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SEC Registration Number

SM INVESTMENTS CORPORATION AND SUBSIDIARIES

(Company's Full Name)

10th Floor, OneE-Com Center, Harbor Drive, Mall of Asia Complex, CBP-IA, Pasay City 1300

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

Ma. Ruby Ll. Cano

(Contact Person)

857-0100

(Company Telephone Number)

1 2 **3 1**

Month *Day*

(Fiscal Year)

20-IS

(Form Type)

0 4 **2 5**

Month *Day*

(Annual Meeting)

(Secondary License Type, If Applicable)

Dept. Requiring this Doc.

Amended Articles Number/Section

Total Amount of Borrowings

Total No. of Stockholders

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document ID

Cashier

S T A M P S

Remarks: Please use BLACK ink for scanning purposes.

INVESTMENTS CORPORATION

Notice of Annual Stockholders' Meeting
April 25, 2013 at 2:30 p. m.
SMX Convention Center, 2nd Floor, Function Room 1
Seashell Drive, Mall of Asia Complex, Pasay City 1300

To all Stockholders:

Please take notice that the 2013 annual stockholders' meeting of SM Investments Corporation will be held on April 25, 2013 at 2:30 p.m. at the Function Room 1, SMX Convention Center, Seashell Drive, J.W. Diokno Boulevard, Mall of Asia Complex, Pasay City 1300. The proposed agenda of the meeting is set forth below:

A G E N D A

1. Call to order
2. Certification of notice and quorum
3. Approval of minutes of annual meeting of stockholders held on April 26, 2012
4. Annual Report for the Year 2012
5. General ratification of the acts of the Board of Directors and the management from the date of the last annual stockholders' meeting up to the date of this meeting
6. Increase in Authorized Capital Stock from P7,000,000,000 to P12,000,000,000 (subject to Board of Directors' approval)
7. Election of directors for 2013 – 2014
8. Appointment of external auditors
9. Other matters
10. Adjournment

The Board of Directors has fixed the end of trading hours of the Philippine Stock Exchange (PSE) on March 26, 2013 as the record date for the determination of stockholders entitled to notice of and to vote at such meeting and any adjournment thereof.

In case you cannot personally attend the meeting, you are requested to accomplish the attached proxy form and return the same to the office of the Secretary at 4th Floor, SyCipLaw Law Center, 105 Paseo de Roxas, Makati City at least five (5) days before the date set for the annual meeting, as provided in the By-laws.

For your convenience in registering your attendance, please bring some form of identification, such as a passport, driver's license, or company I.D.

Makati City, March 6, 2013.

BY THE ORDER OF THE BOARD OF DIRECTORS

EMMANUEL C. PARAS
Corporate Secretary
SM INVESTMENTS CORPORATION

PROXY

The undersigned stockholder of SM Investments Corp. (the "Company") hereby appoints _________________ or in his absence, the Chairman of the meeting, *as attorney* and *proxy*, with power of substitution, to present and vote all shares registered in his/her/its name as proxy of the undersigned stockholder, at the Annual Meeting of Stockholders of the Company on April 25, 2013 and at any of the adjournments thereof for the purpose of acting on the following matters:

1. Election of Directors.

   ____ Vote for all nominees listed below

   Henry Sy, Sr.
   Teresita T. Sy
   Henry T. Sy, Jr.
   Harley T. Sy
   Jose T. Sio
   Vicente S. Perez, Jr. (Independent Director)
   Ah Doo Lim (Independent Director)
   Joseph R. Higdon (Independent Director)

   ____ Withhold authority for all nominees listed above

   ____ Withhold authority to vote for the nominees listed below:

   _____________ _____________
   _____________ _____________
   _____________ _____________
   _____________ _____________

2. Approval of minutes of previous annual stockholders' meeting.

   ___ Yes ___ No ____ Abstain

3. Approval of annual report.

   ___ Yes ___ No ___ Abstain

4. Ratification of all acts and resolutions of the Board of Directors and Executive Officers.

   ___ Yes ___ No ___ Abstain

5. Election of Sycip Gorres Velayo & Co. as independent auditors.

   ___ Yes ___ No ___ Abstain

6. At their discretion, the proxies named above are authorized to vote upon such other matters as may properly come before the meeting.

   ___ Yes ___ No

____
PRINTED NAME OF STOCKHOLDER

____
SIGNATURE OF STOCKHOLDER/
AUTHORIZED SIGNATORY

____
DATE

THIS PROXY SHOULD BE RECEIVED BY THE CORPORATE SECRETARY ON OR BEFORE APRIL 19, 2013, THE DEADLINE FOR SUBMISSION OF PROXIES.

THIS PROXY IS NOT REQUIRED TO BE NOTARIZED, AND WHEN PROPERLY EXECUTED, WILL BE VOTED IN THE MANNER AS DIRECTED HEREIN BY THE STOCKHOLDER(S). IF NO DIRECTION IS MADE, THIS PROXY WILL BE VOTED 'FOR' THE ELECTION OF ALL NOMINEES AND FOR THE APPROVAL OF THE MATTERS STATED ABOVE AND FOR SUCH OTHER MATTERS AS MAY PROPERLY COME BEFORE THE MEETING IN THE MANNER DESCRIBED IN THE INFORMATION STATEMENT AND/OR AS RECOMMENDED BY MANAGEMENT OR THE BOARD OF DIRECTORS.

A STOCKHOLDER GIVING PROXY HAS THE POWER TO REVOKE IT AT ANY TIME BEFORE THE RIGHT GRANTED IS EXERCISED. A PROXY IS ALSO CONSIDERED REVOKED IF THE STOCKHOLDER ATTENDS THE MEETING IN PERSON AND EXPRESSED HIS INTENTION TO VOTE IN PERSON.

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 20-IS

INFORMATION STATEMENT PURSUANT TO SECTION 20 OF THE SECURITIES REGULATION CODE

1. Check the appropriate box:

   [✓] Preliminary Information Statement

   [___] Definitive Information Statement

2. Name of Registrant as specified in its charter:
   SM INVESTMENTS CORPORATION

3. Province, country or other jurisdiction of incorporation or organization: **PHILIPPINES**

4. SEC Identification Number: **0000016342**

5. BIR Tax Identification Code: **000-169-020-000**

6. Address of principal office: **10th Floor, OneE-com Center, Harbor Drive, Mall of Asia Complex, Pasay City** Postal Code **1300**

7. Registrant's telephone number, including area code: **(632) 857-0100 / fax (632) 857-0132**

8. Date, time and place of the meeting of security holders:
   April 25, 2013, 2:30 p.m., SMX Convention Center, 2nd Floor, Function Room No. 1, located at Seashell Drive, Mall of Asia Complex, Pasay City 1300

9. Approximate date on which the Information Statement is first to be sent or given to security holders: **April 3, 2013**

10. Securities registered pursuant to Sections 8 and 12 of the Code or Sections 4 and 8 of the:

Title of Each Class	Number of Shares of Common Stock Outstanding or Amount of Debt Outstanding
Common shares	**623,903,774**

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

    Yes ✓ No ___

    If yes, disclose the name of such Stock Exchange and the class of securities listed therein:
    Philippine Stock Exchange

PART I

INFORMATION REQUIRED IN INFORMATION STATEMENT

A. BUSINESS AND GENERAL INFORMATION

ITEM 1. Date, Time And Place Of Meeting Of Security Holders

(a) The annual stockholders' meeting of SM Investments Corporation (the "Company") is scheduled to be held on April 25, 2013 at 2:30 p.m. at the SMX Convention Center, 2nd Floor, Function Room No. 1 located at Seashell Drive, Mall of Asia Complex, Pasay City. The complete mailing address of the principal office of the registrant is 10th Floor, OneE-com Center, Harbor Drive, Mall of Asia Complex, Pasay City 1300.

(b) The approximate date on which the Information Statement will be sent or given to the stockholders is on April 3, 2013.

Statement that proxies are not solicited

WE ARE NOT ASKING YOU FOR A PROXY AND YOU ARE REQUESTED NOT TO SEND A PROXY.

Voting Securities

The record date for purposes of determining the stockholders entitled to vote is March 26, 2013. The total number of shares outstanding and entitled to vote in the stockholders' meeting is 623,903,774 shares. Stockholders are entitled to cumulative voting in the election of the board of directors, as provided by the Corporation Code.

ITEM 2. Dissenters' Right of Appraisal

Pursuant to Section 81 of the Corporation Code of the Philippines, a stockholder has the right to dissent and demand payment of the fair value of his shares in the following instances:

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

A stockholder must have voted against the proposed corporate action in order to avail himself of the appraisal right. The procedure for the exercise by a dissenting stockholder of his appraisal right is as follows:

(a) The dissenting stockholder shall make a written demand on the corporation within 30 days after the date on which the vote was taken for payment for the fair value of his shares. The failure of the stockholder to make the demand within 30 day period shall be deemed a waiver on his appraisal right;
(b) If the proposed corporate action is implemented or effected, the corporation shall pay to such stockholder, upon surrender of corresponding certificate(s) of stock within 10 days after demanding payment for his shares (Sec. 86), the fair value thereof; and
(c) Upon payment of the agreed or awarded price, the stockholder shall transfer his share to the corporation.

ITEM 3. Interest of Certain Persons in or Opposition to Matters to be Acted Upon

(a) No director or officer of the Company since the beginning of the last fiscal year, nominee for election as director, or associate of the foregoing persons, have any substantial interest, direct or indirect, by security holdings or otherwise, in any matter to be acted upon, other than election to office.

(b) No director of the Company has informed in writing that he intends to oppose any action to be taken by the Company at the meeting.

B. CONTROL AND COMPENSATION INFORMATION

ITEM 4. Voting Securities and Principal Holders Thereof

(a) Voting Securities

As of February 28, 2013, the total number of shares outstanding and entitled to vote in the stockholders' meeting is 623,018,344 shares.

(b) Record Date

The record date for purposes of determining the stockholders entitled to notice and to vote is March 26, 2013.

(c) Voting Rights

Stockholders shall be entitled to vote in person or by proxy and, unless otherwise provided by law, he shall have one vote for each share of stock entitled to vote and recorded in his name in the books of the Corporation. At all meetings of the stockholders, all elections and all questions shall be decided by the plurality of vote of stockholders present in person or by proxy and entitled to vote thereat, a quorum being present, except in cases where other provision is made statute. Unless required by law, or demanded by a stockholder present in person or by proxy at any meeting, and entitled to vote thereat, the vote on any question need not be by ballot. On a vote by ballot, each ballot shall be signed by the stockholder voting, or in his name by proxy if there be by proxy, and shall state the number of shares voted by him.

Provided however, that in the election of Directors, each stockholder shall be entitled to cumulate his votes in the manner prescribed by Title III, Section 24 of the Corporation Code of the Philippines.

(d) Security Ownership of Certain Record and Beneficial Owners as of February 28, 2013

As of February 28, 2013, the following are the owners of the Company's common stock in excess of 5% of total outstanding shares:

Title of Class	Name and Address of Record Owner and Relationship with Issuer	Name of Beneficial Owner and Relationship with Record Owner	Citizenship	No. of Shares Held	Percent (%)
Common	Felicidad T. Sy (Shareholder of Issuer) No. 63 Cambridge Circle, Forbes Park, Makati City	Same as the Record Owner	Filipino	40,324,138	6.47%
-do-	Teresita T. Sy (Director and Vice Chairperson) No. 63 Cambridge Circle, Forbes Park, Makati City	Same as the Record Owner	Filipino	45,668,360	7.33%
-do-	Harley T. Sy (Director and President) No. 63 Cambridge Circle, Forbes Park, Makati City	Same as the Record Owner	Filipino	46,822,633	7.52%
-do-	Hans T. Sy (Shareholder of Issuer) No. 11 Harvard Road, Forbes Park, Makati City	Same as the Record Owner	Filipino	52,775,618	8.47%
-do-	Henry T. Sy, Jr. (Director and Vice Chairperson) No. 63 Cambridge Circle, Forbes Park, Makati City	Same as the Record Owner	Filipino	46,768,360	7.51%
-do-	Herbert T. Sy (Shareholder of Issuer) No. 63 Cambridge Circle, Forbes Park, Makati City	Same as the Record Owner	Filipino	52,768,360	8.47%
-do-	Elizabeth T. Sy (Shareholder of Issuer) No. 63 Cambridge Circle, Forbes Park, Makati City	Same as the Record Owner	Filipino	37,378,390	6.00%
-do-	PCD Nominee Corp. (Non-Filipino)	Various clients [1]	Foreign	203,235,961	32.62%

(1) The Company has no information as to the beneficial owners of the shares of stocks held by PCD Nominee Corp. The clients of PCD Nominee Corp. have the power to decide how their shares are to be voted.

Security Ownership of Management as of February 28, 2013

Title of Securities	Name of Beneficial Owner of Common Stock	Amount and Nature of Beneficial Ownership (D) direct / (I) indirect		Citizenship	Percent of Class
Common	Henry Sy, Sr.	P 117,422,490	D	Filipino	1.88%
Common	Teresita T. Sy	456,683,600	D	Filipino	7.33%
Common	Harley T. Sy	468,226,330	D	Filipino	7.52%
Common	Henry T. Sy, Jr.	467,683,600	D	Filipino	7.51%
Common	Jose T. Sio	110	D	Filipino	0.00%
Common	Vicente S. Perez, Jr.	110	D	Filipino	0.00%
Common	Ah Doo Lim	1,000	D	Singaporean	0.00%
Common	Joseph R. Higdon	1,000	D	American	0.00%
Common	Grace F. Roque	0		Filipino	0.00%
Common	Corazon I. Morando	0		Filipino	0.00%
Common	Ma. Ruby Ll. Cano	32,200	D	Filipino	0.00%
Common	Elizabeth Anne C. Uychaco	0		Filipino	0.00%
Common	Cecilia Reyes-Patricio	0		Filipino	0.00%
Common	Marianne M. Guerrero	0		Filipino	0.00%
Common	Luis Y. Benitez	0		Filipino	0.00%
Common	Corazon P. Guidote	17,000	D	Filipino	0.00%
Common	Frederic C. DyBuncio	0		Filipino	0.00%
Common	Emmanuel C. Paras	0		Filipino	0.00%
		P 1,510,067,440			24.24%

There are no persons holding more than 5% of a class under a voting trust or any similar agreements as of balance sheet date.

(e) Change in Control

The Company is not aware of any change in control or arrangement that may result in a change in control of the Company since the beginning of its last fiscal year.

There are no existing or planned stock warrant offerings. There are no arrangements which may result in a change in control of the Company.

ITEM 5. Directors and Executive Officers of the Registrant

(a) The incumbent Directors and Executive Officers of the Company are as follows:

Office	Name	Age	Citizenship
Chairman	Henry Sy, Sr.	88	Filipino
Vice Chairman	Teresita T. Sy	62	Filipino
Vice Chairman	Henry T. Sy, Jr.	59	Filipino
Director and President	Harley T. Sy	53	Filipino
Director and Executive Vice President and CFO	Jose T. Sio	73	Filipino
Independent Director	Vicente S. Perez, Jr.	54	Filipino
Independent Director	Ah Doo Lim	63	Singaporean
Independent Director	Joseph R. Higdon	71	American
Treasurer	Grace F. Roque	62	Filipino
Senior Vice President, Corporate Legal Affairs, Compliance Officer and Asst. Corp. Sec.	Corazon I. Morando	71	Filipino

Office	Name	Age	Citizenship
Senior Vice President - Controllership	Ma. Ruby Ll. Cano	54	Filipino
Senior Vice President - Corporate Services	Elizabeth Anne C. Uychaco	57	Filipino
Senior Vice President - Taxes	Cecilia Reyes-Patricio	55	Filipino
Senior Vice President - Legal	Marianne Malate-Guerrero	48	Filipino
Senior Vice President - Internal Audit	Luis Y. Benitez	65	Filipino
Senior Vice President - Investor Relations	Corazon P. Guidote	52	Filipino
Senior Vice President - Investments Portfolio	Frederic C. DyBuncio	53	Filipino
Corporate Secretary	Emmanuel C. Paras	63	Filipino

MANAGEMENT

Board of Directors

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

The following are the business experience/s of the Company's Directors during the last five years:

Henry Sy, Sr., is the Chairman of the Board of Directors of SMIC. He is the founder of the SM Group and is currently Chairman of SM Prime, SM Land, Inc., SM Development, and Highlands Prime Inc., among others. Mr. Sy opened the first ShoeMart store in 1958 and has since evolved into a dynamic group of companies with five lines of businesses - shopping malls, retail, financial services, real estate development and tourism, hotels and conventions. He is likewise Chairman Emeritus of BDO Universal Bank, Inc. and Honorary Chairman of China Banking Corporation.

Teresita T. Sy, is the Vice Chairperson of SMIC. She has varied experiences in retail merchandising, mall development and banking businesses. A graduate of Assumption College, she was actively involved in Shoemart's development. At present, she is the Chairman of the Board of Directors of BDO Unibank, Inc. She also holds board positions in several companies within the SM Group.

Henry T. Sy, Jr., is the Vice Chairman of SMIC. He is also the Vice Chairman – President of Highlands Prime, Inc. and SM Land, Inc., Vice Chairman of SM Development Corporation, Director of SM Prime Holdings, Inc. and BDO Unibank, Inc. He is likewise the President of National Grid Corporation of the Philippines. He is responsible for the real estate acquisitions and development activities of the SM Group which include the identification, evaluation and negotiation for potential sites as well as the input of design ideas. He graduated with a Management degree from De La Salle University.

Harley T. Sy, is the President of SMIC. He is a Director of China Banking Corporation and other companies within the SM Group and Adviser to the Board of Directors of BDO Private Bank. He is the Executive Vice-president for Merchandising of SM Retail, Inc. He holds a degree in Bachelor of Science, Major in Finance from De La Salle University.

Jose T. Sio, is the Executive Vice President and Chief Finance Officer of SMIC. He is also a Director of China Banking Corporation, Belle Corporation, SM Keppel Land, Inc., Manila North Tollways Corporation, and Atlas Consolidated Mining and Development Corporation as well as other companies within the SM Group. Mr. Sio is also Adviser to the Board of Directors of BDO Unibank, Inc. and SM Development Corporation. Mr. Sio holds a master's degree in Business Administration from New York University, is a certified public accountant and was formerly a senior partner at Sycip Gorres Velayo & Co. (a member practice of Ernst & Young).

Vicente S. Perez, Jr. *, is an Independent Director of SMIC. His career has ranged from international banker, debt trader, investment bank partner, private equity investor to cabinet secretary. He is the Chief Executive Officer of Alternergy Partners, a renewable power company for emerging Asian countries, Chairman of Merritt Partners, an energy advisory firm, and Chairman of Ten Knots Philippines, the holding company of El Nido Resorts. He was the youngest and longest serving Secretary of the Department of Energy. He had also briefly served as Undersecretary for Industry and Investments at the Department of Trade and Industry and Managing Head of the Board of Investments. He is Chairman of WWF Philippines and member of the WWF-International Board. Mr. Perez is a member of the advisory boards of Coca-Cola Phils., Pictet Clean Energy Fund, Roxas Holdings, and Yale Center for Business and Environment. He obtained his master's degree in Business Administration from the Wharton School of the University of Pennsylvania, and his bachelor's degree in Business Economics from the University of the Philippines. He was a 2005 World Fellow at Yale University where he lectured an MBA Class on renewable power in emerging countries.

Ah Doo Lim *, a Singaporean, is an Independent Director of SMIC. He is currently a Director and Chairman of the Audit Committee of Sembcorp Marine Ltd., a world leading rig builder in the offshore marine and engineering sector, and of ARA-CWT Trust Management (Cache) Ltd., GP Industries Ltd., PST Management Pte Ltd., and U Mobile Sdn Bhd. He is also a Director of Sateri Holdings Limited, a world leader in the specialty cellulose industry. He obtained a degree in Engineering from Queen Mary College, University of London in 1971, and a Master's Degree in Business Administration from Cranfield School of Management, England in 1976.

Joseph R. Higdon*, an American, is an Independent Director of SMIC. He was a Senior Vice-President of Capital Research and Management, a Los Angeles-based international investment management firm. He joined Capital Research in 1974 and covered Philippine equities from 1989 to 2006. He was also a US Peace Corps volunteer in the Philippines from 1962 to 1964. He is an Independent Director of International Container Terminal Services, Inc. and Security Bank Corporation. For the past six years, he has served on the Advisory Board of Coca-Cola Bottling Company, Philippines.

** Independent director – the Company has complied with the Guidelines set forth by SRC (Securities Regulation Code) Rule 38 regarding the Nomination and Election of Independent Director. The Company's By-Laws incorporate the procedures for the nomination and election of independent director/s in accordance with the requirements of the said Rule.*

Period of Directorship

Name	**Period Served**
Henry Sy, Sr.	1960 to present
Teresita T. Sy	1979 to present
Henry T. Sy, Jr.	1979 to present
Harley T. Sy	1993 to present
Jose T. Sio	2005 to present
Vicente S. Perez, Jr.	2005 to present
Ah Doo Lim	2008 to present
Joseph R. Higdon	2010 to present

Executive Officers

Grace F. Roque is the Treasurer of SMIC. She is the Assistant Treasurer of SM Land, Inc. She is also the President and Chairman of Metro Manila Shopping Mecca and President and Director of HFS Corporation and Mercantile Stores Group, Inc. She holds a Bachelor Degree in Economics from Maryknoll College and a Masters in Business Administration Degree from the University of the Philippines.

Corazon I. Morando, is Senior Vice President, Corporate Legal Affairs, Compliance Officer and Assistant Corporate Secretary of SMIC. She is also the Vice President and Corporate Secretary of China Banking Corporation and Corporate Secretary and Compliance Officer of Highlands Prime, Inc.; Senior Vice President - Corporate Legal Affairs, Assistant Corporate Secretary and Compliance Officer of SM Prime; and the Corporate Secretary of Pico de Loro Beach and Country Club, Inc. She holds a Bachelor of Laws degree from the University of the Philippines and took up graduate studies under the MBA-Senior Executive Program in the Ateneo de Manila University. She was formerly Director of the Corporate and Legal Department of the Securities and Exchange Commission in the Philippines.

Ma. Ruby Ll. Cano is Senior Vice President for Controllership of SMIC. She is a Certified Public Accountant and holds a Masters in Business Administration degree from Ateneo Graduate School of Business. She graduated from De La Salle University with a Bachelor of Science degree in Accountancy. Prior to her joining the Company, she served as Director of Finance for two leading hotels. She started her professional career in Sycip Gorres Velayo & Co.

Elizabeth Anne C. Uychaco, is Senior Vice President, Corporate Services of SMIC. She is also a Board Director of Belle Corporation, Megawide Construction Corporation, Asia Pacific College, Generali Pilipinas Holding Company, Inc., and Premium Leisure & Amusement, Inc. She was formerly Senior Vice President and Chief Marketing Officer of Philippine American Life Insurance Company and Board Director of Philam Call Center. Prior to that, she was Vice President of Globe Telecom, Inc., Kuok Philippine Properties, Inc. and Transnational Diversified Corp. Ms. Uychaco graduated from St. Scholastica's College in 1978 with a Bachelor of Arts Degree. She obtained a Master's Degree in Business Economics from the University of Asia and Pacific in 1988 and a Master's Degree in Business Administration from the Ateneo Business School in 1992.

Cecilia Reyes-Patricio is the Senior Vice President, Corporate Tax Department of SMIC. Prior to joining SMIC in 1988, she was a financial and tax auditor at SyCip, Gorres Velayo & Co. She holds a Master of Science degree (with highest honors) in Commerce, Major in Taxation, from the Manuel Luis Quezon University. A Certified Public Accountant, she graduated magna cum laude with a Bachelor of Science degree in Business Administration from the University of the East.

Marianne Malate-Guerrero, is Senior Vice President, Legal Department Head of SMIC. She formerly worked as Senior Vice President and Legal Department Head of United Overseas Bank Philippines. Previous to that, she was Vice President and Legal Officer of Solidbank Corporation. She began her practice with the law firm of Castillo Laman Tan & Pantaleon Law office. She graduated from the Ateneo School of Law in 1988.

Luis Y. Benitez is a Senior Vice President of SMIC for Internal Audit. Prior to joining SMIC, Mr. Benitez was a Senior Partner of SyCip Gorres Velayo & Co., where he served as Vice Chairman and Head of the Assurance & Advisory Business Services. He is a member of the Makati Business Club, The Philippine British Business Council, and the Philippine Institute of Certified Public Accountants. Mr. Benitez holds a Master of Business Administration degree from New York University, Stern School of Business. He is a graduate of the Pacific Rim Bankers Program, University of Washington. He holds a Bachelor of Science in Business Administration degree, Major in Accounting from the University of the Philippines.

Corazon P. Guidote is Senior Vice President for Investor Relations of SMIC. She was formerly a Presidential Consultant for Investor Relations and Executive Director of the Investor Relations Office of the Republic of the Philippines. Prior to government service, she was a Director and Chief Operating Officer of ABN AMRO Asia Securities Philippines, Group Vice President for Corporate Communications and Investor Relations at Metro Pacific Corporation, and Managing Director of Citibank Securities, Philippines, Inc and UBS Securities Phils., Inc. A Certified Public Accountant, Ms. Guidote is a Bachelor of Science graduate of the University of Santo Tomas. She holds a Master in Applied Business Economics degree from the University of Asia and the Pacific and is a Chevening Fellow of the United Kingdom Foreign and Commonwealth Office. She is also a fellow at the Institute of Corporate Directors.

Frederic C. DyBuncio is Senior Vice President, Investments Portfolio of SMIC. He is also the Vice Chairman of Atlas Consolidated Mining and Development Corporation. Prior to joining SMIC, he was a career banker who spent over 20 years with JPMorgan Chase and its predecessor institutions. During his stint in the banking industry, he was assigned to various managerial/executive positions where he gained substantial professional experience in the areas of credit, relationship management and origination, investment banking, capital markets, and general management. He has worked and lived in several major cities including New York, Seoul, Bangkok, Hong Kong and Manila. He obtained his undergraduate degree in Business Management from the Ateneo de Manila University, and his master’s degree in Business Administration from the Asian Institute of Management.

Emmanuel C. Paras, is the Corporate Secretary of SMIC and other companies within the SM Group. He holds a Bachelor of Law degree from Ateneo de Manila University and is a senior partner and Head of the Corporate Services Department of the Sycip, Salazar, Hernandez and Gatmaitan Law Offices.

Period of Officership

Name	Office	Period Served
Harley T. Sy	President	2005 to present
Jose T. Sio	Executive Vice President and Chief Financial Officer	2005 to present
Grace F. Roque	Treasurer and Senior Vice President	2010 to present
Corazon I. Morando	Senior Vice President, Corporate Legal Affairs, Compliance Officer and Asst. Corp. Sec.	2005 to present
Ma. Ruby Ll. Cano	Senior Vice President - Controllership	2009 to present
Elizabeth Anne C. Uychaco	Senior Vice President - Corporate Services	2009 to present
Cecilia Reyes-Patricio	Senior Vice President - Taxes	2010 to present
Marianne Malate-Guerrero	Senior Vice President - Legal	2006 to present
Luis Y. Benitez	Senior Vice President - Internal Audit	2010 to present
Corazon P. Guidote	Senior Vice President - Investor Relations	2011 to present
Frederic C. DyBuncio	Senior Vice President - Investment Portfolio	2011 to present
Emmanuel C. Paras	Corporate Secretary	2005 to present

The Directors of the Company are elected at the annual stockholders' meeting to hold office until the next succeeding annual meeting and until their respective successors have been appointed or elected and qualified. The same set of directors will be nominated in the coming regular annual stockholders' meeting. The Directors possess all the qualifications and none of the disqualifications provided for in the SRC and its Implementing Rules and Regulations.

Nomination of Independent Directors shall be conducted by the Nomination Committee prior to the stockholders' meeting. The Nomination Committee shall prepare a Final List of Candidates from those who have passed the Guidelines, Screening Policies and Parameters for nomination of independent directors and which list shall contain all the information about these nominees. Only nominees whose names appear on the Final List of Candidates shall be eligible for election as Independent Director. No other nomination shall be entertained or allowed on the floor during the actual annual stockholders' meeting. In case of resignation, disqualification or cessation of independent directorship and only after notice has been made with the Commission within five (5) days from such resignation, disqualification or cessation, the vacancy shall be filled by the vote of at least a majority of the remaining directors, if still constituting a quorum, upon the nomination of the Nomination Committee otherwise, said vacancies shall be filled by stockholders in a regular or special meeting called for that purpose. An Independent Director so elected to fill a vacancy shall serve only for the unexpired term of his or her predecessor in office.

(b) Significant Employees

The Company has no employee who is not an executive officer but is expected to make a significant contribution to the business.

Directorships in Other Reporting Companies

The following are directorships held by Directors and Executive Officers in other reporting companies during the last five years:

Name of Corporation	Position
Henry Sy, Sr.	
SM Prime Holdings Inc……………………..	Chairman
SM Development Corporation……………	Chairman
Highlands Prime, Inc……………………....	Chairman
BDO Unibank Inc………………..............	Chairman Emeritus
China Banking Corporation……….……...	Honorary Chairman
Teresita T. Sy	
BDO Unibank, Inc.……………….............	Chairman
SM Prime Holdings, Inc…………………..	Adviser to the Board
Henry T. Sy, Jr.	
SM Development Corporation…………....	Vice Chairman/CEO
Highlands Prime, Inc……………………....	Vice Chairman - President
National Grid Corporation..........................	President
SM Prime Holdings, Inc…………………..	Director
BDO Unibank, Inc………………...............	Director
Pico de Loro Beach and Country Club Inc.	Chairman
Harley T. Sy	
China Banking Corporation……………….	Director
Jose T. Sio	
China Banking Corporation……………….	Director
Belle Corporation............………………..….	Director
Atlas Consolidated Mining and Development Corporation....................	Director
BDO Unibank Inc………………..............	Adviser to the Board
SM Development Corporation..........…….	Adviser to the Board
Vicente S. Perez, Jr.	
Singapore Technologies Telemedia Pte Ltd	Independent Director

Name of Corporation	Position
Ah Doo Lim	
Sembcorp Marine Ltd……………………	Director
Sateri Holdings Limited………………….	Director
PST Management Pte Ltd…………………	Director
GP Industries Ltd.......................................	Director
ARA-CWT Trust Management (Cache) Ltd...	Director
U Mobile Sdn Bhd………………..........	Director
Joseph R. Higdon	
International Container Terminal Services……………………………….	Independent Director
Coca-Cola Bottling Company…………….	Director of the Advisory Board
Elizabeth Anne C. Uychaco	
Belle Corporation……...………………….	Director
Megawide Construction Corporation….…	Director
Frederic C. DyBuncio	
Atlas Consolidated Mining and Development Corporation....................	Director
APC Group, Inc......................................……	President/CEO/Director
Sinophil Corporation...............................……	Director
Pacific Online Systems Corporation...…….	Director
Indophil Resources..............................……	Director

The members of the Audit and Risk Management Committee are:

Vicente S. Perez Jr.	- Chairman
Henry T. Sy Jr.	- Member
Jose T. Sio	- Member
Joseph R. Higdon	- Member
Corazon I. Morando	- Member
Serafin U. Salvador	- Member

The members of the Compensation or Renumeration Committee are:

Teresita T. Sy	- Chairman
Jose T. Sio	- Member
Vicente S. Perez, Jr.	- Member

The members of the Nomination Committee are:

Henry T. Sy, Jr.	- Chairman
Ah Doo Lim	- Member
Corazon I. Morando	- Member

The Nomination Committee created by the Board under its Corporate Governance Manual nominated the following for re-election to the Board of Directors at the forthcoming Annual Stockholders' Meeting:

Henry Sy, Sr.
Teresita T. Sy
Henry T. Sy, Jr.
Harley T. Sy
Jose T. Sio
Vicente S. Perez, Jr.
Ah Doo Lim
Joseph R. Higdon

Atty. Corazon I. Morando nominated to the Board, for inclusion in the Final List of Candidates for Independent Director, the following stockholders:

Vicente S. Perez, Jr.
Ah Doo Lim
Joseph R. Higdon

Atty. Corazon I. Morando, Mr. Vicente S. Perez, Jr., Mr. Ah Doo Lim and Mr. Joseph Higdon are not related either by consanguinity or affinity, nor has any other professional / business dealings with each other.

The Company has complied with the Guidelines set forth by SRC (Securities Regulation Code) Rule 38 regarding the Nomination and Election of Independent Director. The same provision has been incorporated in the Amended By-Laws of the Company.

The Directors of the Company are elected at the annual stockholders' meeting to hold office until the next succeeding annual meeting and until their respective successors have been appointed or elected and qualified. The same set of directors will be nominated in the coming regular annual stockholders' meeting.

The following will be nominated as officers at the Organizational meeting of the Board of Directors:

Office	Name
Chairman	Henry Sy, Sr.
Vice Chairperson	Teresita T. Sy
Vice Chairperson	Henry T. Sy, Jr.
Director and President	Harley T. Sy
Director and Executive Vice President & CFO	Jose T. Sio
Treasurer and Senior Vice President	Grace F. Roque
Senior Vice President, Corporate Legal Affairs, Compliance Officer and Asst. Corp. Sec.	Corazon I. Morando
Senior Vice President - Controllership	Ma. Ruby Ll. Cano
Senior Vice President - Corporate Services	Elizabeth Anne C. Uychaco
Senior Vice President - Taxes	Cecilia Reyes-Patricio
Senior Vice President - Legal	Marianne Malate-Guerrero
Senior Vice President - Internal Audit	Luis Y. Benitez
Senior Vice President - Investor Relations	Corazon P. Guidote
Senior Vice President - Investment Portfolio	Frederic C. DyBuncio
Corporate Secretary	Emmanuel C. Paras

(c) Family Relationships

Mr. Henry Sy, Sr. is the father of Teresita T. Sy, Elizabeth T. Sy, Henry T. Sy, Jr., Hans T. Sy, Herbert T. Sy and Harley T. Sy. All other directors and officers are not related either by consanguinity or affinity. There are no other family relationships known to the registrant other than the ones disclosed herein.

(d) Certain Relationships and Related Transactions

There are no known related party transactions other than those described in Note 21 (Related Party Transactions) of the Notes to the Consolidated Financial Statements.

(e) Involvement in Legal Proceedings

The Company is not aware of any of the following events having occurred during the past five years up to the date of this report that are material to an evaluation of the ability or integrity of any director, nominee for election as Director, executive officer, underwriter or controlling person of the Company:

(1) any bankruptcy petition filed by or against any business of which such person was a general partner or executive officer either at the time of the bankruptcy or within two years prior to that time;
(2) any conviction by final judgment, including the nature of the offense, in a criminal proceeding, domestic or foreign, or being subject to a pending criminal proceeding, domestic or foreign, excluding traffic violations and other minor offenses;
(3) being subject to any order, judgment or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, domestic or foreign, permanently or temporarily enjoining, barring suspending or otherwise limiting his involvement in any type of business, securities, commodities or banking activities; and
(4) being found by a domestic or foreign court of competent jurisdiction (in a civil action), the SEC or comparable foreign body, or a domestic or foreign exchange or other organized trading market or self-regulatory organization, to have violated a securities or commodities law or regulation, and the judgment has not been reversed, suspended or vacated.

(5) a securities or commodities law or regulation, and the judgment has not been reversed, suspended or vacated.

ITEM 6. Compensation of Directors and Executive Officers

The aggregate compensation paid or incurred during the last two fiscal years and estimated to be paid in the ensuing fiscal year to the Chief Executive Officer and executive officers of the Company are as follows:

Name and Position

1. Harley T. Sy
   President
2. Jose T. Sio
   Executive Vice President & CFO
3. Grace F. Roque
   Treasurer and Senior Vice President
4. Atty. Corazon I. Morando
   Senior Vice President - Corporate Legal
   Affairs Compliance Officer and
   Asst. Corp. Secretary
5. Ma. Ruby Ll. Cano
   Senior Vice President - Controllership
6. Elizabeth Anne C. Uychaco
   Senior Vice President - Corporate Services
7. Cecilia Reyes-Patricio
   Senior Vice President -Taxes
8. Atty. Marianne M. Guerrero
   Senior Vice President - Legal
9. Luis Y. Benitez
   Senior Vice President - Internal Audit
10. Corazon P. Guidote
    Senior Vice President - Investor Relations
11. Frederic C. Dybuncio
    Senior Vice President - Investment Portfolio

Summary Compensation Table

	Year	Salary	Bonus	Other Annual Compensation
President and four Most	2013 (estimate)	47,237,400	7,873,000	1,968,000
Highly Compensated	2012	41,076,000	6,846,000	1,712,000
Executive Officers	2011	41,891,998	6,982,000	1,745,000
All other officers and	2013 (estimate)	126,804,951	21,134,000	5,284,000
Directors as a group	2012	110,265,175	18,378,000	4,594,000
unnamed	2011	92,098,002	15,350,000	3,837,000

Aside from the aforementioned compensation, these officers do not receive any other form of remuneration.

There are no outstanding warrants or options held by directors and officers. There are no actions to be taken with regard to election, any bonus or profit-sharing, change in pension/retirement plan, granting of or extension of any options, warrants or rights to purchase any securities.

ITEM 7. Independent Public Accountants, External Audit Fees and Services

Sycip, Gorres, Velayo & Company is the external auditor for the current year. The same external auditor will be recommended for re-appointment at the scheduled stockholders' meeting. Representatives of the said firm are expected to be present at the stockholders' meeting and they will have the opportunity to make a statement if they desire to do so and are expected to be available to respond to appropriate questions.

Pursuant to SRC Rule 68, Paragraph 3 (b) (iv) and (ix) (Rotation of External Auditors) which states that the signing partner shall be rotated after every five (5) years of engagement with a two-year cooling off period for the re-engagement of the same signing partner, the Company engaged Mr. Ramon D. Dizon of SGV & Co. for the examination of the Company's financial statements from 2008 to 2012. Previously, the Company engaged Ms. Melinda G. Manto and Mr. Joel M. Sebastian of SGV & Co. for the examination of the Company's financial statements from 2006 to 2007 and 2001 to 2005, respectively.

The aggregate fees billed for each of the last two fiscal years for professional services rendered by the external auditor were P1,700,000 and P1,500,000 for 2012 and 2011, respectively. The audit fees for 2013 is estimated to be at P1,870,000. Services rendered include the audit of the financial statements and supplementary schedules for submission to SEC, and assistance in the preparation of annual income tax returns. Also, in 2012, SGV rendered other professional services relating to the bond issuances of SMIC and none in 2011. The professional fees amounted to P20.2 million in 2012 and nil in 2011. There were no other professional services rendered by SGV & Co. during the period. Tax consultancy services are secured from other entities other than the external auditor.

The Audit Committee recommends to the Board of Directors the appointment of the external auditor and the fixing of the audit fees. The Board of Directors and stockholders approve the Audit Committee's recommendation.

ITEM 8. Compensation Plans

There are no existing or planned stock options.

C. ISSUANCE AND EXCHANGE OF SECURITIES

ITEM 9. Authorization or Issuance of Securities Other than for Exchange

Not applicable.

ITEM 10. Modification or Exchange of Securities

Not applicable.

ITEM 11. Financial and Other Information

Changes in and disagreements with accountant on accounting and financial disclosure

There were no significant changes in and disagreements with accountants on accounting and financial disclosure.

ITEM 12. Mergers, Consolidations, Acquisitions and Similar Matters

Not applicable.

ITEM 13. Acquisition or Disposition of Property

The Company and its subsidiaries purchased and sold parcels of land in the normal course of their business.

ITEM 14. Restatement of Accounts

Not applicable.

D. OTHER MATTERS

ITEM 15. Action with Respect to Reports

The following are to be submitted for approval during the stockholders' meeting:

(a) Minutes of the meeting of stockholders held on April 26, 2012.

The following was the agenda of the said meeting.

- Call to order.
- Certification of notice and quorum.
- Approval of minutes of the special meeting of stockholders held on April 27, 2011.
- Presentation of the President's Report.
- General ratification of the acts of the Board of Directors and the management from the date of the last annual stockholders' meeting up to the date of this meeting.
- Election of directors for 2012 – 2013 (including Independent Directors).
- Appointment of external auditors.
- Adjournment.

(b) General ratification of the acts of the Board of Directors and the management from the date of the last special stockholders' meeting up to the date of this meeting.

These acts are covered by Resolutions of the Board of Directors duly adopted in the normal course of trade or business, like:

I. Issuance of US$250.0 million 5-year Convertible Bonds (please see Note 19 (Long-term Debt) of the Notes to the Consolidated Financial Statements);
II. Issuance of P15.0 billion Retail 7 and 10-year Bonds (please see Note 19 (Long-term Debt) of the Notes to the Consolidated Financial Statements);
III. Top up placement of primary common shares worth US$150.0 million to Institutional Investors (please see Note 20 (Equity) of the Notes to the Consolidated Financial Statements);
IV. Issuance of US$500.0 million 7-year Senior Bonds (please see Note 19 (Long-term Debt) of the Notes to the Consolidated Financial Statements);
V. Appropriation of P30.0 billion for investment and general corporate purposes (please see Note 20 (Equity) of the Notes to the Consolidated Financial Statements);
VI. Appointment of bank signatories and amendments thereof.

There are no other matters that would require approval of the stockholders.

ITEM 16. Matters Not Required To Be Submitted

Not applicable.

ITEM 17. Amendment of Charter, By-Laws or Other Documents

Not applicable.

ITEM 18. Other Proposed Action

The following are to be presented for approval during the stockholders' meeting:

(a) Election of directors for 2013 – 2014; and
(b) Appointment of external auditors.

ITEM 19. Voting Procedures

a. Election of Directors

As stated in Section 3 of Article IV of the Company's By-Laws, "At each meeting of the stockholders for the election of directors, at which a quorum is present, the persons receiving the highest number of votes of the stockholders present in person or by proxy and entitled to vote shall be the directors."

Section 24 of The Corporation Code of the Philippines states that "At all elections of directors or trustees, there must be present, either in person or by representative authorized to act by written proxy, the owners of a majority of the outstanding capital stock… entitled to vote".

b. Appointment of External Auditors

As stated in Section 3 of Article VII of the Company's By-Laws, "Auditors shall be designated by the Board of Directors prior to the close of the business in each fiscal year, who shall audit and examine the books of account of the Corporation, and shall certify to the Board of Directors and the shareholders the annual balances of said books which shall be prepared at the close of the said year under the direction of the Treasurer. No director or officer of the corporation, and no firm or corporation of which such officer and director is a member, shall be eligible to discharge the duties of Auditor. The compensation of the auditor shall be fixed by the Board of Directors." The stockholders representing the majority of the subscribed capital stock approves the appointment of external auditors.

Methods by which votes will be counted

All matters subject to vote, except in cases where the law provides otherwise, shall be decided by the plurality vote of stockholders present in person or by proxy and entitled to vote thereat, a quorum being present.

Unless required by law, or demanded by a stockholder present in person or by proxy at any meeting, and entitled to vote thereat, the vote of any question need not be by ballot. On a vote by ballot, each ballot shall be signed by the stockholder voting, or in his name by his proxy if there be such proxy, and shall state the number of shares voted by him.

The external auditor of the Company, SGV & Co., will validate the ballots when voting is done by secret ballot. Likewise, SGV & Co. will count the number of hands raised when voting by show of hands is done.

PART III

SIGNATURE PAGE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this report is true, complete and correct. This report is signed in Pasay City on March 8, 2013.

By: **SM INVESTMENTS CORPORATION**

JOSE T. SIO
Executive Vice President and
Chief Financial Officer

MANAGEMENT REPORT

A.i Consolidated Audited Financial Statements

The Company's consolidated financial statements for the year ended December 31, 2012 are incorporated herein by reference.

A.ii Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

There were no changes in and disagreements with accountants on accounting and financial disclosures.

A.iii Management's Discussion and Analysis or Plan of Operation

Calendar Year Ended December 31, 2012 and 2011

Results of Operation
(amounts in billion pesos)

Accounts	12 / 31 / 2012	12 / 31 / 2011	% Change
Revenue	**P 223.8**	**P 199.9**	**12.0%**
Cost and Expenses	177.0	162.9	8.7%
Income from Operations	**P 46.8**	**P 37.0**	**26.6%**
Other Income (Charges)	(5.9)	(1.3)	346.5%
Provision for Income Tax	6.5	5.5	19.1%
Minority Interest	9.7	9.0	8.4%
Net Income Attributable to Equity Holders of the Parent	**P 24.7**	**P 21.2**	**16.3%**

Consolidated revenues grew by 12.0% to P223.8 billion, as against last year's P199.9 billion. Income from operations increased by 26.6% to P46.8 billion from last year's P37.0 billion. Operating income margin and Net profit margin is at 20.9% and 11.0%, respectively. Net income attributable to equity holders of the Parent for the year ended December 31, 2012 increased by 16.3% to P24.7 billion compared to P21.2 billion of the same period last year.

Retail Sales accounts for 71.0% or P158.9 billion of the total revenues for the year. Consolidated Retail sales grew by 7.2% from P148.2 billion to P158.9 billion for the year ended December 31, 2012 due mainly to the opening of the following new stores in 2012:

	SM Department Stores	***SM Supermarkets / SaveMore Stores***	***SM Hypermarkets***
1	Olongapo	Consolacion Cebu	Alabang, Zapote Road Las Piñas *
2	Consolacion Cebu	San Fernando Pampanga	East Service Road Muntinlupa *
3	San Fernando Pampanga	General Santos	Monumento Caloocan City
4	General Santos	Lanang Davao	Cainta Rizal *
5	Lanang Davao	SaveMore LGZ Silver Screen	Heroes' Hall Laoag Ilocos Norte

** These were formerly Makro stores which were converted into Hypermarket stores*

	SM Department Stores	*SM Supermarkets / SaveMore Stores*	*SM Hypermarkets*
6	-	SaveMore Basak	Antipolo, City
7	-	SaveMore Nova Plaza	Cadiz Negros Occidental
8	-	SaveMore Bangkal	-
9	-	SaveMore Sorsogon	-
10	-	SaveMore Baclaran	-
11	-	SaveMore Malinta	-
12	-	SaveMore San Jose	-
13	-	SaveMore Parian	-
14	-	SaveMore Camarin	-
15	-	SaveMore Avenida	-
16	-	SaveMore LB Centro	-
17	-	SaveMore Sta. Rosa	-
18	-	SaveMore Maribago	-
19	-	SaveMore MD Fuente	-
20	-	SaveMore Talisay	-
21	-	SaveMore Kawit	-
22	-	SaveMore Santiago	-

Excluding the full year sales of Makro in 2011, the retail sales growth would be 9.3% from P145.4 billion in 2011 to P158.9 billion in 2012. Of the 2012 total retail sales, the non-food group, which is composed of SM Department stores, contributed 43.8% or P69.6 billion, while the food group, composed of SM Supermarkets, SM SaveMore stores and SM Hypermarkets contributed 56.2% or P89.3 billion.

As of December 31, 2012, SM Investments' retail subsidiaries have 202 stores. These consist of 46 department stores, 37 supermarkets, 82 SaveMore stores and 37 hypermarkets.

Real estate sales for the year ended December 31, 2012, derived mainly from condominium projects of SMDC, grew by 31.1% to P23.4 billion. The market continues to show strong acceptance of SM Residences and M Place products, backed by a deeper confidence on SMDC's proven ability to complete its projects, thereby fueling to a large extent SMDC's notable 2012 results. The consistent offerings of high-quality and well-designed residential units built by an experienced team composed of the country's top contractors, engineers, architects, and interior designers also allowed SMDC to gain further traction and brand recognition. SMDC has a total of 19 residential projects as of December 31, 2012. In 2012, SMDC introduced in the real estate market Breeze Residences in Pasay City and Grace Residences in Taguig City. For the whole of 2012, SMDC pre-sold 12,614 residential condominium units worth approximately P31.7 billion. Compared to the same period in 2011, the number of units pre-sold increased by 8%.

The other ongoing projects of SMDC are the following: Grass Residences beside SM City North Edsa; Field Residences in Sucat, Paranaque; Princeton Residences along Aurora Boulevard in Quezon City; Jazz Residences near Jupiter Road in Makati City; Sun Residences right beside the Mabuhay (formerly Welcome) Rotunda near Quezon Avenue; Light Residences near Pioneer Street in Mandaluyong; Wind Residences along the Emilio Aguinaldo Highway in Tagaytay City; Blue Residences, which is located at Loyola Heights in Quezon City; M Place South Triangle in Panay Avenue, Quezon City; Mezza II Residences in Sta. Mesa Quezon City; Rose Residences in Pasig City; Green Residences along Taft Avenue, Manila; Shell Residences near Mall of Asia Complex in Pasay City; Breeze Residences in Roxas Boulevard, Pasay City; and Grace Residences in Taguig City. Currently, SMDC has five fully completed projects namely Mezza Residences, a 38-storey four-tower high rise condominium across SM City Sta. Mesa, Quezon City; Chateau Elysee, a mid-rise condominium project in Parañaque City; Berkeley Residences in Katipunan Road, Quezon City; Sea Residences near the Mall of Asia Complex in Pasay City and Lindenwood Residences, a residential subdivision in Muntinlupa City. Further contributions to the growth in real estate sales were provided by the sale of condominium units of Costa del Hamilo and club shares in Pico de Loro.

