

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-Q

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

1. For the quarterly period ended
Sep 30, 2016
2. SEC Identification Number
A200115151
3. BIR Tax Identification No.
219-045-668
4. Exact name of issuer as specified in its charter
AG Finance, Incorporated
5. Province, country or other jurisdiction of incorporation or organization
Metro Manila, Philippines
6. Industry Classification Code(SEC Use Only)
7. Address of principal office
Unit 4-3 Citibank Center, 8741 Paseo de Roxas, Makati City
Postal Code
1226
8. Issuer's telephone number, including area code
(02)833-0769
9. Former name or former address, and former fiscal year, if changed since last report
Not Applicable
10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
Common Shares	261,824,002

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

Yes No

If yes, state the name of such stock exchange and the classes of securities listed therein:

Philippine Stock Exchange

12. Indicate by check mark whether the registrant:

(a) has filed all reports required to be filed by Section 17 of the SRC and SRC Rule 17 thereunder or Sections 11 of the RSA and RSA Rule 11(a)-1 thereunder, and Sections 26 and 141 of the

Corporation Code of the Philippines, during the preceding twelve (12) months (or for such shorter period that the registrant was required to file such reports)

Yes No

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

Yes No

The Exchange does not warrant and holds no responsibility for the veracity of the facts and representations contained in all corporate disclosures, including financial reports. All data contained herein are prepared and submitted by the disclosing party to the Exchange, and are disseminated solely for purposes of information. Any questions on the data contained herein should be addressed directly to the Corporate Information Officer of the disclosing party.

AG Finance, Incorporated AGF

PSE Disclosure Form 17-2 - Quarterly Report References: SRC Rule 17 and Sections 17.2 and 17.8 of the Revised Disclosure Rules

For the period ended	Sep 30, 2016
Currency (indicate units, if applicable)	Philippine Peso

Balance Sheet

	Period Ended	Fiscal Year Ended (Audited)
	Sep 30, 2016	Dec 31, 2015
Current Assets	2,448,847	2,340,362
Total Assets	329,858,507	329,750,022
Current Liabilities	1,545,013	513,945
Total Liabilities	1,545,013	513,945
Retained Earnings/(Deficit)	-7,787,757	-6,865,173
Stockholders' Equity	328,313,494	329,236,077
Stockholders' Equity - Parent	328,313,494	329,236,077
Book Value per Share	1.25	1.26

Income Statement

	Current Year (3 Months)	Previous Year (3 Months)	Current Year-To-Date	Previous Year-To-Date
Operating Revenue	0	0	701	27,445,333

Other Revenue	0	0	0	635,024
Gross Revenue	0	0	701	28,080,357
Operating Expense	-38,850	-57,377	-923,285	-32,654,395
Other Expense	0	0	0	0
Gross Expense	-38,850	-57,377	-923,285	-32,654,395
Net Income/(Loss) Before Tax	-38,850	-57,377	-922,584	-4,574,038
Income Tax Expense	0	17,213	0	1,265,929
Net Income/(Loss) After Tax	-38,850	-40,164	-922,584	-3,308,109
Net Income Attributable to Parent Equity Holder	0	0	0	0
Earnings/(Loss) Per Share (Basic)	-0	-0	-0	-0.01
Earnings/(Loss) Per Share (Diluted)	-0	-0	-0	-0.01

Other Relevant Information

NONE

Filed on behalf by:

Name	Joanna Manzano
Designation	Compliance Officer

SECURITIES AND EXCHANGE COMMISSION
SEC FORM 17-Q
QUARTERLY REPORT PURSUANT TO SECTION 17 OF THE SECURITIES
REGULATION CODE AND SRC RULE 17(2) (b) THEREUNDER

1. For the quarterly period ended **September 30, 2016**
2. Commission identification number **A200115151**
3. BIR Tax Identification No. **219-045-668**
4. Exact name of issuer as specified in its charter **AG Finance, Incorporated**
5. Province, country or other jurisdiction of incorporation or organization **Metro Manila**
6. Industry Classification Code: (SEC Use Only)
7. Address of issuer's principal office Unit 4-3 Citicenter 8741 Paseo de Roxas Makati city
Postal Code **1226**
8. Issuer's telephone number, including area code **(632)831-4479**
9. Former name, former address and former fiscal year, if changed since last report
U2205A East, PSE Centre, Exchange Rd. Ortigas, Pasig City
10. Securities registered pursuant to Sections 8 and 12 of the Code, or Sections 4 and 8 of the RSA

Title of each Class	Number of shares of common stock outstanding
Common Stock, P1 par value	261,824,002

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

Yes No

Philippine Stock Exchange

Common Shares

12. Indicate by check mark whether the registrant:

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

Yes No

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

Yes No

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PART I – FINANCIAL INFORMATION

Item 1. – Financial Statements

The unaudited interim Financial Statements of AG Finance Incorporated as of September 30, 2016 (with comparative audited Balance Sheet as of December 31, 2015) and for the nine-month period ended September 30, 2016 and 2015 are in compliance with generally accepted accounting principles. There were no changes made in accounting policies and methods of computation in the preparation of the interim financial statements.

Summary of Balance Sheet as of September 30, 2016 and December 31, 2015

	2016 Unaudited	2015 Audited	2016 vs. 2015	
	(P'000)	(P'000)	Amount Increase (decrease) (P'000)	Percentage Increase (decrease)
Current assets	P2,449	P2,340	P109	4.7%
Noncurrent assets	327,410	327,410	–	–
Total Assets	P329,859	P329,750	P109	0.0%
Current liabilities	P1,545	P514	P1,031	200.6%
Stockholders' Equity	328,314	329,236	(922)	(0.3%)
Total Liabilities and Stockholders' Equity	P329,859	P329,750	P109	0.0%

Summary of Income Statements for the nine months and three months period ended September 30, 2016 and 2015.

	For three months ending September 30		For nine months ending September 30	
	2016 (P'000)	2015 (P'000)	2016 (P'000)	2015 (P'000)
Interest Income	P–	P–	P1	P27,445
Impairment (Loss) Gain	–	–		(500)
Net Interest Income After Impairment	–	–	1	28,580
Other Operating Income	–	–		1,135
Other Operation Expense	39	57	(923)	(32,654)
Profit (Loss) Before Tax	(39)	(57)	(922)	(2,939)
Tax Expense	–	17		1,266
Net Income (loss) for the period	(P39)	(P40)	(P922)	(P3,308)

Summary of Statement of Cash Flows for the nine months period ending September 30, 2016 and September 30, 2015.

