PUREGOLD PRICE CLUB, INC.

August 14, 2017

Securities And Exchange Commsion
G/F Secretariat Building, PICC Complex, Roxas Blvd.,
Pasay City

Attention: **Director Vicente Graciano P. Felizmenio, Jr.**
Markets and Securities Regulation Division

Philippine Stock Exchange
Ayala Avenue, Makati City

Attention: **Ms. Janet Encarnacion**
Head, Disclosure Department

Subject: SEC Form 17-Q - 2nd Quarter 2017

GENTLEMEN:

For submission is the attached SEC 17-Q/Second Quarter Consolidated Financial Statements of Puregold Price Club, Inc. for CY 2017.

Very truly yours,

Candy H. Dacanay-Datuon
Assistant Corporate Secretary

COVER SHEET

A199813754

SEC Registration Number

PUREGOLD PRICE CLUB, INC.

(Company's Full Name)

NO. 900 ROMUALDEZ ST., PACO, MANILA

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

CANDY H. DACANAY-DATUON

(Contact Person)

(02) 523-3055

(Company Telephone Number)

1 2	3 1	SEC FORM 17-Q	0 5	3 0
Month	Day	(Form Type)	Month	Day

(Secondary License Type, If Applicable)

Dept. Requiring this Doc

Amended Articles Number/Section

Total No. of Stockholders

Total Amount of Borrowing

Domestic

Foreign

SEC Personnel concerned

File Number

LCU

Document ID

Cashier

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: June 30, 2017

2. Commission identification number: A199813754

3. BIR Tax Identification No: 201-277-095

4. Exact name of issuer as specified in its charter: Puregold Price Club, Inc.

5. Province, country or other jurisdiction of incorporation or organization: Manila, Philippines

6. Industry Classification Code: ______ (SEC Use Only)

7. Address of issuer's principal office: No. 900 Romualez St., Paco, Manila Postal Code: 1007

8. Issuer's telephone number, including area code: (632) 522-8801 to 04/ (632) 523-3055

9. Former name, former address and former fiscal year, if changed since last report: N/A

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

Title of each Class	Number of shares of common stock outstanding and amount of debt outstanding
Common Shares	2,765,381,406

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

Yes [/] No [ ]

If yes, state the name of such Stock Exchange and the class/es of securities listed therein:

Philippine Stock Exchange Common Share

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 [ ]

13. If any of the following documents are incorporated by reference.

MANAGEMENT DISCUSSION AND ANALYSIS AND PLAN OF OPERATION
ANNEX "A" CONSOLIDATED FINANCIAL STATEMENTS

FINANCIAL INFORMATION

Item 1. Financial Statements

Please see attached **SECTION A**

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

The following should be read in conjunction with the accompanying interim financial statements and notes thereto which form part of this Quarterly Report. The interim financial statements and notes thereto have been prepared in accordance with Philippine Financial Reporting Standards particularly PAS 34, Interim Financial Statements.

Top Key Performance Indicators

The following are the financial soundness indicators used by the Group as at June 30 and December 31 and for the six-month periods ended June 30:

	June 2017	December 2016
Current Ratio (1)	**2.31:1**	1.73:1
Asset to Equity Ratio (2)	**1.36:1**	1.51:1
Debt to Equity Ratio (3)	**0.36:1**	0.51:1
Debt to Total Assets Ratio (4)	**0.26:1**	0.34:1
Book Value per Share (5)	**P16.51**	P15.61
Price Earnings Ratio (6)	***24.76x**	19.52x

** Based on annualized EPS*

	June 2017	June 2016
Earnings per Share (7)	**P0.90**	P0.82
Return on Assets (8)	**3.9%**	3.9%
Return on Equity (9)	**5.6%**	5.7%

(1) Current Assets over Current Liabilities
(2) Total Assets over Total Equity
(3) Total Liabilities over Total Equity
(4) Total Liabilities over Total Assets
(5) Total Equity over Total Common Shares Outstanding
(6) Market Value per Share over Earnings per Share
(7) Net income after tax over Weighted Average Common Shares Outstanding
(8) Net income after tax over Average Total Assets
(9) Net income after tax over Average Total Equity

I. Results of Operations

For the period ended June 30, 2017, the Group earned a consolidated net income of P2,488 million at 4.4% net margin and an increase of 9.8% from P2,267 million at 4.4% net margin in the same period of 2016. This was principally driven by the continuous organic expansion of the Group's grocery retail outlets on the back of a sustained strong consumer demand. This has been augmented by combined management strategies and programs to boost revenue contributions from both the base stores as well as new stores complemented by sustained operating efficiencies and strategic costs controls on operating expenses at its current level.