Rent revenue for the year ended December 31, 2012, derived mainly from mall operations of SM Prime Holdings, Inc. (SM Prime), increased by 18.0% to P24.2 billion in 2012 from P20.5 billion in 2011. SM Prime is the country's leading shopping mall developer and operator which owns 46 malls in the Philippines and five malls in China as of December 31, 2012. The increase in rental revenues is largely due to rentals from new SM Supermalls which opened in 2011 and 2012, namely SM City Masinag, SM City Olongapo, SM City Consolacion, SM City San Fernando, SM City General Santos and SM Lanang Premier, with a total gross floor area of 527,000 square meters. Excluding the new malls and expansions, same store rental growth is at 8.0%.

The four malls in China contributed P2.5 billion in 2012 and P2.0 billion in 2011, or 10.4% and 9.9%, respectively, of SMIC's consolidated rental revenue. The rental revenue of these four malls in China increased by 24.4% in 2012 compared to the same period in 2011 largely due to improvements in the average occupancy rate, lease renewals and the opening of the SM Xiamen Lifestyle and SM Suzhou which added 182,000 sqm of gross floor area. SM Chongqing, the fifth mall in China, opened in December 2012 with a gross floor area of 149,000 square meters. Average occupancy rate for the four malls is now at 92%.

For the year 2012, cinema ticket sales and amusement revenues increased by 16.6% to P4.8 billion in 2012 from P4.1 billion in 2011 largely due to more blockbuster movies both local and international, conversion of all screens to digital and roll-out of cinema turnstile system which made the cinema viewing experience more convenient for customers that altogether led to an increase in foot traffic. Amusement revenues is mainly composed of amusement income from rides, bowling and ice skating operations including the SM Science Discovery Center and the SM Storyland.

Equity in net earnings of associates increased by 40.9% to P9.0 billion in 2012 from P6.4 billion in 2011, primarily due to the increase in the net income of BDO which is attributed to the bank's robust expansion in its lending, deposit-taking, and fee-based businesses. Net interest income was up 7.1% even as volume growth was offset by the impact of regulatory changes and excess system liquidity. Total non-interest income rose 18% contributed substantially by trading gains from treasury activities. BDO was able to capitalize on market opportunities and realize exceptional gains from its investment portfolio. With the Philippine economy expected to sustain its growth momentum, BDO looks forward to tapping the promising growth opportunities in customer segments, capitalizing on its established business franchise and wide distribution network.

Gain on sale of available-for-sale investments and fair value changes on investments held for trading decreased by 95.4% to P0.002 billion in 2012 from P0.04 billion in 2011 primarily due to the gain on sale of available-for-sale investments of certain subsidiaries in 2011.

Dividend income increased by P0.2 billion or 70.3% in 2012 to P0.6 billion from P0.4 billion in 2011 due to increase in dividends received from investees. Management and service fees, which is computed based on percentage of sales, increased by P0.2B or 26.3% from P0.9 billion in 2011 to P1.1 billion in 2012 mainly due to increase in sales of retail affiliates.

Other revenues, which comprise mainly of income for the promotional activities highlighting products, commission from bills payment, prepaid cards and show tickets, increased by P0.2 billion or 16.0% from P1.5 billion in 2011 to P1.8 billion in 2012.

Total cost and expenses went up by 8.7% to P177.0 billion for the year ended December 31, 2012 compared to 2011. Retail cost of sales increased by 5.1% from P112.2 billion to P117.9 billion while real estate cost of sales and others increased by 37.3% from P10.3 billion to P14.1 billion mainly due to the increase in sales. Selling, general and administrative expenses increased by 11.3% from P40.4 billion in 2011 to P45.0 billion in 2012. Major contributors to the increase in selling, general and administrative expenses are personnel cost, depreciation and amortization, utilities, rent, taxes and licenses, outside services, advertising and promotion and repairs and maintenance totaling to P39.5 billion in 2012 which accounts for 88% of total selling, general and administrative expenses for the year ended December 31, 2012. The increase is primarily associated with new malls, department stores, supermarkets, savemore, hypermarkets and residential projects.

Other charges of P5.9 billion in 2012 increased by 346.5% or P4.6 billion from last year's other charges of P1.3 billion. Gain on disposal of investments and properties decreased by 50.4% to P1.3 billion in 2012 from P2.6 billion in 2011 due mainly to the gain on Belle-PLAI share swap in 2011 of P1.5 billion (net of minority interest). Gain (loss) on fair value changes on derivatives decreased by 483.3% to loss of P1.4 billion in 2012 from gain of P0.4 billion in 2011 resulting mainly from the fair value changes of the embedded derivatives related to the US$250.0 million convertible bonds of SMIC in 2012 (refer to Note 19 of the consolidated financial statements). Interest expense increased by 22.4% or P2.0 billion to P10.8 billion in 2012 from P8.8 billion in 2011 due mainly to new loans availed of in 2012 (refer to Note 19 of the consolidated financial statements). These were offset by the increase in interest income by 3.3% to P4.4 billion in 2012 from P4.3 billion in 2011 and increase in foreign exchange gains by 132.7% from P0.2 billion in 2011 to P0.6 billion in 2012 due mainly to the decrease in foreign exchange rate from P43.93:US$1.00 in 2011 to P41.05:US$1.00 in 2012.

Provision for income tax increased by 19.1% to P6.5 billion for the year 2012 from P5.5 billion in 2011 due mainly to the increase in taxable income.

Minority interest increased by 8.4% to P9.7 billion in 2012 from P9.0 billion in 2011 due to the increase in net income of certain subsidiaries.

Financial Position
(amounts in billion pesos)

Accounts	12 / 31 / 2012	12 / 31 / 2011	% Change
Current assets	P 145.8	P 101.3	44.0%
Noncurrent assets	417.0	347.8	19.9%
Total assets	**P 562.8**	**P 449.1**	**25.3%**
Current liabilities	P 105.7	P 79.8	32.5%
Noncurrent Liabilities	195.5	147.0	33.0%
Total Liabilities	**301.2**	**226.8**	**32.8%**
Stockholders' Equity	**261.6**	**222.3**	**17.7%**
Total Liabilities and Stockholders' Equity	**P 562.8**	**P 449.1**	**25.3%**

On the Balance Sheet side, consolidated total assets as of December 31, 2012 amounted to P562.8 billion, higher by 25.3% from P449.1 billion in previous year. On the other hand, consolidated total liabilities grew by 32.8% to P301.2 billion in 2012 from P226.8 billion in previous year.

Total current assets increased by 44.0% to P145.8 billion as of December 31, 2012 from P101.3 billion as of last year. Cash and cash equivalents increased by 8.3% to P60.7 billion in 2012 from P56.1 billion in 2011 while Time deposits and short term investments increased by 3207.9% to P29.1 billion in 2012 from P0.9 billion in 2011 due mainly to proceeds from loan availments during the year and reclassification from noncurrent to current of time deposits which will mature in 2013. Receivables increased by 43.0% to P16.8 billion from P11.8 billion due primarily to increase in receivable from tenants and real estate buyers. Other current assets increased by 33.4% to P22.9 billion from P17.2 billion resulting mainly from condominium units for sale of the real estate group, prepaid taxes and other prepayments and nontrade receivables.

Total consolidated noncurrent assets amounted to P417.0 billion as of December 31, 2012, a growth of 19.9% from P347.8 billion as of December 31, 2011. Investments available for sale increased by 35.8% to P16.9 billion in 2012 from P12.4 billion in 2011 mainly due to additional investments in bonds during the year. Investments in shares of stock increased by 45.2% to P128.4 billion in 2012 from P88.4 billion in 2011 mainly due to additional investment in shares of stock of associates, increase in equity in banks and additional share in the unrealized gain on AFS investments of associates in 2012. The increase in investment properties, property and equipment and land and development by 14.2% or P18.7 billion, 13.9% or P2.1 billion and 31.2% or P7.2 billion, respectively, arose from new mall constructions, real estate developments and purchase of commercial lots in 2012. Other noncurrent assets increased by 20.0% to P28.9 billion from P24.1 billion mainly due to the non-current receivable from real estate buyers, deposits and advance rentals and non-current portion of advances for project development. These were partially offset by the decrease in deferred tax assets to P0.64 billion in 2012 from P0.69 billion in 2011 and decrease in time deposits by 21.3% to P29.4 billion in 2012 from P37.4 billion in 2011 due mainly from reclassification to current portion of maturing time deposits.

Total consolidated current liabilities increased by 32.5% to P105.7 billion as of December 31, 2012 mainly due to availment of bank loans which increased by 23.5% to P31.8 billion in 2012 from P25.7 billion in 2011 and increase in accounts payable and other current liabilities by 35.2% to P58.5 billion in 2012 from P44.7 billion in 2011 mainly arising from trade transactions, payable arising from acquisition of land, accrued expenses and current derivative liability. See note 17 to the audited consolidated financial statements for further discussion regarding bank loans. Income tax payable increased by 10.7% to P1.5 billion in 2012 from P1.3 billion in 2011 due mainly to higher taxable income in 2012. The 75.0% or P5.9 billion increase in current portion of long-term debt is due mainly to the reclassification from Long-term debt of loans which will mature in 2013. See note 19 to the audited consolidated financial statements for further discussion regarding long-term debt. The 278.6% increase in dividends payable represents dividends to minority stockholders of certain subsidiaries.

Total Noncurrent Liabilities increased by P48.5 billion to P195.5 billion in 2012 from P147.0 billion in 2011. Long-term debt – net of current portion increased by P46.1 billion or 35.9% to P174.5 billion in 2012 from P128.5 billion in 2011 due mainly from bond issuances of SMIC and corporate notes issued by SMDC and SMPHI. See note 19 to the audited consolidated financial statements for further discussion regarding long-term debt. Noncurrent derivative liability remained at P0.2 billion in 2012 and 2011. Defined benefit liability decreased by P0.05 billion or 63.0% to P0.03 billion from P0.08 billion in 2011. Tenants’ deposits and others increased by 18.0% to P16.2 billion in 2012 from P13.7 billion in 2011 due mainly to new malls and expansions and new condominium projects of the real estate group.

Total Stockholders’ equity amounted to P261.6 billion as of December 31, 2012, while total Equity attributable to equity holders of the parent amounted to P188.0 billion. The 37.6% or P0.1 billion decrease in cumulative translation adjustment is related to the translation of the financial accounts of SM China malls from China Yuan Renminbi to Philippine peso. Cost of common shares held by a subsidiary decreased by 52.2% to P0.1 billion from P0.3 billion due mainly to the disposal by subsidiaries of parent common shares during the year. Minority interest increased by 13.8% to P73.6 billion in 2012 from P64.6 billion in 2011 due mainly to increase in net assets of certain subsidiaries. See Note 20 to the audited consolidated financial statements for further discussion regarding the Stockholders' Equity.

The Company has no known direct or contingent financial obligation that is material to the Company operations, including any default or acceleration of an obligation. The Company has no off-balance sheet transactions, arrangements, obligations during the reporting year and as of the balance sheet date.

There are no known trends, events, material changes, seasonal aspects or uncertainties that are expected to affect the company's continuing operations.

Key Performance Indicators

The following are the major financial ratios of the Company for the years ended December 31, 2012 and 2011:

Accounts	12 / 31/ 2012	12 / 31/ 2011
Current Ratio	1.38 : 1.00	1.27 : 1.00
Debt-equity Ratios:		
On Gross Basis	54% : 46%	51% : 49%
On Net Basis	33% : 67%	28% : 72%
Return on Equity	14.3%	14.2%
Net Income to Revenue	11.0%	10.6%
Revenue Growth	12.0%	13.0%
Net Income Growth	16.3%	15.1%
EBITDA *(In Billions of Pesos)*	P54.9B	P44.2B

The current ratio increased to 1.38 : 1.00 in 2012 from 1.27 : 1.00 in 2011 due to higher increase of currents assets of 44.0% as compared to current liabilities of 32.5% (See Managements' Discussion and Analysis of Financial Condition).

The debt-equity ratio on gross basis increased to 54%:46% in 2012 from 51%:49% in 2011 due mainly to the additional loans in 2012. On a net basis, the debt-equity ratio increased to 33%:67% as some loans were used for capital expansions, investments, and general corporate purposes.

In terms of profitability, the return on equity and net income to revenue slightly improved to 14.3% and 11.0%, respectively in 2012 as compared to 14.2% and 10.6%, respectively in 2011. Revenue growth decreased to 12.0% in 2012 from 13.0% in 2011 mainly attributed to higher % growth of retail and real estate sales in 2011 as compared to 2012.

Net income growth increased to 16.3% in 2012 from 15.1% in 2011 and EBITDA improved to P54.9 billion in 2012 from P44.2 billion in 2011 due mainly from the increase in revenues by 12.0% and lower growth of costs and expenses by 8.7% as compared to last year's 12.4%.

The manner by which the Company calculates the foregoing indicators is as follows:

1.	Current Ratio	$\dfrac{\text{Current Assets}}{\text{Current Liabilities}}$
2.	Debt – Equity Ratio	
	a. Gross Basis	$\dfrac{\text{Total Interest Bearing Debt less Pledged time deposits}}{\text{Total Equity Attributable to Equity Holders of the Parent) + Total Interest Bearing Debt less Pledged time deposits}}$
	b. Net Basis	$\dfrac{\text{Total Interest Bearing Debt less cash and cash equivalents, time deposits, investment in bonds held for trading and available for sale}}{\text{Total Equity Attributable to Equity Holders of the Parent) + Total Interest Bearing Debt less cash and cash equivalents, time deposits, investments in bonds held for trading and available for sale}}$
3.	Return on Equity	$\dfrac{\text{Net Income Attributable to Equity Holders of the Parent}}{\text{Average Equity Attributable to Equity Holders of the Parent}}$
4.	Net Income to Revenue	$\dfrac{\text{Net Income Attributable to Equity Holders of the Parent}}{\text{Total Revenue}}$
5.	Revenue Growth	$\dfrac{\text{Total Revenues (Current Period)}}{\text{Total Revenues (Prior Period)}} - 1$
6.	Net Income Growth	$\dfrac{\text{Net Income Attributable to Equity Holders of the Parent (Current Period)}}{\text{Net Income Attributable to Equity Holders of the Parent (Prior Period)}} - 1$
7.	EBITDA	Income from operations + Depreciation & Amortization

Expansion Plans / Prospects for the Future

For 2013, SM Prime is scheduled to launch SM Aura Premier in Taguig and SM City Cauayan in Isabela. SM Megamall, on the other hand, will be expanded with an additional 100,000 square meters.

By year-end, SM Prime will have 48 malls in the Philippines and five in China with an estimated combined gross floor area of 6.7 million square meters.

Retail expansion plans for 2013 include the opening of two department stores, two supermarkets, 19 SaveMore branches and seven hypermarkets.

SMDC currently has 18 residential projects under its SM Residences brand and one project under the M Place brand. In order to sustain the growth momentum and to further expand the SMDC's presence in the industry, SMDC will continue to vigorously pursue its vision of uplifting the Filipino lifestyles by launching products that will meet the demand for affordable and high quality residential units in prime locations and will also pursue projects that will cater to the preferences and financial capacity of its target market. Innovation shall remain to be its strength while continuously focusing attention to changing market needs. The broadening and strengthening of its revenue base shall also be pursued as it moves forward.

For the year 2013, SMDC is targeting to launch at least three new projects in various cities within Metro Manila. In addition, it shall continue to search for viable locations in key cities in Metro Manila in response to the increasing demands for residences. SMDC shall be open to tapping various sources of financing to support its operational needs in real estate development.

The expansion plans of Costa del Hamilo include developing the Marina Village. It is envisioned to be a vibrant mixed-use community of prime residential lots, waterfront homes, retail and water sports facilities connected by a boardwalk that surrounds the Marina which will enhance Coastal Living in Hamilo Coast.

SM Hotels is currently developing Park Inn by Radisson Davao, which will be the very first "Park Inn by Radisson" in the Asia Pacific region. The Park Inn brand is one of the hotel brands under Carlson and is the largest mid-market brand for hotels under development in Europe. Park Inn by Radisson Davao hotel project is approximately a 204-room hotel located in Lanang, Davao City. The hotel is scheduled to open in the first quarter of 2013.

SM Hotel's subsidiary SMX Manila is to manage SM Prime's SMX Convention Center in Taguig, which is scheduled to open in April 2013.

The above expenditures will be funded through internally generated sources and other capital raising initiatives such as bond issuances and loan availments.

The Company has no known direct or contingent financial obligation that is material to the Company, including any default or acceleration of an obligation. There were no contingent liabilities or assets in the Company's balance sheet. The Company has no off-balance sheet transactions, arrangements, obligations during the reporting year as of balance sheet date.

There are no known trends, events, material changes, seasonal aspects or uncertainties that are expected to affect the Company's continuing operations.

Calendar Year Ended December 31, 2011 and 2010

Results of Operation
(amounts in billion pesos)

Accounts	12 / 31 / 2011	12 / 31 / 2010	% Change
Revenue	**P 199.9**	**P 176.9**	**13.0%**
Cost and Expenses	162.9	145.0	12.3%
Income from Operations	**P 37.0**	**P 31.9**	**15.9%**
Other Income (Charges)	(1.3)	(1.7)	-19.9%
Provision for Income Tax	5.5	5.4	1.7%
Minority Interest	9.0	6.4	39.4%
Net Income Attributable to Equity Holders of the Parent	**P 21.2**	**P 18.4**	**15.1%**

Consolidated revenues grew by 13.0% to P199.9 billion, as against last year's P176.9 billion. Income from operations increased by 15.9% to P37.0 billion from last year's P31.9 billion. Operating income margin and Net profit margin is at 18.5% and 10.6%, respectively. Net income attributable to equity holders of the Parent for the year ended December 31, 2011 increased by 15.1% to P21.2 billion compared to P18.4 billion of the same period last year.

Retail Sales accounts for 74.1% or P148.2 billion of the total revenues for the year. Consolidated Retail sales grew by 9.3% from P135.6 billion to P148.2 billion for the year ended December 31, 2011 due mainly to the opening of the following new stores in 2011:

	SM Department Stores	***SM Supermarkets / SaveMore Stores***	***SM Hypermarkets***
1	SM City Masinag	SM City Masinag	Mandaue, Cebu*
2	-	Megamall A	JMall, Mandaue, Cebu
3	-	Olongapo	Imus*
4	-	SaveMore Muntinlupa	Sucat -Lopez
5	-	SaveMore Jackman	Marketmall
6	-	SaveMore Capistrano	-
7	-	SaveMore Bayambang	-
8	-	SaveMore Malhacan	-
9	-	SaveMore Kauswagan*	-
10	-	SaveMore Araneta	-
11	-	SaveMore Sta. Ana	-
12	-	SaveMore Apalit	-
13	-	SaveMore Sta. Maria	-
14	-	SaveMore Binan	-
15	-	SaveMore Tuguegarao	-
16	-	SaveMore Halang	-
17	-	SaveMore Shoe Ave.	-
18	-	SaveMore Balibago	-
19	-	SaveMore Canduman	-
20	-	SaveMore Maguikay	-
21	-	SaveMore Pedro Gil	-

** These were formerly Makro stores which were converted into Hypermarket stores*

	SM Department Stores	*SM Supermarkets / SaveMore Stores*	*SM Hypermarkets*
22	-	SaveMore Iba Zambales	-
23	-	SaveMore Kanlaon	-
24	-	SaveMore Ilagan	-
25	-	SaveMore A. Avenue	-
26	-	SaveMore Laoag	-
27	-	SaveMore Salitran	-
28	-	SaveMore Blumentritt	-

** These were formerly Makro stores which were converted into Hypermarket stores*

Excluding the full year sales of Makro, the retail sales growth would be 12.4% from P129.4 billion in 2010 to P145.4 billion in 2011. Of the total retail sales, the non-food group, which is composed of SM Department stores, contributed 42.9% or P63.6 billion, while the food group, composed of SM Supermarkets, SM SaveMore stores, SM Hypermarkets, and Makro outlets, contributed 57.1% or P84.6 billion.

As of December 31, 2011, SM Investments' retail subsidiaries have 169 stores. These consist of 41 department stores, 33 supermarkets, 65 SaveMore stores and 30 hypermarkets.

Real estate sales for the year ended December 31, 2011, derived mainly from condominium projects of SMDC, surged by 64.0% to P17.9 billion. The market continues to show strong acceptance of SM Residences and M Place products, backed by a deeper confidence on SMDC's proven ability to complete its projects, thereby fueling to a large extent SMDC's notable 2011 results. The consistent offerings of high-quality and well-designed residential units built by an experienced team composed of the country's top contractors, engineers, architects, and interior designers also allowed SMDC to gain further traction and brand recognition. SMDC has a total of 17 residential projects as of December 31, 2011. In 2011, SMDC launched Mezza II Residences in Quezon City, Green Residences in Manila, Shell Residences in Pasay City and M Place Ortigas in Pasig City. For the whole of 2011, SMDC pre-sold 11,726 residential condominium units worth approximately P26.3 billion. Compared to the same period in 2010, the number of units pre-sold increased by 14% and exceeded SMDC's sales target of P23.6 billion by 11%.

The other ongoing projects of SMDC are the following: Grass Residences beside SM City North Edsa; Sea Residences near the Mall of Asia Complex in Pasay City; Field Residences in Sucat, Paranaque; Princeton Residences along Aurora Boulevard in Quezon City; Jazz Residences near Jupiter Road in Makati City; Sun Residences right beside the Mabuhay (formerly Welcome) Rotunda near Quezon Avenue; Light Residences near Pioneer Street in Mandaluyong; Wind Residences along the Emilio Aguinaldo Highway in Tagaytay City; Blue Residences, which is located at Loyola Heights in Quezon City and M Place South Triangle in Panay Avenue, Quezon City. Currently, SMDC has four fully completed projects namely Mezza Residences, a 38-storey four-tower high rise condominium across SM City Sta. Mesa, Quezon City; Chateau Elysee, a mid-rise condominium project in Parañaque City; Berkeley Residences in Katipunan Road, Quezon City; and Lindenwood Residences, a residential subdivision in Muntinlupa City. Further contributions to the growth in real estate sales were provided by the sale of condominium units of Costa del Hamilo and club shares in Pico de Loro.

Rent revenue for the year ended December 31, 2011, derived mainly from mall operations of SM Prime Holdings, Inc. (SM Prime), increased by 14.3% to P20.5 billion in 2011 from P17.9 billion in 2010. SM Prime is the country's leading shopping mall developer and operator which owns 41 malls in the Philippines and four malls in China as of December 31, 2011. The increase in rental revenues is largely due to rentals from new SM Supermalls. In 2010, SM City Tarlac, SM City San Pablo, SM City Calamba and SM City Novaliches were opened. In 2011, SM Masinag was also opened. The new malls added 380,000 square meters (sqm) to total gross floor area. Excluding the new malls and expansions, same store rental growth is at 7.0%.

The four malls in China contributed P2.0 billion in 2011 and P1.4 billion in 2010, or 9.9% and 7.7%, respectively, of SMIC's consolidated rental revenue. The rental revenue of these four malls in China increased by 46.4% in 2011 compared to the same period in 2010 largely due to improvements in the average occupancy rate, lease renewals and the opening of the SM Xiamen Lifestyle and SM Suzhou which added 182,000 sqm of gross floor area. Average occupancy rate for the four malls is now at 95%.

For the year 2011, cinema ticket sales and amusement revenues increased by 11.2% to P4.1 billion in 2011 from P3.7 billion in 2010 largely due to the success of local blockbuster movies shown in 2011 compared to 2010 and higher sponsorship revenues in 2011. Amusement revenues is mainly composed of amusement income from bowling and ice skating operations including the SM Science Discovery Center and the SM Storyland.

Equity in net earnings of associates increased by 17.9% to P6.4 billion in 2011 from P5.4 billion in 2010, primarily due to the increase in the net income of BDO which is attributed to the bank's recurring fee-based income from its service businesses which rose 18%. Amid a volatile external environment, BDO generated a 10% increase in trading and foreign exchange gains. Along with other miscellaneous income, BDO recorded a 17% growth in non-interest income. BDO continues to derive bulk of its operating income from core lending and deposit-taking business and fee-based service activities. Having completed its investment in capacity, BDO is now starting to benefit from scale with operating expenses increasing only moderately by 4% with ongoing initiatives to enhance operational efficiency.

Gain on sale of available-for-sale investments and fair value changes on investments held for trading decreased by 93.5% to P0.04 billion in 2011 from P0.7 billion in 2010 primarily due to the gain on sale of various available-for-sale investments of certain subsidiaries in 2010.

Dividend income increased by P0.1 billion or 21.6% in 2011 to P0.4 billion from P0.3 billion in 2010 due to increase in dividends received from investees. Management and service fees, which is computed based on percentage of sales, increased by P0.1B or 9.1% from P0.8 billion in 2010 to P0.9 billion in 2011 mainly due to increase in sales of retail affiliates.

Other revenues, which comprise mainly of income for the promotional activities highlighting products, commission from bills payment, prepaid cards and show tickets, slightly decreased by P0.06 billion or 3.8%.

Total cost and expenses went up by 12.3% to P162.9 billion for the year ended December 31, 2011 compared to 2010. Retail cost of sales increased by 8.4% from P103.5 billion to P112.2 billion while real estate cost of sales and others increased by 71.6% from P6.0 billion to P10.3 billion mainly due to the increase in sales. Selling, general and administrative expenses increased by 13.8% from P35.5 billion in 2010 to P40.4 billion in 2011. Major contributors to the increase in selling, general and administrative expenses are personnel cost, depreciation and amortization, utilities, rent, taxes and licenses, outside services, advertising and promotion and repairs and maintenance totaling to P34.2 billion in 2011 or a growth of 14.8% from P29.8 billion in 2010. The increase is primarily associated with new malls, department stores, supermarkets, savemore and hypermarkets and residential projects.

Other charges of P1.3 billion in 2011 decreased by 19.9% or P0.4 billion from last year’s other charges of P1.7 billion. Gain on disposal of investments and properties and fair value changes on derivatives increased by 59.9% to P3.0 billion from P1.9 billion mainly due to the gain on Belle-PLAI share swap in 2011 of P1.5 billion (net of minority interest). Interest income increased by 15.0% to P4.3 billion in 2011 from P3.7 billion in 2010 mainly due to higher average balance of temporary investments and time deposits and higher interest rates during 2011. These were offset by the increase in interest expense by 15.5% or P1.2 billion to P8.8 billion in 2011 from P7.6 billion in 2010 mainly due to new loans availed of in 2011 (refer to Note 19 of the consolidated financial statements) and the decrease in foreign exchange gains by 40.4% from P0.4 billion in 2010 to P0.2 billion in 2011 mainly from restatement of loans availed during the year wherein foreign exchange rate of peso to dollar is lower as compared with year-end exchange rate.

Provision for income tax increased by 1.7% to P5.5 billion for the year 2011 from P5.4 billion in 2010 mainly due to the increase in taxable income.

Minority interest increased to P9.0 billion in 2011 from P6.4 billion in 2010 due to the increase in net income of certain subsidiaries.

Financial Position
(amounts in billion pesos)

Accounts	12 / 31 / 2011	12 / 31 / 2010	% Change
Current assets	P 101.3	P 104.3	-2.9%
Noncurrent assets	347.8	303.1	14.7%
Total assets	**P 449.1**	**P 407.4**	**10.2%**
Current liabilities	P 79.8	P 62.4	27.8%
Noncurrent Liabilities	147.0	147.2	-0.1%
Total Liabilities	**226.8**	**209.6**	**8.2%**
Stockholders’ Equity	**222.3**	**197.8**	**12.4%**
Total Liabilities and Stockholders’ Equity	**P 449.1**	**P 407.4**	**10.2%**

On the Balance Sheet side, consolidated total assets as of December 31, 2011 amounted to P449.1 billion, higher by 10.2% from P407.4 billion in previous year. On the other hand, consolidated total liabilities grew by 8.2% to P226.8 billion in 2011 from P209.6 billion in previous year.

Total current assets decreased by 2.9% to P101.3 billion as of December 31, 2011 from P104.3 billion as of last year. Cash and cash equivalents decreased by 16.3% to P56.1 billion in 2011 from P67.0 billion in 2010 mainly due to payments for investment acquisitions and capital expenditures. This was partially offset by the increase in receivables by 19.7% to P11.8 billion from P9.8 billion primarily due to increase in receivable from tenants and real estate buyers. Merchandise inventories increased by 28.1% to P13.4 billion from P10.5 billion primarily due to new departments stores, supermarkets, savemore and hypermarkets. Other current assets increased by 21.6% to P17.2 billion from P14.1 billion resulting mainly from the advances to contractors of the real estate group from its current projects.

Total consolidated noncurrent assets amounted to P347.8 billion as of December 31, 2011, a growth of 14.7% from P303.1 billion as of December 31, 2010. Investments available for sale increased by 12.2% to P12.4 billion in 2011 from P11.1 billion in 2010 mainly due to additional investments in bonds during the year. Investments in shares of stock increased by 24.8% to P88.4 billion in 2011 from P70.9 billion in 2010 mainly due to additional investment in and purchase of shares of stock of associates, increase in equity in banks and additional share in the unrealized gain on AFS investments of associates in 2011. The increase in investment properties, property and equipment and land and development by 15.5% or P17.6 billion, 12.9% or P1.7 billion and 16.8% or P3.3 billion, respectively, arose from new mall constructions, real estate developments and purchase of commercial lots in 2011. Deferred tax assets increased by 20.5% to P0.7 billion in 2011 from P0.6 billion in 2010 mainly due to tax effect of unrealized foreign exchange loss, unamortized past service cost and defined benefit liability and accrued leases. Other noncurrent assets increased by 14.4% to P24.1 billion from P21.0 billion mainly due to the non-current receivable from real estate buyers.

Total consolidated current liabilities increased by 27.8 % to P79.8 billion as of December 31, 2011 mainly due to availment of bank loans which increased by 26.2% to P25.7 billion in 2011 from P20.4 billion in 2010 and increase in accounts payable and other current liabilities by 14.6% to P44.7 billion in 2011 from P39.0 billion in 2010 mainly arising from trade transactions, subscriptions payable and accrued expenses. See note 17 to the audited consolidated financial statements for further discussion regarding bank loans. Income tax payable increased by 12.3% to P1.3 billion in 2011 from P1.2 billion in 2010 mainly due to higher taxable income in 2011. The 348.3% or P6.2 billion increase in current portion of long-term debt is mainly due to the reclassification from Long-term debt of loans which will mature in 2011. See note 19 to the audited consolidated financial statements for further discussion regarding long-term debt. The 5.8% increase in dividends payable represents dividends to minority stockholders of certain subsidiaries.

Total Noncurrent Liabilities slightly decreased by P0.1 billion to P147.0 billion in 2011 from P147.2 billion in 2010. Defined benefit liability decreased by P0.1 billion or 57.1% to P0.1 billion from P0.2 billion in 2010. Deferred tax liabilities decreased by 2.8% to P4.5 billion in 2011 from P4.6 billion in 2010. Noncurrent derivative liability decreased by 82.4% to P0.2 billion from P1.4 billion mainly due to non-deliverable forwards entered into in 2010 which matured in 2011 and unwinding of interest rate swaps as a result of the prepayment of the underlying loans. See note 29 to the audited consolidated financial statements for further discussion regarding derivative transactions. Long-term debt – net of current portion decreased by P0.1 billion or 0.1% to P128.5 billion in 2011 from P128.6 billion in 2010. See note 19 to the audited consolidated financial statements for further discussion regarding long-term debt. These were partially offset by the increase in Tenants' deposits and others by 10.8% to P13.7 billion in 2011 from P12.4 billion in 2010 mainly due to new malls and expansions and from new condominium projects of the real estate group.

Total Stockholders' equity amounted to P222.3 billion as of December 31, 2011, while total Equity attributable to equity holders of the parent amounted to P157.7 billion. The 48.0% or P0.1 billion increase in cumulative translation adjustment is related to the translation of the financial accounts of SM China malls from China Yuan Renminbi to Philippine peso. Minority interest increased by 14.8% to P64.6 billion in 2011 from P56.3 billion in 2010 mainly due to increase in net assets of certain subsidiaries. See Note 20 to the audited consolidated financial statements for further discussion regarding the Stockholders' Equity.

The Company has no known direct or contingent financial obligation that is material to the Company operations, including any default or acceleration of an obligation. The Company has no off-balance sheet transactions, arrangements, obligations during the reporting year and as of the balance sheet date.

There are no known trends, events, material changes, seasonal aspects or uncertainties that are expected to affect the company's continuing operations.

Key Performance Indicators

The following are the major financial ratios of the Company for the years ended December 31, 2011 and 2010:

Accounts	12 / 31/ 2011	12 / 31/ 2010
Current Ratio	1.27 : 1.00	1.67 : 1.00
Debt-equity Ratios:		
On Gross Basis	51% : 49%	50% : 50%
On Net Basis	28% : 72%	22% : 78%
Return on Equity	14.2%	13.8%
Net Income to Revenue	10.6%	10.4%
Revenue Growth	13.0%	11.8%
Net Income Growth	15.1%	15.1%
EBITDA *(In Billions of Pesos)*	P44.2B	P38.2B

The current ratio decreased to 1.27 : 1.00 in 2011 from 1.67 : 1.00 in 2010 due to increase in current liabilities resulting from availment of new bank loans, increase in current portion of long-term debt and trade payables and decrease in cash and cash equivalents mainly from investment acquisitions and capital expenditures.

The debt-equity ratio on gross basis slightly increased to 51%:49% in 2011 from 50%:50% in 2010 mainly due to the additional loans in 2011. On a net basis, the debt-equity ratio increased to 28%:72% as some loans were used for capital expansions and general corporate purposes.

In terms of profitability, the return on equity improved to 14.2% in 2011 compared to 13.8% in 2010 due to the 15.1% increase in net income attributable to equity holders of the parent in 2011. Net income to Revenue slightly increased to 10.6% in 2011 compared to 10.4% in 2010. Revenue growth increased to 13.0% in 2011 from 11.8% in 2010 mainly attributed to the increase in merchandise and real estate sales and rental revenues, improvement in the net income of bank associates, net of the increase in costs and expenses. Net income growth is at 15.1% for both years.

EBITDA improved to P44.2 billion in 2011 over P38.2 billion in 2010 mainly due to the increase in income from operations and other income.

The manner by which the Company calculates the foregoing indicators is as follows:

8. Current Ratio — $\dfrac{\text{Current Assets}}{\text{Current Liabilities}}$

9. Debt – Equity Ratio

   c. Gross Basis — $\dfrac{\text{Total Interest Bearing Debt less Pledged time deposits}}{\text{Total Equity Attributable to Equity Holders of the Parent) + Total Interest Bearing Debt less Pledged time deposits}}$

   d. Net Basis — $\dfrac{\text{Total Interest Bearing Debt less cash and cash equivalents, time deposits, investment in bonds held for trading and available for sale}}{\text{Total Equity Attributable to Equity Holders of the Parent) + Total Interest Bearing Debt less cash and cash equivalents, time deposits, investments in bonds held for trading and available for sale}}$

10. Return on Equity — $\dfrac{\text{Net Income Attributable to Equity Holders of the Parent}}{\text{Average Equity Attributable to Equity Holders of the Parent}}$

11. Net Income to Revenue — $\dfrac{\text{Net Income Attributable to Equity Holders of the Parent}}{\text{Total Revenue}}$

12. Revenue Growth — $\dfrac{\text{Total Revenues (Current Period)}}{\text{Total Revenues (Prior Period)}} - 1$

13. Net Income Growth — $\dfrac{\text{Net Income Attributable to Equity Holders of the Parent (Current Period)}}{\text{Net Income Attributable to Equity Holders of the Parent (Prior Period)}} - 1$

14. EBITDA — Income from operations + Depreciation & Amortization

Expansion Plans / Prospects for the Future

For 2012, SM Prime plans to open SM City Lanang in Davao City, SM City General Santos in South Cotabato, SM City Consolacion in Cebu, SM City Olongapo in Zambales, SM City San Fernando in Pampanga and SM Chongqing in China.

By the end of 2012, SM Prime will have 46 malls in the Philippines and five in China with an estimated combined GFA of 6.4 million sqm.

Retail expansion plans for 2012 include the opening of five department stores, six supermarkets, 21 SaveMore branches and five hypermarkets.

SMDC currently has 15 residential projects under its SM Residences brand and two projects under the M Place brand. In order to sustain the growth momentum and to further expand the SMDC's presence in the industry, SMDC will continue to vigorously pursue its vision of uplifting the Filipino lifestyles by launching products that will meet the demand for affordable and high quality residential units in prime locations and will also pursue projects that will cater to the preferences and financial capacity of its target market. Innovation shall remain to be its strength while continuously focusing attention to changing market needs. The broadening and strengthening of its revenue base shall also be pursued as it moves forward.

For the year 2012, SMDC is targeting to launch five new projects in various cities within Metro Manila. In addition, it shall continue to search for viable locations in key cities in Metro Manila in response to the increasing demands for residences. SMDC shall be open to tapping various sources of financing to support its operational needs in real estate development.

The Miranda and Carola clusters of Costa Del Hamilo are targeted to be completed 1st quarter of 2012.

SM Hotels is currently developing Park Inn by Radisson Davao, which will be the very first "Park Inn by Radisson" in the Asia Pacific region. The Park Inn brand is one of the hotel brands under Carlson and is the largest mid-market brand for hotels under development in Europe. Park Inn by Radisson Davao hotel project is approximately a 204-room hotel located in Lanang, Davao City. The hotel is scheduled to open in the first quarter of 2013.

The above expenditures will be funded through internally generated sources and other capital raising initiatives such as bond issuances and loan availments.

The Company has no known direct or contingent financial obligation that is material to the Company, including any default or acceleration of an obligation. There were no contingent liabilities or assets in the Company's balance sheet. The Company has no off-balance sheet transactions, arrangements, obligations during the reporting year as of balance sheet date.

There are no known trends, events, material changes, seasonal aspects or uncertainties that are expected to affect the Company's continuing operations.

Calendar Year Ended December 31, 2010 and 2009

Results of Operation
(amounts in billion pesos)

Accounts	12 / 31 / 2010	12 / 31 / 2009	% Change
Revenue	**P 176.9**	**P 158.2**	**11.8%**
Cost and Expenses	145.0	129.8	11.7%
Income from Operations	**P 31.9**	**P 28.4**	**12.4%**
Other Income (Charges)	(1.7)	(2.5)	-34.8%
Provision for Income Tax	5.4	4.8	13.1%
Minority Interest	6.4	5.1	26.7%
Net Income Attributable to Equity Holders of the Parent	**P 18.4**	**P 16.0**	**15.1%**

Consolidated revenues grew by 11.8% to P176.9 billion, as against last year's P158.2 billion. Income from operations increased by 12.4% to P31.9 billion from last year's P28.4 billion. Operating income margin and Net profit margin is at 18.1% and 10.4%, respectively. Net income attributable to equity holders of the Parent for the year ended December 31, 2010 increased by 15.1% to P18.4 billion compared to P16.0 billion of the same period last year.

Retail Sales accounts for 76.6% or P135.6 billion of the total revenues for the year. Consolidated Retail sales grew by 9.4% from P123.9 billion to P135.6 billion for the year ended December 31, 2010 due mainly to the opening of the following new stores in 2010:

	SM Department Stores	*SM Supermarkets / SaveMore Stores*	*SM Hypermarkets*
1	SM City Tarlac	SM City Tarlac	North Harbour*
2	SM City San Pablo	SM City San Pablo	Adriatico
3	SM City Calamba	SM City Calamba	Cubao*
4	SM City Novaliches	SM City Novaliches	Jaro, Iloilo*
5	-	Megamall Extension	Jalandoni, Batangas*
6	-	Southmall Extension	Mabalacat, Pampanga*
7	-	Savemore West Kamias	-
8	-	Savemore Mendez	-
9	-	Savemore Legazpi	-
10	-	Savemore Baliwag	-
11	-	Savemore Pasong Tamo	-
12	-	Savemore Amang Rodriguez	-
13	-	Savemore Bacolod East	-
14	-	Savemore Malabon	-
15	-	Savemore Cagayan De Oro	-
16	-	Savemore Zapote	-
17	-	Savemore Cartimar	-
18	-	Savemore Berkeley	-
19	-	Savemore Isabela	-
20	-	Savemore Angeles	-

** These were formerly Makro stores which were converted into Hypermarket stores*

Excluding the full year sales of Makro, the retail sales growth would be 12.5% from P115.0 billion in 2009 to P129.4 billion in 2010. Of the total retail sales, the non-food group, which is composed of SM Department stores, contributed 42.7% or P57.9 billion, while the food group, composed of SM Supermarkets, SM SaveMore stores, SM Hypermarkets, and Makro outlets, contributed 57.3% or P77.7 bilion.

As of December 31, 2010, SM Investments' retail subsidiaries have 142 stores. These consist of 40 department stores, 30 supermarkets, 40 SaveMore stores, 25 hypermarkets and 7 Makro outlets.

Real estate sales for the year ended December 31, 2010, derived mainly from condominium projects of SMDC, surged by 64.6% to P10,557.9 million. In 2010, SMDC launched its new brand, MPlace, through the unveiling of its inaugural project, MPlace South Triangle, in the Panay Avenue – Mother Ignacia area of Quezon City. Another project, Blue Residences, which is located at Loyola Heights in Quezon City, was also launched in 2010. In 2009, Princeton Residences and the "Big Four" projects were launched. Princeton Residences is a 40 storey condominium located at Gilmore Ave. Quezon City. The Big Four projects namely, Jazz Residences (Jupiter St., Makati), Sun Residences (Welcome Rotonda, Quezon City), Wind Residences (Tagaytay, Cavite), and Light Residences (Pioneer, EDSA) were simultaneously introduced to the market in December 2009. These projects are experiencing brisk market uptake.

The other ongoing projects of SMDC are the following: Chateau Elysee, a mid-rise condominium project in Parañaque City; Berkeley Residences in Katipunan Road, Quezon City; Grass Residences beside SM City North Edsa; Sea Residences near the Mall of Asia Complex in Pasay City; and Field Residences in Sucat, Parañaque. Both Mezza Residences, a 38-storey four-tower high rise condominium across SM City Sta. Mesa, Quezon City, and Lindenwood Residences, a residential subdivision in Muntinlupa City, are 100% complete. Further contributions to the growth in real estate sales were provided by the sale of condominium units of Costa del Hamilo and club shares in Pico de Loro.

Rent revenue for the year ended December 31, 2010, derived mainly from mall operations of SM Prime Holdings, Inc. (SM Prime), increased by 13.9% to P17.9 billion in 2010 from P15.7 billion in 2009. SM Prime is the country's leading shopping mall developer and operator which currently owns 40 malls in the Philippines and three malls in China. The increase in rental revenues is largely due to rentals from new SM Supermalls. Towards the end of 2008, three malls were opened, namely, SM City Marikina, SM City Rosales and SM City Baliwag. Likewise, the Megamall Atrium and The Annex at SM North Edsa were also opened in the last quarter of 2008. In 2009, SM City Naga, SM Center Las Piñas and SM City Rosario, as well as expansions of SM City Rosales, The Sky Garden at SM North Edsa and SM City Fairview were also opened. In 2010, the SM City Tarlac, SM City San Pablo, SM City Calamba and SM City Novaliches were also opened. The new malls and expansions added 904,000 square meters (sqm) to total gross floor area. Excluding the new malls and expansions, same store rental growth is at 6.0%.

The three malls in China contributed P1.4 billion in 2010 and P1.0 billion in 2009, or 7.7% and 6.5%, respectively, of SMIC's consolidated rental revenue. The rental revenue of these three malls in China increased by 35.5% in 2010 compared to the same period in 2009 largely due to improvements in the average occupancy rate, lease renewals and the opening of the SM Xiamen Lifestyle which added 110,000 sqm of gross floor area. Average occupancy rate for the three malls is now at 92%.

For the year 2010, cinema ticket sales and amusement revenues increased by 31.2% to P3.7 billion in 2010 from P2.8 billion in 2009 due to the deployment of digital technology and cinema renovations which increased our market share for both local and foreign films and more blockbuster movies shown in 2010 compared to 2009. Amusement revenues is mainly composed of amusement income from bowling and ice skating operations including the SM Science Discovery Center and the SM Storyland.

Equity in net earnings of associates increased by 39.2% to P5.4 billion in 2010 from P3.9 billion in 2009, primarily due to the increase in the net income of BDO which is attributed to the continued growth of its operating income resulting from the sustained growth in business volumes, judicious management of operating costs and lower funding costs. BDO continues to derive bulk of its operating income from core lending and deposit-taking business and fee-based service activities. Also, BDO was able to capitalize on trading opportunities during the period.

Gain on sale of available-for-sale investments and fair value changes on investments held for trading decreased by 27.0% to P0.7 billion in 2010 from P0.9 billion in 2009 primarily due to higher gain on sale of various available-for-sale investments of certain subsidiaries in 2009 as compared to 2010.

Dividend income decreased to P0.3 billion in 2010 compared to P0.4 billion in 2009 mainly due to the maturity of the $50M BDO Preferred shares under “Available-for-sale investments” account of SMPHI in October 2009.

Management fees, which is computed based on percentage of sales, increased by 22.9% from P0.6 billion in 2009 to P0.7 billion in 2010 mainly due to increase in sales of retail affiliates.

Other revenues, which comprise mainly of service fees for the promotional activities highlighting products, commission from bills payment, prepaid cards and show tickets and service income, decreased by 48.4% to P1.6 billion in 2010 from last year’s P3.1 billion mainly due to the P1.2 billion reversal of asset provisions in 2009.

Total cost and expenses went up by 11.7% to P145.0 billion for the year ended December 31, 2010 compared to 2009. Retail cost of sales increased by 7.3% from P96.5 billion to P103.5 billion while real estate cost of sales and others increased by 67.1% from P3.6 billion to P6.0 billion mainly due to the increase in sales. Selling, general and administrative expenses increased by 19.5% from P29.7 billion in 2009 to P35.5 billion in 2010. Major contributors to the increase in selling, general and administrative expenses are personnel cost, depreciation and amortization, utilities, rent, taxes and licenses, outside services, advertising and promotion and repairs and maintenance totaling to P29.8 billion in 2010 or a growth of 17.7% from P25.3 billion in 2009. The increase is primarily associated with mall expansions and new malls, department stores, supermarkets, savemore and hypermarkets.

Other charges of P1.7 billion in 2010 decreased from last year’s other charges of P2.5 billion mainly due to the increase in Gain on disposal of investments and properties and fair value changes on derivatives by 4457.2% to P1.9 billion in 2010 from P0.04 billion in 2009 arising mainly from the fair value changes of the embedded derivatives related to the US$300 million convertible bonds of SMIC and disposal of certain investments in associates during the year. Also, Interest income increased by 7.5% from P3.4 billion in 2009 to P3.7 billion in 2010 mainly due to higher balance of temporary investments and time deposits in 2010. The increase in foreign exchange gains by 81.8% from P0.2 billion in 2009 to P0.4 billion in 2010 is primarily related to the decline in exchange rate from P46.20:US$1.00 in 2009 to P43.84:US$1.00 in 2010. These were partially offset by the additional interest expense of P1.4 billion from P6.3 billion in 2009 to P7.6 billion in 2010 on loans availed and bonds issued in 2010 (refer to Note 19 of the consolidated financial statements).

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Provision for income tax increased by 13.1% to P5.4 billion for the year 2010 from P4.8 billion in 2009 mainly due to the increase in taxable income.

Minority interest increased to P6.4 billion in 2010 from P5.1 billion in 2009 due to the increase in net income of certain subsidiaries.

Financial Position
(amounts in billion pesos)

Accounts	12 / 31 / 2010	12 / 31 / 2009	% Change
Current assets	P 104.3	P 88.5	17.9%
Noncurrent assets	303.1	253.2	19.7%
Total assets	**P 407.4**	**P 341.6**	**19.2%**
Current liabilities	P 62.4	P 40.8	53.1%
Noncurrent Liabilities	147.2	135.1	8.9%
Total Liabilities	**209.6**	**175.9**	**19.1%**
Stockholders' Equity	**197.8**	**165.7**	**19.4%**
Total Liabilities and Stockholders' Equity	**P 407.4**	**P 341.6**	**19.2%**

On the Balance Sheet side, consolidated total assets as of December 31, 2010 amounted to P407.4 billion, higher by 19.2% from P341.6 billion in previous year. On the other hand, consolidated total liabilities grew by 19.1% to P209.6 billion in 2010 from P175.9 billion in previous year.

Total current assets increased by 17.9% to P104.3 billion as of December 31, 2010 from P88.5 billion as of last year. Cash and cash equivalents increased by 53.8% to P67.0 billion in 2010 from P43.5 billion in 2009 mainly due to proceeds from loan availments during the year. Time deposits and short-term investments decreased by 91.5% to P0.9 billion from P10.4 billion as these were used to fund the early redemption by the bondholders of the US$246.3 million convertible bonds in March 2010. Investments held for trading and sale decreased by 58.1% to P2.0 billion in 2010 from P4.8 billion in 2009 mainly due to disposal of certain investments in bonds. Receivables increased by 11.7% to P9.8 billion from P8.8 billion primarily due to increase in receivable from tenants and real estate buyers associated with the increase in real estate sales and rental revenues. Merchandise inventories increased by 35.1% to P10.5 billion from P7.8 billion primarily due to new departments stores, supermarkets, savemore and hypermarkets. Other current assets increased by 6.9% to P14.1 billion from P13.2 billion mainly due to the increase in inventory of club shares of Costa del Hamilo in Pico de Loro to P0.9 billion in 2010 from P0.02 billion in 2009.