	For three months ending		For nine months ending September 30	
	2016 (P'000)	2015 (P'000)	2016 (P'000)	2015 (P'000)
Cash (used) provided in operating activities	₱14	₱(97)	₱109	₱(171,563)
Cash provided from investing activities	–	–	–	301
Cash used in financing activities	–	–	–	(123,057)
Effect in exchange rate change on cash	–	–	–	147
Net increase (decrease) in cash and cash equivalent	14	(97)	109	(294,466)
Cash and cash equivalent- beginning	156	110	61	294,479
Cash and cash equivalent -ending	₱170	₱13	₱170	₱13

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operation

On March 6, 2015, the Board of Directors (BOD) approved the change of the Company's principal purpose to a holding company, including investment in mining and smelting operations as secondary purpose.

On April 20, 2015, the shareholders approved the change in the Company's primary purpose from leasing and finance to that of a holding company, and adding as a secondary purpose, mining and smelting operations, and the amendment of the Company's Articles of Incorporation to reflect the changes in the primary and secondary purposes. On December 18, 2015, the stockholders approved the amendment of the Articles of Incorporation to change its corporate name from AG Finance Incorporated to Ferronoux Metals Refinery Inc., change of principal address from Unit 2205-A, East Tower Philippine Stock Exchange Center Exchange Road, Ortigas Center, Pasig City to 16th Floor Citibank Tower, Paseo de Roxas, Makati City and to increase the number of directors from 7 to 9 and Amendment of the Corporation's By Laws to increase the number of directors from 7 to 9, change the date of the Annual Meeting from last Friday of June to last Wednesday of May as stated in Article II Section 1, change of stock symbol from AGF to FMR, election of the directors and appointment of Reyes Tacandong & Co. as the Corporation's external auditor.

On June 26, 2015, the company disclosed that on June 25, 2015 Mr. Tony O. King and his family, that they have sold to RYM Business Management Corporation 183,276,801 common shares or 70% of AG Finance through a block sale for ₱280.00 million or approximately ₱ 1.53 per share.

On June 30, 2015, the Company ceased its lending activities,

Results of Operation

The following discussion and analysis is based on the unaudited interim financial statements for six months period ending September 30, 2016 and 2015.

Nine Months Ended September 30, 2016 Compared with the Nine Months Ended September 30, 2015 (Increase/Decrease of 5% or More)

Interest Income

Interest income earned for the current period of ₱0.7 thousand pertains to bank interest only as compared to last year's income from its lending activities and bank interest before the Company ceased its lending activities amounting to ₱27.4 million.

Other operating income

There is no operating income during the period as compared to ₱1.1 million on the same period last year. The operating income includes processing fees, penalties and rental income.

Operating expenses

Operating expenses were ₱0.9 million for the nine months ended September 30, 2016 compared to ₱32.7 million for the same period in 2015, a decrease of ₱31.8 million or equivalent to 97.2%.

Statements of Operation for the Three Months Ended September 30, 2016 Compared with the Three Months Ended September 30, 2015 (Increase/Decrease of 5% or More)

Interest Income

There are no interest income nor operating income earned during the three months period of 2016 and 2015 since the company ceased its operation last June 2015.

Other Operating expenses showed a net decrease of ₱18 thousand or equivalent to 32.3%. This was due to the decrease in contractual services and other expenses.

Statements of Financial Position

The significant changes in the Statement of Financial Position accounts during the nine months ended September 30, 2016 compared to December 31, 2015 are as follows:

Total assets were ₱329.8 million as of September 30, 2016 compared to ₱329.7 million for the same period in 2016, an increase of ₱0.1 million. The increased in cash was due to advances from affiliated company.

Total Liabilities increased by ₱1.0 million or 200.6% from ₱0.5 million to ₱1.5 million mainly due to advances from RYM Business Management Corp.

Total Equity decreased by ₱0.92 million is mainly due to net loss for the interim period.

Statements of Cash Flows

The net cash provided in operating activities amounted to ₱108.5 thousand for the nine months ended September 30, 2016 compared to net cash used last year amounted ₱171.6 million. The increase in cash from operating activities is the net result of the following:

- Net loss generated during the third quarter this year.
- Advances to related parties

In the third quarter of 2015 the company generate cash from disposal of property and equipment for ₱0.3 million.

In addition, there was a decreased in dollar exchange rate that affect the Cash of the company amounting to ₱0.15 million.

The net effect of the foregoing operating, investing and financing activities were a net increase of ₱0.11 million and a balance of ₱0.17 million in cash as of September 30, 2016 as compared to a net cash decrease of ₱294.4 million and a balance of ₱0.013 million as of September 30, 2015.

Horizontal and Vertical Analysis

	Unaudited 2016	Audited 2015	Increase (Decrease)	
			Amount	Percentage
ASSETS				
Current Assets				
Cash	₱169,910	₱61,425	₱108,485	176.61%
Other current assets	2,278,937	2,278,937	-	-
Total Current Assets	2,448,847	2,340,362	108,485	4.64%
Noncurrent Assets				
Note receivable	327,409,660	327,409,660	-	-
Total Noncurrent Assets	327,409,660	327,409,660	-	-
	₱329,858,507	₱329,750,022	₱108,485	0.03%
LIABILITIES AND EQUITY				
Current Liabilities				
Accrued expenses and other current liabilities	1,545,013	₱513,945	₱1,031,068	200.62%
Equity				
Capital stock	261,824,002	261,824,002	-	-
Additional paid-in capital	74,277,248	74,277,248	-	-
Deficit	(7,787,757)	(6,865,173)	(922,584)	13.44%
Total Equity	328,313,494	329,236,077	(922,584)	(0.28%)
	₱329,858,507	₱329,750,022	₱108,485	0.03%

Financial Indicators

	As of September 30, 2016	As of September 30, 2015
Current Ratio ^{1/}	1.59:1.00	5,990.18:1
Debt to Equity Ratio ^{2/}	0.005:1.00	0.0002:1
Asset to Equity Ratio ^{3/}	1:1.	1:1
Return on Assets ^{4/}	0.00	0.00
Return on Equity ^{5/}	0.00	0.00
Book Value per share	1.25 per share	1.26 per share

1/ *Current assets divided by current liabilities*

2/ *Total liabilities divided by equity*

3/ *Total assets divided by equity*

4/ *Net income divided by average assets*

5/ *Net income divided by average equity*

6/ *Total common stockholder's equity divided by
Number of common shares*

Other Information

- a. There are no known trends, demands, commitments, events or uncertainties that have a material impact on the Company's liquidity.
- b. There are no events that will trigger direct or contingent financial obligation that is material to the Company.
- c. There are no material off-balance sheet transactions, arrangements, obligations, and other relationships of the company with unconsolidated entities, or other persons were created during the interim period.
- d. There are no material commitments for capital expenditures during the interim period.
- e. There are no known trends, events or uncertainties that have or are reasonably expected to have a material impact on net sales/ revenues/ income from continuing operations.
- f. There is no significant income or expense that did not arise from the Company's continuing operations.
- g. There is no seasonal aspect that had a material effect on the financial condition or results of operation.

