

## 16. Fair value and other reserves

|                                                              | 2017    | 2016    |
|--------------------------------------------------------------|---------|---------|
| Cost of shares reserved for future claims                    | (14)    | (14)    |
| Reserve for fluctuation in market value of listed securities | (8,943) | (8,943) |
|                                                              | (8,957) | (8,957) |

## 18. Contingencies

The Company has contingent liabilities with respect to claims, lawsuits and taxes which are pending decision by the courts or being contested, the outcome of which are not presently determinable. Management is of the opinion that an adverse judgment in any one case will not materially affect its financial position and financial performance. Management believes that liability arising is not probable thus no provisions were made during the period.

The Company has also unbooked contingent assets pertaining to Binangonan properties. Such assets will be recognized when assets are cleared and/or under the legal and economic possession of the Company.

## 19. Related party transactions and employee benefits

In the normal course of business, the Company has transactions with its major shareholders and related parties under common control. Related parties where the Company made transaction during the year were Mabuhay Holdings Corporation and its subsidiaries and PrimeEast Properties, Inc.

Significant related party transactions are discussed in Notes 10, 11, 14, and 15 to the financial statements.

Related party transactions, except those mentioned in Notes 10, 11, 14, and 15 are due within 30 days or payable on demand.

### Lease commitments

The Company has entered into a non-cancellable lease agreement with a related party for its office space. The lease agreement has a term of 3 years, expiring on 2015, and is renewable annually.

### Salaries and employee benefits

Details of salaries, wages and employee benefits for the period ended September 30, 2017 and September 30, 2016 are as follows:

|                          | 2017      | 2016      |
|--------------------------|-----------|-----------|
| Salaries and wages       | 6,303,907 | 5,770,508 |
| SSS, Philhealth and HDMF | 285,160   | 197,095   |
|                          | 6,589,067 | 5,967,603 |

:

The total compensation of the Company's executive officers for the period ended September 30, 2017 and September 30, 2016 amounting to P 1,800,000 and P 1,800,000 respectively.



There are no share-based payments to key management personnel nor are there any outstanding stock options.

As at September 30, 2017, the Company has 22 employees. Due to the increase in employees as mandated by RA 7641 the Company has set up a retirement benefit for its employees.

## **MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

(For the Quarter Ended September 30, 2017)

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The following discussion should be read in conjunction with the Consolidated Financial Statements of the Registrant that are incorporated to this Report by reference. Such Consolidated Financial Statements have been prepared in accordance with Philippine GAAP.

The Company is currently in the real estate development business after having shifted away from its oil exploration activities. Its concentration is in the development of its approximately 2,200 hectare property in Binangonan, Rizal. The property is titled and is registered in the name of the Company.

After its successful stock rights offering on June 2010 that generated a total amount of P400M, the Company is in full gear to undertake the development of its Binangonan Property. On August 5, 2010, IRC entered into a Joint Venture Agreement with Dreamhauz Management and Development Corporation (DMDC) for the development of a 150,000 square meter land of the Corporation in Binangonan, Rizal, into a residential subdivision called Sunshine Fiesta Subdivision. From the total 869 units in the Sunshine Fiesta project, 103 units are assigned to IRC, representing the 12% share of the company. Of these 103, 101 have been sold including one cash sale as of June 30, 2017. Total contract price of P71,607,650 taken out from Home Development Mutual Fund (Pag-IBIG) and P664,200 from cash sale brings to total revenue of P62,271,850 as of June 30, 2017.

As for Fiesta Casitas Subdivision, a joint venture project with Dell Equipment and Construction Corporation, 123 units out of 1,015 units are assigned to IRC, representing the 12% share of the company. The expected total revenues for the 123 IRC-assigned units are estimated at P97,600,000 with an average sale of P800,000 per unit. Only one unit remains unsold as of June 30, 2017

On July 9, 2014, the Group entered into a joint development agreement with a foreign investor for the development of a four-hectare housing project, the Group's third residential development within its Binangonan property. Of these 481, 224 have been sold including four (6) cash buyers as of June 30, 2017. Total contract price of P194,252,000 taken out from Home Development Mutual Fund (Pag-IBIG) and P5,320,700 from cash sale brings to total revenue of 199,572,700 as of June 30, 2017.