Total consolidated noncurrent assets amounted to P303.1 billion as of December 31, 2010, a growth of 19.7% from P253.2 billion as of December 31, 2009. Investments available for sale increased by 44.5% to P11.1 billion in 2010 from P7.7 billion in 2009 mainly due to additional investments in bonds during the year. Investments in shares of stock increased by 22.5% to P70.9 billion in 2010 from P57.8 billion in 2009 mainly due to additional investment in shares of stock of associates, increase in equity in banks and additional share in the unrealized gain on AFS investments of associates in 2010. The increase in investment properties, property and equipment and land and development by 11.8% or P12.0 billion, 21.6% or P2.4 billion and 59.3% or P7.3 billion, respectively, arose from new mall constructions and expansions, real estate developments and purchase of commercial lots in 2010. The increase in noncurrent time deposits by 16.1% to P37.4 billion in 2010 from P32.2 billion in 2009 mainly came from the

US$186.3 million bonds issued in 2010. Deferred tax assets went down by 39.6% to P0.6 billion in 2010 from P0.9 billion in 2009 mainly due to the decrease in deferred tax from unrealized foreign exchange loss and others of the group. Other noncurrent assets grew by 49.8% to P21.0 billion from P14.0 billion mainly due to the increase in non-current receivable from real estate buyers and escrow fund for SMDC projects.

Total consolidated current liabilities increased by 53.1% to P62.4 billion as of December 31, 2010 mainly due to availment of bank loans which increased by 318.8% to P20.4 billion in 2010 from P4.9 billion in 2009 and increase in accounts payable by 15.2% to P39.0 billion in 2010 from P33.9 billion in 2009 arising from trade transactions, acquisition of land and payable to government agencies in 2010. See note 17 to the audited consolidated financial statements for further discussion regarding bank loans. Income tax payable increased by 11.0% to P1.2 billion in 2010 from P1.1 billion in 2009 mainly due to higher taxable income in 2010. The 92.0% or P0.8 billion increase in current portion of long-term debt is mainly due to the reclassification from Long-term debt of loans which will mature in 2011. See note 19 to the audited consolidated financial statements for further discussion regarding long-term debt.

Total Noncurrent Liabilities increased to P147.2 billion, mainly due to the issuance of additional bonds by SMIC (US$186.3 million new money component of the US$400 million exchangeable bonds), corporate notes by SMDC (P10.0 billion) and SM Prime (P6.0 billion) and loan availments of the group, net of loan payments. The details of these transactions are further discussed in Note 19 to the audited consolidated financial statements. Defined benefit liability decreased by 49.0% to P0.2 billion in 2010 from P0.3 billion in 2009 due to additional contributions to the retirement fund in 2010. Deferred tax liabilities increased by 6.6% to P4.6 billion in 2010 from P4.3 billion in 2009 mainly due to higher capitalized interest and deferred rent income in 2010. Tenants' deposits and others increased by 23.9% to P12.4 billion in 2010 from P10.0 billion in 2009 mainly due to new malls and expansions in 2009 and 2010 and from new condominium projects of the real estate group. Noncurrent derivative liability decreased by 38.5% to P1.4 billion from P2.2 billion mainly due to the availment by the bondholders of US$246.3 million of the early redemption option in March 2010 and conversion of US$9M convertible bond of SMIC. See note 29 to the audited consolidated financial statements for further discussion regarding derivative transactions.

Total Stockholders' equity amounted to P197.8 billion as of December 31, 2010, while total Equity attributable to equity holders of the parent amounted to P141.5 billion. Cost of common shares held by a subsidiary increased by 993.1% to P0.3 billion in 2010 from P0.02 billion in 2009 mainly due to the acquisition by a subsidiary of parent common shares during the year. The 16.0% or P0.06 billion decrease in cumulative translation adjustment is related to the translation of the financial accounts of SM China malls from China Yuan Renminbi to Philippine peso. Minority interest increased by 37.5% to P56.3 billion in 2010 from P40.9 billion in 2009 mainly due to increase in net assets of certain subsidiaries. See Note 20 to the audited consolidated financial statements for further discussion regarding the Stockholders' Equity.

The Company has no known direct or contingent financial obligation that is material to the Company operations, including any default or acceleration of an obligation. The Company has no off-balance sheet transactions, arrangements, obligations during the reporting year and as of the balance sheet date.

There are no known trends, events, material changes, seasonal aspects or uncertainties that are expected to affect the company's continuing operations.

Key Performance Indicators

The following are the major financial ratios of the Company for the years ended December 31, 2010 and 2009:

Accounts	12 / 31/ 2010	12 / 31/ 2009
Current Ratio	1.67 : 1.00	2.17 : 1.00
Debt-equity Ratios:		
On Gross Basis	50% : 50%	49% : 51%
On Net Basis	22% : 78%	21% : 79%
Return on Equity	13.8%	13.6%
Net Income to Revenue	10.4%	10.1%
Revenue Growth	11.8%	8.5%
Net Income Growth	15.1%	14.4%
EBITDA *(In Billions of Pesos)*	P38.2B	P34.4B

The current ratio decreased to 1.67 : 1.00 in 2010 from 2.17 : 1.00 in 2009 due to increase in current liabilities resulting from availment of new bank loans, increase in current portion of long-term debt, decline in current time deposits as result of the availment of the early redemption option by the bondholders of US$246.3 million in March 2010 and proceeds from sale of certain investments held for trading and sale which were placed in non-current time deposits.

The debt-equity ratio on gross basis increased to 50%:50% in 2010 from 49%:51% in 2009 mainly due to the additional loans and bond issuances in 2010. On a net basis, the debt-equity ratio increased to 22%:78% as some loans were used for capital expansions and general corporate purposes.

In terms of profitability, the return on equity improved to 13.8% in 2010 compared to 13.6% in 2009 due to the 15.1% increase in net income attributable to equity holders of the parent in 2010. Net income to Revenue slightly increased to 10.4% in 2010 compared to 10.1% in 2009. Revenue growth in 2010 increased to 11.8% compared to 8.5% in 2009 mainly due to growth in sales, rent, equity in net earnings and gain on sale of investments. Net income attributable to equity holders of the Parent grew by 15.1% in 2010 due to the increase in merchandise and real estate sales, improvement in the net income of bank associates, net of the increase in costs and expenses and other charges.

EBITDA improved to P38.2 billion in 2010 over P34.4 billion in 2009 mainly due to higher revenue growth of 11.8% this year compared with last year’s 8.5% and slightly higher operating margin of 18.1% this year compared with last year’s 18.0%.

The manner by which the Company calculates the foregoing indicators is as follows:

1.	Current Ratio	Current Assets / Current Liabilities
2.	Debt – Equity Ratio	
	a. Gross Basis	Total Interest Bearing Debt less Pledged time deposits / Total Equity Attributable to Equity Holders of the Parent) + Total Interest Bearing Debt less Pledged time deposits
	b. Net Basis	Total Interest Bearing Debt less cash and cash equivalents, time deposits, investment in bonds held for trading and available for sale / Total Equity Attributable to Equity Holders of the Parent) + Total Interest Bearing Debt less cash and cash equivalents, time deposits and investments in bonds held for trading and available for sale
3.	Return on Equity	Net Income Attributable to Equity Holders of the Parent / Average Equity Attributable to Equity Holders of the Parent
4.	Net Income to Revenue	Net Income Attributable to Equity Holders of the Parent / Total Revenue
5.	Revenue Growth	Total Revenues (Current Period) / Total Revenues (Prior Period) - 1
6.	Net Income Growth	Net Income Attributable to Equity Holders of the Parent (Current Period) / Net Income Attributable to Equity Holders of the Parent (Prior Period) - 1
7.	EBITDA	Income from operations + Depreciation & Amortization

Expansion Plans / Prospects for the Future

For 2011, SM Prime plans to open SM City Masinag in Antipolo City, SM City San Fernando in Pampanga and SM City Olongapo in Zambales. Part of the 2011 program is for SM Prime to also expand two of its existing malls namely SM City Davao in Southern Mindanao and SM City Dasmariñas in Cavite. SM Prime is also scheduled to open SM Suzhou in first half of 2011, its fourth mall in China, which is located in the province of Jiangsu. SM Suzhou will have a GFA of approximately 70,000 sqm.

By the end of 2011, SM Prime will have 43 malls in the Philippines, of which 16 are in Metro Manila, and the others are spread out nationwide, and four malls in China. The 47 malls will have an estimated combined GFA of 5.7 million sqm. by the end of 2011.

Retail expansion plans for 2011 include the opening of four department stores, six supermarkets, 13 SaveMore branches and five hypermarkets.

By end 2010, SMDC had 14 projects from only 12 in 2009. With the strong and positive reception of the market on SMDC's newly launched MPlace and Blue Residence together with the "Big Four" projects (Jazz Residences, Sun Residences, Wind Residences, and Light Residences) launched in December 2009, SMDC management is very confident toward expanding its market share by going to "high-end" locations and focusing on 5-star quality homes at affordable prices. With many of its residential projects nearly sold out, SMDC plans to unveil five new projects in 2011.

Miranda and Carola clusters of Costa Del Hamilo are targeted to be completed by 3rd quarter and 4th quarter of 2011, respectively. A ferry terminal at Hamilo Coast's Papaya Cove is targeted for completion and operation by April 2011.

In 2nd half of 2011, SM Hotels will open Pico Sands Hotel, a 154 room resort-type hotel development in Hamilo Coast in Nasugbu, Batangas.

The above expenditures will be funded through internally generated sources and other capital raising initiatives such as bond issuances and loan availments.

The Company has no known direct or contingent financial obligation that is material to the Company, including any default or acceleration of an obligation. There were no contingent liabilities or assets in the Company's balance sheet. The Company has no off-balance sheet transactions, arrangements, obligations during the reporting year as of balance sheet date.

There are no known trends, events, material changes, seasonal aspects or uncertainties that are expected to affect the Company's continuing operations.

A.iv Brief Description of the General Nature and Scope of the Company's Business and Its Subsidiaries

SM Investments Corporation (SMIC), is the holding company of the SM Group of Companies. SMIC is engaged in five core businesses through its subsidiaries, namely: shopping mall development and management (SM Prime Holdings, Inc.), retail (SM Department Stores, SM Supermarket, SM Hypermarket and SaveMore Stores); financial services (BDO Unibank Inc. and China Banking Corporation) and real estate development and tourism (SM Land, Inc., SM Development Corporation, Costa Del Hamilo, Inc. Highlands Prime, Inc. and Belle Corporation) and hotels and conventions (SM Hotels, SMX Convention Specialists, Hotel Specialists - Tagaytay, Cebu and Pico).

SMIC was incorporated in the Philippines on 15 January 1960 with its registered office at 10th Floor, OneE-com Center, Harbor Drive, Mall of Asia Complex, Pasay City, Philippines.

Shopping Mall Development

SM Prime Holdings, Inc. ("SM Prime"), is the country's leading shopping mall developer and operator. It currently has 46 supermalls which are strategically located nationwide with a total gross floor area of 5.6 million square meters (sqm). Likewise, SM Prime has five supermalls located in the cities of Xiamen and Jinjiang in the Fujian Province, Chengdu in Sichuan Province, and Suzhou in Jiangsu Province and Chongqing in Chongqing Province with a total gross floor area (GFA) of 0.8 million sqm.

In 2012, SM Prime opened SM City Olongapo in Zambales, SM City Consolacion in Cebu City, SM City San Fernando in Pampanga, SM City General Santos in South Cotabato and SM City Lanang in Davao City in the Philippines and SM Chongqing in China. The new malls added 0.58 million sqm to SM Prime's total GFA.

For 2013, SM Prime plans to open SM Aura in Taguig City, SM City Cauayan in Isabela.
By the end of 2013, SM Prime will have 48 malls in the Philippines and five in China with an estimated combined GFA of 6.7 million sqm.

Retail

SM Department Stores is the leading innovator and trendsetter in the local retail merchandising scene. An institution that has become part of the lives of many Filipinos, it serves millions of customers through its 46 stores across the country.

These forty-six stores are strategically located in Metro Manila and key provincial cities, making it possible for the SM brand to be available to a wide customer base. Five stores, Makati, Cubao, Quiapo, Harrison, and Delgado, are standalone stores while the forty-one stores are based inside the SM Supermalls.

In 2012, five new stores were opened in Olongapo, Consolacion Cebu, San Fernando Pampanga, General Santos and Lanang Davao. These new stores contributed an additional 26,858 sqm, bringing the total store area of the forty-six stores to 416,337 sqm.

The SM Department Store continues to provide services that further enhance the shopping experience. It is where customers find a wide range of quality merchandise at reasonable prices.

For five consecutive years, the SM Department Store has garnered the Best of the Best Award for Retail Asia, making it earn the Hall of Fame Award in 2011 and 2012. This honor heightens its commitment to continuously improve it service by giving its customers the best quality product at best value for money. It will continue to maintain its leadership in the retail industry by growing through innovative retail marketing and product diversification.

SM Supermarkets, SaveMore and SM Hypermarkets currently has thirty-seven (37) supermarkets, eighty two (82) savemore stores and thirty seven (37) hypermarkets.

In 2012, four (4) supermarkets were opened in Consolacion Cebu, San Fernando Pampanga, General Santos and Lanang Davao.

In 2012, savemore branches were opened in LGZ Silver Screen, Basak, Nova Plaza, Bangkal, Sorsogon, Baclaran, Malinta, San Jose, Parian, Camarin, Avenida, LB Centro, Sta. Rosa, Maribago, MD Fuente, Talisay, Kawit and Santiago. In 2011, savemore branches were opened in Muntinlupa, Jackmann, Capistrano, Bayambang, Malhacan, Kauswagan, COD-Araneta, Sta. Ana, Apalit, Sta. Maria, Biñan, Tuguegarao, Halang, Rempson, Balibago, Canduman, Maguikay, Pedro Gil, Iba Zambales, Kanlaon, Ilagan, A. Avenue, Laoag, Salitran, Blumentritt.

In 2012, seven (7) hypermarkets were opened. These were in Alabang Zapote Road Las Piñas, East Service Road Muntinlupa, Monumento Caloocan City, Cainta Rizal, Heroes' Hall Laoag Ilocos Norte, Antipolo City, and Cadiz Negros Occidental, whereas in 2011, five (5) hypermarkets were opened in Subangdaku Mandaue Cebu, JMall Mandaue Cebu, Imus Cavite, SM Marketmall Dasmariñas Cavite and Sucat-Lopez Parañaque.

The total stores area of the 156 stores is 860,043 sqm.

For 2013, the retail group plans to open another 28 stores. Expansion plans for 2013 include the opening of two supermarkets, 19 savemore branches and seven hypermarkets.

Financial Services

BDO Unibank, Inc. ("BDO"), is a full-service universal bank which provides a wide range of corporate, commercial and retail banking services. These services include traditional loan and deposit products, as well as treasury, trust banking, investment banking, private banking, cash management, leasing and finance, remittance, insurance, retail cash cards and credit card services.

As December 31, 2012, BDO had a network of 763 operating branches, including one in Hong Kong, with an additional 32 domestic branch licenses for deployment. Complementing the extensive branch network are 1,877 ATMs, the second largest ATM network in the country. BDO also has 15 overseas remittance and representative offices in Asia, Europe, North America and the Middle East.

Based on published statements of condition, BDO ranked as the largest bank in terms of total assets, loans, deposits, capital and trust funds under management as of December 31, 2012.

The Bank continues to build on its strong business franchise to maintain leadership positions across most business lines. It is also strengthening its capabilities to support future growth, and to actively respond to strategic opportunities and market challenges. Over the long-term, the Bank aims to be the preferred bank in every market it serves and create shareholder value through superior returns.

The China Banking Corporation (China Bank), was incorporated on July 20, 1920 and commenced business on August 16 of the same year as the first privately owned local commercial bank in the Philippines. It resumed operations after World War II on July 23, 1945 and played a key role in the post-war reconstruction and economic recovery by providing financial support to businesses and entrepreneurs. China Bank was listed on the local stock exchange in 1947 and acquired its universal banking license in 1991. The Bank started by catering mainly to the Chinese-Filipino commercial sector, but has since expanded its market scope to include the retail and consumer segments. Its core banking franchise stems mainly from its 92-year history in the Philippines, a factor that has enabled it to become deeply entrenched within the socioeconomic fabric of the Chinese-Filipino community. The Bank's market comprises the corporate, commercial and consumer markets. It provides a wide range of domestic and international banking services, and is one of the largest commercial banks in the country in terms of assets and capital.

China Bank offers a wide range of financial products and services through its network of 316 branches (including 33 branches of China Bank Savings) as of Dec 2012. Complementing this branch network are convenient and secure electronic banking channels for day & night banking service – China Bank TellerCard ATM, China Bank Online (mobile and internet banking), and China Bank TellerPhone (phone banking).

In 2012, China Bank joined a very elite club as the first 2012 Bell Awardee for Corporate Governance from the Philippine Stock Exchange (PSE) - the only bank among the five publicly-listed companies awarded, distinguished from among 255 publicly-listed companies. China Bank also bagged the Gold Award (score of at least 95%) in Corporate Governance for the second consecutive year (2011 & 2012) from the Institute of Corporate Directors (ICD) - the fourth time that ICD recognized the Bank as a transparent and well governed institution. China Bank has also been named as a "Leading Commercial Payment Partner Bank in the Philippines" by Bank of America Merrill Lynch for the second consecutive year. The award celebrates China Bank achievements in enhancing its straight-through processing (STP) rate, which improved to over 98% in 2011 from 96% in the previous year.

In addition, Fitch Ratings affirmed its credit ratings (individual rating of C/D) and the national rating of AA- which is one notch below the top bank rating in the country. Capital Intelligence rating agency also affirmed its credit rating on China Bank (Financial Strength BBB-) and recently upgraded its Foreign Currency Long-Term rating to BB from BB- following the upgrade in the Philippines' sovereign rating.

For 2013, China Bank' plan builds on the four core strategies with emphasis on expanding market share in all sectors but with stronger focus in the middle market and to continue diversification of revenue streams. China Bank will continue to strengthen revenue growth for its core businesses and diversify its revenue sources, sustain its branch expansion and distribution channels, build a competitive and responsive organization and, upgrade of technology platforms for better competitiveness and operational efficiency, with the objective of being among the best if not the best bank wherever we do business.

China Bank continues to be among the busiest banks in terms of business improvement and Technology projects in the pipeline that includes upgrade of the core banking system, new ATM switch system, ALM system, credit / debit card systems.

Real Estate Development and Tourism

SM Development Corporation ("SM Development or SMDC"), was incorporated in the Philippines in 1974 under the name Ayala Fund, Inc, a publicly-listed closed-end investment company. After the SM Group obtained majority shareholdings in March 1986, it was renamed SM Fund, Inc. and continued to provide an avenue for investment in diverse businesses in the Philippines with the aim of maximizing dividend income and capital appreciation.

In May 1996, SM Fund, Inc. was renamed SM Development Corporation to reflect its new business thrust of property development, whose primary objective is to pursue opportunities in the real estate industry. In line with this, its business proposition was directed toward tapping the residential property market near/beside SM shopping malls. Meanwhile, the business of securities investment is retained to provide a regular flow of earnings in the form of interest and dividend income.

SMDC has a current portfolio of 19 residential projects, 18 of which are in Metro Manila and one in Tagaytay City in the Province of Cavite. In 2011, SMDC launched Mezza II Residences in Quezon City, Green Residences in Manila, Shell Residences in Pasay City and Rose Residences in Pasig City. In 2012, SMDC introduced in the real estate market Breeze Residences in Pasay City and Grace Residences in Taguig City.

Highlands Prime, Inc ("HPI") is a publicly listed high-end property development company majority owned by the SM Group. HPI develops and sells residential properties located at a private and exclusive mountainside resort called Tagaytay Highlands. Tagaytay Highlands is in Tagaytay City, an hour and a half drive from the Makati Central Business District. It is a popular weekend destination for upscale Manila residents due to its proximity, cool climate and incomparable views of Taal lake, Laguna de Bay and the mountains of Batangas and Laguna.

HPI's assets are comprised primarily of undeveloped land in the Tagaytay Highlands and Tagaytay Midlands resort complex. HPI has completed six projects, to date - The Woodridge at Tagaytay Highlands, The Horizon, Phase I of the Woodridge Place, The Hillside, Pueblo Real and Sierra Lago. The Woodridge and The Woodridge Place Phase I are fully sold.

The Company has two projects under construction namely: The Woodridge Place II and newly introduced Aspenhills. Woodridge Place II is a condominium project at Tagaytay Highlands, which boast of a view of Taal Lake and was formally introduced to the market in May 2010. This project consists of two mid-rise buildings with 128 condominium residential units. Aspenhills is a 27-hectare lot only development located at the Highlands enclave of the Tagaytay Highlands. Offering 204 open lots, the theme of the project is a modern ranch style and mountain lodge architecture inspired by the development in Aspen, Colorado.

Costa del Hamilo, Inc. ("CDHI") was incorporated in the Philippines and registered with the SEC on September 26, 2006 with the primary purpose of acquiring, developing and selling real estate and investment in various securities. CDHI is the developer of Pico de Loro Cove, the first residential community within Hamilo Coast, a master planned Coastal Resort Township development in Nasugbu Batangas encompassing 13 coves and 31 kilometres of coastline.

Pico de Loro Cove is located in a lush 40-hectare valley, bound by rolling mountains and a protected cove that contains a 1.5 kilometres white sand swimming beach. Currently, Pico de Loro Cove offers residential condominium units, membership in an exclusive Beach & Country Club as well as a hotel.

The Beach Club was completed and opened in 2009, while the Country Club was completed in June 2010, providing members with the complete club experience together with attendant facilities and amenities. Most recreational activities are outdoor and nature-based owing to the rich natural environment, such as kayaking, snorkeling, mountain biking, hiking, and others.

The residential clusters of Jacana, Myna, Miranda and Carola were completed from January 2010 to August 2012. The ferry terminal at Hamilo Coast's Papaya Cove was completed by May 2011. The 150 room Pico Sands Hotel was operational in 2nd quarter of 2011.

Prime Metroestate Inc. (formerly Pilipinas Makro, Inc.) was incorporated on June 1, 1995. On December 14, 2012, the company changed its corporate name to Prime Metroestate Inc. as the Trademark License Agreement for the use of "Makro" was terminated on January 1, 2013.

The company likewise changed the concentration of its business operations from wholesale/ retail of food and non-food articles to leasing. The company is now engaged in the acquiring of properties to the extent permitted by law including but not limited to real estate, to exercise all rights, powers and privileges of ownership including the right to receive, collect, dispose, and hold the properties for lease.

Other real estate projects include the development of the Mall of Asia Complex in Pasay City. It houses the SM Mall of Asia, which is the country's biggest and most ambitious mall project opened to the public; the SMX Convention Center, which serves as a venue for major conferences, trade exhibitions and shows in Metro Manila; the One and Two E-Com Centres, which are specifically designed for the use of contact center, customer relationship management, business process outsourcing (BPO), and other specialized companies; the SM Corporate Offices; the OneEsplanade; the San Miguel by the Bay and the SM Arena, which is a five-storey, first-class multipurpose venue for sporting events, concerts, entertainment shows, and other similar events with a seating capacity of approximately 16,000. The other on-going development is the Three E-com Center, a 15-storey building with gross floor area of approximately 145,000 square meters, with projected completion date by year-end of 2014.

Hotels

SM Hotels and Conventions Corp., formerly SM Hotels Corp., was incorporated in March 2008 with the primary purpose of developing and managing the various hotel and convention properties of the SM group.

In 2009, Taal Vista Hotel's newly constructed east wing with 133 guest rooms (making it a total of 261 rooms) and a 1,000-seater ballroom became fully operational. SMX, located at Mall of Asia Complex with its state of the art convention and exhibition facilities, continues to host major internal and local conventions and exhibitions. It is a three-storey structure with a gross floor area of 46,647 square metres made up of two large exhibit floors which can be divided into multiple exhibition and function halls.

In the last quarter of 2010, SM Hotels launched the 400-room Radisson Blu Hotel in Cebu, the first hotel managed by Carlson International in Asia-Pacific region to be classified under its “Blu” upscale hotel brand category. The property has been classified as a deluxe hotel category by the Department of Tourism and its facilities include an in-house spa, fitness center, business center, 800-square meter swimming pool, club lounge, 2 ballrooms and a number of smaller meeting rooms. It is strategically located beside SM City Cebu and is adjacent to the International Port Area.

In July of 2011, Pico Sands Hotel opened, a 154 room resort-type hotel in Hamilo Coast in Nasugbu, Batangas.

SM Hotels is currently developing Park Inn by Radisson Davao which will be the very first “Park Inn by Radisson” in the Asia Pacific region. The Park Inn brand is one of the hotel brands under Carlson and is the largest mid-market brand for hotels under development in Europe. Park Inn by Radisson Davao hotel project is approximately a 204-room hotel located in Lanang, Davao City. The hotel is scheduled to open in the first quarter of 2013.

In 2012, SM Hotels’ subsidiary, SMX Manila, entered into an agreement with SM Prime to manage its SMX Convention Center in Lanang Davao which opened in 2012. This is in addition to the properties managed by SMX Manila namely, Mega Trade Hall and Cebu Trade Hall. Also SMX Manila will manage SM Prime’s sqm SMX Convention Center in Taguig, which is scheduled to open in April 2013.

Others

Belle Corporation ("Belle") was incorporated in 1973 as Belle Mining and Oil Exploration, Incorporated (“Belle Resources”) and, in 1976, was listed on the Philippine Stock Exchange. In 1989, Belle Resources developed a golf club named Tagaytay Highlands International Golf Club, Incorporated (“Tagaytay Highlands”), which became its initial foray into the property development sector. In 1994, Belle Resources changed its name to Belle Corporation to underscore the shift in its principal activity of real estate development. Belle mainly develops property within the Tagaytay Highlands, Midlands and Greenlands complex (“Complex”), a 1,280-hectare property that provides excellent views of Taal lake, Laguna de Bay and the towering mountains of Batangas and Laguna. The Complex is located less than 90 minutes south of Makati City in Tagaytay City and adjoining areas in Batangas province.

Since 1989, Belle has launched a total of 19 real estate projects, two golf clubs and one country club, with total gross land area of approximately 600 hectares in Tagaytay City and Batangas.

In 2009, the Belle entered into a Memorandum of Agreement with SM Commerical Properties and its related companies, for Belle’s acquisition of all the outstanding capital stock of Premium Leisure & Amusement, Inc. (“PLAI”). PLAI and its consortium members were granted a license by the Philippine Amusement and Gaming Corporation, to develop and operate an integrated resort complex. This marked the Company’s strategic entry into the integrated resort industry. The construction of the Belle Grande Manila Bay integrated resort (“Belle Grande”) began in January 2010 and is currently in full swing. Belle Grande is being constructed on 6.2-hectares of prime land at the corner of Roxas Boulevard and Aseana Avenue in Parañaque City. In 2012, Belle and PLAI entered into a Cooperation Agreement with Melco Crown Entertainment Limited (”MCE”) of Hong Kong for a collaborative partnership in the development and operation of Belle Grande. MCE is a developer and operator of resorts focused on the Macau market, with its flagship property therein being the successful "City of Dreams" integrated resort complex. The Cooperation Agreement places Belle as the licensee and owner of the site's land and buildings, with MCE being the developer and operator of all facilities within Belle Grande. Upon completion, envisioned in 2014, the integrated resort is planned to have approximately 30 hectares of gross land area, and will house approximately 2 hectares of gaming areas, more than 2 hectares of retail and restaurant facilities, more than 900 hotel rooms of 5-star and 6-star quality and entertainment facilities. Belle Grande is only about 1 kilometer away from the Mall of Asia complex.

Atlas Consolidated Mining & Development Corporation ("Atlas") was incorporated as Masbate Consolidated Mining Company, Inc. on March 9, 1935 as a result of the merger of assets and equities of three pre-war mining companies, namely Masbate Consolidated Mining Company, Inc., Antamok Goldfields Mining Company and IXL Mining Company. Thereafter, it amended its Articles of Incorporation to reflect its present corporate name. Atlas is engaged in mineral and metallic mining, exploration and development and primarily produces cooper concentrate and gold with silver and magnetite as major by-products.

Atlas' copper mining operations which started in 1955 are centered in Toledo City, Cebu where three main ore bodies (Lutopan, Carmen & Biga), two operating open pit mines (Lutopan & Carmen) and one milling complex (Carmen concentrator) are located. Atlas' revenues are currently derived from the sale of copper concentrates, gold, silver, and magnetite from its Toledo Copper Mines production, nickel laterite ore in its Berong nickel operations, rental of some of its idle assets and proceeds from sale of scrap and excess materials.

A.v Company's Directors and Executive Officers

Please refer to Item 5 of the Information Statement for the discussion on the identity of each of the Company's directors and executive officers including their principal occupation or employment, name and principal business of any organization by which such persons are employed.

A.vi Market Price, Shareholder and Dividend Information

Market Information

The Company's shares of stock are traded in the Philippine Stock Exchange.

	2012				2011			
Stock Prices		High		Low		High		Low
1st Quarter	₱	692.0	₱	559.0	₱	551.0	₱	442.0
2nd Quarter		730.0		640.0		580.0		525.0
3rd Quarter		758.0		705.0		568.0		450.0
4th Quarter		900.5		728.0		585.5		480.0

As of February 28, 2013, the closing price of the Company's shares of stock is ₱1,044/share.

Shareholder and Dividend Information

The number of shareholders of record as of February 28, 2013 was 1,255. Capital stock issued and outstanding as of February 28, 2013 was 623,018,344. As of December 31, 2012, there are no restrictions that would limit the ability of the Company to pay dividends to the common stockholders, except with respect to P93.3 billion, representing accumulated equity in net earnings of subsidiaries. These earnings are not available for dividend distribution until such time that the Parent Company receives the dividends from the subsidiaries.

On April 26, 2012, the Board of Directors approved the declaration of cash dividends of P10.4 per share in favor of stockholders on record as of May 26, 2012 and paid on June 21, 2012.

On April 27, 2011, the Board of Directors approved the declaration of cash dividends of P9.04 per share in favor of stockholders on record as of May 27, 2011 and paid on June 22, 2011.

The top 20 stockholders as of February 28, 2013 are as follows:

	Name	No. of Shares Held	% to Total
1	PCD Nominee Corp. (Non-Filipino)	203,235,961	32.62%
2	Hans T. Sy	52,775,618	8.47%
3	Herbert T. Sy	52,768,360	8.47%
4	Harley T. Sy	46,822,633	7.52%
5	Henry T. Sy, Jr.	46,768,360	7.51%
6	Teresita T. Sy	45,668,360	7.33%
7	Felicidad T. Sy	40,324,138	6.47%
8	Elizabeth T. Sy	37,378,390	6.00%
9	PCD Nominee Corp. (Filipino)	26,207,224	4.21%
10	Syntrix Holdings, Inc.	25,000,000	4.01%
11	Sysmart Corporation	15,375,164	2.47%
12	Henry Sy Foundation	12,000,000	1.93%
13	Henry Sy, Sr.	11,742,249	1.88%
14	Felicidad T. Sy Foundation, Inc.	6,000,000	0.96%
15	Susana Fong	241,599	0.04%
16	Value Plus, Inc.	81,130	0.01%
17	Alberto S. Yao	41,708	0.01%
18	Belle Corporation	26,068	0.00%
19	Hector Yap Dimacali	20,854	0.00%
20	Hans Sy FAO Wonderfoods Corp.	20,854	0.00%

The following securities were issued as exempt from the registration requirements of the Securities Regulation Code (SRC) and therefore have not been registered with the Securities and Exchange Commission:

(1) On October 17, 2012, SMIC issued US$500 million senior bonds which bear a fixed interest rate of 4.250% per annum, payable semi-annually in arrears. The bonds will mature on October 17, 2019. The bonds, which was listed in the Singapore Stock Exchange, are considered exempt security pursuant to Section 10.1 (k) and 10.1 (l) of RA No. 8799. The underwriter is Citibank N.A. London and the total underwriting fees and expenses amounted to US$2.5 million.

(2) On February 15, 2012, SMIC issued a US$250.0 million Convertible Bonds due on February 15, 2017. The Convertible Bonds, which was listed in the Singapore Stock Exchange, are considered exempt security pursuant to Section 10(g) of R.A. No. 8799. The lead underwriter is Citibank N.A. London and the total underwriting fees and expenses amounted to US$3.125 million.

(3) On September 26, 2011, the Company issued corporate notes comprised of 7-year notes (Series A) and 10-year notes (Series B) amounting to P916.0 million and

P4,084.0 million, respectively. Series A and Series B notes will mature on September 26, 2018 and September 26, 2021, respectively, and bear fixed interest rate of 5.75% and 6.625% per annum, respectively. Interests in arrears are payable semi-annually starting March 26, 2012. The corporate notes, which were issued to less than 20 entities, are considered as exempt pursuant to Section 10 (1) of RA 8799. The arrangers are BDO Capital, First Metro Investment Corporation and Hongkong Shanghai Banking Corporation and the total arrangers fees amounted to P18.8 million.

(4) On February 7, 2011, the Company issued fixed rate notes amounting to P7,000.0 million which bear a fixed interest rate of 6.165% per annum, payable semi-annually. The fixed rate notes will mature on February 8, 2016. The fixed rate notes, which were issued to less than 20 entities, are considered as exempt pursuant to Section 10 (1) of RA 8799. The arrangers are ING Bank, BPI Capital Corporation, Allied Banking Corporation, First Metro Investment Corporation, RCBC Capital Corporation and United Coconut Planters Bank and the total arrangers fees amounted to P24.1 million.

(5) On October 13, 2010, SMIC issued US$400 million bonds which bear a fixed interest rate of 5.5% per annum, payable semi-annually in arrears. The bonds will mature on October 13, 2017. Of this amount, US$82.9 million and US$130.8 million were exchanged from the existing US$350 million 6.75% bonds due 2013 and US$500 million 6.00% bonds due 2014, respectively. The balance of US$186.3 million represents the new money component. The bonds, which were listed in the Singapore Stock Exchange, are considered as exempt pursuant to Section 10 (1) of RA No. 8799. The underwriters are Citi, HSBC and BDO and the total underwriting fees and expenses amounted to US$1.7 million.

(6) On September 22, 2009, SMIC issued US$500.0 million bonds which bear a fixed interest rate of 6.0% per annum, payable semi-annually in arrears. The bonds will mature on September 22, 2014. The bonds, which were listed in Singapore Stock Exchange, are considered as exempt security pursuant to Section 10 (1) of RA No. 8799. The underwriters are Barclays Capital and Citi and the total underwriting fees and expenses amounted to US$2.1 million.

(7) On July 17, 2008, SMIC issued a US$350.0 million 6.75% bonds due on July 18, 2013. The Bonds, which were listed in the Singapore Stock Exchange, are considered as exempt security pursuant to Section 10 (l) of R.A. No. 8799. The sole underwriter is UBS and the total underwriting fees and expenses amounted to US$1.5 million.

(8) On August 6, 2007 and November 6, 2007, SMIC issued Series 1 and Series 2 of nonconvertible, non-participating, non-voting preferred shares amounting to P3,300.0 million and P200.0 million, respectively. The Preferred shares issued to financial and non-financial institutions are considered as exempt security pursuant to Section 9.2 of R.A. No. 8799. The lead underwriter is ING Manila and the total underwriting fees and expenses amounted to P17 million. On February 7, 2011, SMIC prepaid the Series 1 preferred shares amounting to ₱3,300.0 million.

(9) On March 19, 2007, SMIC issued a US$300.0 million Convertible Bonds due on March 20, 2012. The Convertible Bonds, which was listed in the Singapore Stock Exchange, are considered as exempt security pursuant to Section 10(g) of R.A. No. 8799. The lead underwriters are Citibank and Macquarie Securities and the total underwriting fees and expenses amounted to US$3.3 million.

Please refer to Note 19 of the 2012 consolidated financial statements for the details of the Company's fixed rate bonds.

There are no existing or planned stock options/ stock warrant offerings.

A.vii Corporate Governance

SMIC's culture of corporate governance remains rooted in its Manual on Corporate Governance (the "Manual") and Code of Ethics (the "Code"). The Manual institutionalizes the principles of good corporate governance throughout the organization. It lays down SMIC's compliance system and identifies the roles and responsibilities of the Board of Directors (the "Board") and management in relation to corporate governance. The Manual also provides the policies on disclosure and transparency, the conduct of communication and training programs on corporate governance, the rights and equitable treatment of shareholders and the protection of SMIC's stakeholders.

There have been no deviations from the Manual since its adoption. In January 2012, SMIC submitted to the SEC its certification of compliance with the Manual, stating that SMIC, its directors, officers and employees have adopted and fully complied with all leading practices and principle of good corporate governance as culled from the Manual.

The Code reflects SMIC's mission, vision and values and serves as a guiding principle for SMIC's directors, officers and employees in the performance of their duties and responsibilities. Primarily, the Code regulates the relationships and treatment that directors, officers and employees should employ when dealing with customers, investors, creditors, contractors, supplies, regulators, the public and the other various stakeholders of the company. To align with the Code, SMIC has adopted several supplemental policies, such as the Guidelines on Acceptance of Gifts, the Insider Trading Policy and the Guidelines on the Anti-Money Laundering Law, to name a few. SMIC continues to keep pace with best practice in corporate governance through the development of policies on conflict of interest, related party transactions and the continued enhancement of its risk management systems.

SMIC's Board of Directors remain the driving force behind the company's corporate governance development. All directors and members of senior management have undergone training on corporate governance. The Board is composed of eight (8) directors, three (3) of which are Non-Executive Independent Directors, namely, Mr. Vicente S. Perez, Jr., Mr. Ah Doo Lim and Mr. Joseph R. Higdon. SMIC considers an independent director as one who, except for his director's fees and minimal qualifying shares, is independent of management and free from any business or other relationships which could reasonably be perceived to materially interfere with the exercise of independent judgment in carrying out one's duties and responsibilities as a director of the company.

Since the establishment of its corporate governance culture, SMIC has been recipient to numerous awards and citations for its good governance programs and policies. Corporate Governance Asia (CG Asia) a regional publication out of Hong Kong, recently recognized SMIC as one of the best in corporate governance in the Philippines. The Asset, a multi-media entity that serves the Asian financial markets, also awarded SMIC its prestigious

Platinum Award for all-around excellence in management, financial performance, corporate governance, social and environmental responsibility and investor relations. SMIC was also awarded Gold by the Institute of Corporate Directors (ICD) based on five (5) key categories, namely a) Rights of Shareholders, b) Equitable Treatment of Shareholders, c) Role of Stakeholders, d) Disclosure and Transparency, and e) Board Responsibility.

SMIC continues to move forward with the development of its corporate governance culture and is steadfast in keeping pace with global best practice.

A.viii Undertaking to provide without charge a copy of the Company's Annual Report

The Company will provide without charge a copy of the Company's Annual Report on SEC Form 17-A to its stockholders upon receipt of a written request addressed to Ms. Corazon P. Guidote, Senior Vice President for Investor Relations at 10th Floor, OneE-com Center, Harbor Drive, Mall of Asia Complex, Pasay City 1300.

SM INVESTMENTS CORPORATION AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

(Amounts in Thousands)

	December 31	
	2012	2011
ASSETS		
Current Assets		
Cash and cash equivalents (Notes 6, 17, 21, 28 and 29)	**₱60,714,720**	₱56,050,322
Time deposits and short-term investments (Notes 7, 19, 21, 28 and 29)	**29,090,335**	879,410
Investments held for trading and sale (Notes 8, 11, 21, 28 and 29)	**2,854,541**	1,939,709
Receivables (Notes 9, 16, 21, 28 and 29)	**16,822,651**	11,764,852
Merchandise inventories - at cost (Note 22)	**13,402,762**	13,436,456
Other current assets (Notes 10, 15, 21, 28 and 29)	**22,934,142**	17,189,740
Total Current Assets	**145,819,151**	101,260,489
Noncurrent Assets		
Available-for-sale investments (Notes 11, 21, 28 and 29)	**16,912,646**	12,453,181
Investments in shares of stock of associates (Note 12)	**128,431,219**	88,417,849
Time deposits (Notes 7, 19, 21, 28 and 29)	**29,432,850**	37,416,562
Property and equipment (Note 13)	**17,186,517**	15,092,354
Investment properties (Notes 14 and 19)	**149,970,690**	131,275,911
Land and development (Note 15)	**30,197,862**	23,012,453
Intangibles (Note 16)	**15,354,200**	15,354,200
Deferred tax assets - net (Note 26)	**642,105**	694,644
Other noncurrent assets (Notes 9, 16, 21, 25, 28 and 29)	**28,907,302**	24,084,415
Total Noncurrent Assets	**417,035,391**	347,801,569
	₱562,854,542	₱449,062,058

LIABILITIES AND EQUITY		
Current Liabilities		
Bank loans (Notes 17, 21, 28 and 29)	**₱31,793,975**	₱25,747,920
Accounts payable and other current liabilities (Notes 18, 21, 28 and 29)	**58,481,876**	44,749,807
Income tax payable	**1,474,045**	1,331,046
Current portion of long-term debt (Notes 14, 19, 21, 28 and 29)	**13,859,558**	7,920,961
Dividends payable (Notes 28 and 29)	**97,282**	25,696
Total Current Liabilities	**105,706,736**	79,775,430
Noncurrent Liabilities		
Long-term debt - net of current portion (Notes 14, 19, 21, 28 and 29)	**174,532,871**	128,464,019
Derivative liabilities (Notes 28 and 29)	**244,330**	237,980
Deferred tax liabilities - net (Note 26)	**4,542,918**	4,507,979
Tenants' deposits and others (Notes 14, 25, 27, 28 and 29)	**16,205,235**	13,789,789
Total Noncurrent Liabilities	**195,525,354**	146,999,767
Total Liabilities	**301,232,090**	226,775,197
Equity Attributable to Owners of the Parent		
Capital stock (Note 20)	**6,229,746**	6,121,640
Additional paid-in capital (Note 20)	**42,858,920**	35,536,615
Equity adjustments from business combination under common control (Note 20)	**(2,332,796)**	(2,332,796)
Cost of Parent common shares held by subsidiaries (Note 20)	**(125,906)**	(263,195)
Cumulative translation adjustment of a subsidiary	**266,915**	428,058
Net unrealized gain on available-for-sale investments (Notes 11 and 12)	**11,696,597**	7,008,067
Retained earnings (Note 20):		
Appropriated	**35,000,000**	5,000,000
Unappropriated	**94,458,694**	106,167,942
Total Equity Attributable to Owners of the Parent	**188,052,170**	157,666,331
Non-controlling Interests	**73,570,282**	64,620,530
Total Equity	**261,622,452**	222,286,861
	₱562,854,542	₱449,062,058

See accompanying Notes to Consolidated Financial Statements.

UNAUDITED

SM INVESTMENTS CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF INCOME

(Amounts in Thousands, Except Per Share Data)

	Years Ended December 31		
	2012	2011	2010
REVENUE			
Sales:			
Merchandise	**₱158,888,415**	₱148,182,071	₱135,570,401
Real estate and others	**23,438,959**	17,874,409	10,896,597
Rent (Notes 14, 21 and 27)	**24,155,567**	20,472,785	17,904,661
Equity in net earnings of associates (Note 12)	**9,042,034**	6,415,424	5,440,826
Cinema ticket sales, amusement and others	**4,824,228**	4,138,053	3,722,983
Management and service fees (Note 21)	**1,112,302**	880,679	807,507
Gain on sale of available-for-sale investments and fair value changes on investments held for trading - net (Notes 8, 11 and 29)	**2,055**	44,368	683,714
Dividend income (Note 21)	**628,385**	368,919	303,518
Others	**1,785,329**	1,538,940	1,599,684
	223,877,274	199,915,648	176,929,891
COST AND EXPENSES			
Cost of sales:			
Merchandise (Note 22)	**117,896,688**	112,192,756	103,500,345
Real estate and others	**14,124,779**	10,289,007	5,995,214
Selling, general and administrative expenses (Note 23)	**44,978,822**	40,412,750	35,496,334
	177,000,289	162,894,513	144,991,893
OTHER INCOME (CHARGES)			
Interest expense (Notes 17, 19, 21, 24, 28 and 29)	**(10,811,736)**	(8,836,013)	(7,652,557)
Interest income (Notes 6, 7, 8, 11, 21 and 24)	**4,416,746**	4,274,640	3,716,452
Gain on disposal of investments and properties - net (Notes 12, 13, 14 and 19)	**1,301,888**	2,623,864	1,626,816
Gain (loss) on fair value changes on derivatives - net (Note 29)	**(1,403,411)**	366,154	243,085
Foreign exchange gain - net (Note 28)	**565,132**	242,862	407,208
	(5,931,381)	(1,328,493)	(1,658,996)
INCOME BEFORE INCOME TAX	**40,945,604**	35,692,642	30,279,002
PROVISION FOR (BENEFIT FROM) INCOME TAX (Note 26)			
Current	**6,453,836**	5,534,187	5,109,646
Deferred	**91,250**	(39,369)	291,407
	6,545,086	5,494,818	5,401,053
NET INCOME	**34,400,518**	₱30,197,824	₱24,877,949
Attributable to			
Owners of the Parent (Note 30)	**₱24,674,381**	₱21,224,592	₱18,440,169
Non-controlling interests	**9,726,137**	8,973,232	6,437,780
	₱34,400,518	₱30,197,824	₱24,877,949
Earnings Per Common Share (Note 30)			
Basic	**₱40.01**	₱34.68	₱30.17
Diluted	**37.48**	34.63	30.17

See accompanying Notes to Consolidated Financial Statements.

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SM INVESTMENTS CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(Amounts in Thousands)

	Years Ended December 31		
	2012	2011	2010
NET INCOME	**₱34,400,518**	₱30,197,824	₱24,877,949
OTHER COMPREHENSIVE INCOME (LOSS)			
Share in unrealized gain on available-for-sale investments of associates - net (Note 12)	**1,523,950**	440,127	2,065,101
Net unrealized gain (loss) on available-for-sale investments (Note 11)	**4,720,898**	(434,299)	1,941,882
Income tax relating to components of other comprehensive income	**3,772**	207,106	(375,510)
Cumulative translation adjustment of a subsidiary	**(205,702)**	177,178	(75,740)
	6,042,918	390,112	3,555,733
TOTAL COMPREHENSIVE INCOME	**₱40,443,436**	₱30,587,936	₱28,433,682
Attributable to			
Owners of the Parent	**₱29,201,768**	₱21,573,362	₱21,366,625
Non - controlling interests	**11,241,668**	9,014,574	7,067,057
	₱40,443,436	₱30,587,936	₱28,433,682

See accompanying Notes to Consolidated Financial Statements.