PART II - OTHER INFORMATION

The issuer may, at its option, report under this item any information not previously reported in a report on SEC Form 17-C. If disclosure of such information is made under this Part II, it need not be repeated in a report on Form 17-C which would otherwise be required to be filed with respect to such information or in a subsequent report on Form 17-Q.

PART III - FINANCIAL SOUNDNESS INDICATORS

Liquidity Ratio

- a.
Current Ratio
Total Current Assets/ Total Current Liabilities 1.59:1.00
- b.
Quick Ratio
Quick asset / Total Current Liabilities = 0.11:1.00

Solvency Ratio

- a.
Debt Ratio
Total liabilities / Total assets = 0.005:1.00
- b.
Debt to Equity Ratio
Total liabilities / Shareholder's Equity = 0.005:1.00

Profitability Ratio

- a.
Return on Equity Ratio
Net loss / Average shareholder's equity = 0.00
- b.
Return on Assets
Net loss / Average Total assets = 0.00
- c.
Asset to Equity Ratio:
Total Assets / Ave. Stockholders' Equity = 1.00:1.00
- d.
Asset Turnover
Revenue/Total Assets = 0.00

SIGNATURES

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

Issuer: AG FINANCE INCORPORATED

Date: November 02, 2016

By:

Signature: 

ROLANDO S. SANTOS
Title: Treasurer

Signature: 

LESTER LAURENCE S. BAGUEC
Title: Accountant

AG FINANCE INCORPORATED
(A Subsidiary of RYM Business Management Corporation)

STATEMENTS OF FINANCIAL POSITION

	Note	Unaudited September 30, 2016	Audited December 31, 2015
ASSETS			
Current Assets			
Cash	6	₱169,910	₱61,425
Other current assets	8	2,278,937	2,278,937
Total Current Assets		2,448,847	2,340,362
Noncurrent Asset			
Note receivable	7	327,409,660	327,409,660
Total Noncurrent Asset		327,409,660	327,409,660
		₱329,858,507	₱329,750,022
LIABILITIES AND EQUITY			
Current Liabilities			
Accrued expenses and other current liabilities	10	₱1,545,013	₱513,945
Equity			
Share Capital	13	261,824,002	261,824,002
Additional paid-in capital	13	74,277,248	74,277,248
Deficit		(7,787,757)	(6,865,173)
Total Equity		328,313,494	329,236,077
		₱329,858,507	₱329,750,022

See accompanying Notes to Financial Statements.

AG FINANCE INCORPORATED
(A Subsidiary of RYM Business Management Corporation)

STATEMENTS OF COMPREHENSIVE INCOME

	Note	Nine months ended September 30,		Three months ended September 30,	
		2016	2015	2016	2015
INCOME					
Interest income	14	₱701	₱27,445,333	₱-	₱-
EXPENSES					
	15	(923,285)	(32,654,395)	(38,850)	(57,377)
OTHER INCOME (CHARGES)					
Impairment (loss) gain	7	-	(500,000)	-	-
Other operating income		-	1,135,024	-	-
LOSS BEFORE INCOME TAX					
		(922,584)	(4,574,038)	(38,850)	(57,377)
PROVISION FOR INCOME TAX					
Current		-	1,265,929	-	17,213
NET LOSS					
		(922,584)	(3,308,109)	(38,850)	(40,164)
OTHER COMPREHENSIVE INCOME					
		-	-	-	-
TOTAL COMPREHENSIVE LOSS					
		(₱922,584)	(₱3,308,109)	(₱38,850)	(₱40,164)
BASIC LOSS PER SHARE					
	16	(₱0.004)	(₱0.013)	(₱0.0001)	(₱0.0001)

See accompanying Notes to Financial Statements.

AG FINANCE INCORPORATED
(A Subsidiary of RYM Business Management Corporation)
STATEMENTS OF CHANGES IN EQUITY

	Note	September 30, 2016	September 30, 2015
CAPITAL STOCK			
Balance at beginning of year	13	₱261,824,002	₱261,824,002
Issuance		-	-
Balance at end of year		261,824,002	261,824,002
ADDITIONAL PAID-IN CAPITAL			
Balance at beginning of year	13	74,277,248	74,277,248
Issuance		-	-
Balance at end of year		74,277,248	74,277,248
RETAINED EARNINGS (DEFICIT)			
Balance at beginning of year, as previously reported		(6,865,173)	138,295,331
Prior period adjustment	19	-	(11,348,226)
Balance at beginning of year, as restated		(6,865,173)	126,947,105
Cash dividends	13	-	(123,057,281)
Net loss		(922,584)	(3,308,109)
Balance at end of year		(7,787,757)	581,715
REMEASUREMENT GAIN (LOSS) ON RETIREMENT LIABILITY			
Balance at beginning of year	11	-	(166,847)
Effect of curtailment		-	-
Balance at end of year		-	(166,847)
TOTAL EQUITY		₱328,313,493	₱336,516,118

See accompanying Notes to Financial Statements.

AG FINANCE INCORPORATED
(A Subsidiary of RYM Business Management Corporation)

STATEMENTS OF CASH FLOWS

	Note	Three months period ended September 30,	
		2016	2015
CASH FLOWS FROM OPERATING ACTIVITIES			
Loss before tax		(₱38,788)	(₱57,377)
Adjustments for:			
Interest income		(62)	-
Operating profit before working capital changes		(38,850)	(57,377)
Decrease (increase) in:			
Other current asset		(2,000)	-
Increase (decrease) in:			
Accrued expenses and other current liabilities		50,301	(39,818)
Net cash used in operations		13,451	(97,194)
Interest received		62	-
Net cash used in operating activities		13,513	(97,194)
NET INCREASE (DECREASE) IN CASH		13,513	(97,194)
CASH AT BEGINNING OF PERIOD		156,397	110,279
CASH AT END OF PERIOD		₱169,910	₱13,085

See accompanying Notes to Financial Statements.