The Group's comparative financial performance is presented below:

	For the Six-month Periods Ended June 30					For the Three-month Periods April 1 to June 30			
(In millions)	**2017**		2016			**2017**		2016	
		% to Sales		% to Sales	**% Change**		**% to Sales**		% to Sales
Net Sales	**P56,576**	**100.0%**	P51,058*	100.0%	**10.8%**	**P29,042**	**100.0%**	P26,296	100.0%
Cost of Sales	**47,179**	**83.4%**	42,772	83.8%	**10.3%**	**24,268**	**83.6%**	22,130	84.2%
Gross Profit	**9,397**	**16.6%**	8,286	16.2%	**13.4%**	**4,774**	**16.4%**	4,167	15.8%
Other Operating Income	**1,594**	**2.8%**	1,481	2.9%	**7.7%**	**825**	**2.8%**	768	2.9%
Gross Income	**10,991**	**19.4%**	9,767	19.1%	**12.5%**	**5,599**	**19.3%**	4,934	18.8%
Operating Expenses	**7,387**	**13.1%**	6,497	12.7%	**13.7%**	**3,847**	**13.2%**	3,331	12.7%
Operating Income	**3,604**	**6.4%**	3,270	6.4%	**10.2%**	**1,752**	**6.0%**	1,603	6.1%
Other expenses - net	**(65)**	**-0.1%**	(44)	-0.1%	**45.6%**	**(29)**	**-0.1%**	(20)	-0.1%
Net Income before tax	**3,539**	**6.3%**	3,225	6.3%	**9.7%**	**1,723**	**5.9%**	1,583	6.0%
Income tax expense	**1,051**	**1.9%**	958	1.9%	**9.7%**	**510**	**1.8%**	470	1.8%
Net Income after tax	**P2,488**	**4.4%**	P2,267	4.4%	**9.8%**	**P1,213**	**4.2%**	P1,113	4.2%

Net Sales

For the period ended June 30, 2017, the Group posted a consolidated net sales of P56,576 million for an increase of P5,518 million or a growth of 10.8% compared to P51,058 million in the same period of 2016. New stores put up in 2016 were fully operating in 2017 increasing consolidated net sales in addition to robust like for like stores sales growth and revenue contributions from new organic stores.

Like for like sales performance indicators for the period ended June 30 are as follow:

	PGOLD		**S&R**	
	2017	2016	**2017**	2016
Net Sales	**4.0%**	7.0%	**10.2%**	2.7%
Net Ticket	**2.8%**	6.7%	**6.4%**	-0.9%
Traffic	**1.2%**	0.2%	**3.6%**	3.7%

Gross Profit
For the period ended June 30, 2017, the Group realized an increase of 13.4% in consolidated gross profit from P8,286 million in 2016 at 16.2% margin to P9,397 million at 16.6% margin in the same period of 2017, driven by strong sales growth from new and old stores and sustained continuing suppliers' support through additional trade discounts in the form of rebates and conditional discounts granted during the period.

Other Operating Income
Other operating income increased by P113 million or 7.7% from P1,481 million in the first half of 2016 to P1,594 million in the same period of 2017. This is attributable to increase in concess income, membership income and other supplier supports driven mainly by new stores and other promotional activities conducted during the period. In 2017, S&R tied up with Unioil and offered a P3.00 discount on gasoline and P2.00 off on diesel per liter, to all members using their issued membership cards with magnetic stripes. In March 29 to April 2, S&R held its 5-day sale Members' Treat.

Gross Operating Income
Gross operating income realized during the first quarter of 2017 amounted to P10,991 million at a gross operating margin of 19.4% which grew by 12.5% from the 2016 level of P9,767 million at 19.1% margin.

Operating Expenses
Operating expenses increased by P890 million or 13.7% from P6,497 million in the six-month period ended June 30, 2016 to P7,387 million in the same period of 2017. The incremental operating expenses were mainly attributable to manpower costs, as well as rent expenses covering new lease contracts, depreciation expense and taxes, principally related to the establishment and operation of new organic stores.

Other Expense - net
Other expenses net of other income amounted to P65 million and P44 million for the six-month periods ended June 30, 2017 and 2016, respectively. Interest expense increased in June 2017 due to additional short-term working capital loans availed in late 2016 and for the six-month period ended June 30, 2017.

Net Income
For the period ended June 30, 2017, the Group earned a consolidated net income of P2,488 million at 4.4% net margin and an increase of 9.8% from P2,267 million at 4.4% net margin in the same period of 2016.