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SM INVESTMENTS CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

(Amounts in Thousands, Except Per Share Data)

	Equity Attributable to Owners of the Parent									Non-controlling Interests	Total Equity
	Capital Stock (Note 20)	Additional Paid-in Capital (Note 20)	Equity Adjustments from Business Combination Under Common Control (Note 20)	Cost of Parent Common Shares Held by Subsidiaries (Note 20)	Cumulative Translation Adjustment of a Subsidiary	Net Unrealized Gain on Available-for-Sale Investments (Notes 11 and 12)	Appropriated Retained Earnings	Unappropriated Retained Earnings (Note 20)	Total		
Balance at December 31, 2011	**₱6,121,640**	**₱35,536,615**	**(₱2,332,796)**	**(₱263,195)**	**₱428,058**	**₱7,008,067**	**₱5,000,000**	**₱106,167,942**	**₱157,666,331**	**₱64,620,530**	**₱222,286,861**
Net income for the year	–	–	–	–	–	–	–	**24,674,381**	**24,674,381**	**9,726,137**	**34,400,518**
Other comprehensive income	–	–	–	–	**(161,143)**	**4,688,530**	–	–	**4,527,387**	**1,515,531**	**6,042,918**
Total comprehensive income for the year	–	–	–	–	**(161,143)**	**4,688,530**	–	**24,674,381**	**29,201,768**	**11,241,668**	**40,443,436**
Issuance of Parent common shares	**108,106**	**7,322,305**	–	–	–	–	–	–	**7,430,411**	–	**7,430,411**
Acquisition of Parent common shares held by a subsidiary	–	–	–	**137,289**	–	–	–	–	**137,289**	–	**137,289**
Cash dividends - ₱10.40 a share (Note 20)	–	–	–	–	–	–	–	**(6,383,629)**	**(6,383,629)**	–	**(6,383,629)**
Approprition during the year	–	–	–	–	–	–	**30,000,000**	**(30,000,000)**	–	–	–
Decrease in previous year's non-controlling interests	–	–	–	–	–	–	–	–	–	**(182,934)**	**(182,934)**
Cash dividends received by non-controlling interests	–	–	–	–	–	–	–	–	–	**(2,108,982)**	**(2,108,982)**
Balance at December 31, 2012	**₱6,229,746**	**₱42,858,920**	**(₱2,332,796)**	**(₱125,906)**	**₱266,915**	**₱11,696,597**	**₱35,000,000**	**₱94,458,694**	**₱188,052,170**	**₱73,570,282**	**₱261,622,452**
Balance at December 31, 2010	₱6,119,826	₱35,456,200	(₱2,332,796)	(₱263,195)	₱289,260	₱6,798,095	₱5,000,000	₱90,475,674	₱141,543,064	₱56,274,415	₱197,817,479
Net income for the year	–	–	–	–	–	–	–	21,224,592	21,224,592	8,973,232	30,197,824
Other comprehensive income	–	–	–	–	138,798	209,972	–	–	348,770	41,342	390,112
Total comprehensive income for the year	–	–	–	–	138,798	209,972	–	21,224,592	21,573,362	9,014,574	30,587,936
Issuance of Parent common shares	1,814	80,415	–	–	–	–	–	–	82,229	–	82,229
Cash dividends - ₱9.04 a share (Note 20)	–	–	–	–	–	–	–	(5,532,324)	(5,532,324)	–	(5,532,324)
Increase in previous year's non-controlling interests	–	–	–	–	–	–	–	–	–	1,562,422	1,562,422
Cash dividends received by non-controlling interests	–	–	–	–	–	–	–	–	–	(2,230,881)	(2,230,881)
Balance at December 31, 2011	₱6,121,640	₱35,536,615	(₱2,332,796)	(₱263,195)	₱428,058	₱7,008,067	₱5,000,000	₱106,167,942	₱157,666,331	₱64,620,530	₱222,286,861
Balance at December 31, 2009	₱6,110,230	₱35,030,710	(₱2,332,796)	(₱24,078)	₱344,302	₱3,816,597	₱5,000,000	₱76,850,367	₱124,795,332	₱40,929,934	₱165,725,266
Net income for the year	–	–	–	–	–	–	–	18,440,169	18,440,169	6,437,780	24,877,949
Other comprehensive income	–	–	–	–	(55,042)	2,981,498	–	–	2,926,456	629,277	3,555,733
Total comprehensive income for the year	–	–	–	–	(55,042)	2,981,498	–	18,440,169	21,366,625	7,067,057	28,433,682
Issuance of Parent common shares	9,596	425,490	–	–	–	–	–	–	435,086	–	435,086
Acquisition of Parent common shares held by a subsidiary	–	–	–	(249,812)	–	–	–	–	(249,812)	–	(249,812)
Disposal of Parent common shares held by a subsidiary	–	–	–	10,695	–	–	–	–	10,695	–	10,695
Cash dividends - ₱7.88 a share (Note 20)	–	–	–	–	–	–	–	(4,814,862)	(4,814,862)	–	(4,814,862)
Increase in previous year's non-controlling interests	–	–	–	–	–	–	–	–	–	9,688,915	9,688,915
Cash dividends received by non-controlling interests	–	–	–	–	–	–	–	–	–	(1,411,491)	(1,411,491)
Balance at December 31, 2010	₱6,119,826	₱35,456,200	(₱2,332,796)	(₱263,195)	₱289,260	₱6,798,095	₱5,000,000	₱90,475,674	₱141,543,064	₱56,274,415	₱197,817,479

See accompanying Notes to Consolidated Financial Statements.

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SM INVESTMENTS CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

(Amounts in Thousands)

	Years Ended December 31		
	2012	2011	2010
CASH FLOWS FROM OPERATING ACTIVITIES			
Income before income tax	**₱40,945,604**	₱35,692,642	₱30,279,002
Adjustments for:			
Interest expense (Note 24)	**10,811,736**	8,836,013	7,652,557
Depreciation and amortization (Notes 13, 14 and 23)	**8,057,871**	7,193,100	6,321,252
Equity in net earnings of associates (Note 12)	**(9,042,034)**	(6,415,424)	(5,440,826)
Interest income (Note 24)	**(4,416,746)**	(4,274,640)	(3,716,452)
Gain on disposal of investments and properties (Notes 12, 13 and 14)	**101,523**	(2,623,864)	(1,626,816)
Gain on available-for-sale investments and fair value changes on investments held for trading and derivatives - net (Notes 8, 11 and 29)	**(2,055)**	(410,522)	(926,799)
Dividend income	**(628,385)**	(368,919)	(303,518)
Unrealized foreign exchange loss (gain)	**(93,811)**	190,586	(435,321)
Provision for (reversal of) impairment loss (Notes 9, 10, 11, 12, 14 and 23)	**–**	72,567	557,536
Income before working capital changes	**45,733,703**	37,891,539	32,360,615
Decrease (increase) in:			
Land and development	**(13,204,158)**	(14,042,798)	(13,991,134)
Merchandise inventories	**33,695**	(2,950,553)	(2,725,140)
Receivables	**(2,107,631)**	(1,861,758)	(4,529,308)
Other current assets	**(5,537,636)**	(405,838)	(1,374,622)
Increase (decrease) in:			
Accounts payable and other current liabilities	**10,105,179**	4,362,657	4,442,599
Tenants' deposits and others	**2,390,157**	1,300,123	2,411,126
Defined benefit liability	**(48,178)**	(101,787)	(170,977)
Net cash generated from operations	**37,365,131**	24,191,585	16,423,159
Income tax paid	**(6,314,700)**	(5,390,172)	(4,991,668)
Net cash provided by operating activities	**31,050,431**	18,801,413	11,431,491
CASH FLOWS FROM INVESTING ACTIVITIES			
Proceeds from sale of:			
Investments in shares of stock of associates	**1,755,704**	289,416	1,506,807
Property and equipment	**161,834**	265,060	210,586
Investment properties	**236,210**	141,361	194,208
Available-for-sale investments and held for trading	**2,233,812**	84,604	2,878,859
Investments held for trading	–	–	3,713,156
Additions to:			
Investment properties (Note 14)	**(27,972,428)**	(21,140,911)	(15,426,869)
Investments in shares of stock of associates	**(28,261,006)**	(7,109,378)	(1,598,303)
Property and equipment (Note 13)	**(5,505,389)**	(4,791,062)	(4,403,485)
Available-for-sale investments	**(3,237,646)**	(1,619,334)	(3,384,105)
Time deposits	**(23,005,702)**	–	–
Investments held for trading	–	–	(2,491,297)
Decrease (increase) in:			
Other noncurrent assets	**400,808**	1,923,878	(1,639,195)
Time deposits and short-term investments		–	2,583,891
Interest received	**4,208,464**	4,152,181	4,113,667
Dividends received (Note 12)	**795,953**	1,910,255	1,669,398
Net cash used in investing activities	**(78,189,386)**	(25,893,930)	(12,072,682)

(Forward)

	Years Ended December 31		
	2012	2011	2010
CASH FLOWS FROM FINANCING ACTIVITIES			
Availments of:			
Long-term debt	**₱71,638,384**	₱27,594,082	₱33,964,598
Bank loans	**62,039,335**	23,428,370	22,828,100
Payments of:			
Long-term debt	**(8,059,962)**	(21,874,200)	(20,988,993)
Bank loans	**(55,910,180)**	(18,228,800)	(6,608,400)
Interest	**(9,372,642)**	(8,747,952)	(8,301,873)
Dividends	**(8,421,026)**	(7,761,796)	(6,224,317)
Increase (decrease) in non-controlling interests	**(182,934)**	1,562,422	9,688,915
Acquisition of Parent common shares held by subsidiaries	**–**	–	(249,812)
Disposal of Parent common shares held by subsidiaries	**137,289**	–	10,695
Net cash provided by (used in) financing activities	**51,868,264**	(4,027,874)	24,118,913
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	**4,729,309**	(11,120,391)	23,477,722
EFFECT OF EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS	**(64,911)**	209,703	(63,713)
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR	**56,050,322**	66,961,010	43,547,001
CASH AND CASH EQUIVALENTS AT END OF YEAR	**₱60,714,720**	₱56,050,322	₱66,961,010

See accompanying Notes to Consolidated Financial Statements.

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SM INVESTMENTS CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Corporate Information

SM Investments Corporation (SMIC or Parent Company) was incorporated in the Philippines on January 15, 1960. On June 3, 2009, the Philippine Securities and Exchange Commission (SEC) approved the amendment of SMIC's articles of incorporation for the extension of the Company's corporate life for another 50 years from January 15, 2010. Its registered office address is 10th Floor, One E-Com Center, Harbor Drive, Mall of Asia Complex, CBP-1A, Pasay City 1300.

The Parent Company and its subsidiaries (collectively referred to as the Group), and its associates are involved primarily in shopping mall development, retail, real estate development and tourism, hotels and conventions and financial services and others.

The Parent Company's shares of stock are publicly traded in the Philippine Stock Exchange (PSE).

The accompanying consolidated financial statements were authorized for issue by the Board of Directors (BOD) on March 6, 2013.

2. Basis of Preparation, Statement of Compliance and Changes in Accounting Policies

<u>Basis of Preparation</u>
The consolidated financial statements of the Group have been prepared on the historical cost basis, except for derivative financial instruments, investments held for trading and available-for-sale (AFS) investments, which have all been measured at fair value. The consolidated financial statements are presented in Philippine peso, which is the Group's functional and presentation currency under Philippine Financial Reporting Standards (PFRS). All values are rounded to the nearest thousand, except when otherwise indicated.

<u>Statement of Compliance</u>
The consolidated financial statements have been prepared in compliance with PFRS. PFRS includes statements named PFRS, Philippine Accounting Standards (PAS) and Philippine Interpretations from International Financial Reporting Interpretations Committee (IFRIC) issued by the Financial Reporting Standards Council (FRSC).

<u>Changes in Accounting Policies</u>
The accounting policies adopted are consistent with those of the previous financial year, except for the adoption of the following amended PFRS starting January 1, 2011. The adoption of the amended standards did not have any impact on the Group's consolidated financial statements.

Amendments to Standards and Interpretations

- PFRS 7 (Amendment), *Financial Instruments: Disclosures - Transfers of Financial Assets,* became effective for annual periods beginning July 1, 2011
- PAS 12 (Amendment), *Income Taxes - Deferred Tax: Recovery of Underlying Assets,* became effective for annual periods beginning January 1, 2012

The adoption of the amended standards have no impact on the Group's consolidated financial statements.

Future Changes in Accounting Policies
The following are the new standards, interpretations, amendments and improvements to PFRS and Philippine Interpretations that were issued but are not yet effective as at December 31, 2012. The Group intends to adopt the applicable standards, interpretations, amendments and improvements when these become effective.

New Standards and Interpretations

- PFRS 7, *Financial Instruments: Disclosures* (Amendment) - *Offsetting Financial Assets and Financial Liabilities,* requires an entity to disclose information about rights of set-off and related arrangements (such as collateral agreements). The new disclosures are required for all recognized financial instruments that are set off in accordance with PAS 32. These disclosures also apply to recognized financial instruments that are subject to an enforceable master netting arrangement or 'similar agreement', irrespective of whether they are set-off in accordance with PAS 32. The amendments require entities to disclose, in a tabular format unless another format is more appropriate, the following minimum quantitative information. This is presented separately for financial assets and financial liabilities recognized at the end of the reporting period:

  (a) The gross amounts of those recognized financial assets and recognized financial liabilities;
  (b) The amounts that are set off in accordance with the criteria in PAS 32 when determining the net amounts presented in the statement of financial position;
  (c) The net amounts presented in the statement of financial position;
  (d) The amounts subject to an enforceable master netting arrangement or similar agreement that are not otherwise included in (b) above, including:
     i. Amounts related to recognized financial instruments that do not meet some or all of the offsetting criteria in PAS 32; and
     ii. Amounts related to financial collateral (including cash collateral); and
  (e) The net amount after deducting the amounts in (d) from the amounts in (c) above.

  The amendments to PFRS 7 are to be retrospectively applied and are effective for annual periods beginning on or after January 1, 2013. The amendments affect disclosures only and have no impact on the Group's financial position or performance.

- PFRS 9, Financial Instruments, will become effective for annual periods beginning on or after January 1, 2015. PFRS 9, as issued, reflects the first phase on the replacement of PAS 39 and applies to the classification and measurement of financial assets and liabilities as defined in PAS 39, Financial Instruments: Recognition and Measurement. Work on impairment of financial instruments and hedge accounting is still ongoing, with a view to replacing PAS 39 in its entirety. PFRS 9 requires all financial assets to be measured at fair value at initial recognition. A debt financial asset may, if the fair value option (FVO) is not invoked, be subsequently measured at amortized cost if it is held within a business model that has the objective to hold the assets to collect the contractual cash flows and its contractual terms give rise, on specified dates, to cash flows that are solely payments of principal and interest on the principal outstanding. All other debt instruments are subsequently measured at fair value through profit or loss. All equity financial assets are measured at fair value either through other comprehensive income (OCI) or profit or loss. Equity financial assets held for trading must be measured at fair value through profit or loss. For FVO liabilities, the amount of change in the fair value of a liability that is attributable to changes in credit risk must be presented in OCI. The remainder of the change in fair value is presented in profit or loss, unless presentation of the fair value change in respect of the liability's credit risk in OCI would create or enlarge an accounting mismatch in profit or loss. All other PAS 39 classification and measurement requirements for financial liabilities have been carried forward into PFRS 9, including the embedded derivative separation rules and the criteria for using the FVO. The adoption of the first phase of PFRS 9 will have an effect on the classification and measurement of the Group's financial assets, but will potentially have no impact on the classification and measurement of financial liabilities. The Group decided not to early adopt the standard in its 2012 conoslidated financial statements.

- PFRS 10, Consolidated Financial Statements, will become effective for annual periods beginning on or after January 1, 2013. PFRS 10 replaces the portion of PAS 27, Consolidated and Separate Financial Statements, that addresses the accounting for consolidated financial statements. It also includes the issues raised in SIC 12, Consolidation - Special Purpose Entities. PFRS 10 establishes a single control model that applies to all entities including special purpose entities. The changes introduced by PFRS 10 will require management to exercise significant judgment to determine which entities are controlled, and therefore, are required to be consolidated by a parent, compared with the requirements that were in PAS 27. The Group performed a reassessment of control over its investments and assessed that this standard will not have a significant impact on its consolidated financial statements.

- PFRS 11, *Joint Arrangements,* will become effective for annual periods beginning on or after January 1, 2013. PFRS 11 replaces PAS 31, *Interests in Joint Ventures,* and SIC 13, *Jointly Controlled Entities - Non-Monetary Contributions by Venturers*. PFRS 11 removes the option to account for jointly controlled entities using proportionate consolidation. Instead, jointly controlled entities that meet the definition of a joint venture must be accounted for using the equity method. The Group does not expect this amendment to have a significant impact on its consolidated financial statements.

- PFRS 12, *Disclosure of Interests in Other Entities,* will become effective for annual periods beginning on or after January 1, 2013. PFRS 12 includes all of the disclosures related to consolidated financial statements that were previously in PAS 27, as well as all the disclosures that were previously included in PAS 31 and PAS 28, *Investments in Associates.* These disclosures relate to an entity's interests in subsidiaries, joint arrangements, associates and structured entities. A number of new disclosures are also required. The adoption of PFRS 12 will affect disclosures only and have no impact on the Group's financial position or performance.

- PFRS 13, *Fair Value Measurement,* will become effective for annual periods beginning on or after January 1, 2013. PFRS 13 establishes a single source of guidance under PFRSs for all fair value measurements. PFRS 13 does not change when an entity is required to use fair value, but rather provides guidance on how to measure fair value under PFRS when fair value is required or permitted. This standard should be applied prospectively as of the beginning of the annual period in which it is initially applied. Its disclosure requirements need not be applied in comparative information provided for periods before initial application of PFRS 13. The Group does not anticipate that the adoption of this standard will have a significant impact on its financial position and performance.

- Philippine Interpretation IFRIC 15, *Agreements for the Construction of Real Estate.* This interpretation covers accounting for revenue and associated expenses by entities that undertake the construction of real estate directly or through subcontractors. The interpretation requires that revenue on construction of real estate be recognized only upon completion, except when such contract qualifies as construction contract to be accounted for under PAS 11 or involves rendering of services in which case revenue is recognized based on stage of completion. Contracts involving provision of services with the construction materials and where the risks and reward of ownership are transferred to the buyer on a continuous basis will also be accounted for based on stage of completion. The SEC and the Financial Reporting Standards Council (FRSC) have deferred the effectivity of this interpretation until the final Revenue standard is issued by the International Accounting Standards Board (IASB) and an evaluation of the requirements of the final Revenue standard against the practices of the Philippine real estate industry is completed. The Group assessed that this standard will have an impact on its real property segment's revenue recognition.

- Philippine Interpretation IFRIC 20, *Stripping Costs in the Production Phase of a Surface Mine*, will become effective for annual periods beginning on or after January 1, 2013. This interpretation applies to waste removal costs ("stripping costs") that are incurred in surface mining activity during the production phase of the mine ("production stripping costs"). If the benefit from the stripping activity will be realized in the current period, an entity is required to account for the stripping activity costs as part of the cost of inventory. When the benefit is the improved access to ore, the entity should recognize these costs as a non-current asset, only if certain criteria are met ("stripping activity asset"). The stripping activity asset is accounted for as an addition to, or as an enhancement of, an existing asset. After initial recognition, the stripping activity asset is carried at its cost or revalued amount less depreciation or amortization and less impairment losses, in the same way as the existing asset of which it is a part. The Group assessed that this new interpretation has no impact on its consolidated financial statements.

Amendments to Standards

- PAS 1, *Financial Statement Presentation* (Amendment) - *Presentation of Items of Other Comprehensive Income*, will become effective for annual periods beginning on or after July 1, 2012. The amendments to PAS 1 change the grouping of items presented in other comprehensive income. Items that could be reclassified (or 'recycled') to profit or loss at a future point in time (for example, upon derecognition or settlement) will be presented separately from items that will never be reclassified. The amendment affects presentation only and has no impact on the Group's consolidated financial statements.

- PAS 19, *Employee Benefits (Revised)*, will become effective for annual periods beginning on or after January 1, 2013. Amendments to PAS 19 range from fundamental changes such as removing the corridor mechanism and the concept of expected returns on plan assets to simple clarifications and rewording. The revised standard also requires new disclosures such as, among others, a sensitivity analysis for each significant actuarial assumption, information on asset-liability matching strategies, duration of the defined benefit obligation, and disaggregation of plan assets by nature and risk. Once effective, the Group has to apply the amendments retroactively to the earliest period presented.

  The Group reviewed its existing employee benefits and determined that the amended standard has significant impact on its accounting for retirement benefits. The Group obtained the services of an external actuary to compute the impact to the financial statements upon adoption of the standard. The effects are detailed below:

	As at December 31 2012 ₱'000	As at January 1 2012 ₱'000
Increase (decrease) in:		
Consolidated balance sheet		
Net defined benefit asset	231,225	323,126
Deferred tax asset liability	69,367	96,228
Other comprehensive income	(115,543)	–
Retained earnings	4,181	(89,459)

	2012 ₱'000
Consolidated income statement	
Net benefit income	34,573
Income tax expense	10,372
Profit for the year	24,201
Attributable to the owners of the Parent Company	4,181
Attributable to non-controlling interests	20,020

- PAS 27, *Separate Financial Statements* (Amendment), as revised in 2011 will become effective for annual periods beginning on or after January 1, 2013. As a consequence of the new PFRS 10 and PFRS 12, what remains of PAS 27 is limited to accounting for subsidiaries, jointly controlled entities, and associates in separate financial statements. The adoption of the amended PAS 27 will not have a significant impact on the separate financial statements of the entities in the Group.

- PAS 28, *Investments in Associates and Joint Venture* (Amendment), as revised in 2011 will become effective for annual periods beginning on or after January 1, 2013. As a consequence of the new PFRS 11 and PFRS 12, PAS 28 has been renamed PAS 28 *Investments in Associates and Joint Ventures,* and describes the application of the equity method to investments in joint ventures in addition to associates. The Group does not expect this amendment to have a significant impact on its consolidated financial statements.

- PAS 32, *Financial Instruments: Presentation* (Amendment) - *Offsetting Financial Assets and Financial liabilities*. The amendments to PAS 32 are to be applied retrospectively for annual periods beginning on or after January 1, 2014. The amendments clarify the meaning of "currently has a legally enforceable right to offset" and also clarify the application of the PAS 32 offsetting criteria to settlement systems (such as central clearing house systems) which apply gross settlement mechanisms that are not simultaneous. The amendment affects presentation only and have no impact on the Group's financial position or performance.

Annual Improvements to PFRSs (2009-2011 cycle)

The Annual Improvements to PFRSs (2009-2011 cycle) contain non-urgent but necessary amendments to PFRSs. The amendments are effective for annual periods beginning on or after January 1, 2013 and are to be applied retrospectively. Earlier application is permitted.

- PFRS 1, *First-time Adoption of PFRS - Borrowing Costs*. The amendment clarifies that, upon adoption of PFRS, an entity that capitalized borrowing costs in accordance with its previous generally accepted accounting principles, may carry forward, without any adjustment, the amount previously capitalized in its opening statement of financial position at the date of transition. Subsequent to the adoption of PFRS, borrowing costs are recognized in accordance with PAS 23, Borrowing Costs. The amendment does not apply to the Group as it is not a first-time adopter of PFRS.

- PAS 1, *Presentation of Financial Statements - Clarification of the requirements for comparative information*. The amendments clarify the requirements for comparative information that are disclosed voluntarily and those that are mandatory due to retrospective application of an accounting policy, or retrospective restatement or reclassification of items in the financial statements. An entity must include comparative information in the related notes to the financial statements when it voluntarily provides comparative information beyond the minimum required comparative period. The additional comparative period does not need to contain a complete set of financial statements. On the other hand, supporting notes for the third balance sheet (mandatory when there is a retrospective application of an accounting policy, or retrospective restatement or reclassification of items in the financial statements) are not required. The amendments affect disclosures only and have no impact on the Group's financial position or performance.

- PAS 16, *Property, Plant and Equipment - Classification of servicing equipment.* The amendment clarifies that spare parts, stand-by equipment and servicing equipment should be recognized as property, plant and equipment when they meet the definition of property, plant and equipment and should be recognized as inventory if otherwise. The amendment will not have any significant impact on the Group's financial position or performance

- PAS 32, *Financial Instruments: Presentation - Tax effect of distribution to holders of equity instruments.* The amendment clarifies that income taxes relating to distributions to equity holders and to transaction costs of an equity transaction are accounted for in accordance with PAS 12, Income Taxes. The Group expects that this amendment will not have any impact on its financial position or performance.

- PAS 34, *Interim Financial Reporting* **-** *Interim financial reporting and segment information for total assets and liabilities.* The amendment clarifies that the total assets and liabilities for a particular reportable segment need to be disclosed only when the amounts are regularly provided to the chief operating decision maker and there has been a material change from the amount disclosed in the entity's previous annual financial statements for that reportable segment. The amendment affects disclosures only and has no impact on the Group's financial position or performance.

<u>Basis of Consolidation</u>

Basis of Consolidation from January 1, 2010. The consolidated financial statements comprise the financial statements of the Parent Company and all of its subsidiaries as at December 31, 2011.

Subsidiaries are fully consolidated from the date of acquisition, being the date on which the Group obtains control, and continue to be consolidated until the date when such control ceases. The financial statements of the subsidiaries are prepared for the same reporting period as the Parent Company, using consistent accounting policies. All intra-group balances, transactions, unrealized gains and losses resulting from intra-group transactions and dividends are eliminated in full.

Non-controlling interests represent the portion of profit or loss, other comprehensive income and net assets not held by the Group and are presented separately in the consolidated statements of income, consolidated statements of comprehensive income and within equity section in the consolidated balance sheets, separately from equity attributable to owners of the Parent.

Losses from a subsidiary are attributed to the non-controlling interest even if that results in a deficit balance.

A change in the ownership interest of a subsidiary, without loss of control, is accounted for as an equity transaction. If the Group loses control over a subsidiary, it:

- Derecognizes the assets (including goodwill) and liabilities of the subsidiary;
- Derecognizes the carrying amount of any non-controlling interest;
- Derecognizes the cumulative translation differences recorded in equity;
- Recognizes the fair value of the consideration received;
- Recognizes the fair value of any investment retained;
- Recognizes any surplus or deficit in profit or loss;
- Reclassifies the Parent Company’s share of components previously recognized in other comprehensive income to profit or loss or retained earnings, as appropriate.

Basis of Consolidation Prior to January 1, 2010. Certain of the above-mentioned policies were applied on a prospective basis. The following differences, however, are carried forward in certain instances from the previous basis of consolidation:

Transactions with non-controlling interest without loss of control, prior to January 1, 2010, were accounted for using the parent entity extension method, whereby, the difference between the consideration transferred (received) and the proportionate share of the net assets acquired (sold) were recognized as goodwill (negative goodwill).

Losses applicable to the non-controlling interest in a consolidated subsidiary may exceed the non-controlling interest in the subsidiary's equity. The excess, and any further losses applicable to the non-controlling interest, are allocated against the controlling interest to the extent that the non-controlling interest has a binding obligation and is able to make an additional investment to cover the losses. If the subsidiary subsequently reports profits, such profits are allocated to the controlling interest until the non-controlling interest's share of losses previously absorbed by the controlling has been recovered. Losses prior to January 1, 2010 were not reallocated between non-controlling interest and owners of the Parent.

The Group accounts for its interest in the investee using the equity method until it loses control. The income and expenses of a subsidiary are included in the consolidated financial statements until the date on which the Group ceases to control the subsidiary. The difference between the proceeds from the disposal of the subsidiary and its carrying amount as at the date of disposal, including the cumulative amount of any exchange differences that relate to the subsidiary recognized in equity, is recognized in the consolidated statements of income as gain or loss on the disposal of the subsidiary.

The consolidated financial statements include the accounts of the Parent Company and the following subsidiaries:

	Percentage of Ownership			
	2012		2011	
Company	**Direct**	**Indirect**	Direct	Indirect
Shopping Mall Development				
SM Prime Holdings, Inc. (SM Prime) and Subsidiaries	**22**	**41**	22	41
Retail				
SM Retail, Inc. (SM Retail) and Subsidiaries	**100**	**–**	100	–
Prime Central, Inc. (Prime Central) and Subsidiaries	**100**	**–**	100	–
Rappel Holdings, Inc. (Rappel) and Subsidiaries	**100**	**–**	100	–

Company	Percentage of Ownership 2012 Direct	2012 Indirect	2011 Direct	2011 Indirect
Real Estate Development and Tourism				
SM Land, Inc. (SM Land) and Subsidiaries:	**67**	**–**	67	–
SM Development Corporation (SMDC) and Subsidiaries	**–**	**65**	–	65
Magenta Legacy, Inc. (Magenta)	**–**	**99**	–	99
Mountain Bliss Resort and Development Corporation (Mt. Bliss) and Subsidiaries	**100**	**–**	100	–
SM Commercial Properties, Inc. (SMCP) and Subsidiaries	**59**	**–**	59	–
Intercontinental Development Corporation (ICDC)	**72**	**28**	72	28
Bellevue Properties, Inc.	**62**	**–**	62	–
Tagaytay Resort Development Corporation	**33**	**25**	33	25
Hotels and Conventions				
SM Hotels and Conventions Corp. (SM Hotels) and Subsidiaries	**100**	**–**	100	–
Others				
Primebridge Holdings, Inc. (Primebridge)	**80**	**20**	80	20
Asia Pacific Computer Technology Center, Inc.	**52**	**–**	52	–
Multi-Realty Development Corporation	**91**	**–**	91	–
SM Arena Complex Corporation	**100**	**–**	**–**	**–**
Henfels Investments Corp.	**99**	**–**	**–**	**–**

Mindanao Shoppers Daily Destination Corp.
In July 2012, SM Retail invested ₱18.8 million or an equivalent of 75% interest in a newly incorporated company in the Philippines, Mindanao Shoppers Daily Destination Corp. (MSDD). MSDD is engaged in the retail/wholesale trading of merchandise, such as dry goods, wearing apparels, food and other merchandise. Consequently, MSDD became a subsidiary of SM Retail.

SM Arena Complex Corporation
In March 2012, SMIC incorporated SM Arena Complex Corporation (SM Arena), as a wholly owned subsidiary to engage in, conduct and carry on the business to manage the operations of Mall of Asia Arena, an entertainment and sporting events facility that also houses various retail stores.

My ShoppingLane Cebu Corporation
In October 2011, SM Retail invested ₱22.5 million or an equivalent of 75% interest in a newly incorporated company in the Philippines, My ShoppingLane Cebu Corp. (MSCC). MSCC is engaged in the retail/wholesale trading of merchandise, such as dry goods, wearing apparels, food and other merchandise. Consequently, MSCC became a subsidiary of SM Retail.

Hyperhome Corp. and Hyperfashion Corp. (subsidiaries of SM Retail)
In 2011, SM Retail incorporated Hyperhome Corp. and Hyperfashion Corp. as wholly owned subsidiaries to engage in, conduct and carry on the business of buying, selling, distributing, marketing at wholesale and retail, importing, exporting insofar as may be permitted by law, all kinds of goods, commodities, wares and merchandise of every kind and description such as but not limited to bags and luggages, clothing line and accessories and other general merchandise on a wholesale / retail basis.

SM Prime
SM Prime declared a stock dividend in 2012 which resulted to an increase of 752.4 million and 1,423.4 million common shares held by SMIC and SM Land, respectively. The declaration of stock dividend by SM Prime did not result to a change in the ownership interest of the Group.

On October 14, 2010, SM Prime has undergone an international placement and engaged into a Placement Agreement with SM Land (Selling Shareholder) and CLSA Limited and Macquarie Capital (Singapore) Pte. Limited (the "Joint Bookrunners"). As stated in the Placement Agreement, SM Land shall sell its 569.6 million SM Prime common shares (the "Sale Shares") with a par value of ₱1.00 per share at ₱11.50 (Offer Price) per share to the Joint Bookrunners, or to investors that the Joint Bookrunners may procure outside the Philippines (the "International Placement").

Contemporaneous with the signing of the Placement Agreement, SM Prime likewise entered into a Subscription Agreement with SM Land, where the latter will not directly receive any proceeds from the International Placement but has conditionally agreed to subscribe for new SM Prime common shares (out of its authorized but unissued capital stock) in an amount equal to the aggregate number of the Sale Shares sold by SM Land at a subscription price of ₱11.50 per share, which is equal to the Offer Price of the Sale Shares.

SM Land was able to sell through the Joint Bookrunners the total Sale Shares of 569.6 million SM Prime common shares. Likewise, SM Land subscribed for and SM Prime issued to SM Land the same number of new SM Prime common shares.

The placement and subscription agreements resulted in a 3% decrease in total direct and indirect ownership of the Group over SM Prime.

<u>SMDC</u>
SMDC declared a stock dividend in 2012 which resulted to an increase of 1.1 million and 549.4 million common shares held by SMIC and SM Land, respectively. The declaration of stock dividend by SMDC did not result to a change in the ownership interest of the Group.

In 2012, SMDC acquired Guadix Land Corporation (GLC), Lascona Land Company, Inc. (LLCI) and Metro South Davao Property Corporation (MSDPC) for ₱498.4 million, ₱1,500.0 million and ₱600.0 million, respectively, and became its wholly owned subsidiaries (see Note 15).

In 2011, SMDC acquired Twenty Two Forty One Properties, Inc. (TTFOPI) for ₱195.6 million and became its wholly owned subsidiaries (see Note 15).

In 2010, SMDC acquired Vancouver Lands, Inc. (VLI) for ₱566.6 million and became its wholly owned subsidiaries (see Note 15).

In January and October 2010, SMDC had a stock rights offering to eligible existing common shareholders of SMDC at the proportion of one rights share for every three existing common shares held as at record date, at an offer price of ₱3.50 and ₱6.38 per rights share, respectively.

SMIC acquired a total of 4.04 million additional SMDC shares for a total cost of ₱20.8 million. The availment of additional shares from the said offering did not result to a change in ownership interest of SMIC in SMDC.

SM Land acquired a total of 2,114.5 million additional SMDC shares for a total cost of ₱10,840.0 million, a fraction of which amounting to 32.9 million SMDC shares or a total cost of ₱115.2 million was purchased by SM Land from the unsubscribed portion of the aggregate stock rights offered by SMDC. The availment of additional shares resulted to a 0.6% increase in SM Land's interest in SMDC.

MH Holdings, Inc.
In 2010, MH Holdings (a subsidiary of SM Retail) invested ₱72.0 million or an equivalent of 60% interest in a newly incorporated company in the Philippines, Forever Agape & Glory, Inc. (Forever Agape). Consequently, Forever Agape became a subsidiary of MH Holdings.

3. Significant Accounting Judgments, Estimates and Assumptions

The preparation of the consolidated financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenue, expenses, assets and liabilities, and the disclosure of contingent liabilities, at the reporting date. However, uncertainty about these estimates and assumptions could result in outcomes that could require a material adjustment to the carrying amount of the affected asset or liability in the future.

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

Functional Currency. The Parent Company has determined that its functional currency is the Philippine peso. It is the currency of primary economic environment in which the Parent Company operates.

Revenue Recognition on Real Estate. Selecting an appropriate revenue recognition method for a particular real estate sales transaction requires certain judgments based on the buyer's commitment on the sale which may be ascertained through the significance of the buyer's initial investment and completion of development. The buyer's commitment is evaluated based on collections, credit standing of the buyer and location of the property. The completion of development is determined based on engineer's judgments and estimates on the physical portion of contract work done and the completion of development beyond the preliminary stage.

Consignment Arrangements on Retail Segment. The retail segment of the Group has entered into various consignment arrangements with suppliers. Under these arrangement, the Group bears the significant risks and rewards associated with the sale of goods. The Group concluded that it is acting as principal in the sales transaction with customers. Accordingly, sales revenue is recognized at gross amount upon actual sales to customers. The related inventory stocks supplied under these arrangement are only payable to suppliers when actually sold.

Operating Lease Commitments - Group as Lessor. The Group has entered into commercial property leases in its investment property portfolio. The Group has determined, based on an evaluation of the terms and conditions of the arrangements, that it retains all the significant risks and rewards of ownership of the properties and thus accounts for the contracts as operating leases.

Rent income amounted to ₱24,155.6 million, ₱20,472.8 million and ₱17,904.7 million for the years ended December 31, 2012, 2011 and 2010, respectively (see Note 14).

Operating Lease Commitments - Group as Lessee. The Group has entered into various lease agreements as a lessee. Management has determined that all the significant risks and benefits of ownership of these properties, which the Group leases under operating lease arrangements, remain with the lessor. Accordingly, the leases were accounted for as operating leases.

Rent expense amounted to ₱4,876.3 million, ₱3,463.6 million and ₱3,016.0 million for the years ended December 31, 2012, 2011 and 2010, respectively (see Notes 23 and 27).

Classifying Held-to-Maturity (HTM) Investments. The classification to HTM investments requires significant judgment. In making this judgment, the Group evaluates its intention and ability to hold such investments to maturity. If the Group fails to keep these investments to maturity, it will be required to reclassify the entire portfolio as part of AFS investments. The investments would therefore be remeasured at fair value and not at amortized cost.

HTM investments as at December 31, 2012 and 2011 amounted to nil and ₱200.0 million in 2012 and 2011, respectively, with caption "Treasury bonds," included under "Other noncurrent assets" accounts in the consolidated balance sheets (see Notes 16).

Classifying Investments in Shares of Stock of Associates. The classification to associate requires significant judgment. In making this judgment, the Group evaluates whether it has significant influence over the investees. Management has determined that it has significant influence over its equity investments classified as associates. As such, these investments are accounted for using equity method in the consolidated financial statements.

The carrying value of investments in shares of stock of associates as at December 31, 2012 and 2011 amounted to ₱128,431.2 million and ₱88,417.8 million, respectively.

Impairment of AFS Investments - Significant or Prolonged Decline in Fair Value. The Group determines that an AFS investment is impaired when there has been a significant or prolonged decline in the fair value below its cost. The Group determines that a decline in fair value of greater than 20% of cost is considered to be a significant decline and a decline for a period of more than twelve months is considered to be a prolonged decline. The determination of what is significant or prolonged requires judgment. In making this judgment, the Group evaluates, among other factors, the normal volatility in price. In addition, impairment may be appropriate when there is evidence of deterioration in the financial health of the investee, industry and sector performance.

There was no impairment loss recognized on AFS investments for the years ended December 31, 2012, 2011 and 2010. The carrying values of AFS investments amounted to ₱19,307.8 million and ₱13,935.4 million as at December 31, 2012 and 2011, respectively (see Notes 8 and 11).

<u>Estimates and Assumptions</u>
The key assumptions concerning the future and other key sources of estimation uncertainty at reporting period that have a significant risk of causing material adjustments to the carrying amounts of assets and liabilities within the next financial year are discussed below:

Impairment of Receivables. The Group maintains an allowance for impairment loss at a level considered adequate to provide for potential uncollectible receivables. The level of allowance is evaluated by the Group on the basis of factors that affect the collectibility of the accounts. These factors include, but are not limited to, the length of the Group's relationship with the customers and counterparties, average age of accounts and collection experience. The Group performs a regular review of the age and status of these accounts, designed to identify accounts with objective evidence of impairment and to provide the appropriate allowance for doubtful accounts. The review is accomplished using a combination of specific and collective assessment. The amount and timing of recorded expenses for any period would differ if the Group made different judgments or utilized different methodologies. An increase in allowance for impairment loss would increase the recorded selling, general and administrative expenses and decrease current and noncurrent assets.

Allowance for impairment loss amounted to ₱18.1 million and ₱17.1 million as at December 31, 2012 and 2011, respectively (see Notes 9 and 10). Receivables, including advances and other receivables included under “Other current assets” account and receivable from a related party, noncurrent portion of receivables from real estate buyers and long-term notes included under “Other noncurrent assets” account, amounted to ₱46,839.2 million and ₱36,948.6 million as at December 31, 2012 and 2011, respectively (see Notes 9, 10 and 16).

Impairment of AFS Investments - Calculation of Impairment Losses. The computation for the impairment of AFS debt instruments requires an estimation of the present value of the expected future cash flows and the selection of an appropriate discount rate. In the case of AFS equity instruments, the Group expands its analysis to consider changes in the investee’s industry and sector performance, legal and regulatory framework, changes in technology and other factors that affect the recoverability of the Group’s investments.

Allowance for impairment loss amounted to ₱45.1 million as at December 31, 2012 and 2011. The carrying values of AFS investments amounted to ₱19,307.8 million and ₱13,935.4 million as at December 31, 2012 and 2011, respectively (see Notes 8 and 11).

Net Realizable Value of Merchandise Inventories, Condominium Units for Sale, Club Shares for Sale and Land and Development. The Group writes down merchandise inventories, condominium units for sale, club shares for sale and land and development to net realizable value, through the use of an allowance account, whenever the net realizable value of the assets become lower than cost due to damage, physical deterioration, obsolescence, changes in price levels or other causes.

Estimates of net realizable value are based on the most reliable evidence available at the time the estimates are made of the amount the assets are expected to be realized. These estimates take into consideration fluctuations of price or cost directly relating to events occurring after reporting period to the extent that such events confirm conditions existing at reporting period.

The allowance account is reviewed on a regular basis to reflect the accurate valuation in the financial records.

In 2012 and 2011, the Group assessed that the net realizable values of merchandise inventories, condominium units for sale, club shares for sale and land and development are higher than cost, hence, the Group did not recognize any losses on write down of the assets. The carrying values of merchandise inventories amounted to ₱13,402.8 million and ₱13,436.5 million as at December 31, 2012 and 2011, respectively (see Note 22). The carrying values of condominium units for sale included under “Other current assets” account amounted to ₱3,286.9 million and ₱1,115.9 million as at December 31, 2012 and 2011, respectively (see Note 10). The carrying values of club shares for sale included under “Other current assets” account amounted to ₱824.2 million and ₱856.2 million as at December 31, 2012 and 2011, respectively (see Note 10). The carrying values of land and development amounted to ₱27,258.6 million and ₱23,012.5 million as at December 31, 2012 and 2011, respectively (see Note 15).

Estimated Useful Lives of Property and Equipment and Investment Properties. The useful life of each of the Group’s property and equipment and investment properties is estimated based on the period over which the asset is expected to be available for use. Such estimation is based on a collective assessment of industry practice, internal technical evaluation and experience with similar assets. The estimated useful life of each asset is reviewed periodically and updated if expectations differ from previous estimates due to physical wear and tear, technical or commercial obsolescence and legal or other limitations on the use of the asset. It is possible, however, that future financial performance could be materially affected by changes in the amounts and timing of recorded expenses brought about by changes in the factors mentioned above. A reduction in the estimated useful life of any property and equipment and investment properties would increase the recorded selling, general and administrative expenses and decrease noncurrent assets.

The total carrying values of property and equipment and investment properties amounted to ₱167,157.2 million and ₱146,368.3 million as at December 31, 2012 and 2011, respectively (see Notes 13 and 14).

Impairment of Investments in Shares of Stock of Associates. Impairment review of investments in shares of stock of associates is performed when events or changes in circumstances indicate that the carrying value may not be recoverable. This requires management to make an estimate of the expected future cash flows from the investments and to choose a suitable discount rate in order to calculate the present value of those cash flows.

The Group reversed impairment loss amounting to ₱3,542.7 million and ₱445.0 million in 2012 and 2011, respectively. Allowance for impairment loss amounted to ₱775.0 million and ₱4,317.7 million as at December 31, 2012 and 2011, respectively. The carrying values of investments in shares of stock of associates amounted to ₱128,431.2 million and ₱88,417.8 million as at December 31, 2012 and 2011, respectively (see Note 12).

Impairment of Other Nonfinancial Assets. The Group assesses at each reporting date whether there is an indication that an item of property and equipment and investment properties may be impaired. Determining the value of the assets, which requires the determination of future cash flows expected to be generated from the continued use and ultimate disposition of such assets, requires the Group to make estimates and assumptions that can materially affect the consolidated financial statements. Future events could cause the Group to conclude that these assets are impaired. Any resulting impairment loss could have a material impact on the financial position and performance of the Group.

The preparation of the estimated future cash flows involves judgment and estimations. While the Group believes that its assumptions are appropriate and reasonable, significant changes in these assumptions may materially affect the Group's assessment of recoverable values and may lead to future additional impairment charges.

Allowance for impairment loss amounted to ₱923.3 million as at December 31, 2012 and 2011 (see Note 14). The total carrying values of property and equipment and investment properties amounted to ₱167,157.2 million and ₱146,368.3 million as at December 31, 2012 and 2011, respectively (see Notes 13 and 14).

Impairment of Goodwill, Trademarks and Brand Names with Indefinite Useful Lives. The Group's impairment test for goodwill, trademarks and brand names is based on value in use calculations that use a discounted cash flow model. The cash flows are derived from the budget for the next three years and do not include restructuring activities that the Group is not yet committed to or significant future investments that will enhance the assets. The recoverable amount is most sensitive to the pre-tax discount rates used for the discounted cash flow model as well as the expected future cash inflows and the growth rate used for extrapolation purposes. The key assumptions used to determine the recoverable amount for the different cash generating units are further discussed in Note 16.

The carrying values of goodwill, trademarks and brand names amounted to ₱15,354.2 million as at December 31, 2012 and 2011, respectively (see Note 16).

Purchase Price Allocation in Business Combinations. The acquisition method requires extensive use of accounting estimates and judgments to allocate the purchase price to the fair market values of the acquiree's identifiable assets and liabilities at acquisition date. It also requires the acquirer to recognize goodwill. The Group's acquisitions have resulted in goodwill and separate recognition of trademarks and brand names with indefinite lives.

The total carrying values of goodwill and trademarks and brand names with indefinite useful lives arising from business combinations amounted to ₱15,354.2 million as at December 31, 2012 and 2011 (see Note 16).

In 2011, the Group acquired 17.9% equity interest in Atlas Consolidated Mining and Development Corporation (Atlas). The acquisition was accounted on provisional basis pending the fair value of Atlas' net assets as at December 31, 2011. In 2012, the fair values of the net assets acquired were finalized where the resulting goodwill from the acquisition formed part of the cost of investment in shares of stock of Atlas (see Note 12).

Realizability of Deferred Tax Assets. The carrying amount of deferred tax assets is reviewed at each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax assets to be utilized. The Group's assessment on the recognition of deferred tax assets on deductible temporary differences and carryforward benefits of excess minimum corporate income tax (MCIT) and net operating loss carryover (NOLCO) is based on the projected taxable income in future periods. Based on the projection, not all deductible temporary differences and carryforward benefits of excess MCIT and NOLCO will be realized. Consequently, only a portion of the Group's deferred tax assets was recognized.

Deferred tax assets recognized in the consolidated balance sheets as at December 31, 2012 and 2011 amounted to ₱642.1 million and ₱694.6 million, respectively, while the unrecognized deferred tax assets amounted to ₱1,605.3 million and ₱1,595.1 million as at December 31, 2012 and 2011, respectively (see Note 26).

Present Value of Defined Benefit Obligation. The present value of the pension obligations depends on a number of factors that are determined on an actuarial basis using a number of assumptions. The assumptions used in determining the net cost for pensions include, among others, discount rate, expected rate of return on plan assets and rate of salary increase. Actual results that differ from the Group's assumptions are accumulated and amortized over future periods and therefore, generally affect the recognized expense and recorded obligation in such future periods.

The assumption of the expected return on plan assets is determined on a uniform basis, taking into consideration the long-term historical returns, asset allocation and future estimates of long-term investment returns.

The Group determines the appropriate discount rate at the end of each reporting period. It is the interest rate that should be used to determine the present value of estimated future cash outflows expected to be required to settle the pension obligations. In determining the appropriate discount rate, the Group considers the interest rates on government bonds that are denominated in the currency in which the benefits will be paid, and that have terms to maturity approximating the terms of the related pension liability.

Other key assumptions for pension obligations are based in part on current market conditions.

While it is believed that the Group's assumptions are reasonable and appropriate, significant differences in actual experience or significant changes in assumptions may materially affect the Group's pension and other pension obligations.

The Group has a net cumulative unrecognized actuarial gain amounting to ₱352.9 million and ₱453.7 million as at December 31, 2012 and 2011, respectively (see Note 25). The Group's defined benefit asset amounted to ₱452.9 million and ₱394.7 million as at December 31, 2012 and 2011, respectively (see Notes 16 and 25). While the Group's defined benefit liability amounted to ₱28.3 million and ₱76.5 million as at December 31, 2012 and 2011, respectively (see Note 25).

Fair Value of Financial Assets and Liabilities. The Group carries certain financial assets and liabilities at fair value, which requires extensive use of accounting judgments and estimates. The significant components of fair value measurement were determined using verifiable objective evidence (i.e., foreign exchange rates, interest rates and volatility rates). The amount of changes in fair value would differ if the Group utilized different valuation methodologies and assumptions. Any changes in the fair value of these financial assets and liabilities would directly affect profit or loss and other comprehensive income.

The fair value of financial assets and liabilities are discussed in Note 29.

Contingencies. The Group is currently involved in legal and administrative proceedings. The Group's estimate of the probable costs for the resolution of these proceedings has been developed in consultation with outside legal counsel handling defense in these matters and is based upon an analysis of potential results. The Group currently does not believe that these proceedings will have a material adverse effect on its financial position and performance. It is possible, however, that future financial performance could be materially affected by changes in the estimates or in the effectiveness of strategies relating to these proceedings. No accruals were made in relation to these proceedings (see Note 32).

4. Summary of Significant Accounting Policies

Cash and Cash Equivalents

Cash includes cash on hand and in banks. Cash equivalents are short-term, highly liquid investments that are readily convertible to known amounts of cash with original maturities of three months or less from acquisition date and are subject to an insignificant risk of change in value.

Time Deposits and Short-term Investments

Time deposits and short-term investments are cash placements, shown under current assets, with original maturities of more than three months but less than one year. Time deposits which will mature twelve months after the reporting period are presented under noncurrent assets.

Financial Instruments - Initial Recognition and Subsequent Measurement

Date of Recognition. The Group recognizes a financial asset or a financial liability in the consolidated balance sheets when it becomes a party to the contractual provisions of the instrument. In the case of a regular way purchase or sale of financial assets, recognition and derecognition, as applicable, are done using settlement date accounting. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the market place. Derivatives are recognized on a trade date basis.

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

Subsequent to initial recognition, the Group classifies its financial instruments in the following categories: financial assets and financial liabilities at FVPL, loans and receivables, HTM investments, AFS investments and other financial liabilities. The classification depends on the purpose for which the instruments are acquired and whether they are quoted in an active market. Management determines the classification at initial recognition and, where allowed and appropriate, re-evaluates this classification at every reporting date.

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

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

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

Financial Assets and Liabilities at FVPL. Financial assets and liabilities at FVPL include financial assets and liabilities held for trading and financial assets and liabilities designated upon initial recognition as at FVPL.

Financial assets and liabilities are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term. Gains or losses on investments held for trading are recognized in the consolidated statements of income under "Gain on sale of available-for-sale investments and fair value changes on investments held for trading - net" account. Interest income earned on investments held for trading are recognized in "Interest income" account in the consolidated statements of income.

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

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

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

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

The Group's investments held for trading and derivative assets are classified as financial assets at FVPL, while the Group's derivative liabilities arising from issuance of convertible bonds and derivative financial instruments with negative fair values are also included as financial liabilities at FVPL.

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

After initial measurement, loans and receivables are subsequently measured at amortized cost using the effective interest method, less allowance for impairment. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees that are an integral part of the effective interest rate. Gains and losses are recognized in the consolidated statements of income when the loans and receivables are derecognized and impaired, as well as through the amortization process. Loans and receivables are included under current assets if realizability or collectibility is within twelve months from reporting period. Otherwise, these are classified as noncurrent assets.