AG FINANCE INCORPORATED
(A Subsidiary of RYM Business Management Corporation)

STATEMENTS OF CASH FLOWS

	Note	Nine months period ended September 30	
		2016	2015
CASH FLOWS FROM OPERATING ACTIVITIES			
Loss before tax		(₱922,584)	(₱4,574,038)
Adjustments for:			
Prior period adjustment		-	(11,348,226)
Interest income		(701)	(27,445,333)
Depreciation	9	-	169,335
Unrealized foreign currency losses (gains)		-	146,908
Impairment loss on loans receivable	7	-	500,000
Operating profit before working capital changes		(923,285)	(42,551,354)
Decrease (increase) in:			
Loans receivables		-	(171,132,799)
Other current asset		-	13,449,829
Increase (decrease) in:			
Accrued expenses and other current liabilities		1,031,069	(13,909,611)
Net cash generated from (used in) operations		107,784	(214,143,935)
Interest received		701	44,673,999
Cash paid for income tax		-	(2,093,017)
Net cash provided by (used in) operating activities		108,485	(171,562,983)
CASH FLOWS FROM INVESTING ACTIVITIES			
Proceeds from sale of property and equipment	9	-	300,832
Net cash provided by investing activities		-	300,832
CASH FLOWS FROM FINANCING ACTIVITIES			
Payments for:			
Dividends	13	-	(123,057,281)
Net cash used in financing activities		-	(123,057,281)
EFFECT OF EXCHANGE RATE CHANGES ON CASH			
		-	(146,908)
NET INCREASE (DECREASE) IN CASH		108,485	(294,466,309)
CASH AT BEGINNING OF PERIOD		61,425	294,479,394
CASH AT END OF PERIOD		₱169,910	₱13,085

See accompanying Notes to Financial Statements.

AG FINANCE INCORPORATED
(A Subsidiary of RYM Business Management Corporation)

NOTES TO FINANCIAL STATEMENTS

1. Corporate Matters

AG Finance Incorporated (the Company) was incorporated and registered with the Philippine Securities and Exchange Commission (SEC) on December 14, 2001 primarily to operate as a financing company and provide short-term, unsecured credit facilities to permanent rank-and-file employees of medium-sized companies in the Philippines.

The Company's shares of stock are listed in the Philippine Stock Exchange (PSE) on August 13, 2013. As at December 31, 2015 and 2014, 261,824,002 shares of the Company are listed in the PSE.

On March 6, 2015, the Board of Directors (BOD) approved the change of the Company's principal purpose to a holding company, including investment in mining and smelting operations as secondary purpose. The Company is still in the process of applying with the SEC for the amendment to the articles of incorporation.

On June 25, 2015, RYM Business Management Corporation (RYM or the Parent Company) acquired 183,276,801 shares from various outstanding stockholders.

The Company's registered office is Unit 2205A East Tower, Philippine Stock Exchange Center, Exchange Road, Ortigas Center, Pasig City.

2. Basis of Preparation and Statement of Compliance

The financial statements of the Company have been prepared on a historical cost basis. These are presented in Philippine Peso, which is the Company's functional currency. All values are in absolute amount, unless otherwise stated.

The financial statements of the Company have been prepared in compliance with Philippine Financial Reporting Standards (PFRS). This financial reporting framework includes PFRS, Philippine Accounting Standards (PAS) and Philippine Interpretations of issuances by the International Financial Reporting Interpretations Committee (IFRIC), issued by the Financial Reporting Standards Council and adopted by the SEC, including SEC pronouncements.

3. Summary of Changes in Accounting Policies

Adoption of New and Revised PFRS

The accounting policies adopted are consistent with those of the previous financial year, except for the adoption of the following new and revised PFRS which the Company adopted effective for annual periods beginning on or after January 1, 2016:

- Amendment to PAS 24, *Related Party Disclosures - Key Management Personnel* – The amendment clarifies how payments to entities providing key management personnel services are to be disclosed.
- Amendment to PFRS 13, *Fair Value Measurement - Short-term Receivables and Payables and Portfolio Exception* – The amendment clarifies that the portfolio exception in PFRS 13 - allowing an entity to measure the fair value of a group of financial assets and financial

liabilities on a net basis - applies to all contracts (including non-financial) within the scope of PAS 39, *Financial Instruments: Recognition and Measurement* or PFRS 9, *Financial Instruments*.

The adoption of the foregoing new and revised PFRS did not have any material effect on the financial statements. Additional disclosures have been included in the notes to financial statements, as applicable.

New and Revised PFRS Not Yet Adopted

Relevant new and revised PFRS which are not yet effective for the year ended December 31, 2015 and have not been applied in preparing the financial statements are summarized below.

Effective for annual periods beginning on or after January 1, 2016

- Amendments to PAS 1, *Presentation of Financial Statements* – The amendments clarify guidance on materiality and aggregation, the presentation of subtotals, the structure of financial statements and the disclosure of accounting policies.
- Amendment to PFRS 7, *Financial Instruments: Disclosures* – The amendment adds guidance to clarify whether a servicing contract is continuing involvement in a transferred asset.

Effective for annual periods beginning on or after January 1, 2018

- PFRS 9 – This standard will replace PAS 39 (and all the previous versions of PFRS 9). It provides requirements for the classification and measurement of financial assets and financial liabilities, impairment, hedge accounting and derecognition.

PFRS 9 requires all recognized financial assets to be subsequently measured at amortized cost or fair value (through profit or loss or through other comprehensive income), depending on their classification by reference to the business model within which they are held and their contractual cash flow characteristics.

For financial liabilities, the most significant effect of PFRS 9 relates to cases where the fair value option is taken: the amount of change in fair value of a financial liability designated as at fair value through profit or loss that is attributable to changes in the credit risk of that liability is recognized in other comprehensive income (rather than in profit or loss), unless this creates an accounting mismatch.

For the impairment of financial assets, PFRS 9 introduces an “expected credit loss” model based on the concept of providing for expected losses at inception of a contract; it will be no longer necessary for objective evidence of impairment before a credit loss is recognized.

For hedge accounting, PFRS 9 introduces a substantial overhaul allowing financial statements to better reflect how risk management activities are undertaken when hedging financial and non-financial risk exposures.

The derecognition provisions are carried over almost unchanged from PAS 39.

Under prevailing circumstances, the adoption of the foregoing new and revised PFRS is not expected to have any material effect on the financial statements of the Company. Additional disclosures will be included in the financial statements, as applicable.

4. Summary of Significant Accounting Policies

The significant accounting policies that have been used in the preparation of these financial statements are summarized below. These policies have been consistently applied to all the years presented, unless otherwise stated.

Fair Value Measurement

The Company uses market observable data to a possible extent when measuring the fair value of an asset or a liability. Fair values are categorized into different levels in a fair value hierarchy based on inputs used in the valuation techniques as follows:

- Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

If the inputs used to measure the fair value of an asset or a liability might be categorized in different levels of the fair value hierarchy, then the fair value measurement is categorized in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Company recognizes transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

Financial Assets and Liabilities

a. Recognition

Financial instruments are recognized in the statement of financial position when the Company becomes a party to the contractual provision of the instruments. Financial instruments are initially recognized at fair value. In the case of regular way purchase or sale of financial asset, recognition and derecognition, as applicable, is done using trade date accounting. The initial measurement of the financial instruments, except for those classified at fair value through profit or loss (FVPL), includes transaction costs.