Design planning for Eastridge residences is on hold as prospective investors are being eyed for the project. The company is talking to a possible investor (Japanese group) to develop the condominium project.

Management believes that these projects will generate significant amount of sustainable income stream and operating cash flows to the Company. There is a huge demand for housing in the region and the property is well situated in relation to the future growth direction of the metropolis.

On February 16, 2016 IRC Properties, Inc. ("IRC") entered into a Subscription Agreement with Sigma Epsilon Fund Limited (the "Subscriber"), a corporation organized and existing under the laws of Cayman Island with principal office located at Cricket Square, Hutchins

Drive, PO Box 2681, Grand Cayman KY1-111, Cayman Islands, represented herein by its Director, Mr. Lee Puay Ching, hereby subscribes to Two Hundred Million common shares of IRC PROPERTIES, INC. with a par value of One Peso per share at a subscription price of P1.40 per share, or for a total subscription price of Two Hundred Eighty Million Pesos. (Php 280,000,000.00)

On July 3, 2015 IRC Properties, Inc. (“IRC”) entered into a Subscription Agreement with Rizal Partners Company Limited (the “Subscriber”), a corporation organized and existing under the laws of Japan with principal office located at 1-11 Kioi-cho Chiyoda-ku, Tokyo, whereby the Subscriber agreed to subscribe to One Hundred Twenty Seven Million Two Hundred Thousand (127,200,000) common shares (the “Shares”) of IRC with a par value of One Peso (Php1.00) per share, at a subscription price of Php1.40 per share, or for a total subscription price of One Hundred Seventy Eight Million Eighty Thousand Pesos (Php178,080,000.00). The Shares which shall be fully paid for in cash by the Subscriber will be issued as a Private Placement to be taken out from an increase in the authorized capital stock of the Corporation as previously authorized by the stockholders and the Board of Directors of IRC

On September 7, 2015, the Securities and Exchange Commission (“SEC”) approved the Amended Articles of Incorporation to increase the capital stock from P 1,000,000,000 to P1,500,000,000 with a par value of P1.00.

On January 27, 2013, the Securities and Exchange Commission (“SEC”) approved the Amended Articles of Incorporation of the Parent Company on change of corporate name from Interport Resources Corporation to IRC Properties, Inc., changes in the primary purpose and declassification of stock.

On September 10, 2013, the Company entered into a Contract to Sell with Hundred Lake Development Corporation, whereby the company agreed to sell its land located in Binangonan, Rizal, with an area of 183,729 square meters at P475/m<sup>2</sup>. The company received P75 million as down payment upon execution of the Contract to Sell and the balance of P12,271,275.00 was fully collected in 2014 upon transfer of the property to the buyer.

As at March 31, 2015, the Group’s negotiations with a leading local real estate developer relative to the acquisition of a portion of the 2,000-hectare Binangonan lot have not materialized. The deal is expected to be completed this year. The Group believes that the entry of the leading local real estate developer will jumpstart the development of a new mixed-use community south of Metro Manila.

Presently, the Company has a total of twenty two (22) personnel excluding the Chairman, President and Corporate Secretary. Management intends to hire additional personnel as need arises.

The Company’s activities expose it to a variety of financial risks: market risk (including currency risk, interest rate risk and price risk), credit risk and liquidity risk. Its overall risk management program focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on its financial performance.

The Management, under the direction of the Board of Directors is responsible for the management of financial risks. Its objective is to minimize the adverse impacts on the Company’s financial performance due to the unpredictability of financial markets.

The Company's equity position is in compliance with the minimum statutory requirements applicable to public companies.

## **Financial Condition**

### **Interim Report (September 30, 2017)**

The Company employed total assets of P3,645,234,192 financed by total liabilities of P1,713,016,255 and total stockholders' equity of P1,932,217,937. Noncurrent assets amounted to P2,456,580,970 consisting of investment property, property and equipment (net of accumulated depreciation) and other assets. Current assets stood at P1,188,653,222.