The Group's cash and cash equivalents, time deposits and short-term investments (including noncurrent portion) and receivables (including noncurrent portion of receivables from real estate buyers), advances and other receivables (included under "Other current assets" account), receivable from a related party and long-term notes (included under "Other noncurrrent assets" account) are classified under this category.

HTM Investments. HTM investments are quoted nonderivative financial assets with fixed or determinable payments and fixed maturities for which the Group's management has the positive intention and ability to hold to maturity. Where the Group sells other than an insignificant amount of HTM investments, the entire category would be tainted and reclassified as AFS investments. After initial measurement, these investments are measured at amortized cost using the effective interest method, less impairment in value. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees that are an integral part of the effective interest rate. Gains and losses are recognized in the consolidated statements of income when the HTM investments are derecognized or impaired, as well as through the amortization process. Assets under this category are classified as current assets if maturity is within twelve months from reporting period. Otherwise, these are classified as noncurrent assets.

The Group's investment in quoted Philippine government treasury bonds are classified under this category.

AFS Investments. AFS investments are nonderivative financial assets that are designated under this category or are not classified in any of the other categories. These are purchased and held indefinitely, and may be sold in response to liquidity requirements or changes in market conditions. Subsequent to initial recognition, AFS investments are carried at fair value in the consolidated balance sheets. Changes in the fair value of such assets are reported as net unrealized gain or loss on AFS investments in the consolidated statements of comprehensive income under "Net unrealized gain (loss) on available-for-sale investments" account until the investment is derecognized or the investment is determined to be impaired. On derecognition or impairment, the cumulative gain or loss previously reported in consolidated statements of comprehensive income is transferred to the consolidated statements of income. Interest earned on holding AFS investments are recognized in the consolidated statements of income using the effective interest method. Assets under this category are classified as current assets if expected to be disposed of within twelve months from reporting period and as noncurrent assets if expected date of disposal is more than twelve months from reporting period.

The Group's investments in shares of stock, bonds and corporate notes, redeemable preferred shares and club shares are classified under this category. The current portion is included under "Investments held for trading and sale" account in the consolidated balance sheets.

Other Financial Liabilities. This category pertains to financial liabilities that are not held for trading or not designated as at FVPL upon the inception of the liability. These include liabilities arising from operations or borrowings.

Other financial liabilities are recognized initially at fair value and are subsequently carried at amortized cost, taking into account the impact of applying the effective interest method of amortization (or accretion) for any related premium, discount and any directly attributable transaction costs. Gains and losses on other financial liabilities are recognized in the consolidated statements of income when the liabilities are derecognized, as well as through the amortization process.

The Group's bank loans, accounts payable and other current liabilities, dividends payable, long-term debt and tenants' deposits and others are classified under this category.

Classification of Financial Instruments Between Liability and Equity

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

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

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

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

Redeemable Preferred Shares
In determining whether a preferred share is a financial liability or an equity instrument, the Group assesses the particular rights attaching to the share to determine whether it exhibits the fundamental characteristic of a financial liability. A preferred share that provides for mandatory redemption by the Group for a fixed or determinable amount at a fixed or determinable future date, or gives the holder the right to require the Group to redeem the instrument at or after a particular date for a fixed or determinable amount, is a financial liability.

The redeemable preferred shares of the Group exhibit the characteristics of a financial liability and are thus recognized as a liability under "Long-term debt" account in the consolidated balance sheets, net of transaction costs. The corresponding dividends on the shares are charged as interest expense in the consolidated statements of income.

Transaction costs are amortized over the maturity period of the preferred shares using the effective interest method.

Debt Issue Costs
Debt issue costs are presented as reduction in long-term debt and are amortized over the terms of the related borrowings using the effective interest method.

Derivative Financial Instruments
The Group uses derivative financial instruments such as long-term currency swaps, foreign currency call options, interest rate swaps, foreign currency range options and non-deliverable forwards to hedge the risks associated with foreign currency and interest rate fluctuations. Derivative financial instruments, including bifurcated embedded derivatives, are initially recognized at fair value on the date on which the derivative contract is entered into and are subsequently re-measured at fair value. Derivatives are carried as assets when the fair value is positive and as liabilities when the fair value is negative.

The Group's derivative instruments provide economic hedges under the Group's policies but are not designated as accounting hedges. Consequently, any gains or losses arising from changes in fair value are taken directly to profit or loss for the year.

Embedded Derivative. An embedded derivative is a component of a hybrid (combined) instrument that also includes a nonderivative host contract with the effect that some of the cash flows of the combined instrument vary, in a way similar to a stand-alone derivative. The Group assesses whether embedded derivatives are required to be separated from host contracts when the Group first becomes a party to the contract. An embedded derivative is separated from the host contract and accounted for as a derivative if all of the following conditions are met: a) the economic characteristics and risks of the embedded derivative are not closely related to the economic characteristics and risks of the host contract; b) a separate instrument with the same terms as the embedded derivative would meet the definition of a derivative; and c) the hybrid or combined instrument is not recognized as at FVPL.

Subsequent reassessment is prohibited unless there is change in the terms of the contract that significantly modifies the cash flows that otherwise would be required under the contract, in which case reassessment is required. The Group determines whether a modification to cash flows is significant by considering the extent to which the expected future cash flows associated with embedded derivative, the host contract or both have changed and whether the change is significant relative to the previously expected cash flows on the contract.

Options arising from the Parent Company's investment in bonds and convertible bonds payable are the Group's bifurcated embedded derivatives.

Derecognition of Financial Assets and Liabilities

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

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

When the Group has transferred its rights to receive cash flows from an asset and has neither transferred nor retained substantially all the risks and rewards of the asset, the asset is recognized to the extent of the Group's continuing involvement in the asset. Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

Financial Liabilities. A financial liability is derecognized when the obligation under the liability is discharged or cancelled or has expired.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such modification is treated as a derecognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognized in profit or loss.

Impairment of Financial Assets

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

Financial Assets Carried at Amortized Cost. The Group first assesses whether objective evidence of impairment exists for financial assets that are individually significant, and individually or collectively for financial assets that are not individually significant. If it is determined that no objective evidence of impairment exists for an individually assessed financial asset, whether significant or not, the asset is included in a group of financial assets with similar credit risk characteristics and that group of financial assets is collectively assessed for impairment. Assets that are individually assessed for impairment and for which an impairment loss is or continues to be recognized are not included in the collective impairment assessment.

If there is objective evidence that an impairment loss on loans and receivables carried at amortized cost has been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate (i.e., the effective interest rate computed at initial recognition).

The carrying amount of the impaired asset shall be reduced through the use of an allowance account. The amount of the loss shall be recognized in the consolidated statements of income. Interest income continues to be accrued on the reduced carrying amount based on the original effective interest rate of the asset. Loans and receivables together with the associated allowance are written off when there is no realistic prospect of future recovery and all collateral, if any, has been realized or has been transferred to the Group. If, in a subsequent period, the amount of the impairment loss increases or decreases because of an event occurring after the impairment was recognized, the previously recognized impairment loss is increased or decreased by adjusting the allowance account. If a future write-off is later recovered, the recovery is recognized in the consolidated statements of income under "Other revenue" account to the extent of the carrying amount that would have been determined had no impairment loss been recognized.

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

AFS Investments. The Group assesses at each reporting period whether there is objective evidence that an investment or a group of investments is impaired. In the case of equity investments classified as AFS investments, an objective evidence of impairment would include a significant or prolonged decline in the fair value of the investments below its cost. Significant decline in fair value is evaluated against the original cost of the investment, while prolonged decline is assessed against the periods in which the fair value has been below its original cost. Where there is evidence of impairment, the cumulative loss, measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that financial asset previously recognized in the consolidated statements of income, is removed from the consolidated statements of comprehensive income and recognized in the consolidated statements of income. Impairment losses on equity investments are not reversed through the consolidated statements of income; increases in fair value after impairment are recognized directly in the consolidated statements of comprehensive income.

In the case of debt instruments classified as AFS investments, impairment is assessed based on the same criteria as financial assets carried at amortized cost. Future interest income is based on the reduced carrying amount of the asset and is accrued based on the rate of interest used to discount future cash flows for the purpose of measuring impairment loss. Such accrual is recorded as part of "Interest income" account in the consolidated statements of income. If, in subsequent year, the fair value of a debt instrument increased and the increase can be objectively related to an event occurring after the impairment loss was recognized in the consolidated statements of income, the impairment loss is reversed through the consolidated statements of income.

Offsetting Financial Instruments

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

Merchandise Inventories
Merchandise inventories are valued at the lower of cost and net realizable value. Cost, which includes all costs directly attributable to acquisition, such as purchase price and transport costs, is primarily determined using the weighted average method. Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs necessary to make the sale.

Land and Development, Condominium Units for Sale and Club Shares for Sale
Land and development, condominium units for sale (included under "Other current assets" account in the consolidated balance sheets) and club shares for sale (included under "Other current assets" account in the consolidated balance sheets) are stated at the lower of cost and net realizable value. Net realizable value is the selling price in the ordinary course of business, less costs to complete and the estimated cost to make the sale. Cost includes those costs incurred for development and improvement of the properties.

Investments in Shares of Stock of Associates
The Group's investments in shares of stock of associates are accounted for under the equity method of accounting. An associate is an entity in which the Group has significant influence and which is neither a subsidiary nor a joint venture.

Under the equity method, investment in an associate is carried in the consolidated balance sheets at cost plus post-acquisition changes in the Group's share in net assets of the associate. Goodwill relating to an associate is included in the carrying amount of the investment and is not amortized. After application of the equity method, the Group determines whether it is necessary to recognize any additional impairment loss with respect to the Group's net investment in the associate. The consolidated statements of income reflect the share in the results of operations of the associate. Where there has been a change recognized directly in the equity of the associate, the Group recognizes its share in any changes and discloses this, when applicable, in the consolidated statements of comprehensive income. Profits and losses resulting from transactions between the Group and the associate are eliminated to the extent of the interest in the associate.

An investment in an associate is accounted for using the equity method from the date when it becomes an associate. On acquisition of the investment, any difference between the cost of the investment and the investor's share in the net fair value of the associate's identifiable assets, liabilities and contingent liabilities is accounted for as follows:

a. goodwill relating to an associate is included in the carrying amount of the investment. However, amortization of that goodwill is not permitted and is therefore not included in the determination of the Group's share in the associate's profits or losses.

b. any excess of the Group's share in the net fair value of the associate's identifiable assets, liabilities and contingent liabilities over the cost of the investment is included as income in the determination of the investor's share of the associate's profit or loss in the period in which the investment is acquired.

Also, appropriate adjustments to the investor's share of the associate's profit or loss after acquisition are made to account for the depreciation of the depreciable assets based on their fair values at the acquisition date and for impairment losses recognized by the associate, such as for goodwill or property, plant and equipment.

The Group discontinues the use of equity method from the date when it ceases to have significant influence over an associate and accounts for the investment in accordance with PAS 39, from that date, provided the associate does not become a subsidiary or a joint venture as defined in PAS 31. When the Group's interest in an investment in associate is reduced to zero, additional losses are provided only to the extent that the Group has incurred obligations or made payments on behalf of the associate to satisfy obligations of the investee that the Group has guaranteed or otherwise committed. If the associate subsequently reports profits, the Group resumes recognizing its share of the profits if it equals the share of net losses not recognized.

The financial statements of the associates are prepared for the same reporting period as the Parent Company. The accounting policies of the associates conform to those used by the Group for like transactions and events in similar circumstances.

Property and Equipment

Property and equipment, except land, is stated at cost less accumulated depreciation and amortization and any accumulated impairment in value. Such cost includes the cost of replacing part of the property and equipment at the time that cost is incurred, if the recognition criteria are met, and excludes the costs of day-to-day servicing. Land is stated at cost less any impairment in value.

The initial cost of property and equipment consists of its purchase price, including import duties, taxes and any directly attributable costs necessary in bringing the asset to its working condition and location for its intended use. Cost also includes any related asset retirement obligation and interest incurred during the construction period on funds borrowed to finance the construction of the projects. When each major inspection is performed, its cost is recognized in the carrying amount of the property and equipment as a replacement if the recognition criteria are satisfied. Expenditures incurred after the item has been put into operation, such as repairs, maintenance and overhaul costs, are normally recognized as expense in the period such costs are incurred. In situations where it can be clearly demonstrated that the expenditures have improved the condition of the asset beyond the originally assessed standard of performance, the expenditures are capitalized as additional cost of property and equipment.

Depreciation and amortization are calculated on a straight-line basis over the following estimated useful lives of the assets:

Buildings, condominium units and improvements	5–25 years
Store equipment and improvements	5–10 years
Data processing equipment	5 years
Furniture, fixtures and office equipment	3–10 years
Machinery and equipment	5–10 years
Leasehold improvements	5–10 years or term of the lease, whichever is shorter
Transportation equipment	5–10 years

The residual values, useful lives and method of depreciation and amortization of the assets are reviewed and adjusted, if appropriate, at each reporting period.

The carrying values of property and equipment are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable.

Fully depreciated assets are retained in the accounts until they are no longer in use and no further depreciation and amortization is credited or charged to current operations.

An item of property and equipment is derecognized when either it has been disposed or when it is permanently withdrawn from use and no future economic benefits are expected from its use or disposal. Any gains or losses arising on the retirement and disposal of an item of property and equipment are recognized in the consolidated statements of income in the period of retirement or disposal.

Investment Properties

Investment properties are measured initially at cost. The cost of a purchased investment property comprises of its purchase price and any directly attributable costs. Subsequently, investment properties, except land, are measured at cost, less accumulated depreciation and amortization and accumulated impairment in value. The carrying amount includes the cost of replacing part of an existing investment property at the time that cost is incurred if the recognition criteria are met, and excludes the costs of day-to-day servicing of an investment property. Land is stated at cost less any impairment in value.

Property under construction or development for future use as an investment property is classified as investment property.

Depreciation and amortization are calculated on a straight-line basis over the following estimated useful lives of the assets:

Land improvements	3–5 years
Land use rights	40–60 years
Buildings and improvements	10–35 years
Building equipment, furniture and others	3–15 years

The residual values, useful lives and method of depreciation and amortization of the assets are reviewed and adjusted, if appropriate, at each reporting period.

Investment property is derecognized when either it has been disposed or when it is permanently withdrawn from use and no future economic benefit is expected from its disposal. Any gains or losses on the retirement or disposal of an investment property are recognized in the consolidated statements of income in the period of retirement or disposal.

Transfers are made to investment property when, and only when, there is a change in use, evidenced by ending of owner-occupation or commencement of an operating lease to another party. Transfers are made from investment property when, and only when, there is a change in use, evidenced by commencement of owner-occupation or commencement of development with a view to sell.

For a transfer from investment property to owner-occupied property or inventories, the cost of property for subsequent accounting is its carrying value at the date of change in use. If the property occupied by the Group as an owner-occupied property becomes an investment property, the Group accounts for such property in accordance with the policy stated under property and equipment up to the date of change in use.

Construction in Progress

Construction in progress represents structures under construction and is stated at cost. This includes cost of construction, property and equipment, and other direct costs. Cost also includes interest on borrowed funds incurred during the construction period. Construction in progress is not depreciated until such time that the relevant assets are completed and are ready for use.

Tenants' Deposits
Tenants' deposits are measured at amortized cost. Tenants' deposits refers to security deposits received from various tenants upon inception of the respective lease contracts on the Group's investment properties. At the termination of the lease contracts, the deposits received by the Group are returned to tenants, reduced by unpaid rental fees, penalties and/or deductions from repairs of damaged leased properties, if any. The related lease contracts usually have a term of more than twelve months.

Business Combinations

Business Combinations from January 1, 2010. Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred, measured at acquisition date fair value and the amount of any non-controlling interest in the acquiree. For each business combination, the acquirer measures the non-controlling interest in the acquiree either at fair value or at the proportionate share of the acquiree's identifiable net assets. Transaction costs incurred are expensed and included in "Selling, general and administrative expenses" in the consolidated statements of income.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree.

If the business combination is achieved in stages, the acquisition date fair value of the acquirer's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date through profit or loss.

Any contingent consideration to be transferred by the acquirer will be recognized at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration which is deemed to be an asset or liability, will be recognized in accordance with PAS 39 either in profit or loss or as a change to other comprehensive income. If the contingent consideration is classified as equity, it should not be remeasured until it is finally settled within equity.

Acquisition of Non-controlling Interests. Changes in the Parent Company's ownership interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions (i.e., transactions with owners in their capacity as owners). In such circumstances, the carrying amounts of the controlling and non-controlling interests shall be adjusted to reflect the changes in their relative interests in the subsidiary. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid shall be recognized directly in equity.

Business Combinations prior to January 1, 2010. Business combinations were accounted for using the purchase method, except for commonly controlled transactions, of which, an accounting similar to pooling of interest method is used. Business combinations under commonly controlled transactions are those in which all of the combining entities or businesses are controlled by the same party or parties both before and after the business combination, and that control is not transitory. For purchase method of accounting, the cost of acquisition is the aggregate of the fair values, at the date of exchange, of assets given, liabilities incurred or assumed, and equity instruments issued by the acquirer, in exchange for control over the net assets of the acquired entity. Transaction costs directly attributable to the acquisition formed part of the acquisition costs. The non-controlling interest was measured at the proportionate share of the acquiree's identifiable net assets. The identifiable assets, liabilities and contingent liabilities that satisfy certain recognition criteria have to be measured initially at their fair values at acquisition date, irrespective of the extent of any non-controlling interest. For accounting similar to pooling of interest method, the assets, liabilities and equity of the acquired companies for the reporting period in which the common control business combinations occur, and for any comparative periods presented, are included in the consolidated financial statements of the Group at their carrying amounts as if the combinations had occurred from the date when the acquired companies first became under the control of the Group. The excess of the cost of business combinations over the net carrying amounts of the assets and liabilities of the acquired companies is considered as "Equity adjustments from business combination" account in the equity section of the consolidated balance sheets.

Business combinations achieved in stages were accounted for as separate steps. Any additional acquired share of interest do not affect previously recognized goodwill.

When the Group acquired a business, embedded derivatives separated from the host contract by the acquiree were not reassessed on acquisition unless the business combination resulted in a change in the terms of the contract that significantly modified the cash flows that otherwise would have been required under the contract.

Contingent consideration was recognized if, and only if, the Group had a present obligation, the economic outflow was more likely than not and a reliable estimate was determinable. Subsequent adjustments to the contingent consideration were recognized as part of goodwill.

The acquisition of Service Companies, were considered as business combination of companies under common control. Thus, the acquisitions were accounted for using an accounting similar to pooling of interests method.

<u>Goodwill</u>
Goodwill is initially measured at cost being the excess of the aggregate of the consideration transferred and the amount recognized for non-controlling interest over the net identifiable assets acquired and liabilities assumed. If this consideration is lower than the fair value of the net assets of the subsidiary acquired, the difference is recognized in consolidated statements of income.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units. Each unit or group of units to which the goodwill is so allocated:

- represents the lowest level within the Group at which the goodwill is monitored for internal management purposes; and
- not larger than an operating segment determined in accordance with PFRS 8, *Operating Segments*.

Where goodwill forms part of a cash-generating unit and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on disposal of the operation. Goodwill disposed of in this circumstance is measured based on the relative values of the operation disposed of and the portion of the cash-generating unit retained.

Goodwill is reviewed for impairment, annually or more frequently, if events or changes in circumstances indicate that the carrying value may be impaired.

Impairment is determined by assessing the recoverable amount of the cash-generating unit (group of cash-generating units), to which the goodwill relates. Where the recoverable amount of the cash-generating unit (group of cash-generating units) is less than the carrying amount, an impairment loss is recognized. Where goodwill forms part of a cash-generating unit (group of cash-generating units) and part of the operation within that unit is disposed, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on disposal of the operation. Goodwill disposed of in this circumstance is measured based on the relative values of the operation disposed and the portion of the cash-generating unit retained.

Excess of the fair values of acquired identifiable assets and liabilities of subsidiaries and associates over the acquisition cost of that interest, is credited directly to income. Transfers of assets between commonly controlled entities are accounted for under historical cost accounting.

If the business combination is achieved in stages, the acquisition date fair value of the acquirer's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date through profit or loss.

When subsidiaries are sold, the difference between the selling price and the net assets plus cumulative translation adjustments and goodwill is recognized in the consolidated statements of income.

Intangible Assets
The cost of trademarks and brand names acquired in a business combination is the fair value as at the date of acquisition. The Group assessed the useful life of the trademarks and brand names to be indefinite because based on an analysis of all of the relevant factors, there is no foreseeable limit to the period over which the asset is expected to generate cash inflows for the Group.

Trademarks and brand names with indefinite useful lives are not amortized but are tested for impairment annually either individually or at the cash generating unit level. The useful life of an intangible asset is assessed as indefinite if it is expected to contribute net cash inflows indefinitely and is reviewed annually to determine whether the indefinite life assessment continues to be supportable. If not, the change in the useful life assessment from indefinite to finite is made on a prospective basis.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the consolidated statements of income when the asset is derecognized.

Impairment of Nonfinancial Assets
The carrying values of property and equipment, investment properties and investments in shares of stock of associates are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable. If any such indication exists, and if the carrying value exceeds the estimated recoverable amount, the assets or cash-generating units are written down to their recoverable amounts. The recoverable amount of the asset is the greater of fair value less costs to sell or value in use. The fair value less costs to sell is the amount obtainable from the sale of an asset in an arm's-length transaction between knowledgeable, willing parties, less costs of disposal. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash-generating unit to

which the asset belongs. Impairment losses are recognized in the consolidated statements of income in those expense categories consistent with the function of the impaired asset.

An assessment is made at each reporting date as to whether there is any indication that previously recognized impairment loss may no longer exist or may have decreased. If such indication exists, the recoverable amount is estimated. A previously recognized impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognized. If that is the case, the carrying amount of the asset is increased to its recoverable amount. That increased amount cannot exceed the carrying amount that would have been determined, net of depreciation and amortization, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in consolidated statements of income. After such a reversal, the depreciation or amortization charge is adjusted in future periods to allocate the asset's revised carrying amount, less any residual value, on a systematic basis over its remaining useful life.

Capital Stock

Capital stock is measured at par value for all shares issued. Incremental costs incurred directly attributable to the issuance of new shares are shown in equity as deduction from proceeds, net of tax. Proceeds and/or fair value of considerations received in excess of par value, if any, are recognized as additional paid-in capital.

Revenue

Revenue is recognized when it is probable that the economic benefits associated with the transaction will flow to the Group and the amount of the revenue can be reliably measured. Revenue is measured at the fair value of the consideration received or receivable, excluding discounts, rebates and sales taxes or duties. The Group assesses its revenue arrangements against specific criteria in order to determine if it is acting as a principal or as an agent. The Group has concluded that it is acting as principal in majority of its revenue arrangements. The following specific recognition criteria must also be met before revenue is recognized:

Sale of Merchandise Inventories. Revenue is recognized when the significant risks and rewards of ownership of the goods have passed to the buyer, which is normally upon delivery. Sales returns and sales discounts are deducted from sales to arrive at sales shown in the consolidated statements of income.

Sale of goods under consignment arrangements with suppliers is recognized as revenue upon billing, delivery and transfer of goods to customers.

Sale of Real Estate. The Group assesses whether it is probable that the economic benefits will flow to the Group when the sales prices are collectible. Collectibility of the contract price is demonstrated by the buyer's commitment to pay, which is supported by the buyer's initial and continuous investments that motivates the buyer to honor its obligation. Collectibility is also assessed by considering factors such as collections, credit standing of the buyer and location of the property.

Revenue from sales of completed real estate projects is accounted for using the full accrual method. In accordance with Philippine Interpretations Committee Q&A No. 2006-01, the percentage-of-completion method is used to recognize income from sales of projects where the Group has material obligations under the sales contract to complete the project after the property is sold, the equitable interest has been transferred to the buyer, construction is beyond preliminary stage (i.e., engineering, design work, construction contracts execution, site clearance and preparation, excavation and the building foundation are finished), and the costs incurred or to be incurred can be measured reliably. Under this method, revenue is recognized as the related obligations are fulfilled, measured principally on the basis of the estimated completion of a physical proportion of the contract work.

Any excess of collections over the recognized receivables are included in the "Tenants' deposits and others" account in the consolidated balance sheets. If any of the criteria under the full accrual or percentage-of-completion method is not met, the deposit method is applied until all the conditions for recording a sale are met. Pending recognition of sale, cash received from buyers are presented under the "Tenants' deposits and others" account in the consolidated balance sheets.

Cost of real estate sales is recognized consistent with the revenue recognition method applied. Cost of condominium units sold before the completion of the development is determined on the basis of the acquisition cost of the land plus its full development costs, which include estimated costs for future development works.

Revenue from construction contracts included in the "Revenue from real estate and others" account in the consolidated statements of income is recognized using the percentage-of-completion method, measured principally on the basis of the estimated physical completion of the contract work.

For income tax purposes, full recognition is applied when more than 25% of the selling price has been collected in the year of sale. Otherwise, the installment method is applied.

Sale of Club Shares for Sale. Revenue is recognized when the significant risks and rewards of ownership of the club shares for sale have passed to the buyer, which is normally upon delivery of such.

Rent. Revenue is recognized on a straight-line basis over the lease term or based on the terms of the lease as applicable.

Sale of Cinema and Amusement Tickets. Revenue is recognized upon receipt of cash from the customer which coincides with the rendering of services.

Gain on Sale of Investments in Shares of Stock and Available-for-Sale Investments. Revenue is recognized upon delivery of the securities to and confirmation of the sale by the broker.

Dividend. Revenue is recognized when the Group's right as a shareholder to receive the payment is established.

Management and Service Fees. Revenue is recognized when earned in accordance with the terms of the agreements.

Marketing Support. Revenue is recognized when the performance and provision of contractually agreed marketing tasks have been rendered and store facilities have been used. Marketing support is shown under "Others" account in the consolidated statements of income.

Interest. Revenue is recognized as the interest accrues, taking into account the effective yield on the asset.

<u>Management Fees</u>
Management fees are recognized as expense in accordance with the terms of the agreements.

Cost and Expenses
Cost of sales, selling, general and administrative expenses and interest expense are recognized as incurred.

Pension Benefits
The cost of providing benefits under the defined benefit plans is determined separately for each plan using the projected unit credit actuarial valuation method. This method reflects service rendered by employees to the date of valuation and incorporates assumptions concerning employees' projected salaries. Pension cost includes current service cost, interest cost, expected return on plan assets, amortization of unrecognized past service costs, recognition of actuarial gains or losses and effect of any curtailments or settlements. Past service cost is amortized over a period until the benefits become vested. The portion of the actuarial gains and losses is recognized when it exceeds the "corridor" (10% of the greater of the present value of the defined benefit obligation or fair value of the plan assets) at the previous reporting date, divided by the expected average remaining working lives of active plan members.

The defined benefit liability is the aggregate of the present value of the defined benefit obligation and actuarial gains and losses not recognized, reduced by past service cost not yet recognized and the fair value of plan assets, out of which the obligations are to be settled directly. If such aggregate is negative, the asset is measured at the lower of such aggregate or the aggregate of cumulative unrecognized net actuarial losses and past service cost and the present value of any economic benefits available in the form of refunds from the plan or reductions in the future contributions to the plan.

If the asset is measured at the aggregate of cumulative unrecognized net actuarial losses and past service cost, and the present value of any economic benefits available in the form of refunds from the plan or reductions in the future contributions to the plan, net actuarial losses of the current period and past service cost of the current period are recognized immediately to the extent that they exceed any reduction in the present value of those economic benefits. If there is no change or if there is an increase in the present value of the economic benefits, the entire net actuarial losses of the current period and past service cost of the current period are recognized immediately. Similarly, net actuarial gains of the current period after the deduction of past service cost of the current period exceeding any increase in the present value of the economic benefits stated above are recognized immediately if the asset is measured at the aggregate of cumulative unrecognized net actuarial losses and past service cost and the present value of any economic benefits available in the form of refunds from the plan or reductions in the future contributions to the plan. If there is no change or if there is a decrease in the present value of the economic benefits, the entire net actuarial gains of the current period after the deduction of past service cost of the current period are recognized immediately.

Foreign Currency-denominated Transactions
The consolidated financial statements are presented in Philippine peso, which is the Group's functional and presentation currency. Transactions in foreign currencies are initially recorded in the functional currency rate at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are restated at the functional currency rate of exchange at reporting period. Nonmonetary items denominated in foreign currency are translated using the exchange rates as at the date of initial recognition. All differences are taken to the consolidated statements of income.

Foreign Currency Translation
The assets and liabilities of foreign operations are translated into Philippine peso at the rate of exchange ruling at reporting period and their respective statements of income are translated at the

weighted average rates for the year. The exchange differences arising on the translation are included in the consolidated statements of comprehensive income and are presented within the "Cumulative translation adjustment of a subsidiary" account in the consolidated statements of changes in equity. On disposal of a foreign entity, the deferred cumulative amount of exchange differences recognized in equity relating to that particular foreign operation is recognized in the profit or loss.

Leases

The determination of whether an arrangement is, or contains a lease is based on the substance of the arrangement and requires an assessment of whether the fulfillment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset.

Group as Lessee. Finance leases, which transfer to the Group substantially all the risks and benefits incidental to ownership of the leased item, are capitalized at the inception of the lease at the fair value of the leased property or, if lower, at the present value of the minimum lease payments. Lease payments are apportioned between the finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are reflected in the consolidated statements of income.

Capitalized leased assets are depreciated over the shorter of the estimated useful life of the asset and the lease term, if there is no reasonable certainty that the Group will obtain ownership by the end of the lease term.

Leases which do not transfer to the Group substantially all the risks and benefits of ownership of the asset are classified as operating leases. Operating lease payments are recognized as expense in the consolidated statements of income on a straight-line basis over the lease term. Associated costs, such as maintenance and insurance, are expensed as incurred.

Group as Lessor. Leases where the Group does not transfer substantially all the risks and benefits of ownership of the asset are classified as operating leases. Lease income from operating leases are recognized as income on a straight-line basis over the lease term. Initial direct costs incurred in negotiating an operating lease are added to the carrying amount of the leased asset and recognized over the lease term on the same basis as rental income. Contingent rents are recognized as revenue in the period in which they are earned.

Provisions

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

Borrowing Costs

Borrowing costs are capitalized if they are directly attributable to the acquisition or construction of a qualifying asset as part of the cost of that asset. Capitalization of borrowing costs commences when the activities to prepare the asset are in progress and expenditures and borrowing costs are being incurred. Borrowing costs are capitalized until the assets are substantially ready for their intended use. Borrowing costs are capitalized when it is probable that they will result in future economic benefits to the Group. All other borrowing costs are expensed as incurred. For borrowing associated with a specific asset, the actual rate on that borrowing is used. Otherwise, a weighted average cost of borrowings is used.

Taxes

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

Deferred Tax. Deferred tax is provided, using the balance sheet liability method, on temporary differences at reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes. Deferred tax liabilities are recognized for all taxable temporary differences, except:

- where the deferred tax liability arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and

- with respect to taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognized for all deductible temporary differences and carryforward benefits of excess MCIT and NOLCO, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carryforward benefits of excess MCIT and NOLCO can be utilized, except:

- where the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and

- with respect to deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred tax assets are recognized only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilized.

The carrying amount of deferred tax assets is reviewed at each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax assets to be utilized. Unrecognized deferred tax assets are reassessed at each reporting period and are recognized to the extent that it has become probable that future taxable profit will allow the deferred tax assets to be recovered.

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

Income tax relating to items recognized directly in the consolidated statements of comprehensive income is recognized in the consolidated statements of comprehensive income and not in the consolidated statements of income.

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

Value Added Tax (VAT). Revenue, expenses and assets are recognized net of the amount of VAT, except:

- where the tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case the tax is recognized as part of the cost of acquisition of the asset or as part of the expense item as applicable; and

- receivables and payables that are stated with the amount of tax included.

The net amount of VAT recoverable from, or payable to, the taxation authority is included as part of "Other current assets" and "Accounts payable and other current liabilities" accounts in the consolidated balance sheets.

<u>Business Segments</u>
The Group is organized and managed separately according to the nature of business. The five major operating businesses of the Group are shopping mall development, retail, real estate development and tourism, hotels and conventions, and financial services and others. These operating businesses are the basis upon which the Group reports its segment information presented in Note 5 to the consolidated financial statements.

<u>Basic/Diluted Earnings Per Common Share (EPS)</u>
Basic EPS is computed by dividing the net income for the period attributable to owners of the Parent by the weighted-average number of issued and outstanding common shares during the period, with retroactive adjustment for any stock dividends declared.

For the purpose of computing diluted EPS, the net income for the period attributable to owners of the Parent and the weighted-average number of issued and outstanding common shares are adjusted for the effects of all dilutive potential ordinary shares.

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

<u>Events after the Reporting Period</u>
Post year-end events that provide additional information about the Group's position at the end of the reporting period (adjusting events) are reflected in the consolidated financial statements. Post year-end events that are not adjusting events are disclosed in the notes to the consolidated financial statements when material.

5. Segment Information

For management purposes, the Group is organized into business units based on their products and services, and has five reportable operating segments as follows: shopping mall development, retail, real estate development and tourism, hotels and conventions and financial services and others.

The shopping mall development segment develops, conducts, operates and maintains the business of modern commercial shopping centers and all businesses related thereto such as the conduct, operation and maintenance of shopping center spaces for rent, amusement centers, or cinema theaters within the compound of the shopping centers.

The retail segment is engaged in the retail/wholesale trading of merchandise, such as dry goods, wearing apparels, food and other merchandise.

The real estate development and tourism segment is involved in the development and transformation of major residential, commercial, entertainment and tourism districts through sustained capital investments in buildings and infrastructure.

The hotels and conventions segment engages in and carries on the business of hotel and resort and operates and maintains any and all services and facilities incident thereto.

Financial services and others segment primarily includes the Parent Company which engages in asset management and capital investments, and associates which are involved in financial services.

Management monitors the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on operating profit or loss and is measured consistently with the operating profit or loss in the consolidated financial statements.

Segment assets and liabilities do not include deferred tax assets and deferred tax liabilities, respectively.

Segment revenue includes transfers between business segments. Such transfers are eliminated in the consolidation.

Business Segment Data

2012

	Shopping Mall Development	Retail	Real Estate Development and Tourism	Hotels and Conventions	Financial Services and Others	Eliminations	Consolidated
				(In Thousands)			
Revenue:							
External customers	₱25,893,283	₱161,149,617	₱25,465,935	₱1,249,814	₱10,118,625	₱–	₱223,877,274
Inter-segment	4,851,195	89,139	6,640,922	6,465	11,891,579	(23,479,300)	–
	₱30,744,478	₱161,238,756	₱32,106,857	₱1,256,279	₱22,010,204	(₱23,479,300)	223,877,274
Segment results:							
Income before income tax	₱14,288,706	₱9,258,062	₱11,219,643	₱19,808	₱10,061,252	(₱3,901,867)	₱40,945,604
Provision for income tax	(3,366,560)	(2,708,977)	(304,969)	(15,488)	(149,092)	–	(6,545,086)
Net income (loss)	₱10,922,146	₱6,549,085	₱10,914,674	₱4,320	₱9,912,160	(₱3,901,867)	₱34,400,518
Net income (loss) attributable to:							
Owners of the Parent	₱10,529,955	₱6,328,141	₱9,295,976	₱2,698	₱9,912,161	(₱11,394,550)	₱24,674,381
Non-controlling interests	392,191	220,945	1,618,698	1,621	–	7,492,682	9,726,137
Segment assets (excluding deferred tax)	₱151,251,163	₱67,976,666	₱148,624,302	₱1,191,178	₱244,318,016	(₱51,148,888)	₱562,212,437
Segment liabilities (excluding deferred tax)	₱76,189,733	₱34,237,153	₱58,029,579	₱402,012	₱155,030,432	(₱27,199,737)	₱296,689,172
Net cash flows provided by (used in):							
Operating activities	₱17,295,646	₱12,049,628	(₱11,899,885)	₱76,790	(₱7,025,123)	₱21,341,235	₱31,838,291
Investing activities	(21,898,570)	(205,184)	3,377,578	(66,617)	(25,698,403)	(34,486,050)	(78,977,246)
Financing activities	6,039,565	(8,195,619)	10,324,159	5,000	30,575,999	13,119,160	51,868,264
Other information:							
Investments in shares of stock of associates	₱–	₱90,039	₱11,210,698	₱–	₱117,130,482	₱–	₱128,431,219
Equity in net earnings of associates	–	(9,961)	759,201	–	8,292,794	–	9,042,034
Capital expenditures	20,710,761	4,533,433	18,764,467	93,825	2,579,488	–	46,681,974
Depreciation and amortization	3,955,642	2,858,638	473,756	122,620	647,215	–	8,057,,871
Provision for (reversal of) impairment losses	–	–	–	–	(2,743,711)	–	(2,743,711)

2011

	Shopping Mall Development	Retail	Real Estate Development and Tourism	Hotels and Conventions	Financial Services and Others	Eliminations	Consolidated
				(In Thousands)			
Revenue:							
External customers	₱22,267,973	₱150,472,734	₱19,269,290	₱964,227	₱6,941,424	₱–	₱199,915,648
Inter-segment	4,658,879	2,883,744	3,499,070	1,130	12,815,388	(23,858,211)	–
	₱26,926,852	₱153,356,478	₱22,768,360	₱965,357	₱19,756,812	(₱23,858,211)	199,915,648
Segment results:							
Income before income tax	₱12,220,391	₱8,242,661	₱10,133,163	(₱158,168)	₱9,286,422	(₱4,031,827)	₱35,692,642
Provision for income tax	(2,838,169)	(2,360,704)	(202,350)	(15,501)	(82,574)	4,480	(5,494,818)
Net income (loss)	₱9,382,222	₱5,881,957	₱9,930,813	(₱173,669)	₱9,203,848	(₱4,027,347)	₱30,197,824
Net income (loss) attributable to:							
Owners of the Parent	₱9,055,996	₱5,809,110	₱9,924,500	(₱173,448)	₱9,203,848	(₱12,595,414)	₱21,224,592
Non-controlling interests	326,226	72,847	6,313	(221)	–	8,568,067	8,973,232
Segment assets (excluding deferred tax)	₱131,376,199	₱71,926,765	₱111,560,497	₱1,135,344	₱196,580,640	(₱64,212,031)	₱448,367,414
Segment liabilities (excluding deferred tax)	₱62,951,059	₱36,123,463	₱38,861,479	₱348,154	₱118,724,932	(₱34,741,869)	₱222,267,218

	2011						
	Shopping Mall Development	Retail	Real Estate Development and Tourism	Hotels and Conventions	Financial Services and Others	Eliminations	Consolidated
				(In Thousands)			
Net cash flows provided by (used in):							
Operating activities	₱17,863,454	₱7,656,609	(₱6,664,084)	(₱1,275,790)	₱4,643,410	(₱3,422,186)	₱18,801,413
Investing activities	(14,946,526)	1,158,138	(5,165,755)	(260,063)	(271,559)	(6,408,165)	(25,893,930)
Financing activities	(4,359,445)	(8,154,976)	6,085,058	114,820	(7,183,829)	9,470,498	(4,027,874)
Other information:							
Investments in shares of stock of associates	₱–	₱–	₱11,544,914	₱–	₱76,872,935	₱–	₱88,417,849
Equity in net earnings of associates	–	–	522,904	–	5,892,520	–	6,415,424
Capital expenditures	16,641,751	4,219,155	15,912,625	68,687	3,132,553	–	39,974,771
Depreciation and amortization	3,829,971	2,409,174	348,848	122,214	482,893	–	7,193,100
Provision for (reversal of) impairment losses	–	–	443,839)	118	73,611	–	517,568

	2010						
	Shopping Mall Development	Retail	Real Estate Development and Tourism	Hotels and Conventions	Financial Services and Others	Eliminations	Consolidated
				(In Thousands)			
Revenue:							
External customers	₱19,288,439	₱138,007,620	₱12,974,162	₱600,679	₱6,058,991	₱–	₱176,929,891
Inter-segment	4,273,228	3,110,643	3,043,464	–	10,338,408	(20,765,743)	–
	₱23,561,667	₱141,118,263	₱16,017,626	₱600,679	₱16,397,399	(₱20,765,743)	₱176,929,891
Segment results:							
Income before income tax	₱10,796,848	₱8,371,466	₱8,778,124	(₱111,965)	₱10,253,381	(₱7,808,852)	₱30,279,002
Provision for income tax	(2,656,715)	(2,429,969)	(217,396)	(3,663)	(104,286)	10,976	(5,401,053)
Net income (loss)	₱8,140,133	₱5,941,497	₱8,560,728	(₱115,628)	₱10,149,095	(₱7,797,876)	₱24,877,949
Net income (loss) attributable to:							
Owners of the Parent	₱7,856,348	₱5,783,035	₱8,552,486	(₱116,449)	₱10,149,095	(₱13,784,346)	₱18,440,169
Non-controlling interests	283,785	158,462	8,242	821	–	5,986,470	6,437,780
Segment assets (excluding deferred tax)	₱119,193,199	₱65,302,951	₱94,117,055	₱2,485,527	₱190,577,330	(₱64,868,623)	₱406,807,439
Segment liabilities (excluding deferred tax)	₱56,069,831	₱30,496,617	₱35,150,201	₱1,525,299	₱116,317,898	(₱34,629,696)	₱204,930,150
Net cash flows provided by (used in):							
Operating activities	₱13,913,250	₱6,283,721	₱6,561,292	₱675,210	(₱12,548,272)	(₱3,453,710)	₱11,431,491
Investing activities	(14,382,761)	1,328,401	(10,933,360)	(889,640)	11,477,877	1,326,801	(12,072,682)
Financing activities	6,402,803	(6,512,363)	16,421,135	1,908,623	3,823,818	2,074,897	24,118,913
Other information:							
Investments in shares of stock of associates	₱–	₱–	₱5,900,870	₱–	₱64,959,311	₱–	₱70,860,181
Equity in net earnings of associates	–	–	530,499	–	4,910,327	–	5,440,826
Capital expenditures	11,373,974	4,010,949	15,602,168	25,432	2,808,965		33,821,488
Depreciation and amortization	3,616,926	1,724,578	374,859	57,850	547,039	–	6,321,252
Provision for impairment losses	–	–	36,108	–	521,428	–	557,536

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6. Cash and Cash Equivalents

This account consists of:

	2012	2011
	(In Thousands)	
Cash on hand and in banks (see Note 21)	**₱6,098,368**	₱6,384,567
Temporary investments (see Notes 17 and 21)	**54,616,352**	49,665,755
	₱60,714,720	₱56,050,322

Cash in banks earn interest at the respective bank deposit rates. Temporary investments are made for varying periods of up to three months depending on the immediate cash requirements of the Group, and earn interest at the respective temporary investment rates (see Note 24).

7. Time Deposits and Short-Term Investments

This account consists of:

	2012	2011
	(In Thousands)	
Time deposits:		
Pledged (see Notes 19 and 21)	**₱19,498,750**	₱20,824,000
Not pledged (see Note 21)	**38,203,435**	16,595,172
	57,702,185	37,419,172
Short-term investments (see Note 21)	**821,000**	876,800
	58,523,185	38,295,972
Less current portion	**29,090,335**	879,410
Noncurrent portion	**₱29,432,850**	₱37,416,562

A portion of the time deposits amounting to US$475.0 million, with peso equivalents of ₱19,498.8 million and ₱20,824.0 million as at December 31, 2012 and 2011, respectively, were used as collateral for loans obtained by SMIC (see Note 19).

Short-term investments amounting to US$20.0 million, with peso equivalents of ₱821.0 million and ₱876.8 million as at December 31, 2012 and 2011, respectively, bear a fixed interest rate of 3.24%.

Interest income earned on time deposits and short-term investments is further discussed in Note 24.

8. Investments Held for Trading and Sale

This account consists of:

	2012	2011
	(In Thousands)	
Investments held for trading -		
Bonds (see Note 21)	**₱459,343**	₱457,496
AFS investments (see Note 11):		
Bonds and corporate notes (see Note 21)	**1,733,752**	1,000,000
Shares of stock	**661,446**	482,213
	2,395,198	1,482,213
	₱2,854,541	₱1,939,709

The Group recognized a gain of ₱16.3 million, ₱13.4 million and ₱5.7 million from fair value adjustments of investments held for trading for the years ended December 31, 2012, 2011 and 2010 respectively. The amounts are included under “Gain on sale of available-for-sale investments and fair value changes on investments held for trading - net” account in the consolidated statements of income. Interest income earned on investments held for trading and sale is further discussed in Note 24.

9. Receivables

This account consists of:

	2012	2011
	(In Thousands)	
Trade:		
Real estate buyers	**₱23,687,272**	₱13,798,032
Third-party tenants	**3,123,358**	2,623,529
Related-party tenants (see Note 21)	**1,512,842**	1,267,728
Due from related parties (see Note 21)	**2,465,970**	2,684,558
Management fees:		
Related parties (see Note 21)	**154,172**	95,892
Third parties	**-**	3,942
Dividends	**292,917**	42,015
Total	**31,236,531**	20,515,696
Less allowance for impairment loss	**12,367**	11,432
	31,224,164	20,504,264
Less noncurrent portion of receivables from real estate buyers (see Note 16)	**14,401,513**	8,739,412
Current portion	**₱16,822,651**	₱11,764,852

The terms and conditions of the above receivables are as follows:

- Trade receivables from tenants and management fee receivables are noninterest-bearing and are normally collectible on a 30 to 90 days' term. Receivables from real estate buyers mainly consist of receivables subject to financing from banks and other financial institutions with interest at market rates ranging from 13% to 18% per annum and normally collectible on a 3 to 5 years' term.

- The terms and conditions relating to related party receivables are further discussed in Note 21.

- Dividends receivables are noninterest-bearing and are normally collectible within the next financial year.

The movements in allowance for impairment loss are as follows:

	2012	2011
	(In Thousands)	
Balance at beginning of year	**₱11,432**	₱12,476
Reversal of provision	**-**	(1,162)
Provision for the year (see Note 23)	**935**	118
Balance at end of year	**₱12,367**	₱11,432

Allowance for impairment loss amounting to ₱12.4 million and ₱11.4 million as at December 31, 2012 and 2011, respectively, pertains to receivables from tenants which were identified through specific assessment.

The aging analysis of past due but not impaired receivables as at December 31, 2012 and 2011 are as follows:

	2012					
	Neither Past Due nor Impaired	**Past Due but not Impaired**			**Individually Impaired**	**Total**
		31–90 Days	**91–120 Days**	**Over 120 Days**		
			(In Thousands)			
Trade:						
Real estate buyers:						
Current	**₱9,026,452**	**₱83,106**	**₱28,886**	**₱147,315**	**₱ -**	**₱9,285,759**
Noncurrent	**14,401,513**	**-**	**-**	**-**	**-**	**14,401,513**
Related-party tenants	**1,512,842**	**-**	**-**	**-**	**-**	**1,512,842**
Third-party tenants	**3,110,175**	**390**	**426**	**-**	**12,367**	**3,123,358**
Due from related parties	**2,465,970**	**-**	**-**	**-**	**-**	**2,465,970**
Management fees-		**-**	**-**	**-**	**-**	
Related parties	**154,172**	**-**	**-**	**-**	**-**	**154,172**
Dividends	**292,917**	**-**	**-**	**-**	**-**	**292,917**
Net receivables before allowance for doubtful accounts	**₱30,964,041**	**₱83,496**	**₱29,312**	**₱147,315**	**₱12,367**	**₱31,236,531**

	2011					
	Neither Past Due nor Impaired	Past Due but not Impaired 31–90 Days	91–120 Days	Over 120 Days	Individually Impaired	Total
	(In Thousands)					
Trade:						
Real estate buyers:						
Current	₱4,862,273	₱44,111	₱21,834	₱130,402	₱–	₱5,058,620
Noncurrent	8,739,412	–	–	–	–	8,739,412
Related-party tenants	1,267,719	–	9	–	–	1,267,728
Third-party tenants	2,606,027	995	5,075	–	11,432	2,623,529
Due from related parties	2,684,558	–	–	–	–	2,684,558
Management fees:						
Related parties	95,892	–	–	–	–	95,892
Third parties	3,942	–	–	–	–	3,942
Dividends	42,015	–	–	–	–	42,015
Net receivables before allowance for doubtful accounts	₱20,301,838	₱45,106	₱26,918	₱130,402	₱11,432	₱20,515,696

Receivables, other than those identified as impaired, are assessed by the Group’s management as good and collectible.

10. Other Current Assets

This account consists of:

	2012	2011
	(In Thousands)	
Non-trade receivables	**₱4,737,667**	₱2,902,621
Prepaid taxes and other prepayments	**4,451,650**	3,556,428
Advances to contractors	**3,733,448**	3,098,881
Receivable from banks and credit cards	**2,352,836**	2,083,278
Condominium units for sale (see Note 15)	**3,286,943**	1,115,878
Input tax	**1,704,159**	1,019,280
Accrued interest receivable	**1,174,785**	966,503
Club shares for sale	**824,213**	856,208
Supplies and uniform inventory	**474,146**	474,803
Treasury bonds (see Note 16)	**200,000**	–
Advances for project development (see Note 21)	**–**	1,121,565
	22,939,847	17,195,445
Less allowance for impairment loss	**5,705**	5,705
	₱22,934,142	₱17,189,740

- Non-trade receivables include interest-bearing advances to third parties, which are normally collectible within the next financial year.
- Receivable from banks and credit cards are noninterest-bearing and are normally collectible on a 30 to 90 day’s term.
- Accrued interest receivable relates mostly to short-term time deposits that will mature within the next financial year. Interest on time deposits is collected at respective maturity dates.
- Advances for project development mostly pertain to advances made to related parties for the acquisition of land for future development.