“Day 1” Differences. Where the transaction 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 Company recognizes the difference between the transaction price and fair value (a “Day 1” difference) in the statement of comprehensive income. In cases where there is no observable data on inception, the Company deemed the transactions price as the best estimate of fair value and recognizes “Day 1” difference in profit or loss when the inputs become observable or when the instrument is derecognized. For each transaction, the Company determines the appropriate method of recognizing the “Day 1” difference.

b. Classification

The Company classifies its financial assets at initial recognition under the following categories: (a) financial assets at FVPL, (b) held-to-maturity (HTM) investments, (c) loans and receivables and (d) available-for-sale (AFS) financial assets. Financial liabilities, on the other hand, are classified as either financial liabilities at FVPL or other financial liabilities at

amortized cost. The classification depends on the purpose for which the financial instruments were acquired or incurred and whether or not the instruments are quoted in an active market.

As September 30, 2016 and December 31, 2015 the Company does not have financial assets and liabilities at FVPL, HTM investments and AFS financial assets.

Loans and Receivables. Loans and receivables are financial assets with fixed or determinable payments and fixed maturities and that are not quoted in an active market. These are not entered into with the intention of immediate or short-term resale and are not classified or designated as AFS financial assets or financial asset at FVPL. Loans and receivables are included in current assets if maturity is within 12 months from reporting date. Otherwise, these are classified as noncurrent assets.

After initial measurement, loans and receivables are subsequently measured at amortized cost using the effective interest method, less allowance for impairment, if any. Amortized cost is calculated by taking into account any discount or premium on acquisition and any transaction cost which are directly attributable in the acquisition of the financial instrument. The amortization is included in profit or loss.

This category includes cash and cash equivalents (excluding cash on hand) and loans and note receivable.

Other Financial Liabilities at Amortized Cost. Financial liabilities are classified in this category if these are not held for trading or not designated as at FVPL upon the inception of the liability. These include liabilities arising from operations or through borrowing.

After initial recognition, other financial liabilities are subsequently measured at amortized cost using the effective interest method. Amortized cost is calculated by taking into account any related issue costs, discount or premium. Gains and losses are recognized in profit or loss when the liabilities are derecognized, as well as when there is amortization process.

This category accrued expenses and other current liabilities (excluding statutory payables).

c. Derecognition

A financial asset (or where applicable, a part of a financial asset or part of a group of similar financial assets) is derecognized by the Company when:

- the right to receive cash flows from the asset has expired; or
- the Company 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 Company has transferred its right to receive cash flows from the asset and either (a) has transferred substantially all the risks and rewards of the assets, or (b) has neither transferred nor retained substantially all the risk and rewards of the assets, but has transferred control over the asset.

Where the Company has transferred its right to receive cash flows from an asset or has entered into a pass-through arrangement, and has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the asset is recognized to the extent of the Company’s continuing involvement in the asset. Continuing involvement that takes the form of a guarantee over the transferred asset, if any, is measured at the lower of original carrying amount of the asset and the maximum amount of consideration that the Company could be required to pay.

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

d. Offsetting

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

e. Impairment of Financial Assets

Loans and Receivables. The Company assesses at each reporting date whether there is objective evidence that a financial asset or group of financial assets is impaired.

The Company assesses at each reporting date whether there is objective evidence that a financial asset or group of financial assets is impaired. A financial asset or group of financial assets is deemed 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 (or events) has an impact on the estimated future cash flows of the financial asset or group of financial assets that can be reliably estimated. The carrying value of the impaired account is reduced to the extent that it exceeds the asset's net realizable value. Impairment losses are recognized in full in profit or loss. If in a subsequent period, the amount of accumulated impairment losses has decreased because of an event occurring after impairment was recognized, the decline is allowed to be reversed to profit or loss to the extent that the resulting carrying value will not exceed the amortized cost determined had no impairment been recognized.

Other Current Assets

Other current assets include prepayments and creditable withholding taxes (CWT).

Prepayments are apportioned over the period covered by the payment and charged to profit or loss when incurred. Prepayments that are expected to be realized for no more than 12 months after the financial reporting period are classified as current assets. Otherwise these are classified as noncurrent assets.

CWT are amounts withheld from income subject to expanded withholding taxes. CWTs can be utilized as payment for income taxes provided that these are properly supported by certificates of creditable tax withheld at source subject to the rules on Philippine income taxation.

Property and Equipment

Property and equipment are stated at cost less accumulated depreciation and any impairment in value. The initial cost of property and equipment comprises its purchase price, including import duties, non-refundable purchase taxes after deducting trade discounts and rebates and any directly attributable costs of bringing the asset to its working condition and location for its intended use. The cost of self-constructed assets includes the cost of materials and direct labor, any other costs directly attributable to bringing the assets to a working condition for their intended use, the costs of dismantling and removing the items and restoring the site on which they are located and capitalized borrowing costs. Purchased software that is integral to the functionality of the related equipment is capitalized as part of the equipment.

Expenditures incurred after the property and equipment have been put into operation, such as repairs, maintenance and overhaul costs, are normally charged to operations in the year the costs are incurred. In situations where it can be clearly demonstrated that the expenditures have resulted in an increase in the future economic benefits expected to be obtained from the use of an item of property and equipment beyond its originally assessed standard of performance, the expenditures are capitalized as additional costs of property and equipment. The cost of replacing a component of an item of property and equipment is recognized if it is probable that the future economic benefits embodied within the component will flow to the Company, and its cost can be measured reliably. The carrying amount of the replaced component is derecognized.

When parts of an item of property and equipment have different useful lives, they are accounted for as separate items (major components) of property and equipment.

Depreciation is calculated on a straight-line basis over the following estimated useful lives of the property and equipment:

<u>Asset Type</u>	<u>Years</u>
Condominium Units	14-20
Furniture, Fixtures and Office Equipment	3-5

The estimated useful lives and method for depreciation are reviewed periodically to ensure that the periods and method of depreciation are consistent with the expected pattern of economic benefits from items of property and equipment.

When assets are retired or otherwise disposed of, the cost and the related accumulated depreciation and any impairment in value are removed from the accounts. Any resulting gain or loss is credited to or charged against current operations.

Capital Stock and APIC

Capital stock is measured at par value for all shares issued. Proceeds and/or fair value of considerations received in excess of par value, if any, are recognized as APIC.