### **Results of Operation**

A comparative review of the Company's financial operations for the quarter ended September 30, 2017 *vis-à-vis* the same period last year showed the following:

Net income for the quarter was P 76.9 million from net income of P68.8 million of the same period last year. The increase in net income was due to increase in fair value of recoverable land from P1,000 to P1,100 per sqm. Total cost and expenses decreased from P32.4 million to P 29.5 million from the same period of last year due to the corresponding increase in sale from our Fiesta Casitas project where in our cost of sale was only for the land. Cost of sales decreased due increase in number of units sold from Fiesta Casitas. The increase in expenses was also attributable to increase of Salaries and wages due to increase in personnel likewise the increase in office supplies, and depreciation.

For the period ended September 30, 2017 vs. September 30, 2016, total revenue is likewise higher by 33.4% or P51.3 million due to increase in sale of units of house and lot at Casas Aurora project. Total cost and expenses has a corresponding increase by 32.3% or P 26.8m.

### **Material changes (September 30, 2017 vs. December 31, 2016)**

**Cash** decreased by 81.7% or in the amount of P19.5 million mainly due to continuous construction of house and lot units, payment of loan, interest expense, office rental, and for the development and constructions of Casas Aurora Project.

**Receivables** increased by P32.2 million or 49.2% due to the Pag-Ibig retentions, advances to Greenroof Corporation, a joint venture partner for the development of Fiesta Casitas Project, Advances to VGPineda Construction Corporation and advances to Dell Equipment & Construction Corp. for the development of Casas Aurora Project.

**Property and equipment** decreased by P533 thousand or 21% due to depreciation expense offsetted by purchases of office equipment and computer equipment.

**Prepayment** decreased by 43.1% or P14.6 million due to payment of taxes offsetted by increase in input vat for the quarter. The significant decrease was due to reclassification of accounts from accounts receivable to prepayments.

**Account Payable and accrued expense** increased by P12.7million or 11.32 % due to accrual interest to Mabuhay Holdings Corporation and other third parties.

There is no significant element of income that did not arise from the Registrant's continuing operations. Neither is the Company's operations affected by any seasonality or cyclical trends.

## Discussion of Material Events/Uncertainties Known to Management that would Address the Past and Impact on Future Operations

- a. The Company's capital expenditures commitments are land clearing cost and the Casas Aurora Project discussed in Note 10. It is not under any pressing obligation to pay its advances to affiliates. The Company has enough resources to cover payment of liabilities through the sale of some of its properties.
- b. The Management does not foresee any event that will trigger direct or contingent financial obligation that is material to the Company, including any default or acceleration of an obligation.
- c. The Company does not have any material off-balance sheet transactions, arrangements, obligations (including contingent obligations) and other relationships with unconsolidated entities or other persons created during the reporting period.
- d. The Management is not aware of any known trends, demands, commitments, events or uncertainties that have had or that are reasonably expected to have a material favourable or unfavourable impact on the company's liquidity, net sales or revenues or income from continuing operations.
- e. The Company does not have any significant elements of income or loss that did not arise from the company's continuing operations.

## REGISTRANT'S COMPARATIVE FINANCIAL SOUNDNESS INDICATORS

|                         | Sep 30, 2017 | Dec. 31, 2016 | Dec. 31, 2015 | Dec. 31, 2014 |
|-------------------------|--------------|---------------|---------------|---------------|
| Working Capital         | 659,049,809  | 727,226,606   | 424,872,987   | 420,395,564   |
| Current Ratio           | 2.244        | 2.580         | 1.594         | 1.635         |
| Quick Ratio             | .229         | .230          | .090          | .100          |
| Asset to Equity Ratio   | 1.887        | 1.920         | 2.160         | 2.303         |
| Debt to Assets Ratio    | .470         | .480          | .537          | .566          |
| Debt to Equity Ratio    | .887         | .920          | 1.160         | 1.303         |
| Gross Profit Margin     | .653         | .662          | .937          | .946          |
| Operating Profit Margin | .464         | .460          | .535          | .698          |
| Net Profit Margin       | .430         | .328          | .321          | .428          |
| Return on Assets        | .02418       | .021          | .008          | .015          |
| Return on Equity        | .04561       | .040          | .019          | .36           |
| Interest Coverage Ratio | -nil-        | -nil-         | -nil-         | -nil-         |

**Current/ Liquidity Ratios-** shows the ability of the company to pay off its debts over the next year.

*Working Capital-* computed as current assets minus current liabilities.

*Current Ratio-* computed as current assets divided by current liabilities.

*Quick Ratio-* computed as current assets minus prepayments and land held for development divided by current liabilities.