- Club shares for sale pertain to club shares of Pico de Loro Beach and Country Club (Pico de Loro) which Costa, a subsidiary of Mt. Bliss, received as consideration for the parcel of land and construction costs of the beach and country club. The club shares entitle its holders to proprietary club membership in Pico de Loro's beach and country club facilities. Costa's club shares for sale had a total of 6,920 and 7,055 as at December 31, 2012 and 2011, respectively.

  On the other hand, at various dates in 2012, 2011 and 2010, Costa sold 135, 202 and 696 club shares to third parties and other affiliates for a total consideration of ₱70.8 million, ₱105.0 million and ₱320.6 million, respectively. Revenue arising from the sale of club shares recognized under "Sales – real estate and others" account in the consolidated income statement amounted to ₱32.7 million, ₱48.3 million and ₱127.4 million for the years ended December 31, 2012, 2011 and 2010, respectively.

- Allowance for impairment loss amounting to ₱5.7 million as at December 31, 2012 and 2011, pertains to nontrade receivables which were identified through specific assessment. There was no additional impairment loss identified based on the collective assessments made in 2012, 2011 and 2010.

11. Available-for-Sale Investments

This account consists of investments in:

	2012	2011
	(In Thousands)	
Shares of stock:		
Listed	**₱11,516,716**	₱7,031,822
Unlisted	**102,120**	102,265
Bonds and corporate notes (see Note 21)	**7,728,240**	6,841,109
Club shares	**5,900**	5,330
	19,352,976	13,980,526
Less allowance for impairment loss	**45,132**	45,132
	19,307,844	13,935,394
Less current portion (see Note 8)	**2,395,198**	1,482,213
Long-term portion	**₱16,912,646**	₱12,453,181

The account includes SM Prime's investment in redeemable preferred shares issued by a domestic corporation with an annual dividend rate of 8.25% in 2010 and investment in corporate notes issued by BDO Unibank, Inc. (BDO) with fixed interest rate of 6.80% in 2012 and 2011 (see Note 21). The preferred shares have preference over the issuer's common shares in the payment of dividends and in the distribution of assets in case of dissolution and liquidation. The outstanding investment in redeemable preferred shares as at December 31, 2010 was redeemed in 2011 at par value. Investments in corporate notes are intended to meet short-term cash requirements.

Unlisted shares of stock of the Group pertain to stocks of private corporations. These are classified as AFS investments and are carried at cost since fair value cannot be reliably estimated due to lack of reliable estimates of future cash flows and discount rates necessary to calculate the fair value. There is currently no market for these investments and the Group intends to hold them for the long term.

Investments in bonds and corporate notes as at December 31, 2012 and 2011 include third party convertible bonds and corporate notes with fixed interest rates ranging from 2.5% to 8.25% These investments will mature on various dates from February 11, 2013 to November 3, 2017.

Investment in convertible bonds as at December 31, 2012 and 2011 have embedded derivatives which are further discussed in Note 29.

The movements in net unrealized gain on AFS investments and share in unrealized gain of associates attributable to the owners of the Parent which are recognized in other comprehensive income for the years ended December 31, 2012 and 2011 are as follows:

	2012	2011
	(In Thousands)	
Balance at beginning of year	**₱7,008,067**	₱6,798,095
Share in net unrealized gain of associates (see Note 12)	**1,465,961**	440,127
Gain (loss) due to changes in fair value of AFS investments	**3,222,500**	(199,308)
Transferred to consolidated statements of income	**69**	(30,847)
Balance at end of year	**₱11,696,597**	₱7,008,067

Gain (loss) on disposal of AFS investments recognized under "Gain on sale of available-for-sale investments and fair value changes on investments held for trading - net" account in the consolidated statements of income amounted to (₱0.1) million for the year ended December 31, 2012, ₱30.8 million for the year ended December 31, 2011 and ₱481.3 million for the year ended December 31, 2010. The amounts are exclusive of the share of the non-controlling interests.

12. **Investments in Shares of Stock of Associates**

The details of and movements in this account are as follows:

	2012	2011
	(In Thousands)	
Acquisition cost:		
Balance at beginning of year	**₱66,416,206**	₱54,114,191
Additions	**28,361,006**	12,590,225
Disposals/Reclass	**(1,937,089)**	(288,210)
Balance at end of year	**92,840,123**	66,416,206
Accumulated equity in net earnings:		
Balance at beginning of year	**26,319,348**	21,113,648
Equity in net earnings	**9,042,034**	6,415,424
Share in net unrealized gain on AFS investments of associates	**1,491,818**	440,127
Dividends received	**(418,470)**	(1,583,351)
Accumulated equity in net earnings of investments sold	**(68,587)**	(66,500)
Balance at end of year	**36,366,143**	26,319,348
	129,206,266	92,735,554
Allowance for impairment loss:		
Balance at beginning of year	**4,317,705**	4,367,658
Recovery	**(3,542,658)**	(445,000)
Additions (see Note 23)	**–**	395,047
Balance at end of year	**775,047**	4,317,705
	₱128,431,219	₱88,417,849

The Group recognized its share in in the net gain on AFS investments of the associates amounting to ₱1,524.0 million, ₱440.1 million and ₱2,065.1 million, inclusive of the share of the non-controlling interests amounting to ₱25.8 million, ₱15.3 million and ₱69.0 million for the years ended December 31, 2012, 2011 and 2010, respectively, in the consolidated statements of comprehensive income.

In 2011 and 2010, the Group recognized allowance for impairment loss in investment in Highlands Prime, Inc. (HPI) amounting to ₱395.0 million and ₱380.0 million, respectively, as presented in “Provision for (reversal of) impairment loss and others” under “Selling, general and administrative expenses” account in the consolidated statements of income (see Note 23).

In 2012 and 2011, the Group reversed the allowance for impairment loss in investment in BDO amounting to ₱3,542.7 million and ₱445.0 million, respectively, as presented in “Provision for (reversal of) impairment loss and others” under “Selling, general and administrative expenses” account in the consolidated statements of income (see Note 23).

The major associates of the Group are as follows:

Company	Effective Percentage of Ownership 2012	2011	Principal Activities
BDO	**47**	46	Financial services
China Banking Corporation (China Bank)	**20**	21	Financial services
Atlas	**29**	18	Mining
Belle Corp. (Belle)	**26**	26	Real estate development and tourism
HPI	**27**	27	Real estate development and tourism
Summerhills Home Development Corporation (SHDC)	**21**	21	Real estate development and tourism
Sodexo Motivation Solutions Philippines, Inc.	**40**	40	Retail
Fast Retailing Phils. Inc.	**25**	–	

Atlas

Finalization of 2011 Provisional Accounting
In July 2011, SMIC acquired 316.2 million common shares of Atlas for US$142.2 million (₱5,996.6 million) representing 17.9% equity interest. In 2011, the Group accounted for the purchase price allocation on provisional basis, pending the information on the fair value of Atlas' net assets. The fair values of the net assets acquired were finalized in June 2012 and goodwill from the acquisition formed part of the cost of investment in shares of stock of Atlas.

SMIC has three representations in the BOD of Atlas as at December 31, 2011 and is participating in operational decisions. Based on these facts and circumstances, management determined that the Group has significant influence in Atlas and therefore has accounted it as investment in associate.

Convertible Loan of Atlas
On February 29, 2012, SMIC purchased from BDO Unibank Inc. (BDO) the ₱5,492.7 million convertible loan covered by Secured Notes Facility agreement (the Agreement) between Atlas and BDO dated July 25, 2011. On May 21, 2012, SMIC gave an irrevocable notice to fully exercise the conversion option under the Agreement as the assignee of BDO. On July 13, 2012, upon completion of the necessary regulatory approval, the shares were issued to SMIC resulting to an increase in ownership in Atlas from 17.9% to 28.4%.

Belle
In various dated in 2012, the Group sold 1,509.0 million Belle shares on which the Group realized ₱811.2 million of the deferred gain recognized under "Gain on disposal of investments and properties - net" account in the consolidated statements of income. The remaining balance of the deferred gain as at December 31, 2012 amounted to ₱1,076.4 million.

In April 2011, the Group, increased its ownership interest in Belle, an associate, by 20.78% and 12.58% gross and effective ownership, respectively, via share swap wherein the entire outstanding shares of Premium Leisure Amusement, Inc. (a subsidiary) was exchanged for certain number of common shares of Belle valued at ₱1.95 per share (shares swap). The valuation of the PLAI shares was made by an independent appraiser and approved by the SEC on October 6, 2010. This is the same valuation used in recording the share swap transaction in its 2011 financial statements upon receipt of the approval from the Bureau of Internal Revenue on March 31, 2011 and issuance of stock certificates by Belle on April 14, 2011. The transaction resulted to a net gain on share swap amounting to ₱2,604.2 million, net of the eliminated portion of the gain pertaining to the retained interest of the Group in Belle and is recognized under "Gain on disposal of investments and properties - net" account in the consolidated statements of income. The Group will realize the deferred income as the investment in the associate is disposed.

In 2010, the Group obtained 17.53% additional ownership in Belle for a total consideration of ₱1,598.3 million. The acquisition resulted in Belle becoming an associate of the Group at 24.77% and 13.24% gross and effective ownership, respectively, as at December 31, 2010.

BDO

In June 2012, BDO had a stock rights offering which entitled each eligible stockholder to subscribe to one common share for every three common shares held as at record date at an offer price of ₱48.6 per rights share. As at June 30, 2012, the Group exercised its rights share and paid ₱22,528.7 million equivalent to 463.5 million BDO shares. Upon completion of the regulatory requirements by BDO, the shares were issued to SMIC on July 4, 2012.

At various dates in 2012, SMIC sold a total number of 1.2 million BDO shares, equivalent to 0.04% of the total outstanding voting shares of BDO at a total cost of ₱39.0 million.

In March 2012, BDO declared a stock dividend equivalent to 3% of the outstanding capital stock of BDO which increased the number of common and preferred shares held by the Group by 40.5 million and 3.6 million, respectively. The declaration of the stock dividend by BDO did not result to a change in the ownership interest of the Group.

In 2010, SMIC and an affiliate entered into a deed of assignment whereby the affiliate cedes, transfers, conveys and assigns to the Company, all commercial rights of the affiliate's investment in BDO amounting to ₱5,712.0 million.

At various dates in 2010, SMIC disposed a total of 5.3 million BDO common shares, which is equivalent to 0.2% of the total outstanding common stock of BDO at an average price of ₱28.63 a share or for a total cost of ₱151.8 million.

In April 2010, Primebridge and Multi Realty Development Corporation disposed a total of 21.5 million BDO common shares, which is equivalent to 0.8% of the total outstanding common stock of BDO at an average price of ₱22.65 a share or for a total cost of ₱486.2 million.

HPI

In 2011, the Group disposed of 134.8 million shares of HPI for a total cost of ₱288.2 miliion. The disposal resulted in a gain of ₱1.0 million, which is included under “Gain on disposal of investments and properties - net” account in the consolidated statements of income.

China Bank

On August 24, 2012, SEC approved the Amended Articles of Incorporation of China Bank to effect a ten-for-one stock split of the common shares. This resulted to an increase in the number of shares from 200 million to 2,000 million, and a reduction in par value of shares from ₱100.00 to ₱10.00 per share. The stock split by China Bank did not result to a change in the ownership interest of the Group.

At various dates in 2010, SMDC disposed a total of 0.09 million China Bank shares, which is equivalent to 0.08% of the total outstanding common stock of China Bank, at an average price of ₱340.8 a share or for a total cost ₱31.1 million.

SHDC

In 2011, SMDC obtained 49% and 21% gross and effective ownership, respectively, in SHDC for a total consideration of ₱20.1 million. Consequently, SHDC became an associate of the Group.

Fast Retailing Philippines, Inc.
In January 2012, Marketwatch Investments Co., Inc., a subsidiary of SM Retail, invested ₱100.0 million to acquire 25% ownership of the total outstanding shares of Fast Retailing Philippines, Inc. accounted as an investment in an associate. The entity is organized with Fast Retailing (Singapore) Co. Ltd. to engage in the retail/wholesale trading of merchandise, such as dry goods, wearing apparels and other merchandise, cosmetics, skin care and hair care products and other related products under the brand name "Uniqlo".

The condensed financial information of significant associates is shown below:

	2012	2011
	(In Millions)	
BDO:		
Total resources	**₱1,244,406**	₱1,097,349
Total liabilities	**1,087,188**	1,000,387
Interest income	**54,011**	50,467
Interest expense	**17,816**	16,688
Net income	**14,309**	10,588
China Bank:		
Total resources	**324,859**	262,213
Total liabilities	**282,521**	222,924
Interest income	**13,164**	12,677
Interest expense	**5,104**	4,125
Net income	**5,018**	5,009
HPI:		
Total assets	**3,846**	4,661
Total liabilities	**1,089**	1,937
Revenue from real estate sales	**557**	331
Cost of real estate sold	**308**	164
Net income	**34**	(35)
Belle:		
Total assets	**25,295**	22,644
Total liabilities	**8,621**	6,568
Revenue	**493**	697
Cost of real estate and club shares sold	**141**	236
Net income	**652**	200
Atlas:		
Total assets	**58,293**	46,923
Total liabilities	**23,154**	19,933
Revenue	**15,540**	12,128
Cost of sales	**7,111**	7,759
Net income	**2,859**	17,223

As at December 31, the fair values of investments in associates which are listed in the PSE are as follows:

	2012	2011
	(In Thousands)	
BDO	**₱136,222,770**	₱80,928,951
China Bank	**15,987,281**	10,594,301
HPI	**1,575,258**	1,036,979
Belle	**16,268,509**	24,670,664
Atlas	**11,272,094**	5,325,521

13. **Property and Equipment**

The movements in this account are as follows:

	Land	Buildings, Condominium Units and Improvements	Store Equipment and Improvements	Data Processing Equipment	Furniture, Fixtures and Office Equipment	Machinery and Equipment	Leasehold Improvements	Transportation Equipment	Construction in Progress	Total
					(In Thousands)					
Cost										
Balance as at December 31, 2010	₱2,945,232	₱4,534,292	₱6,638,725	₱3,253,276	₱3,050,238	₱2,424,501	₱2,629,192	₱626,380	₱699,668	₱26,801,504
Additions	26,970	118,732	784,783	635,960	620,339	507,700	1,188,675	258,957	648,946	4,791,062
Reclassifications	1,893	2,549	(615,945)	317,809	(186,048)	(120,348)	(61,331)	(3,365)	(383,445)	(1,048,231)
Disposals/retirements	–	(1)	(86,520)	(74,484)	(27,304)	(10,407)	(43)	(301,378)	–	(500,137)
Balance as at December 31, 2011	2,974,095	4,655,572	6,721,043	4,132,561	3,457,225	2,801,446	3,756,493	580,594	965,169	30,044,198
Additions	183,851	1,594,292	1,119,843	428,180	767,679	690,525	1,180,589	38,469	611,142	6,614,570
Reclassifications	(744,956)	764,325	(115,484)	141,191	(184,867)	(23,739)	87,977	6,043	(329,884)	(399,394)
Disposals/retirements	–	(2,644,901)	(148,498)	(163,128)	(57,536)	(99,186)	(35,118)	(31,879)	(11,474)	(3,191,720)
Balance as at December 31, 2012	**₱2,412,990**	**₱4,369,288**	**₱7,576,904**	**₱4,538,804**	**₱3,982,501**	**₱3,369,046**	**₱4,989,941**	**₱593,227**	**₱1,234,953**	**₱33,067,654**
Accumulated Depreciation and Amortization										
Balance as at December 31, 2010	₱–	₱2,262,529	₱4,544,869	₱2,394,063	₱1,300,562	₱1,454,709	₱1,172,404	₱303,829	₱–	₱13,432,965
Depreciation and amortization	–	246,322	713,596	418,680	427,925	296,607	533,033	47,467	–	2,683,630
Reclassifications	–	(582)	(598,186)	(31,281)	(106,226)	(115,046)	(88,726)	(2,934)	–	(942,981)
Disposals/retirements	–	–	(85,128)	(41,815)	(26,695)	(1,306)	–	(66,826)	–	(221,770)
Balance as at December 31, 2011	–	2,508,269	4,575,151	2,739,647	1,595,566	1,634,964	1,616,711	281,536	–	14,951,844
Depreciation and amortization	–	381,307	825,626	493,886	500,992	387,047	706,389	52,514	–	3,347,761
Reclassifications	–	(127,122)	(236,144)	(3,049)	(42,307)	(53,726)	32,125	(99)	–	(430,322)
Disposals/retirements	–	(1,535,720)	(154,118)	(120,030)	(50,391)	(90,035)	(18,228)	(19,624)	–	(1,988,146)
Balance as at December 31, 2012	**₱–**	**₱1,226,734**	**₱5,010,515**	**₱3,110,454**	**₱2,003,860**	**₱1,878,250**	**₱2,336,997**	**₱314,327**	**₱–**	**₱15,881,137**
Net Book Value										
As at December 31, 2012	**₱2,412,990**	**₱3,142,554**	**₱2,566,389**	**₱1,428,350**	**₱1,978,641**	**₱1,490,796**	**₱2,652,944**	**₱278,900**	**₱1,234,953**	**₱17,186,517**
As at December 31, 2011	₱2,974,095	₱2,147,303	₱2,145,892	₱1,392,914	₱1,861,659	₱1,166,482	₱2,139,782	₱299,058	₱965,169	₱15,092,354

14. Investment Properties

The movements in this account are as follows:

	Land and Improvements and Land Use Rights	Buildings and Improvements	Building Equipment, Furniture and Others	Construction in Progress	Total
			(In Thousands)		
Cost					
Balance as at December 31, 2010	₱27,302,498	₱84,785,047	₱15,973,989	₱12,828,906	₱140,890,440
Additions	2,606,363	2,762,132	932,825	14,839,591	21,140,911
Reclassifications	508,106	6,742,227	549,958	(7,138,201)	662,090
Translation adjustment	153,159	387,953	64,394	186,433	791,939
Disposals	–	(6,113)	–	(48,474)	(54,587)
Balance as at December 31, 2011	30,570,126	94,671,246	17,521,166	20,668,255	163,430,793
Additions	4,766,518	10,150,741	2,907,309	10,123,787	27,948,355
Reclassifications	(186,572)	7,850,435	1,260,406	(13,510,151)	(4,585,882)
Translation adjustment	(159,893)	(611,091)	(71,572)	(220,612)	(1,063,168)
Disposals	–	–	–	–	–
Balance as at December 31, 2012	**₱34,990,179**	**₱112,061,331**	**₱21,617,309**	**₱17,061,279**	**₱185,730,098**
Accumulated Depreciation, Amortization and Impairment Loss					
Balance as at December 31, 2010	₱1,123,236	₱18,075,582	₱8,024,378	₱–	₱27,223,196
Depreciation and amortization	46,470	3,186,275	1,276,725	–	4,509,470
Reclassifications	–	217,003	–	–	217,003
Impairment loss	–	–	–	123,564	123,564
Translation adjustment	7,731	51,228	22,690	–	81,649
Balance as at December 31, 2011	1,177,437	21,530,088	9,323,793	123,564	32,154,882
Depreciation and amortization	72,584	3,229,407	1,408,119	–	4,710,110
Reclassifications	(199,711)	(664,505)	(179)	(123,564)	(987,959)
Impairment loss	–	–	–	–	–
Translation adjustment	(10,232)	(76,254)	(31,139)	–	(117,625)
Balance as at December 31, 2012	**₱ 1,040,078**	**₱24,018,736**	**₱10,700,594**	**₱–**	**₱35,759,408**
Net Book Value					
As at December 31, 2012	**₱33,950,101**	**₱88,042,595**	**₱10,916,715**	**₱17,061,279**	**₱149,970,690**
As at December 31, 2011	₱29,392,689	₱73,141,158	₱8,197,373	₱20,544,691	₱131,275,911

The movements in allowance for impairment loss on land and improvements and land use rights are as follows:

	2012	2011
	(In Thousands)	
Beginning balance	**₱923,272**	₱799,708
Provision for the year (see Note 23)	–	123,564
Ending balance	**₱923,272**	₱923,272

The fair values of investment properties as at December 31, 2011 were determined by independent appraisers based on various appraisal reports made in 2010, which amounted to ₱291,671.9 million. The fair value, which is based on market data approach, represents the amount at which the assets can be exchanged between a knowledgeable, willing seller and a knowledgeable, willing buyer in an arm's-length transaction at the date of valuation in accordance with International Valuation Standards.

Included under “Land” account are the 212,119 square meters and 223,474 square meters of real estate properties with a carrying value of ₱447.0 million and ₱474.0 million as at December 31, 2012 and 2011, respectively, and a fair value of ₱13,531.0 million as at August 2007. The land was planned for residential development in accordance with the cooperative contracts entered into by Mega Make Enterprises Limited and Affluent Capital Enterprises Limited (Oriental Land) with Grand China and Oriental Land Development Limited on March 15, 2007. The value of these real estate properties was not part of the consideration paid by SM Prime of ₱10,827.0 million to Grand China and Oriental Land. Accordingly, the assets were recorded at carrying values under “Investment properties” account and a corresponding liability equivalent to the same amount is shown as part of “Tenants’ deposits and others” account in the consolidated balance sheets.

A portion of investment properties located in China with a carrying value of ₱4,268.0 million and ₱638.0 million as at December 31, 2012 and 2011, respectively, and a fair value of ₱6,108.0 million for SM Xiamen as at August 2007 and ₱4,766.0 million for SM Suzhou and SM Chongqing as at September 30, 2012, were mortgaged as collaterals to secure the domestic borrowings in China (see Note 19).

Rent income from investment properties, which is primarily attributable to SM Prime, amounted to ₱24,155.6 million, ₱20,472.8 million and ₱17,904.7 million for the years ended December 31, 2012, 2011 and 2010, respectively. Consolidated direct operating expenses from investment properties which generate income amounted to ₱13,995.2 million, ₱12,277.5 million and ₱11,271.4 million for the years ended December 31, 2012, 2011 and 2010, respectively.

Construction in progress account includes shopping mall complex under construction of SM Prime. In 2012, Shopping Mall Complex under construction mainly pertains to consts incurred for the development of SM Aura Premier, SM City BF-Paranaque, SM, SM Seaside City Cebu, SM Tianjin and SM Zibo and the ongoing expansions and rennovations of SM City Bacolod, SM City Clark, SM City Dasmarinas, SM City Sta. Rosa and SM Megamall. In 2011, shopping mall complex under construction mainly pertains to costs incurred for the development of SM San Fernando, SM Olongapo, SM Consolacion Cebu, SM General Santos, SM Lanang Davao, SM Taguig, SM Chongqing, SM Zibo and SM Tianjin.

Shopping mall complex under construction includes cost of land amounting to ₱1,615.0 million and ₱1,575.0 million as at December 31, 2012 and 2011, respectively.

Construction contracts with various contractors related to the construction of the above-mentioned projects amounted to ₱53,964.0 million and ₱39,240.0 million as at December 31, 2012 and 2011, respectively, inclusive of overhead, cost of labor and materials and all other costs necessary for the proper execution of the works. The outstanding contracts as at December 31, 2012 and 2011 are valued at ₱14,393.0 million and ₱10,268.0 million, respectively.

Interest capitalized to shopping mall complex under construction amounted to ₱114.4 million and ₱54.3 million in 2012 and 2011, respectively. Capitalization rates used were 6.13% and 5.71% in 2012 and 2011, respectively.

15. Land and Development and Condominium Units for Sale

Land and development, which amounted to ₱30,197.9 million and ₱23,012.5 million as at December 31, 2012 and 2011, respectively, include land and cost of the condominium projects.

Condominium units for sale amounting to ₱3,286.9 million and ₱1,115.9 million as at December 31, 2012 and 2011, respectively, pertain to completed projects of SMDC, Costa and ICDC. The amounts were included under "Other current assets" account in the consolidated balance sheets (see Note 10).

The condominium units for sale and land and development are stated at cost as at December 31, 2012 and 2011.

Borrowing costs capitalized by the Group to land and development account amounted to ₱1,148.5 million and ₱411.7 million in 2012 and 2011, respectively. The average rates used to determine the amount of borrowing costs eligible for capitalization range from 3.3% to 8.3% in 2012 and 3.7% to 7.5% in 2011. Interest expense charged to operations amounted to ₱469.0 million in 2012 and ₱488.3 million in 2011.

SMDC

Land and development costs attributable to SMDC pertain to the on-going residential condominium projects. Estimated cost to complete the projects amounted to ₱29,012.9 million and ₱30,587.9 million as at December 31, 2012 and 2011, respectively.

SMDC has also acquired several parcels of land for future development with aggregate carrying value of ₱1,920.5 million and ₱4,368.2 million as at December 31, 2012 and 2011, respectively.

In 2012, SMDC acquired GLC, LLCI and MSDPC for ₱498.4 million, ₱1,500.0 million and ₱600.0 million, respectively, and became its wholly owned subsidiaries. The purchase of GLC, LLCI and MSDPC was accounted for as an acquisition of asset. At acquisition date, these subsidiaries own parcels of land which are to be developed into commercial/residential condominium projects.

In 2011, SMDC acquired TTFOPI for ₱195.6 million and became a wholly owned subsidiary. The purchase of TTFOPI was accounted for as an acquisition of asset. TTFOPI owns a parcel of land which is currently being developed into a commercial/residential condominium project.

In 2010, SMDC acquired VLI for ₱566.6 million and became its wholly owned subsidiary. The purchase of VLI was accounted for as an acquisition of asset. VLI owns a parcel of land which will be developed into a commercial/residential condominium project.

On June 30, 2004, SMDC entered into a Joint Venture Agreement with Government Service Insurance System (GSIS) for the development of a residential condominium project on a parcel of land owned by GSIS. As at December 31, 2012, the development of the said project has not yet started.

Costa
Costa's construction projects located at Hamilo Coast in Nasugbu, Batangas consist of condominium buildings and beach and country club. As at December 31, 2012, Costa completed the construction of four condominium projects and the beach and country club. Total estimated cost to complete the on-going projects amounted to ₱113.9 million and ₱283.8 million as at December 31, 2012 and 2011, respectively.

In April 2010, the construction of Pico de Loro by Costa was completed but the ownership of the risk and rewards of the beach and country club was transferred to Pico de Loro in June 2010. The total actual cost of beach and country club, in exchange for a total of 4,000 club shares amounted to ₱1,128.2 million as at December 31, 2010.

16. Intangibles and Other Noncurrent Assets

Intangibles
This account consists of:

	2012	2011
	(In Thousands)	
Goodwill	**₱9,321,057**	₱9,321,057
Less accumulated impairment loss	**91,619**	91,619
Net book value	**9,229,438**	9,229,438
Trademarks and brand names	**6,124,762**	6,124,762
	₱15,354,200	₱15,354,200

Goodwill is allocated to SM Prime, SM Land, Pilipinas Makro, Inc. (PMI), SVI and Super Shopping Market, Inc. (SSMI). Trademarks and brand names pertain to that of the supermarket and hypermarket business of the Group which were acquired in a business combination in 2006. The trademarks and brand names were assessed to have an indefinite life and was valued using the Relief-from-Royalty Method. The royalty rate was 3.5%, which was the prevailing royalty rate in 2006 in the retail assorted category where the two entities fall.

The recoverable amount of goodwill, trademarks and brand names have been determined using the cash flow projections based on the financial budgets approved by senior management covering a three-year period. The calculation of value-in-use is most sensitive to pre-tax discount rates. The pre-tax discount rates applied to cash flow projections ranged from 6.61% to 9.14% and 8.18% to 10.82% as at December 31, 2012 and 2011, respectively. The discount rates were determined based on the yield of ten-year government bonds at the beginning of the forecasted year. Discount rates reflect the current market assessment of the risks to each cash generating unit and were estimated based on the average percentage of weighted average cost of capital for the industry. The rate was further adjusted to reflect the market assessment of any risk specific to the cash-generating unit for which future estimates of cash flows have not been adjusted. Management assessed that no reasonable possible change in pre-tax discount rates and future cash inflows would cause the carrying value of goodwill, trademarks and brand names in 2012 and 2011 to materially exceed its recoverable amount.

Other Noncurrent Assets
This account consists of:

	2012	2011
	(In Thousands)	
Receivables from real estate buyers (see Note 9)	**₱14,401,513**	₱8,739,412
Deposits and advance rentals	**8,149,028**	5,030,882
Advances for project development (see Note 23)	**3,084,143**	–
Defined benefit asset (see Note 25)	**452,910**	394,713
Long-term notes (see Note 21)	**306,724**	506,724
Derivative assets (see Notes 28 and 29)	**128,480**	159,461
Receivable from a related party and escrow fund (see Note 21)	**98,996**	8,195,691
Treasury bonds (Note 16)	**–**	200,000
Others	**2,285,508**	857,532
	₱28,907,302	₱24,084,415

- Deposits and advance rentals substantially pertain to the lease agreements entered into by SM Prime for certain parcels of land where some of its malls are constructed. The lease agreements provide that the security deposits will be applied to future rentals. Consequently, the said deposits and advance rentals are not remeasured at amortized cost.

- Long-term notes pertain to unquoted and unsecured subordinated debt instruments which carry fixed interest rates per annum ranging from 7.0% to 8.50% as at December 31, 2012 and 2011. The ₱200.0 million will mature on November 21, 2017, ₱88.6 million will mature on May 29, 2018 and the remaining ₱218.1 million will mature on March 20, 2019. In November 2012, the Group received a full payment from BDO for the early redemption of the long-term note amounting to ₱200.0 million.

- Treasury bonds pertain to quoted Philippine government treasury bonds classified as held-to-maturity investment which bear fixed interest rates ranging from 8.5% to 9.0% and payable quarterly. The ₱200.0 million will mature on July 31, 2013.

- In 2009, various cash advances were provided to a related party for payment of interest, purchase of shares and other operating requirements totaling to ₱6,000.0 million, which bears a fixed interest of 7.0%, payable semi-annually and will mature in 2013 (see Note 21). At various dates in 2012, the cash advances were prepaid by the related party.

  Escrow fund amounting to ₱99.0 million and ₱2,195.7 million as at December 31, 2012 and 2011, respectively, pertains mainly to the amounts deposited in the account of an escrow agent as required by the Housing and Land Use Regulatory Board (HLURB) in connection with SMDC's temporary license to sell prior to HLURB's issuance of a license to sell and certificate of registration.

- "Other noncurrent assets-others" account mostly pertain to depreciable input value-added tax.

17. Bank Loans

This account consists of:

	2012	2011
	(In Thousands)	
Parent Company:		
U.S. dollar-denominated loans	**₱2,052,500**	₱3,857,920
Peso-denominated loans	**11,783,400**	15,500,000
Subsidiaries -		
Peso-denominated loans	**17,958,075**	6,390,000
	₱31,793,975	₱25,747,920

The U.S. dollar-denominated loans amounting to US$50 million (₱2,052.5 million) and US$88.0 million (₱3,857.9 million) as at December 31, 2012 and 2011, respectively, bear interest at 3-month London Inter-Bank Offered Rate (LIBOR) plus margin. The peso-denominated loans bear annual interest rates ranging from 3.25% to 5.00% and 3.60% to 4.26% in 2012 and 2011, respectively. These loans have maturities of less than one year (see Note 21).

A portion of these loans is collateralized by temporary investments and shares of stocks in accordance with the regulations of the Bangko Sentral ng Pilipinas (BSP). The carrying values of the collaterals approximate the amounts of the loans.

18. Accounts Payable and Other Current Liabilities

This account consists of:

	2012	2011
	(In Thousands)	
Trade	**₱31,321,634**	₱28,027,967
Accrued expenses (see Note 21)	**6,007,207**	2,624,025
Payable arising from acquisition of land	**6,100,508**	3,116,058
Due to related parties (see Note 21)	**3,265,015**	2,734,415
Accrued interest (see Note 21)	**2,537,777**	1,702,660
Payable to government agencies	**2,334,796**	1,426,230
Nontrade	**2,276,078**	2,078,768
Gift checks redeemable and others	**2,145,210**	1,814,257
Derivative liabilities (see Note 29)	**2,493,651**	124,222
Subscriptions payable	**–**	1,101,205
	₱58,481,876	₱44,749,807

The terms and conditions of the above liabilities follow:

- Trade payables primarily consist of liabilities to suppliers and contractors, which are noninterest-bearing and are normally settled on a 30 to 60 days' term.
- Payable arising from acquisition of land, nontrade payables, accrued interest and others are expected to be settled within the next financial year.
- The terms and conditions relating to due to related parties are further discussed in Note 21.
- Gift checks are redeemable at face value.
- Payable to government agencies mainly consists of output tax which are normally settled within the next financial year.
- Accrued expenses pertain to accrued and unpaid selling, general and administrative expenses which are normally settled within the next financial year.
- In September 2011, the Group exercised its 1:6 stock rights entitlement with Belle Corporation for 734.1 million shares at ₱3 per share. The availment did not affect the Group's direct ownership with Belle which remained at 46%. The unpaid subscription amounted to ₱1,101.2 million as at December 31, 2011.

19. Long-term Debt

This account consists of:

	2012			2011		
	Gross Amount	**Debt Issue Cost**	**Net Amount**	Gross Amount	Debt Issue Cost	Net Amount
			(In Thousands)			
Parent Company						
U.S. dollar-denominated:						
Fixed rate bonds	**₱61,813,938**	**(₱449,782)**	**₱61,364,156**	₱43,990,263	(₱357,171)	₱43,633,092
Convertible bonds	**9,407,559**	**(183,247)**	**9,224,312**	979,645	(8,256)	971,389
Peso-denominated:						
Seven-year and ten-year corporate notes	**4,995,000**	**(37,757)**	**4,957,243**	5,000,000	(42,578)	4,957,422
Five-year fixed rate notes	**6,699,043**	**(36,984)**	**6,662,059**	6,700,000	(49,708)	6,650,292
Five-year and seven-year retail bonds	**9,400,000**	**(32,107)**	**9,367,893**	9,400,000	(47,422)	9,352,578
Seven-year and ten-year retail bonds	**14,282,270**	**(118,549)**	**14,163,721**	–	–	–
Bank loans collateralized with time deposits	**3,000,000**	**(6,635)**	**2,993,365**	8,950,000	(15,070)	8,934,930
Preferred shares	**-**	**-**	**-**	200,000	(131)	199,869
Other bank loans	**8,050,000**	**(10,945)**	**8,039,055**	9,548,500	(17,921)	9,530,579
Subsidiaries						
U.S. dollar-denominated:						
Five-year term loans	**11,083,500**	**(186,538)**	**10,896,962**	6,356,800	(255,267)	6,101,533
Two-year, three-year and five-year bilateral loans	**1,026,250**	**(5,008)**	**1,021,242**	1,096,000	(11,071)	1,084,929
Other US dollar-denominated bank loans	**2,463,000**	**(24,888)**	**2,438,112**	3,068,800	(38,021)	3,030,779
China yuan-renminbi denominated:						
Three-year loan	**1,111,112**	**-**	**1,111,112**	1,299,441	–	1,299,441
Five-year loan	**2,272,374**	**-**	**2,272,374**	2,599,819	–	2,599,819
Eight-year loan	**-**	**-**	**-**	277,388	–	277,388
Peso-denominated:						
Three-year and five-year fixed rate notes	**18,313,000**	**(84,747)**	**18,228,253**	10,000,000	(55,774)	9,944,226
Five-year and ten-year fixed and floating rate notes	**7,500,000**	**(57,081)**	**7,442,919**	–	–	–
Five-year, seven-year and ten-year fixed and floating rate notes	**5,000,000**	**(33,540)**	**4,966,460**	–	–	–
Five-year, seven-year and ten-year corporate notes	**6,860,000**	**(36,161)**	**6,823,839**	6,930,000	(45,829)	6,884,171

	2012			2011		
	Gross Amount	**Debt Issue Cost**	**Net Amount**	Gross Amount	Debt Issue Cost	Net Amount
			(In Thousands)			
Five-year and ten-year corporate notes	**1,100,000**	**(7,849)**	**1,092,151**	4,289,350	(24,457)	4,264,893
Five-year floating rate notes	**4,950,000**	**(29,172)**	**4,920,828**	5,000,000	(37,587)	4,962,413
Five-year, seven-year and ten-year fixed rate notes	**800,000**	**(4,658)**	**795,342**	1,997,030	(11,355)	1,985,675
Five-year bilateral loans	**500,000**	**(2,009)**	**497,991**	546,875	(2,584)	544,291
Other bank loans	**9,133,550**	**(20,510)**	**9,113,040**	9,203,500	(28,229)	9,175,271
	189,760,596	**(1,368,167)**	**188,392,429**	137,433,411	(1,048,431)	136,384,980
Less current portion	**13,889,278**	**29,720**	**13,859,558**	7,935,231	14,270	7,920,961
Noncurrent portion	**₱175,871,318**	**(₱1,338,447)**	**₱174,532,871**	₱129,498,180	(₱1,034,161)	₱128,464,019

Parent Company

Fixed Rate Bonds
On October 17, 2012, SMIC issued US$500.0 million senior bonds, with peso equivalent of ₱20,525.0 million as at December 31, 2012, which bear a fixed interest rate of 4.25% per annum, payable semi-annually in arrears. The bonds will mature on October 17, 2019.

On October 13, 2010, SMIC issued US$400 million bonds (₱15,641.8 million) which bear a fixed interest rate of 5.5% per annum, payable semi-annually in arrears and will mature on October 13, 2017. This issuance is comprised of US$186.3 million ((₱7,356.2 million) additional bonds, and US$82.9 million (₱3,199.4 million) and US$130.8 million (₱5,086.2 million) exchanged bonds from the existing US$350.0 million 6.75% bonds due 2013 and US$500.0 million 6.0% bonds due 2014, respectively. The exchange was not accounted for as an extinguishment but merely a modification of terms because the terms of the exchanged bonds are not substantially different from the existing bonds (i.e., the difference between the present value of the cash flows of the exchanged bonds and the present value of the remaining cash flows of the existing bonds discounted using the original effective interest rate did not exceed 10%).

On September 22, 2009, SMIC issued US$500.0 million bonds, with peso equivalent of ₱15,564.4 million and ₱16,622.2 million as at December 31, 2012 and 2011, which bear a fixed interest rate of 6.0% per annum, payable semi-annually in arrears. The bonds will mature on September 22, 2014.

On July 17, 2008, SMIC issued US$350.0 million bonds, with peso equivalents of ₱10,082.8 million and ₱10,768.1 million as at December 31, 2012 and 2011, respectively, which bear a fixed interest rate of 6.75% per annum, payable semi-annually in arrears. The bonds will mature on July 18, 2013 and may be redeemed at the option of the relevant holder beginning July 18, 2011 at the principal amount.

Convertible Bonds

US$250.0 million Convertible Bonds
On February 15, 2012, SMIC issued at face value 1.625% coupon US$250.0 million (₱9,407.1 million) Convertible Bonds, with a yield to maturity of 2.875% due on February 15, 2017 at 106.67%. Interest on the Bonds is payable semi-annually in arrear every February 15 and August 15 each year. The bonds contain multiple embedded derivatives (i.e., conversion option, call option and put option) which are further discussed in Note 30.

The conversion option entitles the holder to convert its outstanding bonds for SMIC's common shares at any time, on or after June 15, 2012 until the close of business on February 5, 2017, unless previously redeemed, converted or purchased and cancelled, at an initial conversion price of ₱781.45 per share translated into U.S. dollars at a fixed conversion rate of ₱42.711 to US$1.00. No conversion options were exercised as at December 31, 2012.

The put option entitles the bondholders to require the Parent Company to redeem all or some of its Bonds on February 15, 2015 (put date) at 103.89%.

Lastly, the call option gives right to the Parent Company to redeem the Bonds, in whole but not in part at their early redemption amount on the date fixed for redemption, provided, however, that no such redemption may be made unless the closing price of the shares of the Parent Company (translated into US Dollars at the prevailing rate) for each of the 30 consecutive trading days, the last of which occurs no more than five days prior to redemption notice, was at least 130% of the applicable early redemption amount divided by the conversion ratio.

US$300.0 million Convertible Bonds
On March 19, 2007, SMIC issued at face zero coupon US$300.0 million Convertible Bonds (financial liability component amounted to nil and ₱979.6 million as at December 31, 2012 and 2011, respectively), with a yield to maturity of 3.5% due on March 20, 2012 at 118%. The bonds contain multiple embedded derivatives (i.e., conversion option, call option and put option) which are further discussed in Note 29.

The conversion option entitles the holder to convert its outstanding bonds for SMIC's common shares at any time, on or after June 30, 2007 until the close of business on March 13, 2012, unless previously redeemed, converted or purchased and cancelled. Starting April 25, 2007, the conversion price is equal to ₱453.39 a share, after giving effect to the 4.27% stock dividend. At various dates in 2012 and 2011, the bondholders of US$16.0 million (₱813.6million) and US$1.7 million (₱82.2 million) bonds, respectively, opted to convert their holdings into 1,710,587 and 181,364 of SMIC's shares (see Note 20). The fair value of the related derivative liability derecognized upon conversion amounted to US$4.2 million (₱181.50 million) and US$0.3 million (₱11.0 million) in 2012 and 2011, respectively (see Notes 18 and 29).

The remaining value of convertible bond amounting to $4.7 million (₱201.4 million) matured on March 20, 2012, resulted to a gain of ₱28.8 million, shown under "Gain on disposal of investments and properties - net" account in the consolidated statements of income. The fair value of the related derivative liability derecognized upon maturity amounted to US$.7 million (₱28.8 million) (see Notes 16 and 24).

The put option entitles the bondholders to require the Parent Company to redeem all or some of its Bonds on March 19, 2010 (put date) at 110.97%. A total of US$246.3 million (₱11,253.5 million) bonds were redeemed, which resulted in a gain of ₱844.6 million shown under "Gain on disposal of investments and properties - net" account in the 2010 consolidated statements of income. The fair value of the related derivative liability derecognized upon early redemption amounted to US$35.2 million (₱1,609.7 million) (see Note 29).

Lastly, the call option gives right to the Parent Company to redeem the remaining Bonds, in whole but not in part at their early redemption amount on the date fixed for redemption, provided, however, that no such redemption may be made unless the closing price of the shares of the Parent Company (translated into US Dollars at the prevailing rate) for each of the 30 consecutive trading days, the last of which occurs no more than five days prior to redemption notice, was at least 130% of the applicable early redemption amount divided by the conversion ratio.

Seven-year and Ten-year Corporate Notes
On September 26, 2011, SMIC issued fixed rate corporate notes comprised of seven-year or Series A Notes and ten-year or Series B Notes due on September 26, 2018 and September 26, 2021, respectively. The total issuance amounted to ₱916.0 million and ₱4,084.0 million for the Series A and Series B Notes, respectively.

The series A Notes have a term of seven years from the issue date, with a fixed interest rate equivalent to 5.75% per annum payable semi-annually in arrears starting March 26, 2012. The Seies B Notes have a term of ten years from the issue date, with a fixed interest rate equivalent to 6.625% per annum payable semi-annually in arrears starting March 26, 2012.

The Series A and B Notes have principal repayment of 0.1% of the principal amount in annual installments that will commence on the twelfth (12^{th}) month from the issue date, with the last installment payment to be made on maturity date.

Outstanding balance as at December 31, 2012 for the Series A and B Notes amounted to ₱915.1 million and ₱4,079.9 million, respectively.

Five-year Fixed Rate Notes
On February 7, 2011, SMIC issued corporate notes amounting to ₱6,700.0 million, which bear a fixed interest rate of 6.17% per annum, payable semi-annually in arrears. The corporate notes will mature on February 8, 2016. The notes have principal repayment of ₱1.0 million that will commence on the twelfth month from the issue date, with the last installment payment to be made on maturity date. Outstanding balance as at December 31, 2012 and 2011 amounted to ₱6,699.0 million and ₱6,700.0 million, respectively.

Five-year and Seven-year Retail Bonds
On June 25, 2009, SMIC issued fixed rate bonds, which comprised of 5-year or Series A Bonds and 7-year or Series B Bonds due on June 26, 2014 and June 25, 2016, respectively. The total issuance amounted to ₱8,400.0 million and ₱1,000.0 million for the Series A and Series B Bonds, respectively.

The Series A Bonds have a term of five years and one day from the issue date, with a fixed interest rate equivalent to 8.25% per annum payable semi-annually in arrears starting December 26, 2009. The Series B Bonds have a term of seven years from the issue date, with a fixed interest rate equivalent to 9.10% per annum payable semi-annually in arrears starting December 25, 2009.

Seven-year and Ten-year Retail Bonds
On July 16, 2012, SMIC issued fixed rate bonds, which comprised of 7-year or Series C Bonds and 10-year or Series D Bonds due on July 16, 2019 and July 16, 2022, respectively. The total issuance amounted to ₱5,623.5 million and ₱8,658.8 million for the Series C and Series D Bonds, respectively.

The Series C Bonds have a term of seven years from the issue date, with a fixed nterest rate equivalent to 6.00% per annum payable semi-annually in arrears starting January 16, 2013. The Series D Bonds have a term of ten years from the issue date, with a fixed interest rate equivalent to 6.94% per annum payable semi-annually in arrears starting January 16, 2013.

Bank Loans Collateralized with Time Deposits
On January 8, 2010, SMIC obtained two five-year term loans amounting to ₱1,500.0 million each. The loans are based on a three-month Philippine Dealing System Treasury-Fixing (PDST-F) rate plus an agreed margin. Both loans are payable quarterly in arrears.

On October 16, 2007, SMIC obtained a five-year term loan amounting to ₱6,000.0 million, which bears interest based on a three-month PDST-F rate plus an agreed margin, payable quarterly in arrears. On October 12, 2011, SMIC paid ₱50.0 million of this loan. The remaining value amounting to ₱5,950.0 million matured on October 16, 2012.

These loans are collateralized by a portion of SMIC's time deposits amounting to US$475.0 million with peso equivalents of ₱19,498.8 million and ₱20,824.0 million as at December 31, 2012 and 2011, respectively (see Note 7).

Preferred Shares

On August 6, 2007, SMIC issued Series 1 and Series 2 of non-convertible, non-participating, non-voting preferred shares amounting to ₱3,300.0 million and ₱200.0 million, respectively. Each share has a par value of ₱10.0 a share and an offer price of ₱10,000 a share.

The Series 1 preferred shares carry a fixed dividend rate of 7.51% per annum, payable semi-annually in arrears, while the Series 2 preferred shares carry a dividend rate based on 3-month PDST-F rate plus an agreed margin. The dividend rights are cumulative. The preferred shares rank ahead of the common shares in the event of liquidation.

The preferred shares are mandatorily redeemable on August 6, 2012 at redemption price, which consists of (1) 100% of the offer price; (2) all unpaid cash dividends accruing thereon, if any, and/or in the event no cash dividends are declared for the relevant period, an amount equivalent to the sum of the cash dividends on the preferred shares had dividends been declared and paid for the relevant period; and (3) any charges on unpaid amounts due then outstanding. SMIC has an option to early redeem the preferred shares subject to certain conditions. On February 7, 2011, SMIC prepaid the Series 1 preferred shares amounting to ₱3,300.0 million. Series 2 preferred shares amounting to ₱200.0 million was redeemed on August 6, 2012.

Other Peso Bank Loans

This account includes the following:

	2012	2011
	(In Thousands)	
Ten-year term loans	**₱2,050,000**	₱2,050,000
Seven-year term loans	**3,000,000**	4,498,500
Five-year term loans	**3,000,000**	3,000,000
	₱8,050,000	₱9,548,500

- In January 2008, SMIC obtained two ten-year term loans amounting to ₱1,050.0 million and ₱500.0 million, which bear fixed interest rates of 6.85% and 6.71% per annum, respectively. Outstanding balances of these loans as at December 31, 2012 and 2011 amounted to ₱1,550.0 million.

- In April 2008, SMIC obtained seven-year and ten-year term loans amounting to ₱500.0 million each, which bear fixed interest rates of 8.56% and 8.79% per annum, respectively. The seven-year term loan has annual principal repayment of ₱0.5 million that will commence on the twelfth (12th) month from the issue date, with the last installment payment to be made on maturity date. On April 25, 2012, SMIC paid the total outstanding balance of the seven-year term loan amounting to ₱498.5 million. Outstanding balance of the seven-year and ten-year term loans amounted to nil and ₱500.0 million, respectively, and ₱498.5 million and ₱500.0 million as at December 31, 2011, respectively.

- In March 2008, SMIC obtained a seven-year term loan amounting to ₱1,000.0 million, which bears a fixed interest rate of 7.28% per annum. Outstanding balance as at December 31, 2012 and 2011 amounted to ₱1,000.0 million.