Retained Earnings (Deficit)

Retained earnings (deficit) represent the cumulative balance of all current and prior period operating results, less dividends declared.

Revenue Recognition

Revenue is recognized to the extent that it is probable that economic benefits will flow to the Company and the amount of revenue can be measured reliably. Revenue is recognized as follows.

Interest. Interest income is recognized in profit or loss as it accrues, taking into account the effective yield on the asset.

Processing fees. Processing fees are recognized at the time the loan contract was agreed with the borrowers to the extent of the cost incurred for processing of the loans extended

Penalties. Penalties are recognized based on a certain percentage of monthly amortizations that were collected beyond due date.

Other Income. Income from other sources is recognized when earned during the period.

Cost and Expenses Recognition

Costs and expenses are recognized in profit or loss when there is a decrease in future economic benefit related to a decrease in an asset or an increase in a liability that can be measured reliably.

Finance Costs

Finance costs represent the cost of money used in operations. It is recognized as incurred using the effective interest rate method.

Employee Benefits

Short-term Benefits. The Company provides short-term benefits to its employees in the form of basic 13th month pay, bonuses, employer's share on government contribution, and other short-term benefits. Short-term employee benefit liabilities are measured on an undiscounted basis and are expensed as the related service is provided.

Retirement Benefits. The Company has an unfunded, noncontributory defined benefit plan covering all qualified employees. The retirement benefits cost is determined using the projected unit credit method which reflects services rendered by employees to the date of valuation and incorporates assumptions concerning employees' projected salaries.

The Company recognizes service costs, comprising of current service costs, past service costs, gains and losses on curtailments and non-routine settlements and interest expense in profit or loss. Interest expense is calculated by applying the discount rate to the retirement liability or asset.

Past service costs are recognized in profit or loss on the earlier of the date of the plan amendment or curtailment; and the date that the Company recognizes restructuring-related costs.

Remeasurements comprising actuarial gains and losses are recognized immediately in other comprehensive income in the period in which they arise. Remeasurements are not reclassified to profit or loss in subsequent periods.

The retirement liability is the aggregate of the present value of the defined benefit obligation. The present value of the retirement liability is determined by discounting the estimated future cash outflows using interest rate on government bonds that have terms to maturity approximating the terms of the related retirement liability.

Actuarial valuations are made with sufficient regularity so that the amounts recognized in the financial statements do not differ materially from the amounts that would be determined at the reporting date.

Income Taxes

Current Tax. Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rate used to compute the amount is the one that has been enacted or substantively enacted at the reporting date.

Deferred Tax. Deferred tax is provided on all temporary differences at the reporting date 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. Deferred tax assets are recognized for all deductible temporary differences, carry-forward benefits of any unused tax credits from the excess of minimum corporate income tax (MCIT) over the regular corporate income tax (RCIT) and any unused net operating loss carryover (NOLCO), to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and carry-forward benefits of unused MCIT and unused NOLCO can be utilized. Deferred tax, however, is not recognized when it 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.

The carrying amount of deferred tax assets is reviewed at each reporting date 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 asset to be utilized. Unrecognized deferred tax assets are reassessed at each reporting date and are recognized to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

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

Deferred tax is recognized in profit or loss except to the extent that it relates to a business combination, or items directly recognized in equity as other comprehensive income.

Deferred tax assets and 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.

EPS

Basic EPS is computed by dividing net income (loss) for the year attributable to capital stockholders by the weighted average number of capital stock outstanding during the year, with retroactive adjustments for any stock dividends declared and stock split.

Diluted EPS is calculated by adjusting the weighted average number of capital stock outstanding to assume conversion of all dilutive potential ordinary shares.

Where the EPS effect of potential dilutive capital stock would be anti-dilutive, basic and diluted EPS are stated at the same amount.

Related Parties

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control or common significant influence.

Provisions

Provisions are recognized when the Company 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.

Contingencies

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

Events after the Reporting Date

Post year-end events that provide additional information about the Company's financial position at the end of reporting period (adjusting events) are reflected in the financial statements when material. Post year-end events that are non-adjusting are disclosed in the notes to financial statements when material.

Segment Reporting

An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to the transactions with any of the Company's other components.

The Company's operating segment consists only of lending activities which was wound down in 2015. As discussed in Note 1, the Company is in the process of applying with the SEC for the change of its principal purpose to a holding company.

5. Significant Accounting Judgments, Estimates and Assumptions

PFRS requires management to exercise judgments and make estimates that affect the amounts reported in the financial statements. The judgments and estimates used in the financial statements are based upon management's evaluation of relevant facts and circumstances as at the reporting date. While the Company believes that, the assumptions are reasonable and appropriate, significant differences in the actual experience or significant changes in the assumptions may materially affect the estimated amounts. The estimates and underlying assumptions are reviewed on an on-going basis. Actual results could differ from such estimates.

Judgments

In the process of applying the Company's accounting policies, management has made the following judgments, apart from those involving estimates, which have the most significant effect on the amounts recognized in the financial statements.

Determining Functional Currency. Based on the economic substance of the underlying circumstances relevant to the Company, the functional currency of the Company has been determined to be the Philippine Peso, which is the currency of the primary economic environment in which the Company operates.

Accounting for Operating Lease - Company as a Lessee. The Company, as a lessee, has an operating lease agreement for its office space. The Company has determined that the risks and benefits of ownership related to the leased properties are retained by the lessor. Accordingly, the lease is accounted for as an operating lease.

Rent expense amounted to ₱1.5 million in 2015 and nil in September 2016. (See Note 15).

Estimates

The key estimates concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below.

Estimating Allowance for Impairment of Receivables. The Company maintains allowance for receivable impairment at a level considered adequate to provide for potential uncollectible receivables. The level of this allowance is evaluated by management on the basis of factors that affect the collectibility of the accounts. These factors include, but are not limited to, the length of the Company's relationship with the debtor, the debtor's payment behaviour and known market factors. The Company identifies and provides for specific accounts that are doubtful of collection and reviews the age and status of the remaining receivables and establishes a provision considering, among others, historical collection and write-off experience.

No Impairment loss on receivables on September 30, 2016 and December 31, 2015 (see Note 7). The carrying amount of receivables are as follows:

	Note	September 2016	December 2015
Note receivable	7	₱327,409,660	₱327,409,660

Estimating Useful Lives of Property and Equipment. The Company estimates the useful lives of property and equipment based on the period over which the assets are expected to be available for use. The Company annually reviews the estimated useful lives of property and equipment based on factors that include asset utilization, internal technical evaluation, technological changes,

environmental changes and anticipated use of the assets.

There is no change in the useful lives of the Company's property and equipment in 2016 and 2015. The carrying amount of property and equipment amounted to nil as at September 30, 2016 and December 31, 2015 (see Note 9).