**Solvency Ratios-** measure the company's ability to pay all debts, particularly long term debts.

*Debt to Equity-* computed as total liabilities divided by total equity.

*Debt to Assets-* computed as total liabilities divided by total assets.

**Asset to Equity Ratio-** measures financial leverage and long- term solvency. It shows how much of the assets are owned by the company. It is computed as total assets divided by stockholders' equity.

**Interest Coverage Ratio-** measures the company's ability to pay its interest charges. It is computed as income before income tax and interest expense divided by interest payments

### **Profitability Ratios**

*Gross Profit Margin-* shows how much of the company's revenue remains after the cost of sales. It is computed as gross profit divided by sales.

*Operating Profit Margin-* measures the amount of money that remains after paying sales and operating expenses. It is computed as earnings before taxes and interest divided by sales.

*Net Profit Margin-* shows the money remaining after paying all expenses. It is computed as net profit divided by sales.

*Return on Assets-* measures how effectively the company uses its assets to create revenue. It is computed as net income divided by total assets.

*Return on Equity-* measures how much money the company have earned on its investment. It is computed as net income divided by stockholders' equity.

## **REPORT ON SEC FORM 17-C:**

| <u>Date</u>      | <u>Particulars</u>                                     |
|------------------|--------------------------------------------------------|
| January 13, 2017 | Change in Board of Directors                           |
| March 29, 2017   | Notice of annual stockholders meeting                  |
| June 28, 2017    | Amended Notice of annual stockholders meeting          |
| July 11, 2017    | Material Information / Transactions                    |
| July 28, 2017    | Result of Annual or Special Stockholder's Meeting      |
| July 28, 2017    | Result of Organizational Meeting of Board of Directors |
| August 18, 2017  | Change in Directors and/or Officers                    |

## **PART II – OTHER INFORMATION**

### **ITEM 4 - NON-APPLICABILITY OF OTHER SEC-REQUIRED NOTES**

Notes required to be disclosed but are not applicable to the Registrant are indicated below:

- a. Assets Subject to Lien and Restrictions on Sales of Assets
- b. Changes in Accounting Principles and Practices
- c. Defaults
- d. Preferred Shares
- e. Pension and Retirement Plans
- f. Restrictions which Limit the Availability of Retained Earnings for Dividend Purposes
- g. Significant Changes in Bonds, Mortgages and Similar Debt
- h. Registration with the Board of Investments (BOI)
- i. Foreign Exchange losses Capitalized as part of Property, Plant & Equipment
- j. Deferred Losses Arising from Long-Term Foreign Exchange Liabilities
- k. Segment Reporting
- l. Disclosure not made under SEC Form 17-C: None

## ITEM 5- RECOGNITION OF IMPACT OF THE FOLLOWING NEW STANDARDS

The following new standards do not have and are not expected to have a material impact on the Group's financial statements.

|                                                                                            | Adopted/Not adopted/<br>Not applicable |
|--------------------------------------------------------------------------------------------|----------------------------------------|
| a. Separate Financial Statements PAS 27 (Amended)                                          | Adopted                                |
| b. Investments in Associate and Joint Venture PAS 28                                       | Adopted                                |
| c. Government Loans (Amendments to PFRS 1)                                                 | Not applicable                         |
| d. Disclosure-Offsetting Financial Assets and Financial Liabilities (Amendments to PFRS 7) | Adopted                                |
| e. Consolidated Financial Statements (PFRS 10)                                             | Adopted                                |
| f. Joint Arrangements (PFRS 11)                                                            | Adopted                                |
| g. Disclosure of Interests in Other Entities (PFRS 12)                                     | Adopted                                |
| h. Fair Value Measurement (PFRS 13)                                                        | Adopted                                |
| i. Financial Instruments (PFRS 9)                                                          | Not Adopted                            |

## SIGNATURES

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

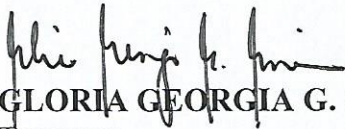
**Issuer:           IRC PROPERTIES, INC.**



**ESTEBAN G. PENA SY**  
Chairman



**GEORGINA A. MONSOD**  
President



**GLORIA GEORGIA G. GARCIA**  
Treasurer