- The seven-year term loans also include ₱2,000.0 million and ₱1,000.0 million fixed rate loans with interest rates of 6.90% and 6.91%, respectively. It likewise includes ₱2,000.0 million floating rate loan with interest based on 3-month PDST-F plus an agreed margin. The loans will mature in October and November 2014. On January 31, 2011 and November 23, 2012, SMIC prepaid the ₱2,000.0 million and ₱1,000.0 million fixed rate loans respectively. Outstanding balance as at December 31, 2012 and 2011 amounted to ₱2,000.0 million and ₱3,000.0 million, respectively.

- In February 2009, SMIC obtained a five-year term loan amounting to ₱3,000.0 million which bears a floating interest rate based on a 6-month PDST-F plus margin. Outstanding balance as at December 31, 2012 and 2011 amounted to ₱3,000.0 million.

- The five-year term loans obtained in 2006 amounting to ₱600.0 million and ₱400.0 million bear fixed interest rates of 7.58% and 6.65% per annum and matured in October and November 2011, respectively.

Subsidiaries

US Dollar-denominated Five-year Term Loans
This represents a US$270.0 million unsecured loans obtained on various dates in 2012 and 2011 by SM Prime. The loans bear interest rates based on London Inter-Bank Offered Rate (LIBOR) plus spread, with a bullet maturity on March 21, 2016.

US Dollar-denominated Two-year, Three-year and Five -year Bilateral Loans
The US$75.0 million unsecured loans were obtained by SM Prime in November 2008. The loans bear interest rates based on LIBOR plus spread, with bullet maturities ranging from two to five years. SM Prime prepaid the US$30.0 million (₱1,386.0 million) and the US$20.0 million (₱950.4 million) unsecured loans on November 30, 2010 and June 1, 2009, with original maturity dates of November 28, 2011 and November 19, 2010, respectively. The related unamortized debt issuance costs charged to expense amounted to ₱6.1 million and ₱4.0 million in 2010 and 2009, respectively. The remaining balance of US$25.0 million will mature on November 20, 2013.

Other US Dollar-denominated Bank Loans
This consists of the following:

- *US Dollar-denominated Five-year Bilateral Loans.* This represents the US$10 million (₱410.5 million) out of US$50 million unsecured loan obtained by SM Prime on December 7, 2012. The loan bears interest rate based on LIBOR plus spread, with a bullet maturity on August 30, 2017. The balance of US$40 million will be fully drawn in 2013

- *US Dollar-denominated Five-year Bilateral Loans*. The US$20.0 million (₱821.0 million) and US$30.0 million (₱1,231.5 million) five-year bilateral unsecured loans were obtained by SM Prime on April 15, 2011 and November 30, 2010, respectively. The loans bear interest rate based on LIBOR plus spread, with bullet maturity on November 30, 2015.

- *US Dollar-denominated Three-year Bilateral Loans.* The US$40.0 million (₱1,753.6 million) three-year bilateral unsecured loans were obtained by SM Prime on July 13, 2010 and October 15, 2009. The loans bear interest rate based on LIBOR plus spread, with bullet maturity on January 14, 2013 and October 15, 2012, respectively. The US$20 million (₱876.8 million) loan was prepaid on April 15, 2011 and the related unamortized debt issuance costs charged to expense amounted to ₱2.0 million. The remaining US$20.0 million loan was prepaid on January 13, 2012.

China Yuan Renminbi-denominated Three-year Loan
This represents a three-year loan obtained by SM Prime on March 28, 2011 amounting to ¥250.0 million to finance the construction of shopping malls. Partial drawdown amounting to ¥187.4 million (₱1,299.4 million) was made as at December 31, 2011. The loan has a floating rate with an annual repricing at prevailing rate dictated by Central Bank of China less 5% and will mature on March 27, 2014. The loan bears an interest rate of 6.20% and 6.66% in 2012 and 2011, respectively.

China Yuan Renminbi-denominated Five-year Loan
This consists of the following:

- This represents a five-year loan obtained by SM Prime on August 26, 2009 amounting to ¥350.0 million to finance the construction of shopping malls. The loan is payable in semi-annual installments until 2014. The loan has a floating rate with an annual repricing at prevailing rate dictated by Central Bank of China less 10%. The loan carries an interest rate of 5.76% in 2012 and 6.21% in 2011 see (Note 29).

- This represents a five-year loan obtained by SM Prime on August 27, 2010 amounting to ¥150.0 million to finance the construction of shopping malls. Partial drawdown amounting to ¥0.9 million (₱6.2 million) and ¥60 million (₱408.8 million) was made in 2012 and 2011, respectively. The loan is payable in annual installments until 2015. The loan has a floating rate with an annual repricing at prevailing rate dictated by Central Bank of China less 10%. The loan carries an interest rate of 5.76% in 2012 and 5.32% in 2011 (see Note 29).

China Yuan Renminbi-denominated Eight-year Loan
This represents an eight-year loan obtained by SM Prime on December 28, 2005 amounting to ¥155.0 million to finance the construction of shopping malls. The loan is payable in annual installments with two years grace period until December 2012. The loan has a floating rate with an annual repricing at prevailing rate dictated by Central Bank of China less 10%. The loan bears interest rate of 6.35% in 2012 and 2011, respectively. The loan matured and was paid in December 2012 (see Note 29).

The China yuan renminbi-denominated loans are secured by investment properties in China (see Note 14).

Philippine Peso-denominated Three-year and Five-year Fixed Rate Notes
This consists of the following:

- On December 27, 2012, SMDC obtained long-term loan amounting to ₱2,000.0 million from a local bank with an interest rate of 4.72%, payable quarterly and will mature on December 23, 2015.

- This represents a five-year fixed rate notes issued by SMDC in April 27, 2012 amounting to ₱6,313.0 million which will mature on various dates starting April 27, 2013 up to July 27, 2017. The notes have fixed interest rate of 6.01% payable semi-annually.

- This represents a three-year and five-year fixed rate notes issued by SMDC on June 1, 2010 amounting to ₱2,000.0 million and ₱8,000.0 million, respectively. The three-year and five-year fixed rate notes bear fixed interest rates of 6.8% and 7.7%, respectively, payable semi-annually and will mature on June 1, 2013 and June 2, 2015, respectively. SMDC has an option to prepay the notes subject to a fixed prepayment penalty. The prepaid amount shall include the outstanding principal obligation, any accrued interest on the notes and the prepayment penalty.

Philippine Peso-denominated Five-year and Ten-Year Fixed and Floating Rate Notes
This represents a five-year and ten-year floating and fixed rate notes obtained by SM Prime on June 19, 2012 amounting to ₱3,450.0 million and ₱1,000.0 million for the floating and ₱680.0 million and ₱2,370.0 million for the fixed, respectively. The loans bear an interest rate based on PDST-F plus margin for the floating and 6.22% and 6.81% for the five-year and ten-year fixed, respectively. The loans have bullet maturities in 2017 and 2022, respectively (see Note 23).

Philippine Peso-denominated Five-Year, Seven-Year and Ten-Year Fixed and Floating Rate Notes
This represents a five-year floating, five-year, seven-year and ten-year fixed rate notes obtained by SM Prime on January 12, 2012 amounting to ₱200.0 million, ₱1,012.0 million, ₱133.0 million, and ₱3,655.0 million, respectively. The loans bear an interest rate based on PDST-F plus margin for the five-year floating and 5.86%, 5.97% and 6.10% for the five-year, seven-year and ten-year fixed, respectively. The loans have bullet maturities in 2017, 2019 and 2022, respectively (see Note 23).

Philippine Peso-denominated Five-year, Seven-year and Ten-year Corporate Notes
This represents a five-year floating and five-year, seven-year and ten-year fixed rate notes obtained by SM Prime amounting to ₱3,000.0 million, ₱1,134.0 million, ₱52.5 million and ₱813.5 million, respectively, out of ₱7,000.0 million facility obtained on December 20, 2010. The remaining ₱2,000.0 million floating rate note was obtained on June 13, 2011. The loans bear an interest rate based on PDST-F plus margin for the five-year floating and 5.79%, 5.89% and 6.65% for the five-year, seven-year and ten-year fixed, respectively. The loans have bullet maturities in 2015, 2017 and 2020, respectively (see Note 29).

Philippine Peso-denominated Five-year and Ten-year Corporate Notes
This represents a five-year floating and fixed rate notes and ten-year fixed rate note obtained by SM Prime on April 14, 2009 amounting to ₱200.0 million, ₱3,700.0 million and ₱1,100.0 million, respectively. The loans bear an interest rate based on PDST-F plus margin for the five-year floating and 8.4% and 10.1% for the five-year and ten-year fixed, respectively. The loans have bullet maturities in 2014 and 2019, respectively . SM Prime prepaid the ₱200.0 million and ₱3,700.0 million loans on April 15, 2012, with original maturity date of April 15, 2014. The related unamortized debt issuance costs charged to expense amounted to ₱17.0 million (see Note 23)

Philippine Peso-denominated Five-year Floating Rate Notes
This represents a five-year floating rate notes obtained on March 18, 2011 and June 17, 2011 amounting to ₱4,000.0 million and ₱1,000.0 million, respectively. The loans bear an interest rate based on PDST-F plus margin and will mature on March 19, 2016 and June 18, 2016, respectively (see Note 29).

Philippine Peso-denominated Five-year, Seven-year and Ten-year Fixed Rate Notes
This represents a five-year, seven-year and ten-year fixed rate notes obtained by SM Prime on June 17, 2008 amounting to ₱1,000.0 million, ₱1,200.0 million and ₱800.0 million, respectively. The loans bear fixed interest rates of 9.31%, 9.60% and 9.85%, respectively, and will mature on June 17, 2013, 2015 and 2018, respectively. A portion of the loans amounting to ₱1,000.0 million and ₱1,200.0 million were prepaid on June 17, 2011 and 2012, respectively. The related

unamortized debt issuance costs charged to expense amounted to ₱4.0 million and ₱ 5.0 million in 2011 and 2012, respectively (see Notes 24 and 25).

Philippine Peso-denominated Five-year Bilateral Loan
This consists of the following:

- Five-year term loan obtained by a subsidiary of SM Prime on October 24, 2011 amounting to ₱500.0 million and will mature on October 24, 2016. The loan carries an interest rate based on PDST-F plus an agreed margin (see Note 23).

- Five-year term loan obtained by a subsidiary of SM Prime on September 28, 2007 and November 6, 2007 amounting to ₱250.0 million to finance the construction of a project called "SM by the Bay." The loan is payable in equal quarterly installments of ₱15.6 million starting December 2008 up to September 2012 and carries an interest rate based on PDST-F plus an agreed margin (see Note 23). The loan matured and was paid in September 2012.

Other Bank Loans - Subsidiaries
This account includes the following:

	2012	2011
	(In Thousands)	
Ten-year term loan	**₱1,200,000**	₱1,200,000
Five-year term loans	**7,933,550**	8,003,500
	₱9,133,550	₱9,203,500

- On August 16, 2006, SM Prime obtained a ten-year bullet fixed rate loan amounting to ₱1,200.0 million which bears a fixed interest rate of 9.75% and will mature on August 16, 2016 (see Note 29).

- The following five-year term loans were obtained by various subsidiaries:

Year Obtained	Maturity	Subsidiary	**2012**	2011	Interest Rate (see Note 30)
			(In Millions)		
2010	2015	SM Prime	**₱2,000.0**	₱2,000.0	PDST-F plus an agreed margin
		SM Prime	**980.0**	990.0	Agreed fixed rate less PDST-F
		SM Land	**222.8**	225.0	Fixed rate of 6.75%
		Costa	**118.8**	120.0	Fixed rate of 7.0%
		SM Land	**75.0**	75.0	PDST-F plus an agreed margin
2009	2014	SM Prime	**3,000.0**	3,000.0	PDST-F plus an agreed margin
		SM Land	**1,387.0**	1,393.5	Fixed rate of 5.69-6.75%
		SM Land	**150.0**	200.0	PDST-F plus an agreed margin
			₱7,933.6	₱8,003.5	

The repricing frequencies of floating rate loans range from three to six months.

Debt Issue Cost
The movements in unamortized debt issue cost in 2012 and 2011 are as follows:

	2012	2011
	(In Thousands)	
Balance at beginning of year	**₱1,048,431**	₱956,541
Additions	**652,989**	483,475
Amortization (see Note 24)	**(333,253)**	(391,585)
Balance at end of year	**₱1,368,167**	₱1,048,431

Repayment Schedule
The repayments of long-term debt are scheduled as follows:

	Gross Loan	Debt Issue Cost	Net
		(In Thousands)	
2013	₱13,889,278	(₱29,720)	₱13,859,558
2014	33,227,646	(128,321)	33,099,325
2015	25,906,340	(92,701)	25,813,639
2016	28,418,203	(265,365)	28,152,838
2017	37,035,204	(408,208)	36,626,996
2018	3,844,303	(17,927)	3,826,376
2019	27,455,949	(273,848)	27,182,101
2020	814,619	(5,996)	808,623
2021	4,117,494	(31,380)	4,086,114
2022	15,051,560	(114,701)	14,936,859
	₱189,760,596	(₱1,368,167)	₱188,392,429

The loan agreements provide certain restrictions and requirements principally with respect to maintenance of required financial ratios and material change in ownership or control. As at December 31, 2012 and 2011, the Group is in compliance with the terms of its loan covenants.

20. **Equity**

Capital Stock
As at December 31, 2012 and 2011, SMIC's authorized capital stock is composed of 690,000,000 common shares and 10,000,000 redeemable preferred shares with a par value of ₱10.0 a share. The redeemable preferred shares are accounted for as a liabitlity (see Note 19). SMIC's issued and subscribed common shares are 622,974,620 and 612,164,033 as at December 31, 2012 and 2011, respectively.

At various dates in 2012 and 2011, 1,710,587 common shares and 181,364 common shares, respectively, were issued as a result of conversion of SMIC's convertible bonds (see Note 19). The excess of conversion price overpar value totaling ₱7,216.4 million and ₱80.4 million, respectively, are presented as "Additional paid-in capital" account in the consolidated balance sheets.

On August 24, 2012, SMIC entered into a Placement Agreement certain shareholders and Macquarie Capital PTE. Limited (the "Placement Agent"), where the selling shareholders shall sell 9.1 million SMIC common shares (the "Sale Shares") at ₱700.00 per share to the Placement Agent, or to investors that the Placement Agent may procure outside the Philippines.

Simultaneously, SMIC entered into a Subscription Agreement with the selling shareholders, where SMIC agreed to issue new SMIC common shares (out of its authorized but unissued capital stock) in an amount equal to the aggregate number of the Sale Shares sold by the Selling Shareholders and the Selling Shareholders agreed to subscribe to the said shares.

The placement and subscription agreements increased "Capital Stock" and "Additional paid-in capital" in the amount of ₱91.0 million and ₱6,238.7 million, respectively.

The following summarizes the information on the Parent Company's registration of securities under the Securities Regulation Code:

Date of SEC Approval	Authorized Shares	No. of Shares Issued	Issue/Offer Price
March 2005		105,000,000	250
November 6, 2007		56,000,000	218
June 14, 2007	100,000,000		10
April 25, 2007		25,023,038	10
October 4, 2010		340,858	453
November 3, 2010		309,387	453
November 25, 2010		309,386	453
August 17, 2011		10,668	453
September 26, 2011		170,696	453
January 2, 2012		21,337	453
January 10, 2012		16,002	453
January 11, 2012		298,718	453
January 26, 2012		90,682	453
February 3, 2012		679,584	453
February 8. 2012		279,515	453
March 8, 2012		250,070	453
March 12, 2012		10,668	453
March 13, 2012		64,011	453
September 2012		9,100,000	700

The Parent Company declared stock dividends in 2007. The total number of shareholders of the Parent Company is 1,263 and 1,304 as at December 31, 2012 and 2011, respectively.

Additional Paid-in Capital

The movements in "Additional paid-in capital" account in the consolidated balance sheets are as follows:

	2012	2011
	(In Thousands)	
Balance at beginning of year	**₱35,536,615**	₱35,456,200
Adjustments from additional issuance of shares	**7,216,451**	80,415
Adjustments from gain on sale of Parent common shares held by subsidiaries	**105,854**	–
Balance at end of year	**₱42,858,920**	₱35,536,615

Equity adjustments from business combination under common control

Equity adjustments from business combination under common control mainly pertains to the acquisitions of the various SM China Companies by SM Prime in 2007 and various service companies by SM Retail in 2009. These acquisitions were considered as business reorganizations of companies under common control. Thus, the acquisitions were accounted for similar to pooling of interest method.

Cost of Parent Common Shares Held by Subsidiaries
Certain subsidiaries hold common shares of the Parent Company. This is presented as “Cost of Parent common shares held by subsidiaries” and is treated as a reduction in equity as shown in the consolidated balance sheets and consolidated statements of changes in equity.

The cost of common shares held by subsidiaries at December 31, 2012 amounting to ₱125.9 million pertains to 390,491 shares with an average cost of ₱322.4 per share. The cost of common shares held by subsidiaries as at December 31, 2011 amounting to ₱263.2 million pertains to 820,491 shares with an average cost of ₱320.8 per share.

In various dates in 2012, SM Land and MRDC disposed a total of 430,000 Parent common shares at a total selling price of ₱323.9 million. The disposal resulted in a total gain of ₱184.5 million where the portion of the gain pertaining to the interest of the Parent Company and Non-controlling interest is recognized under “Additional paid-in capital” and “Non-controlling interests” account, respectively, in the consolidated balance sheets.

Retained Earnings
On December 14, 2012, the BOD approved the appropriation of ₱30 million retained earnings. As at December 31, 2012, the total appropriated retained earnings is ₱35 million.

Projects	**Timeline**	**2012**
		(In thousands)
Hotel projects	2013-2015	**₱8,000,000**
Commercial buildings	2012-2016	**10,000,000**
Acquisition of investments	2012	**17,000,000**
		₱35,000,000

On April 26, 2012, the BOD approved the declaration of cash dividends of 100.4% of the par value or ₱10.4 per share for a total amount of ₱6,383.6 million in favor of stockholders on record as at May 22, 2012. This was paid on June 21, 2012.

On April 27, 2011, the BOD approved the declaration of cash dividends of 90.4% of the par value or ₱9.04 per share for a total amount of ₱5,532.3 million in favor of stockholders on record as at May 27, 2011. This was paid on June 22, 2011.

On April 28, 2010, the BOD approved the declaration of cash dividends of 78.8% of the par value or ₱7.88 per share for a total amount of ₱4,814.9 million in favor of stockholders on record as at May 27, 2010. This was paid on June 21, 2010.

The balance of retained earnings includes the accumulated equity in net earnings of subsidiaries and associates amounting to ₱93,346.9 million and ₱75,086.8 million as at December 31, 2012 and 2011, respectively. The amount is not available for dividends distribution until such time that the Parent Company receives the dividends from the respective subsidiaries and associates.

21. **Related Party Transactions**

Terms and Conditions of Transactions with Related Parties
For the years ended December 31, 2012, 2011 and 2010, the Group did not make any provision for doubtful accounts relating to amounts owed by related parties. An assessment is undertaken at each financial year-end by examining the financial position of the related party and the market in which the related party operates. There have been no guarantees provided or received for any related party receivables or payables. Affiliate refers to an entity, that is neither a parent, subsidiary, nor an associate, with stockholders common to the SM Group or under common control.

Parties are considered to be related if one party has the ability, directly and indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control.

Rent
The Parent Company and subsidiaries have existing lease agreements for office and commercial spaces with related companies (retail affiliates, banking group and other affiliates). Total rent income amounted to ₱1,450.4 million, ₱2,985.5 million and ₱3,012.8 million for the years ended December 31, 2012, 2011 and 2010, respectively.

Management Fees
The Group pays management fees to Shopping Center Management Corporation, Leisure Center, Inc., West Avenue Theaters Corporation and Family Entertainment Center, Inc. (affiliates) for the management of the office and mall premises. Total management fees amounted to ₱346.7 million, ₱779.8 million and ₱656.1 million for the years ended December 31, 2012, 2011 and 2010, respectively.

SMIC and SM Retail also receive management and service fees from retail related affiliates for management, consultancy, manpower and other services. The annual management fees are based on a certain percentage of the related companies' net income as defined in the management contracts. Total management and service fees earned amounted to ₱272.9 million, ₱564.2 million and ₱695.4 million for the years ended December 31, 2012, 2011 and 2010, respectively, included as part of "Management and service fees" account in the consolidated statements of income.

Service Fees
The Group provides manpower and other services to affiliates. Service fees earned amounted to ₱1,096.6 million, ₱127.9 million and ₱26.6 million in 2012, 2011 and 2010, respectively, included as part of "Management and service fees" account in the consolidated statements of income.

Dividend Income
The Group's investment in AFS equity instruments of certain affiliates earn income upon the declaration of dividends by the investees. Total dividend income from these affiliates amounted to ₱552.8 million, ₱222.1 million and ₱188.5 million for the years ended December 31, 2012, 2011 and 2010, respectively.

Cash Placements and Loans
The Group has certain bank accounts and cash placements that are maintained with BDO and China Bank (Bank Associates). Such accounts earn interest based on prevailing market interest rates (see Notes 6, 7 and 16).

The Group also availed of bank loans and long-term debt from BDO and China Bank and pays interest based on prevailing market interest rates (see Notes 17 and 19).

Others

The Group, in the normal course of business, has outstanding receivables from and payables to related companies as at reporting period which are unsecured and normally settled in cash.

The consolidated balance sheets and statements of income include the following amounts resulting from the above transactions with related parties as at December 31:

Category	Year	Amount/Volume	Outstanding balance	Terms	Condition
			(In Thousands)		
Bank Associates					
Cash placement and investment in debt securities	2012	₱110,066369	₱114,014,248	Interest bearing	Unsecured; no impairment
	2011	71,178,577	59,843,048	0.5% to 6.55%	
	2010	78,757,365	101,014,668		
Interest income	2012	3,950,656	1,011,987	Interest bearing	Unsecured; no impairment
	2011	3,125,270	841,418	4.9% to 6.47%	
	2010	3,013,880	754,064		
Loans	2012	101,729,220	32,021,644	Interest-bearing	Unsecured; no impairment
	2011	48,116,102	37,196,650	3.25% to 8.79%	
	2010	156,307,583	127,112,282		
Interest expense	2012	859,134	286,719	Interest-bearing	Unsecured; no impairment
	2011	738,231	190,583	3.25% to 8.79%	
	2010	1,161,073	115,581		
Rent income	2012	52,860	2,547	Noninterest bearing	Unsecured; no impairment
	2011	40,408	351		
	2010	27,744	2,263		
Retail Affiliates					
Rent income	2012	4,002,084	1,516,066	Noninterest bearing	Unsecured; no impairment
	2011	2,945,053	1,267,728		
	2010	2,985,019	878,452		
Management fee income	2012	713,226	154,172	Noninterest bearing	Unsecured; no impairment
	2011	564,160	95,892		
	2010	695,395	353,691		
Management fee expense	2012	872,853	2,020	Noninterest bearing	Unsecured; no impairment
	2011	779,814	104,963		
	2010	656,131	86,287		
Dividend income	2012	552,768	-	Noninterest bearing	Unsecured; no impairment
	2011	222,089	-		
	2010	188,472	-		
Service income	2012	1,097	49,098	Noninterest bearing	Unsecured; no impairment
	2011	127,589	-		
	2010	26,202	-		
Receivable under common Stockholders	2012	3,917,000	3,917,000	Interes-bearing	Unsecured; no impairment
	2011	7,311,000	7,311,000	Fixed at 7.0%	
	2010	7,588,522	7,588,522		
Receivable for project development	2012	4,058,638	4,058,638		Unsecured; no impairment
	2011	7,121,565	7,121,565		
	2010	7,121,653	7,121,653		

Compensation of Key Management Personnel of the Group
The aggregate compensation and benefits related to key management personnel of the Group for the years ended December 31, 2012, 2011 and 2010 consist of short-term employee benefits amounting to ₱708.7 million, ₱644.3 million and ₱585.7 million, respectively, and post-employment benefits (pension benefits) amounting to ₱144.42 million, ₱99.5 million and ₱86.6 million, respectively.

22. **Cost of Sales**

This account consists of:

	2012	2011	2010
		(In Thousands)	
Merchandise inventories at beginning of year	**₱13,436,456**	₱10,485,903	₱7,760,762
Purchases	**117,862,994**	115,143,309	106,225,486
Total goods available for sale	**131,299,450**	125,629,212	113,986,248
Less: Merchandise inventories at end of year	**13,402,762**	13,436,456	10,485,903
	₱117,896,688	₱112,192,756	₱103,500,345

23. **Selling, General and Administrative Expenses**

This account consists of:

	2012	2011	2010
		(In Thousands)	
Personnel cost (see Note 21)	**₱10,942,505**	₱9,842,436	₱8,728,907
Depreciation and amortization (see Notes 13 and 14)	**8,057,871**	7,193,100	6,321,252
Utilities	**6,295,496**	5,346,665	4,577,600
Rent (see Note 27)	**4,876,327**	3,463,656	3,016,022
Taxes and licenses	**3,964,767**	3,212,041	2,740,926
Outside services	**2,802,479**	2,351,613	1,974,286
Commission expense	**2,084,339**	570,807	404,679
Advertising and promotions	**1,444,162**	1,802,823	1,215,989
Repairs and maintenance	**1,062,124**	958,955	899,266
Management fees (see Note 21)	**910,614**	944,098	725,212
Supplies	**838,943**	739,183	698,628
Insurance	**470,633**	357,743	356,054
Professional fees	**460,268**	199,378	206,447
Transportation and travel	**436,156**	341,716	287,649
Donations	**297,629**	201,533	31,835
Pension expense (see Note 25)	**235,499**	234,746	281,567
Entertainment, representation and amusement	**196,185**	239,943	287,665
Communications	**122,666**	104,357	92,602
Data processing	**98,472**	8,825	160,840
Provision for (reversal of) impairment loss	**(2,743,711)**	517,568	557,536

	2012	2011	2010
		(In Thousands)	
and others (see Notes 9, 10, 11, 12 and 14)			
Others	**2,125,398**	1,781,564	1,931,372
	₱44,978,822	₱40,412,750	₱35,496,334

24. Interest Income and Interest Expense

The details of the sources of interest income and interest expense follow:

	2012	2011	2010
		(In Thousands)	
Interest income on:			
Time deposits and short-term investments (see Note 7)	**₱2,080,949**	₱1,921,384	₱2,071,015
AFS investments and others (see Notes 8 and 11)	**853,249**	1,227,952	849,554
Cash in banks and temporary investments (see Note 6)	**1,439,218**	1,083,460	763,649
Investments held for trading (see Note 8)	**43,330**	41,844	32,234
	₱4,416,746	₱4,274,640	₱3,716,452
Interest expense on:			
Long-term debt (see Note 19)	**₱7,325,871**	₱6,249,515	₱7,177,322
Bank loans (see Note 17)	**3,253,656**	2,288,844	132,967
Others (see Note 29)	**232,209**	297,654	342,268
	₱10,811,736	₱8,836,013	₱7,652,557

25. Pension Benefits

The Group has funded defined benefit pension plans covering all regular and permanent employees. The benefits are based on employees’ projected salaries and number of years of service. The latest appraisal valuation report is as of December 31, 2012.

The following tables summarize the components of net benefit expense recognized by Market Strategic Firm, Inc., Manduriao Star, Inc., Mindanao Shoppers Daily Destination Corp., Mindanao Shoppinglane Cebu Corp.,CF_Mgt. Corp. LTBG_Mgmt. Corp. MCLG Mgmt. Corp., MF_Mgt Corp., Accessories Management Corp. , and LF_Mgt. Corp. (subsidiaries of SM Retail); Manila Southcoast Development Corp. (subsidiary of Mt. Bliss); Forever Agape and Glory, Inc. and SM Hotels, as included in the consolidated statements of income and the funded status and amounts recognized in the consolidated balance sheets for the plan:

Net Benefit Expense (Recognized in "Selling, General and Administrative Expenses")

	2012	2011	2010
		(In Thousands)	
Current service cost	**₱30,196**	₱33,872	₱60,962
Interest cost	**14,789**	27,398	61,573
Expected return on plan assets	**(12,685)**	(24,820)	(27,501)
Recognized actuarial loss (gain)	**(1,280)**	(4,509)	(1,961)
Others	**1,497**	1,497	14,305
Net benefit expense	**₱32,517**	₱33,438	₱107,378

Defined Benefit Liability

	2012	2011
	(In Thousands)	
Present value of obligation	**₱276,936**	₱442,619
Fair value of plan assets	**302,376**	494,554
Funded status	**(25,440)**	(51,935)
Unrecognized actuarial gain	**60,513**	131,766
Others	**(6,763)**	(3,344)
Defined benefit liability	**₱28,310**	₱76,487

Changes in the Present Value of the Defined Benefit Obligation

	2012	2011	2010
		(In Thousands)	
Defined benefit obligation at beginning of period	**₱442,619**	₱695,108	₱922,784
Reclassifications to defined benefit assets	**(232,674)**	(352,155)	(386,635)
Interest cost	**14,789**	27,398	61,573
Current service cost	**30,196**	33,872	60,962
Actuarial loss on defined benefit obligations	**30,464**	47,023	23,505
Benefits paid	**(6,307)**	(13,696)	(22,581)
Transfer from related parties	**(2,151)**	2,778	17,504
Other adjustments	**–**	2,291	17,996
Defined benefit obligation at end of period	**₱276,936**	₱442,619	₱695,108

Changes in the Fair Value of Plan Assets

	2012	2011	2010
		(In Thousands)	
Fair value of plan assets at beginning of period	**₱494,554**	₱732,189	₱731,047
Reclassifications to defined benefit assets	**(253,032)**	(343,747)	(317,680)
Actual contributions	**28,169**	102,835	149,592
Actuarial gain on plan assets	**28,458**	10,104	146,806

	2012	2011	2010
Expected return on plan assets	**12,685**	24,820	27,501
Benefits paid	**(6,307)**	(13,696)	(22,581)
Transfer from related parties	**(2,151)**	2,778	17,504
Other adjustments	**–**	(20,729)	–
Fair value of plan assets at end of period	**₱302,376**	₱494,554	₱732,189

Unrecognized Actuarial Gain

	2012	2011	2010
		(In Thousands)	
Net cumulative unrecognized actuarial gain at beginning of period	**₱131,766**	₱219,047	₱157,729
Actuarial gain (loss) on:			
Plan assets	**28,458**	10,104	146,806
Defined benefit obligation	**(30,464)**	(47,023)	(23,505)
Reclassifications to defined benefit assets	**(67,968)**	(24,722)	(60,022)
Recognized actuarial loss (gain)	**(1,279)**	(4,509)	(1,961)
Other adjustments	**–**	(21,131)	–
Net cumulative unrecognized actuarial gain at end of period	**₱60,513**	₱131,766	₱219,047

The amounts for the current and previous four periods are as follows:

	2012	2011	2010	2009	2008
			(In Thousands)		
Present value of defined benefit obligation	₱276,936	₱442,619	₱695,108	₱922,784	₱643,307
Fair value of plan assets	302,376	494,554	732,189	731,047	571,629
Deficit (Surplus)	(25,440)	(51,935)	(37,081)	191,737	71,678

Certain subsidiaries have defined benefit assets as at December 31, 2012 and 2011. The following tables summarize the components of net benefit expense recognized by the Parent Company; SM Land; SM Prime; SMDC; SM Retail; Mainstream Business, Inc., Major Shopping Management Corporation, Metro Manila Star Asia, Meridien Business Leader, Inc., Madison Shopping Plaza, Inc., Multi Stores Corporation, Metro Manila Shopping Mecca Corp, Mercantile Stores Group, Inc., Mindanao Shopping Destination Corp., Manila Southern Associates, SM Mart, Inc., Sanford, SVI, SSMI, Accessories_Management Corp, LTBG_Management Corp., MF_Mgmt. Corp., Hyperhome Corp., Hyperfashion Corp. and MCLG_Mgmt. Corp, (subsidiaries of SM Retail); Costa; and Hotel Specialists (Tagaytay) Inc. and SMX Convention Specialist Corp. (subsidiaries of SM Hotels); and MRDC, as recognized in the consolidated statements of income, and the funded status and amounts as recognized in the consolidated balance sheets for the plan:

Net Benefit Expense (recognized in "Selling, General and Administrative Expenses")

	2012	2011	2010
		(In Thousands)	
Current service cost	**₱232,910**	₱206,172	₱150,541
Interest cost	**177,343**	150,945	148,216
Expected return on plan assets	**(186,269)**	(162,260)	(107,419)
Recognized actuarial loss (gain)	**(13,888)**	10,583	(27,508)
Effect of asset limit	**(2,860)**	1,435	4,409
Others	**(4,254)**	(5,567)	5,950
Net benefit expense	**₱202,982**	₱201,308	₱174,189

Defined Benefit Asset (recorded as part of "Other Noncurrent Assets", see Note 16)

	2012	2011
	(In Thousands)	
Present value of obligation	**₱3,234,528**	₱2,269,976
Fair value of plan assets	**3,967,810**	2,994,978
Funded status	**(733,282)**	(725,002)
Unrecognized actuarial gain	**292,384**	321,952
Amount not recognized due to asset limit	**(7,404)**	12,797
Others	**(4,608)**	(4,460)
Defined benefit asset	**(₱452,910)**	(₱394,713)

Changes in the Present Value of the Defined Benefit Obligation

	2012	2011	2010
		(In Thousands)	
Defined benefit obligation at beginning of period	**₱2,269,976**	₱1,618,563	₱926,755
Reclassifications from defined benefit liability	**232,674**	352,155	386,635
Current service cost	**232,910**	206,172	150,541
Interest cost	**177,343**	150,945	148,216
Actuarial loss on obligations	**366,834**	140,848	58,868
Benefits paid	**(68,621)**	(181,173)	(46,489)
Transfer to related parties	**(57,896)**	(12,590)	(14,063)
Other adjustments	**81,308**	(4,944)	8,100
Defined benefit obligation at end of period	**₱3,234,528**	₱2,269,976	₱1,618,563

Changes in the Fair Value of Plan Assets

	2012	2011	2010
		(In Thousands)	
Fair value of plan assets at beginning of period	**₱2,994,978**	₱2,437,705	₱1,306,847
Actual contributions	**313,700**	337,732	392,338
Actuarial gain on plan assets	**333,746**	56,398	373,973
Reclassifications from defined benefit liability	**253,031**	343,747	317,680
Expected return on plan assets	**186,269**	162,260	107,419
Benefits paid	**(68,621)**	(181,173)	(46,489)
Transfer to related parties	**(57,896)**	(12,590)	(14,063)
Other adjustments	**12,603**	(149,101)	–
Fair value of plan assets at end of period	**₱3,967,810**	₱2,994,978	₱2,437,705

Unrecognized Actuarial Gain

	2012	2011	2010
		(In Thousands)	
Net cumulative unrecognized actuarial gain at beginning of period	**₱321,952**	₱510,542	₱159,972
Actuarial gain (loss) on:			
Defined benefit obligation	**(366,834)**	(140,848)	(58,868)
Plan assets	**333,746**	56,398	373,973
Reclassifications from defined benefit liability	**67,968**	24,722	60,022
Recognized actuarial (gain) loss	**(13,888)**	10,583	(27,508)
Other adjustments	**(50,560)**	(139,445)	2,951
Net cumulative unrecognized actuarial gain at end of period	**₱292,384**	₱321,952	₱510,542

The amounts for the current and previous four periods follow:

	2012	2011	2010	2009	2008
			(In Thousands)		
Fair value of plan assets	₱3,234,528	₱2,994,978	₱2,437,705	₱1,306,847	₱743,477
Present value of defined benefit obligation	3,967,810	2,269,976	1,618,563	926,755	492,166
Surplus	(733,282)	725,002	819,142	380,092	251,311

The expected overall rate of return on assets is determined based on historical returns, applicable to the period over which obligation is to be settled. These are reflected in the principal assumptions below.

	2012	2011
Discount rate	**4%–7%**	5%–7%
Expected rate of return on assets	**5%–8%**	5%–7%
Future salary increases	**10%–11%**	10%

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The assets of the Plan are being held by a trustee bank. The investing decisions of the Plan are made by Board of Trustees of the Retirement Plan. The following table presents the carrying amounts and estimated fair values of the assets of the Plan:

	2012		2011	
	Carrying Amount	**Fair Value**	Carrying Amount	Fair Value
Cash and cash equivalents	**₱171,751**	**₱171,751**	₱274,371	₱274,371
Investment in debt and other securities	**450,728**	**450,728**	292,836	292,836
Investment in common trust funds	**1,736,086**	**1,736,086**	1,445,994	1,445,994
Investment in equity securities	**183,913**	**183,913**	194,993	194,993
Investment in government securities	**1,692,804**	**1,692,804**	1,813,756	1,813,756
Others	**34,904**	**34,904**	33,831	33,831
	₱4,270,186	**₱4,270,186**	₱4,055,781	₱4,055,781

The Plans' assets and investments consist of the following:

- Cash and cash equivalents includes regular savings and time deposits.
- Investments in debt and other securities, consisting of both short-term and long-term corporate loans, notes and bonds, which bear interest ranging from 5.45% to 8.46% and have maturities from April 2014 to September 2022;
- Investment in common trust funds consists of unit investment trust fund.
- Investment in equity securities consists of listed and unlisted equity securities.
- Investments in government securities, consisting of retail treasury bonds that bear interest ranging from 5.00% to11.14% and have maturities from July 2013 to October 2037; and
- Other financial assets held by the Plan are primarily accrued interest income on cash deposits and debt securities held by the Plan.

As of and for the year ended December 31, 2012, the following table summarizes the outstanding balances and transactions of the Plan with the reporting entity and BDO Unibank Inc., a related party:

	2012
	(In Thousands)
Cash and cash equivalents	₱176,001
Interest income from cash and cash equivalents	2,826
Investment in common trust funds	1,244,928
Gains/(losses) from Investment in common trust funds	456,634
	₱1,880,389

The Group expects to contribute about ₱345.1 million to its defined benefit pension plan in 2013.

26. **Income tax**

The details of the Group's deferred tax assets and liabilities are as follows:

	2012	2011
	(In Thousands)	
Deferred tax assets - net:		
Unamortized past service cost and defined benefit liability	**₱100,129**	₱188,582
Unrealized foreign exchange loss and others	**362,005**	305,681
Accrued leases	**43,070**	105,585
MCIT	**79,253**	61,248
Unrealized marked-to-market loss on investments	**40,517**	36,708
Deferred income on sale of real estate	**–**	(12,823)
NOLCO	**17,131**	9,663
	₱642,105	₱694,644
Deferred tax liabilities - net:		
Trademarks and brand names	**₱1,885,609**	₱1,879,000
Capitalized interest	**1,276,303**	1,293,396
Unrealized foreign exchange gain	**791,671**	783,361
Unrealized gross profit on sale of real estate	**301,382**	366,982
Accrued/deferred rent income	**169,831**	88,842
Unrealized marked-to-market gain on investments	**45,723**	63,052
Unamortized past service cost and defined benefit asset	**54,905**	46,969
Others	**17,494**	(13,623)
	₱4,542,918	₱4,507,979

The Group's consolidated deferred tax assets as at December31, 2012 and 2011 have been reduced to the extent that part or all of the deferred tax assets may no longer be utilized in the future.

The components of deductible temporary differences of certain balance sheet items and the carryforward benefits of unused MCIT and NOLCO, which pertains to the Parent Company, for which no deferred tax assets have been recognized in the consolidated balance sheets, are as follows:

	2012	2011
	(In Thousands)	
Net unrealized foreign exchange loss	**₱2,011,810**	₱2,011,810
Allowance for impairment losses	**1,889,215**	1,889,215
NOLCO	**1,630,269**	1,614
Accretion on convertible bonds	**297,707**	296,428
MCIT	**122,669**	297,013
Non-refundable advance rentals	**66,456**	65,280
Past service cost	**36,672**	15,817
Accrued expenses	**–**	46,682
	₱6,054,798	₱4,623,859

As at December 31, 2012, the Group's MCIT and NOLCO are as follows:

Date Paid/Incurred	Carryforward Benefit Up To	MCIT	NOLCO
		(In Thousands)	
December 31, 2010	December 31, 2013	₱133,746	₱1,614
December 31, 2011	December 31, 2014	141,462	–
December 31, 2012	December 31, 2015	122,669	–
		₱397,877	₱1,614

NOLCO and MCIT applied as deduction from taxable income and income tax due amounted to nil in 2012, and ₱465.8 million and nil in 2011, respectively, ₱173.0 million and ₱27.8 million in 2010, respectively.

The reconciliation between the statutory tax rates and the Group's effective tax rates on income before income tax is as follows:

	2012	2011	2010
Statutory income tax rate	**30%**	30%	30%
Add (deduct) income tax effects of reconciling items:			
Equity in net earnings of associates	**(3)**	(5)	(5)
Dividend income exempt from tax	**(1)**	(1)	(1)
Interest income subjected to final tax	**(1)**	(3)	(3)
Gain on sale of shares of stock	–	(3)	(2)
Others	**(2)**	(2)	(2)
Change in unrecognized deferred tax assets	**(1)**	(1)	1
Effective income tax rates	**22%**	15%	18%

27. **Lease Agreements**

The lease agreements of SM Prime and its subsidiaries with their tenants are generally granted for a term of one year, with the exception of some of the larger tenants operating nationally, which are granted initial lease terms of five years, renewable on an annual basis thereafter. Upon inception of the lease agreement, tenants are required to pay certain amounts of deposits. Tenants likewise pay either a fixed monthly rent, which is calculated by reference to a fixed sum per square meter of area leased, or pay rent on a percentage rental basis, which comprises of a basic monthly amount and a percentage of gross sales or a minimum set amount, whichever is higher.

The Parent Company's lease agreements with its tenants are generally granted for a term of one to twenty-five years. Tenants likewise pay a fixed monthly rent which is calculated by reference to a fixed sum per square meter of area leased except for few tenants, which pay either a fixed monthly rent or a percentage of gross sales, whichever is higher.

Upon inception of the lease agreement, tenants are required to pay certain amounts of deposits. Tenants' deposits amounted to ₱11,691.8 million and ₱10,104.6 million as at December 31, 2012 and 2011, respectively.

The minimum lease receivables under the noncancellable operating leases of the Parent Company as at December 31 are as follows:

	2012	2011
	(In Thousands)	
Within one year	**₱1,613,732**	₱661,086
After one year but not more than five years	**3,049,579**	1,752,399
After five years	**6,271,916**	202,718
Balance at end of year	**₱10,935,227**	₱2,616,203

SM Prime and its subsidiaries also lease certain parcels of land where some of their malls are situated or constructed. The terms of the lease are for periods ranging from 15 to 50 years, renewable for the same period under the same terms and conditions. Rental payments are generally computed based on a certain percentage of the gross rental income or a certain fixed amount, whichever is higher.

The minimum lease payables under the noncancellable operating leases of SM Prime as at December 31 are as follows:

	2012	2011
	(In Thousands)	
Within one year	**₱457,401**	₱528,634
After one year but not more than five years	**1,913,042**	2,261,560
After five years	**21,147,476**	12,562,693
Balance at end of year	**₱23,517,919**	₱15,352,887

SVI has finance leases for several computer equipment included under “Property and equipment” account. The leases provide options to SVI to purchase the computer equipment at the end of the lease terms.

SVI’s obligation under finance lease ended on May 27, 2011. Total lease payments amounted to nil in 2012 and ₱3.6 million in 2011.

28. Financial Risk Management Objectives and Policies

The Group’s principal financial instruments, other than derivatives, comprise of bank loans, long-term debt, AFS investments, investments held for trading, time deposits and short-term investments and cash and cash equivalents. The main purpose of these financial instruments is to finance the Group’s operations. The Group has other financial assets and liabilities such as receivables and accounts payable and other current liabilities, which arise directly from its operations.

The Group also enters into derivative transactions, principally, cross currency swaps, interest rate swaps, foreign currency call options, non-deliverable forwards and foreign currency range options. The purpose is to manage the interest rate and foreign currency risks arising from the Group’s operations and its sources of finance.

The main risks arising from the Group’s financial instruments are interest rate risk, foreign currency risk, liquidity risk, credit risk and equity price risk. The BOD reviews and agrees policies for managing each of these risks and they are summarized in the following tables. The Group’s accounting policies in relation to derivatives are set out in Note 3.

Interest Rate Risk

The following tables set out the carrying amount, by maturity, of the Group's long-term financial liabilities that are exposed to interest rate risk as at December 31, 2012 and 2011:

				2012				
	Below 1 Year	**1-2 Years**	**2-3 Years**	**3-5 Years**	**Over 5 Years**	**Total**	**Debt Issue Cost**	**Carrying Amount**
				(In Thousands)				
Fixed Rate								
Foreign Currency Loans:								
US$400 million fixed rate bonds	$–	$–	$–	$381,042	$–	₱15,641,760	(₱127,984)	₱15,513,776
Interest rate	–	–	–	5.50%	–			
US$500 million fixed rate bonds	–	379,156	–	–	–	15,564,354	(89,610)	15,474,744
Interest rate	–	6.00%	–	–	–			
US$350 million fixed rate bonds	245,623	–	–	–	–	10,082,824	(17,119)	10,065,705
Interest rate	6.75%	–	–	–	–			
US$250 million convertible bonds	–	–	229,173	–	–	9,407,559	(183,247)	9,224,312
Interest rate	–	–	1.63%	–	–			
US$500 million Senior bonds	–	–	–	–	500,000	20,525,000	(215,069)	20,309,931
Interest rate	–	–	–	–	4.25%			
Peso Loans:								
Three-year, five-year, seven-year and ten-year fixed rate notes	₱2,078,500	₱78,500	₱10,078,500	₱8,077,400	₱6,650,100	26,963,000	(144,816)	26,818,184
Interest rate	5.86%-6.81%	5.86%-6.81%	5.86%-7.73%	5.86%-6.81%	5.86%-9.85%			
Five-year and seven-year retail bonds	–	8,400,000	–	1,000,000	–	9,400,000	(32,108)	9,367,892
Interest rate	–	8.25%	–	9.10%	–			
Seven-year and Ten-year retail bonds	–	–	–	–	14,282,270	14,282,270	(118,549)	14,163,721
Interest rate	–	–	–	–	6.00%-6.94%			
Five-year fixed rate notes	1,000	1,000	1,000	6,696,043	–	6,699,043	(36,984)	6,662,059
Interest rate	6.17%	6.17%	6.17%–	6.17%	–			
Five-year and ten-year corporate notes	–	–	–	–	1,100,000	1,100,000	(7,849)	1,092,151
Interest rate	–	–	–	–	10.11%			
Seven-year and ten-year corporate notes	5,000	5,000	5,000	10,000	4,970,000	4,995,000	(37,757)	4,957,243
Interest rate	5.75%-6.63%	5.75%-6.63%	5.75%-6.63%	5.75%-6.63%	5.75%-6.63%			
Five-year, seven-year and ten-year corporate notes	20,000	20,000	1,097,300	66,145	756,555	1,960,000	(10,332)	1,949,668
Interest rate	5.79%-6.65%	5.79%-6.65%	5.79%-6.65%	5.89%-6.65%	6.65%			
Other bank loans	8,750,	1,380,500	1,339,300	1,200,000	2,050,000	5,978,550	(13,070)	5,965,480
Interest rate	6.75%	5.69%-6.75%	3.6%-7.28%	9.75%	6.71%-8.79%			
Variable Rate								
Foreign Currency Loans:								
US$ five-year term loans	$–	$–	$–	$280,000	$–	11,494,000	(195,854)	11,298,146
Interest rate	–	–	–	LIBOR+margin %	–			
China Yuan renminbi loans	¥77,476	¥375,168	¥60,900	¥–	¥–	3,383,486	–	3,383,486
Interest rate	5.76%-6.20%	5.76%-6.20%	5.76%		–			
US$ bilateral loans	$25,000	$–	$–	$–	$–	1,026,250	(5,008)	1,021,242
Interest rate	LIBOR+margin %	–	$–	–	–			
Other bank loans	$–	$–	$50,000	$–	$–	₱2,052,500	(₱15,572)	₱2,036,928
Interest rate	–	–	LIBOR+margin %	–	–			

(Forward)

	2012							
	Below 1 Year	**1-2 Years**	**2-3 Years**	**3-5 Years**	**Over 5 Years**	**Total**	**Debt Issue Cost**	**Carrying Amount**
					(In Thousands)			
Peso Loans:								
Peso loans collateralized with time deposits	₱–	₱–	₱3,000,000	₱–	₱–	3,000,000	(6,635)	2,993,365
Interest rate	–	–	PDST-F+margin%	–	–			
Five-year, seven-year and ten-year corporate notes	30,000	30,000	2,880,000	–	–	2,940,000	(25,829)	2,914,171
Interest rate	PDST-F+margin%	–	PDST-F+margin%	–	–			
Five-year floating rate loan	96,500	96,500	96,500	8,360,500	950,000	9,600,000	(64,382)	9,535,618
Interest rate	PDST-F+margin%	PDST-F+margin%	PDST-F+margin%	PDST-F+margin%	PDST-F+margin%			
Five-year bilateral loans	–	–	–	500,000	–	500,000	(2,009)	497,991
Interest rate	–	–	–	PDST-F+margin%	–			
Other bank loans	30,000	5,180,000	4,955,000	3,000,000	–	13,165,000	(18,384)	13,146,616
Interest rate	PDST-F+margin%	PDST-F+margin%	PDST-F+margin%	PDST-F+margin%	–			
						₱189,760,596	(₱1,368,167)	₱188,392,429

	2011							
	Below 1 Year	1-2 Years	2-3 Years	3-5 Years	Over 5 Years	Total	Debt Issue Cost	Carrying Amount
					(In Thousands)			
Fixed Rate								
Foreign Currency Loans:								
US$400 million fixed rate bonds	$–	$–	$–	$–	$378,649	₱16,599,952	(₱160,739)	₱16,439,213
Interest rate	–	–	–	–	5.50%			
US$500 million fixed rate bonds	–	–	379,156	–	–	16,622,199	(146,602)	16,475,597
Interest rate	–	–	6.00%	–	–			
US$350 million fixed rate bonds	–	245,623	–	–	–	10,768,112	(49,831)	10,718,281
Interest rate	–	6.75%	–	–	–			
Peso Loans:								
Three-year, five-year, seven-year and ten-year fixed rate notes	₱990	₱2,000,990	₱990	₱9,194,060	₱800,000	11,997,030	(67,129)	11,929,901
Interest rate	9.60%	6.76%	9.60%	7.73%-9.60%	9.85%			
Five-year and seven-year retail bonds	–	–	8,400,000	1,000,000	–	9,400,000	(47,421)	9,352,579
Interest rate	–	–	8.25%	9.10%	–			
Five-year fixed rate notes	–	–	–	6,700,000	–	6,700,000	(49,708)	6,650,292
Interest rate	–	–	–	6.16%	–			
Five-year and ten-year corporate notes	5,550	–	5,550	2,978,850	1,100,000	4,089,950	(23,804)	4,066,146

(Forward)

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	2011							
	Below 1 Year	1-2 Years	2-3 Years	3-5 Years	Over 5 Years	Total	Debt Issue Cost	Carrying Amount
				(In Thousands)				
Interest rate	8.4%	–	8.4%	8.4%	10.11%			
Seven-year and ten-year corporate notes	–	–	–	–	5,000,000	5,000,000	(42,578)	4,957,422
Interest rate	–	–	–	–	5.75%-6.63%			
Five-year, seven-year and ten-year corporate notes	20,000	20,000	20,000	1,105,960	814,040	1,980,000	(16,074)	1,963,926
Interest rate	5.79%-6.65%	–	5.79%-6.65%	5.79%-6.65%	5.79%-6.65%			
Other bank loans	500	500	–	4,236,000	3,250,000	7,487,000	(19,660)	7,467,340
Interest rate	8.57%	8.57%	–	7%-8.57%	6.71%-9.75%			
Variable Rate								
Foreign Currency Loans:								
US$ five-year term loans	$–	$–	$–	$145,000	$–	6,356,800	(255,267)	6,101,533
Interest rate	–	–	–	LIBOR+margin %	–			
China Yuan renminbi loans	¥40,000	¥–	¥501,382	¥60,900	¥–	4,176,648	–	4,176,648
Interest rate	5.32%-6.65%	–	5.32%-6.65%	5.32%-6.65%	–			
US$ bilateral loans	$–	$–	$25,000	$–	$–	1,096,000	(11,071)	1,084,929
Interest rate	–	–	LIBOR+margin %	–	–			
US$300 million convertible bonds	22,346	–	–	–	–	979,645	(8,256)	971,389
Interest rate	6.65%	–	–	–	–			
Other bank loans	$–	$20,000	$–	$50,000	$–	₱3,068,800	(₱38,021)	₱3,030,779
Interest rate	–	LIBOR+margin %	–	LIBOR+margin %	–			
Peso Loans:								
Peso loans collateralized with time deposits	₱5,950,000	₱–	₱–	₱3,000,000	₱–	8,950,000	(15,070)	8,934,930
Interest rate	PDST-F+margin%	–	–	PDST-F+margin%	–			
Five-year, seven-year and ten-year corporate notes	50,000	50,000	50,000	4,800,000	–	4,950,000	(29,755)	4,920,245
Interest rate	PDST-F+margin%	–	PDST-F+margin%	PDST-F+margin%	–			
Five-year floating rate loan	50,000	–	50,000	100,000	4,800,000	5,000,000	(37,587)	4,962,413
Interest rate	PDST-F+margin%	–	PDST-F+margin%	PDST-F+margin%	PDST-F+margin%			
Redeemable preferred shares - Series 2	200,000	–	–	–	–	200,000	(131)	199,869
Interest rate	PDST-F+margin%	–	–	–	–			
Corporate notes	300	–	300	198,800	–	199,400	(653)	198,747
Interest rate	PDST-F+margin%	–	PDST-F+margin%	PDST-F+margin%	–			
Five-year bilateral loans	46,875	–	–	–	500,000	546,875	(2,584)	544,291
Interest rate	PDST-F+margin%	–	–	–	PDST-F+margin%			
Other bank loans	10,000	–	5,010,000	6,245,000	–	11,265,000	(26,490)	11,238,510
Interest rate	PDST-F+margin%	–	PDST-F+margin%	PDST-F+margin%	–			
						₱137,433,411	(₱1,048,431)	₱136,384,980

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Fixed rate financial instruments are subject to fair value interest rate risk while floating rate financial instruments are subject to cash flow interest rate risk.