Assessing Impairment of Nonfinancial Assets. The Company assesses impairment on nonfinancial assets whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. The factors that the Company considers important which could trigger an impairment review include the following:

- significant underperformance relative to expected historical or projected future operating results;
- significant changes in the manner of use of the acquired assets or the strategy for overall business; or
- significant negative industry or economic trends.

No impairment loss was recognized in 2016 and 2015. The carrying amount of property and equipment amounted to nil as at September 30, 2016 and December 31, 2015 (see Note 9).

Estimating Retirement Liability. The determination of the Company's retirement obligation and costs is dependent on the selection by management of assumptions used by actuaries in calculating such amounts. Those assumptions include, among others, discount rate and salary increase rate.

Actual results that differ from the Company's assumptions are recorded as addition to or deduction from retirement liability and recognized in profit or loss or other comprehensive income. One or more of the actuarial assumptions may differ significantly and as a result, the actuarial present value of the retirement obligation estimated as at reporting date may differ significantly from the amount reported.

Retirement liability amounted to nil in September 30, 2016 and December 31, 2015 (see Note 11).

Assessing Realizability of Deferred Tax Assets. The Company reviews its deferred tax assets at each reporting date and reduces the carrying amount 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 asset to be utilized.

Deferred tax assets on certain deductible temporary differences and carry forward benefits of NOLCO and MCIT amounting to ₱16.2 million as at December 31, 2015 ₱12.3 million have not been recognized. Management believes that no sufficient future taxable income will be available in the near future against which the deferred tax assets can be utilized.

6. Cash

This account pertains to cash in bank amounting to ₱169,910 and ₱61,425 as of September 30, 2016 and December 31, 2015, respectively.

Cash in banks earn interest at bank deposit rates.

Cash equivalents are short-term investments that are made for varying periods of up to three months depending on the immediate cash requirements of the Company, and earn interest at prevailing short-term investment rates.

Interest income earned from cash in bank amounted to ₱701 in September 30, 2016 and ₱0.3 million in 2015 (see Note 14).

7. Receivables

Movement of the note receivable presented under noncurrent assets in the statement of financial position follows:

	Unaudited September 30, 2016	Audited December 31, 2015
Nominal amount	₱327,409,660	₱332,639,733
Day 1 difference:		
Day 1 loss	–	(11,870,527)
Accretion	–	6,640,454
	–	(5,230,073)
Carrying amount at end of year	₱327,409,660	₱327,409,660

Movements in the allowance for impairment account are shown below:

	September 30, 2016	December 31, 2015
Balance at beginning of year	₱–	₱40,948,095
Reversal resulting from the exchange	–	(40,948,095)
Balance at end of year	₱–	₱–

8. Other Current Assets

This account pertains to creditable withholding tax amounting to ₱2,278,937.00 as of September 30, 2016 and December 31, 2015

9. Property and Equipment

Movements in this account are as follows:

	September 30, 2016	Dec. 31 2015
	Furniture, Fixtures and Office Equipment	
Cost		
Balance at beginning of year	₱–	₱3,526,443
Disposals		(3,526,443)
Balance at end of year	–	–
Accumulated Depreciation		
Balance at beginning of year	–	3,056,276
Depreciation	–	169,335
Disposals	–	(3,225,611)
Balance at end of year	–	–
Carrying Amount	₱–	₱–

In 2014, the Company sold its condominium units and furniture, fixtures and office equipment with carrying amounts of ₱11.1 million and ₱1.7 million, respectively, for ₱28.4 million resulting to a gain of ₱15.6 million.

On June 1, 2015, all of the Company's remaining property and equipment were sold at its carrying amounts.

10. Accrued Expenses and Other Current Liabilities

This account consists of:

	September 30, 2016	Dec. 31, 2015
Accrued expenses	P-	P252,733
Due to a related party	12 1,494,557	244,656
Statutory payables	-	16,556
	P1,494,713	P513,945

Accrued expenses include unpaid professional fees and other expenses that are expected to be settled within the next financial year.

11. Retirement Benefits

The Company has an unfunded, noncontributory defined benefit retirement plan covering substantially all of its regular employees. The retirement benefits are based on years of service and compensation during the last month of employment.

On June 25, 2015, the Company has terminated all of its employees due to cessation of operations and change in management.

Retirement Benefits

The retirement benefit cost (income) recognized in profit or loss included in salaries and employee benefits under "Expenses" account are as follows:

	2016	2015
Gain on curtailment	P-	(P2,948,625)
Current service cost	-	-
Interest cost	-	-
	P-	(P2,948,625)

Changes in the retirement liability recognized in the statement of financial position are as follows:

	2016	2015
Balance at beginning of year	P-	P3,186,978
Current service cost	-	-
Interest cost	-	-
Effect of curtailment	-	(3,186,978)
Balance at end of year	P-	P-

Remeasurement (gains) losses recognized follow:

	2016	2015
Through profit or loss:		
Gain on curtailment	P-	(P2,948,625)

Through other comprehensive income:

Gain on curtailment	-	(238,353)
	₱-	(₱3,186,978)

The cumulative remeasurement losses recognized in other comprehensive income (loss) follows:

	2015		
	Cumulative Remeasurement Losses	Deferred Income Tax	Cumulative Remeasurement Losses, Net of Tax
Balance at beginning of year	(₱238,353)	(₱71,506)	(₱166,847)
Gain on curtailment	238,353	71,506	166,847
Balance at end of year	₱-	₱-	₱-

Principal assumptions used to determine retirement benefit cost and liability in 2014 are as follows:

Discount rate	4.9%
Rates of increase in compensation	8.0%

12. Related Party Transactions

Outstanding balance and transaction with a related party are as follows:

Nature of Transaction	Amount of Transaction		Outstanding Balance	
	Sept. 2016	2015	Sept. 2016	2015
Due to a related party				
Under common control Advances for working capital purposes	₱1,299,901	₱244,656	₱1,494,557	₱244,656

Outstanding balance which is included in "Accrued expenses and other current liabilities" account is noninterest-bearing, payable on demand and settlement occurs in cash.

Compensation of Key Management Personnel

Compensation of key management personnel consists of short-term benefits amounting to nil in June 30, 2016 and ₱2.7 million in December 31, 2015

13. Equity

Capital Stock

Capital stock consists of common shares as follows:

	September 30, 2016		December 31, 2015	
	Number of Stocks	Amount	Number of Stocks	Amount
Common stock - ₱1 par value				
Authorized shares	550,000,000	₱550,000,000	550,000,000	₱550,000,000
Issued and outstanding:	261,824,002	₱261,824,002	261,824,002	₱261,824,002
		₱261,824,002		₱261,824,002

On July 24, 2013, the PSE approved the Company's application for the listing of its common stock. The approval covers the Company's initial listing up to 261,824,002 common shares with a par value of ₱1.00 per share at an offer price of ₱2.10 per share. The proceeds from the sale of the Company's listed shares amounted to ₱148.4 million for the 68,074,000 common shares offered to the public.

APIC

Of the total proceeds from the initial public offering (IPO), ₱74.3 million was recognized as APIC being the amount paid in excess of the capital stock's par value. Total share issuance costs deducted from APIC amounted to ₱6.1 million, net of tax.

Retained Earnings

On March 25, 2015, the Company declared cash dividends out of 2014 retained earnings of ₱0.47 per share on stockholders on record of April 15, 2015 amounting to ₱123.1 million. The dividends were paid on April 24, 2015.

14. Interest Income

This account consists of:

	Note	Sept. 30, 2016	Sept. 30, 2015
Cash and cash equivalents	6	₱701	₱292,635
OFW Financing program		–	25,436,940
Salary & emergency loans		–	1,715,758
		₱701	₱27,445,333

15. Expenses

This account consists of:

	Note	Sept. 30, 2016	Sept. 30, 2015
Professional fees		₱380,559	₱1,341,760
Representation		41,500	272,608
Communication and utilities		15,000	600,167
Salaries and employee benefits		–	9,421,595
Contractual services		–	810,014
Insurance		–	345,713
Dues and subscription		–	321,947
Office supplies		–	300,447
Marketing and collection		–	265,377
Depreciation	9	–	169,335
Transportation and travel		–	107,409
Legal and bank charges		2,000	50,780
Taxes and licenses		500	4,934,357
Others		483,726	13,712,886
		₱923,285	₱32,654,395

16. Earnings (Loss) Per Share

Earnings (loss) per share is calculated by dividing the net income attributable to stockholders of the Company by the weighted average number of ordinary shares in issue during the year. Estimated earnings per share follow:

	Sept. 30, 2016	Dec. 31, 2015
Net Loss	(P922,584)	(P3,267,945)
Weighted average number of common shares	261,824,002	261,824,002
Earnings per share	(P0.004)	(P0.012)

17. Financial Risk Management Objectives and Policies

General

The Company has risk management policies that systematically view the risks that could prevent the Company from achieving its objectives. These policies are intended to manage risks identified in such a way that opportunities to deliver the Company's objectives are achieved. The Company's risk management takes place in the context of day-to-day operations and normal business processes such as strategic and business planning. Management has identified each risk and is responsible for coordinating and continuously improving risk strategies, processes and measures in accordance with the Company's established business objectives.

Financial Risk Management Objectives and Policies

The Company's financial instruments consist of cash and cash equivalents, receivables and accrued and other current liabilities (excluding statutory payables), which arise directly from its operations. The main risks arising from the use of these financial instruments are credit risk, liquidity risk, currency risk and market risk. Management reviews and approves the policies for managing each of these risks, which are summarized below.

Credit Risk

Credit risk is the risk of loss that may arise on outstanding financial instruments should a counterparty default on its obligation. The Company's exposure to credit risk arises primarily from cash and cash equivalents (excluding cash on hand), receivables and note receivable.

Exposure to Credit Risk. The carrying amount of cash in banks, receivables and note receivable represent the Company's maximum exposure to credit risk in relation to financial assets.

Credit Risk Concentration Profile. The credit risk of the Company is concentrated in its note receivable.

Credit Quality. The credit quality of the Company's financial assets that are neither past due nor impaired are considered to be of high grade and expected to be collectible without incurring any credit losses.

The aging analyses of financial assets as at December 31 are as follows:

September 2016				
Neither Past	Past Due But Not		Past Due	
	Impaired			
Due Not	Less		And	
Impaired	Than	31-60 Days	Impaired	Total
	30 Days			

Cash	₱169,910	₱-	₱-	₱-	₱169,910
Note receivable	327,409,660	-	-	-	327,409,660
	₱327,579,570	₱-	₱-	₱-	₱327,579,570

	2015					Total
	Neither Past Due Nor Impaired	Past Due But Not Impaired		Past Due And Impaired		
		Less Than 30 Days	31-60 Days			
Cash *	₱61,425	₱-	₱-	₱-		₱61,425
Note receivable	327,409,660	-	-	-		327,409,660
	₱327,471,085	₱-	₱-	₱-		₱327,471,085

*Excluding cash on hand

Cash and cash equivalents are entered into with reputable financial institutions duly approved by the BOD.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to settle or meet its financial obligations when they fall due. The Company aims to maintain flexibility by maintaining sufficient cash to meet all foreseeable cash needs.

The carrying amount of the accrued and other current liabilities (excluding statutory payables) as at September 30, 2016 and December 31, 2015 represents the contractual undiscounted cash flows and is payable on demand.

Fair Value of Financial Assets and Financial Liabilities

Set out below is a comparison by category of carrying amounts and fair values of the Company's financial instruments that are carried in the financial statements:

	2016		2015	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Financial Assets				
Cash and cash equivalents*	₱169,910	₱169,910	₱61,425	₱61,425
Loans receivable	-	-	-	-
Note receivable	327,409,660	327,409,660	327,409,660	327,409,660
	₱327,579,570	₱327,579,570	₱327,471,085	₱327,471,085
Financial Liabilities				
Accrued and other current liabilities**	₱1,544,557	₱1,544,557	₱497,389	₱497,389

*Excluding cash on hand

**Excluding statutory payables

Cash (excluding Cash on Hand), Loans Receivable and Accrued and Other Current Liabilities. Due to the short-term nature of transactions, the fair values approximate the amount of consideration at reporting period.

Notes Receivable. The fair value approximates carrying value because the effective interest rate is comparable to prevailing market rates.

18. Capital Management Objectives, Policies and Procedures

Capital Management

The Company's capital management objectives are to ensure the Company's ability to continue as a going concern and to provide an adequate return to shareholders by creating products and services commensurate with the level risk. The Company manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Company may return capital to shareholders, issue new shares or convert related party advances to an equity component item.

The Company monitors its capital using the debt to equity ratio, which is the total liabilities divided by the total equity.

	Sept. 2016	Dec. 2015
Total liabilities	₱1,545,013	₱513,945
Total equity	328,313,493	329,236,077
Debt-to-equity ratio	0.005:1.0	0.002:1.0

19. Prior Period Adjustment

The Company's financial statements as at and for the year ended December 31, 2015 were restated to take up the derecognition of deferred tax asset related to the allowance for impairment loss of receivables amounting to ₱12.3 million.