Repricing of floating rate financial instruments is mostly done at intervals of three months or six months.

The Group's policy is to manage its interest cost using a mix of fixed and variable rate debts. The Group's guideline is to keep between 50% to 60% of its borrowings at fixed interest rates. To manage this mix in a cost-efficient manner, the Group enters into interest rate swaps, in which the Group agrees to exchange, at specified intervals, the difference between fixed and variable rate interest amounts calculated by reference to an agreed-upon notional amount. These swaps economically hedge the underlying debt obligations. As at December 31, 2012 and 2011, after taking into account the effect of interest rate swaps, approximately 64% and 56%, respectively, of the Group's borrowings are kept at a fixed rate of interest, considering market conditions.

Interest Rate Risk Sensitivity Analysis. The following table demonstrates the sensitivity to a reasonably possible change in interest rates, with all other variables held constant of the Group's income before income tax and equity after income tax, through the impact of floating rate financial liabilities and debt securities classified as FVPL and AFS investments, respectively.

	Increase (Decrease) in Basis Points	Effect on Income Before Tax	Effect on Equity After Income Tax
		(In Millions)	
2012			
	100	**(₱437.2)**	**(₱133.5)**
	50	**(218.6)**	**(58.9)**
	(100)	**437.2**	**174.8**
	(50)	**218.6**	**95.2**
2011	100	(482.7)	(265.1)
	50	(241.3)	(174.2)
	(100)	482.7	112.5
	(50)	241.3	14.5

Fixed rate debts, although subject to fair value interest rate risk, are not included in the sensitivity analysis as these are carried at amortized costs. The assumed movement in basis points for interest rate sensitivity analysis is based on currently observable market environment, showing a significantly higher volatility as in prior years.

<u>Foreign Currency Risk</u>
The Group's exposure to foreign currency risk arises as the Parent Company and SM Prime have significant investments and debt issuances which are denominated in U.S. dollars. To manage its foreign exchange risk, stabilize cash flows and improve investment and cash flow planning, the Group enters into foreign currency swap contracts, foreign currency call options, non-deliverable forwards and foreign currency range options aimed at reducing and/or managing the adverse impact of changes in foreign exchange rates on financial performance and cash flows.

The following tables show the Group's foreign currency-denominated financial assets and liabilities and their peso equivalents as at December 31, 2012 and 2011:

	2012	
	US$	**PhP**
	(In Thousands)	
Current assets:		
Cash and cash equivalents	**$20,355**	**₱835,593**
Time deposits and short-term investments	**111,941**	**4,595,167**
Investments held for trading	**163,903**	**6,728,210**
Receivables	**334,142**	**13,724,760**
Noncurrent assets:		
Time deposits	**1,095,480**	**44,969,454**
Derivative assets	**2,679**	**109,979**
Other noncurrent assets	**24,151**	**991,431**
Total foreign currency-denominated financial assets	**1,752,651**	**71,954,594**
Current liabilities:		
Bank loans	**50,000**	**2,052,500**
Accounts payable and other current liabilities	**31,550**	**1,302,969**
Current portion of long-term debt	**245,623**	**10,082,824**
Noncurrent liabilities:		
Long-term debt - net of current portion	**1,822,986**	**74,833,588**
Derivative liabilities	**66,199**	**2,717,460**
Total foreign currency-denominated financial liabilities	**2,216,358**	**90,989,341**
Net foreign currency-denominated financial liabilities	**$463,707**	**₱19,034,747**

	2011	
	US$	PhP
	(In Thousands)	
Current assets:		
Cash and cash equivalents	$11,636	₱510,101
Time deposits and short-term investments	24,999	1,095,974
Investments held for trading	5,175	226,872
Receivables	222,916	9,772,656
Noncurrent assets:		
AFS investments	133,237	5,841,108
Time deposits	853,480	37,416,563
Derivative assets	2,637	115,619
Total foreign currency-denominated financial assets	1,254,080	54,978,893
Current liabilities:		
Bank loans	88,000	3,857,920
Accounts payable and other current liabilities	19,024	834,001
Current portion of long-term debt	23,258	1,019,613
Noncurrent liabilities:		
Long-term debt - net of current portion	1,228,338	53,850,334
Derivative liabilities	7,262	318,359
Total foreign currency-denominated financial liabilities	1,365,882	59,880,227
Net foreign currency-denominated financial liabilities	$111,802	₱4,901,334

As at December 31, 2012 and 2011, approximately 39.5% and 36.4%, respectively, of the Group's total consolidated bank loans and long-term debt were denominated in US Dollars. Thus, appreciation of the Philippine peso against the US Dollar will decrease both the principal amount of the foreign currency-denominated debt and interest expense on the Group's debt in Philippine peso terms.

The Group has recognized in its consolidated statements of income, net foreign exchange gain of ₱565.1 million, ₱242.9 million and ₱407.2 million on its net foreign-currency denominated assets and liabilities for the years ended December 31, 2012, 2011 and 2010, respectively. This resulted from the movements of the U.S. dollar against the Philippine peso as shown in the following table:

	U.S. Dollar to Peso
December 31, 2010	43.84
December 31, 2011	43.84
December 31, 2012	41.05

Foreign Currency Risk Sensitivity Analysis. The following table demonstrates the sensitivity to a reasonably possible change in U.S. dollar to Philippine peso exchange rate, with all other variables held constant, of the Group's income before income tax (due to changes in the fair value of monetary assets and liabilities, including the impact of derivative instruments).

	Appreciation (Depreciation) of ₱	Effect on Income Before Tax
		(In Millions)
2012	**1.50**	**695.6**
	1.00	**463.7**
	(1.50)	**(695.6)**
	(1.00)	**(463.7)**
2011	1.50	167.7
	1.00	118.0
	(1.50)	(167.7)
	(1.00)	(118.0)

Liquidity Risk

Liquidity risk arises from the possibility that the Group may encounter difficulties in raising funds to meet commitments from financial instruments.

The Group seeks to manage its liquidity profile to be able to finance capital expenditures and service maturing debts. To cover its financing requirements, the Group intends to use internally generated funds and proceeds from debt and equity issues and sales of certain assets.

As part of its liquidity risk management program, the Group regularly evaluates its projected and actual cash flow information and continuously assesses conditions in the financial markets for opportunities to pursue fund-raising initiatives. These initiatives may include bank loans, export credit agency-guaranteed facilities and debt capital and equity market issues.

The Group's financial assets, which have maturities of less than 12 months and used to meet its short-term liquidity needs, include cash and cash equivalents, current portion of time deposits and short-term investments, investments held for trading and current portion of AFS investments-bonds and corporate notes amounting to ₱60,714.2 million, ₱29,090.3 million, ₱459.3 million and ₱1,734.0 million, respectively, as at December 31, 2012 and ₱56,050.3 million, ₱879.4 million, ₱457.5 million and ₱1,000.0 million, respectively, as at December 31, 2011 (see Notes 7, 8 and 9). The Group also has readily available credit facility with banks and affiliates to meet its long-term financial liabilities.

The tables below summarize the maturity profile of the Group's financial liabilities as at December 31, 2012 and 2011 based on the contractual undiscounted payments:

	2012				
	On Demand	**Less than 1 Year**	**2 to 5 Years**	**More than 5 Years**	**Total**
			(In Thousands)		
Bank loans	**₱–**	**₱33,146,253**	**₱–**	**₱–**	**₱33,146,253**
Accounts payable and other current liabilities*	**–**	**53,673,976**	**–**	**–**	**53,673,976**
Long-term debt (including current portion)	**–**	**16,077,517**	**144,860,929**	**69,106,024**	**230,044,470**
Derivative liabilities:**					
Non-deliverable forward	**–**	**18,501**	**–**	**–**	**18,501**
Interest rate swaps	**–**	**246,350**	**–**	**–**	**246,350**
Multiple derivatives on convertible bonds	**–**	**2,473,130**	**–**	**–**	**2,473,130**
Dividends payable	**–**	**97,282**	**–**	**–**	**97,282**
Tenants' deposits	**–**	**146,360**	**11,123,172**	**77,786**	**11,347,318**
	₱–	**₱105,879,369**	**₱155,984,101**	**₱69,183,810**	**₱331,047,280**

	2011				
	On Demand	Less than 1 Year	2 to 5 Years	More than 5 Years	Total
			(In Thousands)		
Bank loans	₱–	₱25,947,425	₱–	₱–	₱25,947,425
Accounts payable and other current liabilities*	–	43,323,757	–	–	43,323,757
Long-term debt (including current portion)	–	10,010,330	120,904,570	36,026,066	166,940,966
Derivative liabilities:**					
Non-deliverable forwards	–	–	43,842	–	43,842
Interest rate swaps	–	–	237,980	–	237,980
Multiple derivatives on convertible bonds	–	80,380	–	–	80,380
Dividends payable	–	25,696	–	–	25,696
Tenants' deposits	–	290,923	13,459,693	–	13,750,616
	₱–	₱79,678,511	₱134,646,085	₱36,026,066	₱250,350,662

* *Excluding payable to government agencies of ₱2,334.8 million and ₱1,426.2 million at December 31, 2012 and 2011, respectively, the amounts of which are not considered as financial liabilities.*
***Based on estimated future cash flows.*

Credit Risk

The Group trades only with recognized, creditworthy related and third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on a regular basis which aims to reduce the Group's exposure to bad debts at a minimum level. Given the Group's diverse base of customers, it is not exposed to large concentrations of credit risk.

With respect to credit risk arising from the other financial assets of the Group, which comprise of cash and cash equivalents, time deposits and short-term investments, investments held for trading, AFS investments and certain derivative instruments, the Group's exposure to credit risk arises from default of the counterparty, with a maximum exposure equal to the carrying amount of these instruments, without considering the effects of collateral.

Since the Group trades only with recognized related and third parties, there is no requirement for collateral.

Receivable from sale of real estate has minimal credit risk and is effectively collateralized by respective unit sold since title to the real estate properties are not transferred to the buyers until full payment is made.

As at December 31, 2012 and 2011, the financial assets, except for certain receivables and AFS investments, are generally viewed by management as good and collectible considering the credit history of the counterparties. Past due or impaired financial assets are very minimal in relation to the Group's total financial assets.

Credit Quality of Financial Assets

The credit quality of financial assets is managed by the Group using high quality and standard quality as internal credit ratings.

High Quality. Pertains to counterparty who is not expected by the Group to default in settling its obligations, thus credit risk exposure is minimal. This normally includes large prime financial institutions, companies and government agencies.

Standard Quality. Other financial assets not belonging to high quality financial assets are included in this category.

As at December 31, 2012 and 2011, the credit analyses of the Group's financial assets that are neither past due nor impaired are as follows:

	2012		
	High Quality	**Standard Quality**	**Total**
		(In Thousands)	
Cash and cash equivalents (excluding cash on hand)	**₱59,646,460**	**₱–**	**₱59,646,460**
Time deposits and short-term investments (including noncurrent portion)	**58,523,185**	–	**58,523,185**
Investments held for trading - Bonds	**459,343**	–	**459,343**
AFS investments	**19,303,356**	**4,488**	**19,307,844**
Receivables - net (including noncurrent portion of receivables from real estate buyers)	**26,535,590**	**4,428,451**	**30,964,041**
Advances and other receivables - net (included under "Other current assets" account in the consolidated balance sheet)	**11,149,528**	–	**11,149,528**

(Forward)

	2012		
	High Quality	**Standard Quality**	**Total**
		(In Thousands)	
Treasury bonds (included under "Other current and noncurrent assets" account in the consolidated balance sheet)	**₱200,000**	**₱–**	**₱200,000**
Long-term notes (included under "Other noncurrent assets" account in the consolidated balance sheet)	**306,724**	**–**	**306,724**
Derivative assets	**128,480**	**–**	**128,480**
	₱176,252,666	**₱4,432,939**	**₱180,685,605**

	2011		
	High Quality	Standard Quality	Total
		(In Thousands)	
Cash and cash equivalents (excluding cash on hand)	₱54,991,002	₱–	₱54,991,002
Time deposits and short-term investments (including noncurrent portion)	38,295,972	–	38,295,972
Investments held for trading - Bonds	457,496	–	457,496
AFS investments	13,930,761	4,633	13,935,394
Receivables - net (including noncurrent portion of receivables from real estate buyers)	16,428,092	3,873,746	20,301,838
Advances and other receivables - net (included under "Other current assets" account in the consolidated balance sheet)	8,816,370	–	8,816,370
Receivable from a related party (included under "Other noncurrent assets" account in the consolidated balance sheet)	6,000,000	–	6,000,000
Treasury bonds (included under "Other current and noncurrent assets" account in the consolidated balance sheet)	200,000	–	200,000
Long-term notes (included under "Other noncurrent assets" account in the consolidated balance sheet)	506,724	–	506,724
Derivative assets	159,461	–	159,461
	₱139,785,878	₱3,878,379	₱143,664,257

Equity Price Risk

The Group's exposure to equity price pertains to its investments in quoted equity shares which are classified as AFS investments in the consolidated balance sheets. Equity price risk arises from the changes in the levels of equity indices and the value of individual stocks traded in the stock exchange.

As a policy, management monitors the equity securities in its investment portfolio based on market expectations. Material equity investments within the portfolio are managed on an individual basis and all buy and sell decisions are approved by management.

The effect on equity after income tax (as a result of change in fair value of AFS investments as at December 31, 2012 and 2011) due to a possible change in equity indices, based on historical trend of PSE index, with all other variables held constant is as follows:

	2012	
	Change in Equity Price	**Effect on Equity After Income Tax**
		(In Millions)
AFS investments	**+14.37%**	**₱1,950.50**
	-14.37%	**(1,950.50)**

	2011	
	Change in Equity Price	Effect on Equity After Income Tax
		(In Millions)
AFS investments	+17.58%	₱1,209.09
	-17.58%	(1,209.09)

Capital Management

Capital includes equity attributable to the owners of the Parent.

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

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

The Group monitors its capital gearing by measuring the ratio of net interest-bearing debt divided by total capital plus net interest-bearing debt and interest-bearing debt divided by total capital plus interest-bearing debt. Net interest-bearing debt includes all short-term and long-term debt, reduced by related pledged time deposits, net of cash and cash equivalents, time deposits and short-term investments, investments in bonds held for trading, AFS investments (redeemable preferred shares and bonds and corporate notes) and long-term notes included under "Other noncurrent assets" account, while interest-bearing debt includes all short-term and long-term debt, reduced by related pledged time deposits. The Group's guideline is to keep the gearing ratio at not lower than 50:50. The Group's ratio of net interest-bearing debt to total capital plus net interest-bearing debt was 33:67 and 28:72 as at December 31, 2012 and 2011, respectively, while the ratio of interest-bearing debt to total capital plus interest-bearing debt were 54:46 and 51:49 as at December 31, 2012 and 2011, respectively.

As at December 31, 2012 and 2011, the Group's ratio of net interest-bearing debt to total capital plus net interest-bearing debt and ratio of interest-bearing debt to total capital plus interest-bearing debt were as follows:

Net Interest-bearing Debt to Total Capital plus Net Interest-bearing Debt

	2012	2011
	(In Thousands)	
Bank loans	**₱31,793,975**	₱25,747,920
Current portion of long-term debt	**13,859,558**	7,920,961
Long-term debt - net of current portion and pledged time deposits	**174,532,871**	128,464,019
Less cash and cash equivalents, time deposits (net of pledged) and short-term investments, investments in held for trading bonds, AFS investments (bonds and corporate notes and redeemable preferred shares) and long-term notes included under "Other noncurrent assets" account	**(126,574,773)**	(100,803,702)
Total net interest-bearing debt (a)	**93,611,631**	61,329,198
Total equity attributable to owners of the Parent	**188,052,170**	157,666,331
Total net interest-bearing debt and equity attributable to owners of the Parent (b)	**₱281,663,801**	₱218,995,529
Gearing ratio (a/b)	33%	28%

Interest-bearing Debt to Total Capital plus Interest-bearing Debt

	2012	2011
	(In Thousands)	
Bank loans	**₱31,793,975**	₱25,747,920
Current portion of long-term debt	**13,859,558**	7,920,961
Long-term debt - net of current portion and pledged time deposits	**174,532,871**	128,464,019
Total interest-bearing debt (a)	**220,186,404**	162,132,900
Total equity attributable to owners of the Parent	**188,052,170**	157,666,331
Total interest-bearing debt and equity attributable to owners of the Parent (b)	**₱408,238,574**	₱319,799,231
Gearing ratio (a/b)	**54%**	51%

29. Financial Instruments

Fair Values

The following table sets forth the carrying values and estimated fair values of financial assets and liabilities, by category and by class, recognized as at December 31, 2012 and 2011:

	2012		2011	
	Carrying Value	**Fair Value**	Carrying Value	Fair Value
		(In Thousands)		
Financial Assets				
Financial assets at FVPL:				
Investments held for trading -				
Bonds	**₱459,343**	**₱459,343**	₱457,496	₱457,496
Derivative assets	**128,480**	**128,480**	159,461	159,461
	587,823	**587,823**	616,957	616,957
Loans and receivables:				
Cash and cash equivalents	**60,714,720**	**60,714,720**	56,050,322	56,050,322
Time deposits and short-term investments (including noncurrent portion)	**58,523,185**	**62,048,610**	38,295,972	42,325,254
Receivables - net (including noncurrent portion of receivables from real estate buyers)	**31,224,163**	**31,224,163**	20,504,264	19,517,334
Advances and other receivables - net (included under “Other current assets” account in the consolidated balance sheets)	**11,316,886**	**11,316,886**	8,816,370	8,816,370
Receivable from a related party (included under “Other noncurrent assets” account in the consolidated balance sheets)	**–**	**–**	6,000,000	6,292,484
Long-term notes (included under “Other noncurrent assets” account in the consolidated balance sheets)	**306,724**	**331,519**	506,724	523,977
	162,085,678	**165,635,898**	130,173,652	133,525,741
Held-to-Maturity -				
Treasury bonds (included under “Other current assets and other noncurrent assets” account in the consolidated balance sheets)	**200,000**	**225,695**	200,000	220,468
AFS Investments:				
Shares of stock	**11,618,836**	**11,618,836**	7,088,955	7,088,955
Bonds and corporate notes	**6,994,488**	**6,994,488**	6,841,109	6,841,109
Club shares	**5,900**	**5,900**	5,330	5,330
	18,619,224	**18,619,224**	13,935,394	13,935,394
	₱181,492,725	**₱185,068,640**	₱144,926,003	₱148,298,560
Financial Liabilities				
Financial Liabilities at FVPL -				
Derivative liabilities	**₱2,737,981**	**₱2,737,981**	₱362,202	₱362,202
Other Financial Liabilities:				
Bank loans	**31,793,975**	**31,793,975**	25,747,920	25,747,920
Accounts payable and other current liabilities*	**53,673,946**	**53,673,946**	43,323,577	43,323,577
Long-term debt (including current portion and net of unamortized debt issue cost)	**188,392,429**	**230,044,469**	136,384,980	150,553,342
Dividends payable	**97,282**	**97,282**	25,696	25,696
Tenants’ deposits and others	**14,976,358**	**14,500,317**	13,713,302	13,718,285
	288,933,990	**330,109,989**	219,195,475	233,368,820
	₱291,671,971	**₱332,847,970**	₱219,557,677	₱233,731,022

* *Excluding payable to government agencies of ₱2,334.8 million and ₱1,426.2 million as at December 31, 2012 and 2011, respectively, the amounts of which are not considered financial liabilities.*

The following methods and assumptions were used to estimate the fair value of each class of financial instrument for which it is practicable to estimate such value:

Investments Held for Trading. The fair values are based on the quoted market prices of the instruments.

Cash and Cash Equivalents. The carrying amounts reported in the consolidated balance sheets approximate its fair value, due to its short-term nature.

Time Deposits and Short-term Investments. The estimated fair value is based on the discounted value of future cash flows using the prevailing interest rates. The discount rates used range from 0.50%% to 6.55% and 1.13% to 1.65% as at December 31, 2012 and 2011, respectively.

Receivables and Advances and Other Receivables included under "*Other current assets*" *account.* The carrying values of short-term receivables approximate their fair values due to their short-term maturities. The estimated fair value of the noncurrent portion of receivables from real estate buyers is based on the discounted value of future cash flows using the prevailing interest rates on sales of Group's accounts receivable. The discount rates used ranged from 5.5% to 8.0% and 8.0% to 10.0% as at December 31, 2012 and 2011.

Receivable from a Related Party and Long-term Notes included under "Other noncurrent assets" account. The estimated fair values of receivable from a related party and long-term notes are based on the discounted value of future cash flows using the prevailing interest rates. Discount rates used for receivable from a related party range from 2.21% to 5.41% as at December 31, 2011, respectively. Discount rates used for long-term notes range is 7.5% and 2.21% to 5.41% as at December 31, 2012 and 2011, respectively.

Held-to-Maturity Investments. The fair value is based on quoted market prices of the investments at a rate of 112.85% and 110.23% as at December 31, 2012 and 2011, respectively.

AFS Investments. The fair value of investments that are actively traded in organized financial markets is determined by reference to quoted market bid prices at the close of business. For investment in debt instruments, such as the investments in mandatorily redeemable preferred shares where there is no active market, the fair value is based on the present value of future cash flows discounted at prevailing interest rates. The discount rates used is 3.88% to 8.25% and 4.24% as at December 31, 2012 and 2011, respectively. For unlisted equity securities, these are carried at cost less allowance for impairment loss since there are no quoted prices and due to the unpredictable nature of future cash flows and lack of suitable methods for arriving at reliable fair value.

Bank Loans. The carrying value approximates fair value because of recent and regular repricing (i.e., quarterly) based on market conditions.

Accounts Payable and Other Current Liabilities and Dividends Payable. The carrying values reported in the consolidated balance sheets approximate the fair value due to the short-term maturities of these liabilities.

Long-term Debt. Fair value is based on the following:

Debt Type	Fair Value Assumptions
Fixed Rate Loans	Estimated fair value is based on the discounted value of future cash flows using the applicable rates for similar types of loans. Discount rates used range from 1.52% to 9.10% and 2.60% to 6.48% as at December 31, 2012 and 2011, respectively.
Variable Rate Loans	For variable rate loans that re-price every three months, the carrying value approximates the fair value because of recent and regular repricing based on current market rates. For variable rate loans that re-price every six months, the fair value is determined by discounting the principal amount plus the next interest payment amount using the prevailing market rate for the period up to the next repricing date. Discount rates used was 1.73% to 5.91% and 1.98% to 2.70% as at December 31, 2012 and 2011, respectively.

Tenants' Deposits. The estimated fair value is based on the discounted value of future cash flows using the applicable rates. The discount rates used range from 0.50% to 5.91% and 2.97% to 3.67% as at December 31, 2012 and 2011, respectively.

Derivative Assets and Liabilities. The fair values of the interest rate swaps and non-deliverable forwards are based on quotes obtained from counterparties. The fair value of the options relating to the Parent Company's convertible bonds were computed using the indirect method of valuing multiple embedded derivatives. This valuation method compares the fair value of the option-free bond against the fair value of the bond as quoted in the market. The difference of the fair values is assigned as the value of the embedded derivatives.

Fair Value Hierarchy

The Group uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1: Quoted prices in active markets for identical assets or liabilities, except for related embedded derivatives which are either classified as Level 2 or 3 and redeemable preferred shares categorized as AFS investments under Level 2;

Level 2: Those measured using inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (as prices) or indirectly (derived from prices);

Level 3: Those with inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The following tables shows the Group's financial instruments carried at fair value as at December 31:

	2012		
	Level 1	**Level 2**	**Level 3**
		(In Thousands)	
Financial Assets			
Financial assets at FVPL:			
Investments held for trading - bonds	**₱459,343**	**₱–**	**₱–**
Derivative assets	**–**	**128,480**	**–**
	459,343	**128,480**	**–**
AFS investments:		**–**	**–**
Shares of stocks	**11,516,716**	**–**	**102,120**
Bonds and corporate notes	**6,994,488**	**–**	**–**
Club shares	**5,900**	**–**	**–**
	18,517,104	**–**	**102,120**
	₱18,976,447	**₱128,480**	**₱102,120**
Financial Liabilities			
Financial liabilities at FVPL -			
Derivative liabilities	**₱–**	**₱264,851**	**₱2,473,130**

	2011		
	Level 1	Level 2	Level 3
		(In Thousands)	
Financial Assets			
Financial assets at FVPL:			
Investments held for trading - bonds	₱457,496	₱–	₱–
Derivative assets	–	159,461	–
	457,496	159,461	–
AFS investments:			
Shares of stocks	7,031,822	–	–
Bonds and corporate notes	6,841,109	–	–
Club shares	5,330	–	–
	13,878,261	–	–
	₱14,335,757	₱159,461	₱–
Financial Liabilities			
Financial liabilities at FVPL -			
Derivative liabilities	₱–	₱281,822	₱80,380

During the years ended December 31, 2012 and 2011, there were no transfers between Level 1 and Level 2 fair value measurements and no transfers into and out of Level 3 fair value measurements.

The financial instrument classified under Level 3 pertains to the derivative liability arising from the options in the Parent Company's convertible bonds. This was classified under Level 3 because of the credit spreads used as inputs to the fair value calculation of the options which were assessed by the Group as having a significant impact to its fair values.

Shown below is the rollforward analysis of the fair value changes from these financial instruments for the year ended December 31:

	2012	2011
	(In Thousands)	
Balance at beginning of year	**(₱80,380)**	(₱126,631)
Fair value of derivatives on settled contracts	**(1,065,161)**	9,972
Net change in fair value	**(1,327,589)**	36,279
Balance at end of year	**(₱2,473,130)**	(₱80,380)

The fair value changes during the year were recognized under "Gain (loss) on fair value changes on derivatives - net" account in the consolidated statements of income. The options arising from investment in convertible bonds have nil values as at December 31, 2012 and 2011.

To assess the impact of the credit spreads used, the Group performed a sensitivity analysis using an increase (decrease) assumption in the credit spreads, the result of which is shown below:

	Increase (Decrease) in Credit Spread	Net Effect on Fair Values of Option
		(In Thousands)
2012	**100 bps**	**(370,183)**
	(100) bps	**387,334**
2011	100 bps	(2,278)
	(100) bps	2,294

<u>Derivative Financial Instruments</u>
To address the Group's exposure to market risk for changes in interest rates primarily to long-term floating rate debt obligations and manage its foreign exchange risks, the Group entered into various derivative transactions such as cross currency swaps, interest rate swaps, foreign currency call options, non-deliverable forwards and foreign currency range options.

<u>Derivative Assets</u>

	2012	2011
	(In Thousands)	
Parent -		
Non-deliverable forwards	**₱18,501**	₱43,842
Subsidiary:		
Interest rate swaps	**109,979**	115,619
	₱128,480	₱159,461

Derivative Liabilities

	2012	2011
	(In Thousands)	
Parent:		
Non-deliverable forwards	**₱18,501**	₱43,842
Options arising from convertible bonds	**2,473,130**	80,380
Interest rate swaps	**2,020**	-
Subsidiary:		
Interest rate swaps	**244,330**	237,980
	₱2,737,981	₱362,202

Derivative liabilities of the Parent Company are included under "Accounts payable and other current liabilities" account (see Note 18) while presented as derivative liabilities in the 2012 and 2011 consolidated balance sheets, respectively.

The table below shows information on the Group's interest rate swaps presented by maturity profile:

	2012		
	<1 Year	**>1-<2 Years**	**>2-<5 Years**
Floating-Fixed			
Outstanding notional amount	**$145,000,000**	**$145,000,000**	**$145,000,000**
Receive-floating rate	**6 months LIBOR+margin%**	**6 months LIBOR+margin%**	**6 months LIBOR+margin%**
Pay-fixed rate	**2.91%–3.28%**	**2.91%–3.28%**	**2.91%–3.28%**
Outstanding notional amount	**$50,000,000**	**$50,000,000**	**$–**
Receive-floating rate	**6 months LIBOR+margin%**	**6 months LIBOR+margin%**	
Pay-fixed rate	**3.18%–3.53%**	**3.18%–3.53%**	
Outstanding notional amount	**$25,000,000**	**$–**	**$–**
Receive-floating rate	**6 months LIBOR+margin%**		
Pay-fixed rate	**4.10%**		
Fixed-Floating			
Outstanding notional amount	**₱970,000,000**	**₱960,000,000**	**₱950,000,000**
Receive-fixed rate	**5.44%**	**5.44%**	**5.44%**
Pay-floating rate	**3MPDST-F**	**3MPDST-F**	**3MPDST-F**
Outstanding notional amount	**₱970,000,000**	**₱960,000,000**	**₱950,000,000**
Receive-fixed rate	**7.36%**	**7.36%**	**7.36%**
Pay-floating rate	**3MPDST-F+margin%**	**3MPDST-F+margin%**	**3MPDST-F+margin%**

	2011		
	<1 Year	>1-<2 Years	>2-<5 Years
	(Amounts in Thousands)		
Floating-Fixed			
Outstanding notional amount	$145,000	$145,000	$145,000
Receive-floating rate	6 months LIBOR+margin%	6 months LIBOR+margin%	6 months LIBOR+margin%
Pay-fixed rate	2.91%-3.28%	2.91%-3.28%	2.91%-3.28%
Outstanding notional amount	$50,000	$50,000	$50,000
Receive-floating rate	6 months LIBOR+margin%	6 months LIBOR+margin%	6 months LIBOR+margin%
Pay-fixed rate	3.18%-3.53%	3.18%-3.53%	3.18%-3.53%
Outstanding notional amount	$25,000	$25,000	$–
Receive-floating rate	6 months LIBOR+margin%	6 months LIBOR+margin%	
Pay-fixed rate	4.10%	4.10%	
Outstanding notional amount	$20,000	$20,000	$–
Receive-floating rate	6 months LIBOR+margin%	6 months LIBOR+margin%	
Pay-fixed rate	3.41%	3.41%	
Fixed-Floating			
Outstanding notional amount	₱980,000	₱970,000	₱960,000
Receive-floating rate	5.44%	5.44%	5.44%
Pay-fixed rate	3MPDST-F	3MPDST-F	3MPDST-F
Outstanding notional amount	980,000	970,000	960,000
Receive-fixed rate	7.36%	7.36%	7.36%
Pay-floating rate	3MPDST-F +margin%	3MPDST-F +margin%	3MPDST-F +margin%

Options Arising from Investment in Convertible Bonds. The Parent Company invested in US$ denominated convertible bonds of a public company which it classified as AFS investments. The bonds contain multiple embedded derivatives such as long equity call, short call and long put options which were accounted for as compound derivatives. Such multiple embedded derivatives were bifurcated by the Parent Company from the host bonds on the respective purchase dates of the bonds. The net positive fair value of the options at inception amounted to ₱3.7 million. The long equity call option pertains to the right of the Parent Company to convert the bonds into common shares of the issuer at the conversion price of ₱63.7 (₱26.9 at present) per share with a fixed exchange rate of US$1.0 to ₱40.6 until January 31, 2013, subject to cash settlement option on the part of the issuer. The short call option pertains to the right of the issuer to early redeem the bonds on or after February 11, 2010 subject to the conditions stated in the bond agreement. On the other hand, the long put option pertains to the right of the Parent Company to require the issuer to redeem the bonds at the 115.6%, this option expired on February 11, 2011.

As at December 31, 2012 and 2011, all outstanding embedded derivatives have nil values.

Options Arising from Convertible Bonds. The Parent Company's convertible bonds contain multiple embedded derivatives such as short equity call option, long call option and short put option, which are accounted for as compound derivatives.

Short equity call option pertains to the option of the bondholders to convert the bonds into SMIC's common shares prior to maturity. If a bondholder exercised its conversion option, the Parent Company can choose either to settle the bonds in cash or issue common shares, and such option on the part of the Parent Company is a long call option.

The Bonds are denominated in U.S. dollar while the currency of the underlying shares is denominated in Philippine peso. The contracting parties have fixed the exchange rate at ₱48.37 to US$1. Considering the exposure of the Parent Company, the option was assessed as a short put option. In addition, the bondholder may require the Parent Company to redeem all or some of the Bond at 110.79% of the principal amount on March 19, 2010.

As at December 31, 2012 and 2011, the fair value of the options, which is shown as a noncurrent liability in the consolidated balance sheets, amounted to ₱2,473.1 million and ₱80.4 million, respectively. Net fair value changes recognized by the Group in 2012 and 2011 amounted to negative ₱1,327.6 million and positive ₱36.3 million, respectively, which are reflected under "Gain (loss) on fair value changes on derivatives - net" account in the consolidated statements of income.

Interest Rate Swaps. In 2011, SM Prime entered into US$ interest rate swap agreements with notional amount of US$145 million. Under the agreements, SM Prime effectively converts the floating rate U.S. dollar-denominated term loan into fixed rate loan with semi-annual payment intervals up to March 21, 2015 (see Note 19). As at December 31, 2012 and 2011, the floating to fixed interest rate swap has negative fair value of ₱158 million and ₱142 million, respectively.

SM Prime also entered into US$ interest rate swap agreement with notional amount of US$20 million in 2011. Under the agreement, SM Prime effectively converts the floating rate U.S. dollar-denominated five-year bilateral unsecured loan into fixed rate loan with semi-annual payment intervals up to November 30, 2014 (see Note 19). As at December 31, 2012 and 2011, the floating to fixed interest rate swaps has negative fair value of ₱17 million and ₱15 million, respectively.

In 2010, SM Prime entered into the following interest rate swap agreements:

- A US$ interest rate swap agreement with nominal amount of US$30.0 million. Under the agreement, the Parent Company effectively converts the floating rate U.S. dollar-denominated five-year bilateral unsecured loan into fixed rate loan with semi-annual payment intervals up to November 30, 2015 (see Note 19). As at December 31, 2012 and 2011, the floating to fixed interest rate swap has a negative fair value of ₱48.0 million and positive fair value of ₱38.0 million, respectively.

- Two Philippine peso interest rate swap agreements with notional amount of ₱1,000.0 million each, with amortization of ₱10.0 million every anniversary. The combined net cash flows of the two swaps effectively converts the Philippine peso-denominated five-year inverse floating rate notes into floating rate notes with quarterly payment intervals up to June 2015 (see Note 19). As at December 31, 2012 and 2011, these swaps have positive fair values of ₱110.0 million and ₱116.6 million, respectively.

- A US$ interest rate swap agreement with notional amount of US$40.0 million. Under the agreement, SM Prime effectively converts the floating rate U.S. dollar-denominated three-year club loan into fixed rate loan with semi-annual payment intervals up to October 28, 2012 (see Note 19). On May 9, 2011 and July 28, 2011, the interest rate swap agreement was preterminated as a result of the prepayment of the underlying loan. Fair value changes from the preterminated swap recognized in the consolidated statements of income amounted to ₱4.0 million loss in 2011.

- A US$ interest rate swap agreement with notional amount of US$20.0 million. Under the agreement, SM Prime effectively converts the floating rate U.S. dollar-denominated three-year bilateral unsecured loan into fixed rate loan with semi-annual payment intervals up to January 14, 2013 (see Note 19). As at December 31, 2011, the floating to fixed interest rate swap has a negative fair value of ₱3.2 million. On January 13, 2012, the interest rate swap was preterminated as a result of prepayment of the underlying loan. Fair value changes from the preterminated swap recognized on the consolidated statements of income amounted to ₱1 million loss in 2012.

In 2009, SM Prime entered into US$ interest rate swap agreements with an aggregate notional amount of US$145.0 million. Under these agreements, SM Prime effectively converts the floating rate US$30.0 million two-year bilateral loan, US$90.0 million three-year term loans and US$25.0 million five-year bilateral loan into fixed rate loans with semi-annual payment intervals up to November 2011, May 2012 and November 2013, respectively (see Note 19). SM Prime preterminated the US$30.0 million swap on November 30, 2010 and the US$90.0 million swap on May 16, 2011. Fair value changes from the preterminated swap recognized in the consolidated statements of income amounted to ₱9 million loss in 2011 ₱6.0 million gain in 2010. As at December 31, 2012 and 2011, the outstanding US$25 million floating to fixed interest rate swap has negative fair values of ₱22.1 million and ₱39.8 million, respectively.

In 2009, SM Prime entered into Philippine peso interest rate swap agreement with a notional amount of ₱750.0 million. Under these agreement, SM Prime effectively converts the floating rate Philippine peso-denominated four-year bullet term loan into fixed rate loan with quarterly payment intervals up to April 2013 (see Note 19). On October 17, 2011, the interest rate swap was preterminated as a result of the prepayment of the underlying loan. Negative fair value changes from the preterminated swap recognized in the consolidated statements of income amounted to ₱0.87 million in 2011.

In 2008, SM Prime entered into Philippine peso interest swap agreements with an aggregate notional amount of ₱1,000.0 million with repayment of ₱5.0 million every anniversary. Under these agreements, SM Prime effectively swaps the fixed rate Philippine peso-denominated five-year syndicated fixed rate notes into floating rate loans based on PDST-F plus an agreed margin with quarterly payment intervals up to June 2013 (see Note 19). On March 14, 2011, the interest rate swap was preterminated as a result of the prepayment of the underlying loan. Fair value changes from the preterminated swap recognized in the consolidated statements of income amounted to ₱27.0 million loss in 2011.

Foreign Currency Options. In 2010, SM Prime simultaneously entered into two plain vanilla long call currency options and two plain vanilla short put currency options with notional amounts of US$5 million each. SM Prime combines the long call option and the short put option such that the net effect of the two options will be similar to that of a foreign currency range option. If the spot rate is above the strike rate of the long call option, SM Prime, on a net-settlement basis, will buy US$ and sell ₱ at the strike rate of the long call option based on the notional amount. On the other hand, if the spot rate is below the lower strike rate of the short put option, SM Prime, on a net-settlement basis, will buy, US$ and sell ₱ at the strike rate of the short put option based on the notional amount. However, should the spot rate fall within the range of the two strike rates, there will be no settlement between parties as both options would be unfavorable. The average strike rates of the long call and short put currency options are ₱47.41 to US$1.00 and ₱47.36 to US$1.00, respectively. As at December 31, 2010, there are no outstanding currency options as these matured during the year. Net fair value changes from these option contracts recognized in the consolidated statements of income amounted to ₱0.8 million gain in 2010.

Foreign Currency Exchange Swap. In 2012, the Parent Company into sell ₱ and buy US$ forward contracts. It entered into sell US$ and buy ₱ with the same aggregate notional amount. The Parent Company recognized derivative liability with a corresponding negative on net fair value changes amounting to ₱2.0 million from the outstanding foreign currency exchange swaps as at December 31, 2012.

Non-deliverable Forwards. In 2012, 2011 and 2010, the Parent Company and SM Prime entered into sell ₱ and buy US$ forward contracts. It entered into sell US$ and buy ₱ with the same aggregate notional amount. The Parent Company recognized derivative asset and derivative liability amounting to ₱18.5 million and ₱43.8 million from the outstanding forward contracts as at December 31, 2012 and 2011, respectively.

Fair Value Changes on Derivatives
The net movements in fair value changes of all derivative instruments as at December 31 are as follows:

	2012	2011
	(In Thousands)	
Balance at beginning of year	**(₱202,741)**	(₱98,312)
Net change in fair value	**(2,304,958)**	(295,268)
Fair value of derivatives on settled contracts	**(101,802)**	190,839
Balance at end of year	**(₱2,609,501)**	(₱202,741)

In 2012, the net changes in fair value amounting to negative ₱2,305.0 million comprise of interest paid amounting to ₱26.8 million, which is included under “Interest expense” account in the consolidated statements of income and net marked-to-market loss on derivatives amounting to ₱1,330.4 million, which is included under “Gain (loss) on fair value changes on derivatives - net” account in the consolidated statements of income.

In 2011, the net changes in fair value amounting to negative ₱295.3 million comprise of interest paid amounting to ₱22.0 million, which is included under “Interest expense” account in the consolidated statements of income and net marked-to-market loss on derivatives amounting to ₱273.3 million, which is included under “Gain (loss) on fair value changes on derivatives - net” account in the consolidated statements of income.

In 2010, net changes in fair value amounting to ₱327.4 million comprise of interest paid amounting to ₱71.0 million, which is included under “Interest expense” account in the consolidated statements of income and net mark-to-market gain on derivatives amounting to ₱256.4 million, which is included under “Gain (loss) on fair value changes on derivatives - net” account in the consolidated statements of income.

The reconciliation of the amounts of derivative assets and liabilities recognized in the consolidated balance sheets as follows:

	2012	2011
	(In Thousands)	
Derivative assets (see Note 16)	**₱128,480**	₱159,461
Derivative liabilities	**(2,737,981)**	(362,202)
Balance at end of year	**(₱2,609,501)**	(₱202,741)

30. EPS Computation

	2012	2011	2010
	(In Thousands, Except for Per Share Data)		
Net Income Attributable to Common Owners of the Parent			
Net income attributable to common owners of the Parent for basic earnings (a)	**₱24,674,381**	₱21,224,592	₱18,440,169
Effect on net income of convertible bonds, net of tax	**(1,105,751)**	43,813	–
Net income attributable to common equity holders of the Parent adjusted for the effect of dilution (b)	**₱23,568,630**	₱21,268,405	₱18,440,169
Weighted Average Number of Common Shares Outstanding			
Weighted average number of common shares outstanding for the period (c)	**616,750**	612,038	611,218
Dilutive effect of convertible bonds	12,146	2,132	–
Weighted average number of common shares outstanding for the period adjusted for the effect of dilution (d)	**628,896**	614,170	611,218
Basic EPS (a/c)	**₱40.01**	₱34.68	₱30.17
Diluted EPS (b/d)	**₱37.48**	₱34.63	₱30.17

The effect of the convertible bonds on net income and on the number of shares were not considered due to its antidilutive effect, which if included, will arrive at an EPS of ₱30.32 in 2010.

31. Reclassification

The comparative information in 2011 and 2010 consolidated statements of income has been reclassified to conform to the presentation of the financial statements for the period ended December 31, 2012.

32. Other Matters

In 1988, the Parent Company acquired the former Baguio Pines Hotel properties from the Development Bank of the Philippines (DBP) through a negotiated sale and purchased the Taal Vista Lodge (the Lodge) from the Taal & Tagaytay Management Corp., the original purchaser of the Lodge from DBP.

Previously, in 1984, certain minority stockholders of Resort Hotel Corp. (RHC), the previous owner of the former Baguio Pines Hotel properties and the Lodge, filed with the Regional Trial Court (RTC) of Makati a derivative suit against the DBP questioning the foreclosure by the DBP of the mortgages of these properties. The Parent Company was impleaded as a party defendant in

1995. The RTC of Makati voided the foreclosure by the DBP on the mortgaged properties and declared the Parent Company a buyer in bad faith.

The DBP and the Parent Company have appealed the RTC's decision to the Court of Appeals. On May 25, 2007, the Court of Appeals issued a decision completely reversing and setting aside the February 13, 2004 decision of the RTC Makati and, consequently, dismissing the said RTC case. The appellees (certain non-controlling stockholders of RHC) filed a Motion for Reconsideration with the Court of Appeals and on November 9, 2007, the Court of Appeals issued a resolution denying the appellees' Motion for Reconsideration. The appellees filed a Petition for Review on Certiorari before the Supreme Court appealing the decision of the Court of Appeals reversing the said decision of the RTC Makati. On December 23, 2009, the Supreme Court rendered a decision decreeing, among others, that the foreclosures of the mortgaged Baguio Pines Hotel and Taal Vista Lodge properties were valid; and on October 24, 2010, the Supreme Court issued a Resolution denying petitioners (certain non-controlling stockholders of RHC) Motion for Reconsideration of the Resolution dated June 21, 2010 denying with finality the separate Motion for Partial Reconsideration filed by Petitioner and DBP since it was treated as a second Motion for Reconsideration, a prohibited pleading under the Rules of Court.

33. Events After the Reporting Period

a) At various dates in January and February 2013, the bondholders of US$17.0 million (₱697.9 million) opted to convert their holdings into 929,154 SMIC's shares. This resulted to an increase in capital stock and additional paid-in capital amouting to ₱9.3 million and ₱902.7 million, respectively, and a decrease in liability of ₱912.0 million.

b) In 2013, SM Prime and SM Retail has entered into a joint venture with Waltermart Group of Companies (Waltermart). Waltermart is engaged in the business of shopping mall operations. As at March 6, 2013, the terms and conditions of the agreement are still being finalized.