II. Financial Condition

The Group's consolidated statements of financial position as at June 30, 2017 and December 31, 2016 are presented below:

	June 2017		December 2016		
(In millions)		% to Total Assets		% to Total Assets	% Change
Cash & cash equivalents	P1,862	3.0%	P6,416	9.8%	-71.0%
Receivables – net	3,428	5.5%	3,881	5.9%	-11.7%
Merchandise inventory	17,058	27.5%	16,488	25.2%	3.5%
Investments in trading securities	41	0.1%	35	0.1%	16.9%
Prepaid expenses and other current assets	1,181	1.9%	982	1.5%	20.3%
Total Current Assets	23,570	37.9%	27,802	42.5%	-15.2%
Investments and acquisitions of subsidiaries	800	1.3%	800	1.2%	0.0%
Property and equipment - net	16,568	26.7%	15,712	24.0%	5.5%
Intangibles and goodwill	19,558	31.5%	19,561	29.9%	0.0%
Other noncurrent assets	1,621	2.6%	1,509	2.3%	7.4%
Total Noncurrent Assets	38,547	62.1%	37,581	57.5%	2.6%
	P62,117	100.0%	P65,383	100.0%	-5.0%
Accounts payable and accrued expenses	5,056	8.1%	9,644	14.7%	-47.6%
Short-term loans payable	4,158	6.7%	5,018	7.7%	-17.1%
Income tax payable	532	0.9%	844	1.3%	-37.0%
Due to related parties	21	0.0%	34	0.1%	-36.8%
Current maturities of long-term loans, net of debt issue costs	120	0.2%	120	0.2%	0.0%
Other current liabilities	297	0.5%	404	0.6%	-26.4%
Total Current Liabilities	10,184	16.4%	16,062	24.6%	-36.6%
Noncurrent accrued rent	3,079	5.0%	2,910	4.5%	5.8%
Long-term loans - net of current maturities and debt issue costs	2,398	3.9%	2,397	3.7%	0.0%
Deferred tax liabilities – net	326	0.5%	371	0.6%	-12.2%
Retirement benefits liability	469	0.8%	469	0.7%	0.0%
Total Noncurrent Liabilities	6,272	10.1%	6,147	9.4%	2.0%
Total Liabilities	P16,456	26.5%	P22,210	34.0%	-25.9%
Capital stock	2,785	4.5%	2,785	4.3%	0.0%
Additional paid in capital	20,830	33.5%	20,830	31.9%	0.0%
Remeasurements of retirement liability - net of tax	63	0.1%	63	0.1%	0.0%
Treasury stock – at cost	(57)	-0.1%	(57)	-0.1%	0.0%
Retained earnings	22,040	35.5%	19,551	29.9%	12.7%
Total Equity	45,661	73.5%	43,173	66.0%	5.8%
	P62,117	100.0%	P65,383	100.0%	-5.0%

Working Capital

As at June 30, 2017 and December 31, 2016, the Group's working capital stood at P13,387 million and P11,739 million, respectively while its current ratio improved to 2.31 as at June 2017 from 1.73 as at December 2016.

Current Assets
As at June 30, 2017 and December 31, 2016, total current assets amounted to P23,570 million or 37.9% of total assets, and P27,802 million or 42.5% of total assets, respectively, for a decrease of P4,232 million or 15.2% as at June 30, 2017.

Cash and cash equivalents as at June 30, 2017 amounted to P1,862 million or 3.0% of total assets and decreased by P4,554 million or 71.0% compared to previous year-end balance. Decrease in the Group's cash position was attributable mainly to the net settlement of trade and non-trade payables, payment for 2016 cash dividend, partial settlement of loans and capital expenditures for 2017 new organic stores.

Receivables amounted to P3,428 million as at June 30, 2017 or 5.5% of total assets, with a decrease of P453 million or 11.7% from P3,881 million in December 2016. The decrease was due to collections made during the period, bulk of which came from the high year end receivables. This includes trade and non-trade receivables, net of P7 million allowance for impairment losses.

Merchandise inventory amounted to P17,058 million or 27.5% of total assets at the end of June 2017. Total inventory increased by P571 million or 3.5% principally due to stocking requirements of existing and new operating stores.

Investments in trading securities amounted to P41 million as at June 30, 2017 and P35 million in December 2016. The increase was due to recognition of unrealized gain on changes in fair value of the investments.

Prepaid expenses and other current assets increased by P199 million or 20.3% due to increase in prepaid expenses from availment of new policies for insurance of new stores, store and office supplies, creditable withholding tax and advance payment of rent for soon to open stores.

Noncurrent Assets
As at June 30, 2017 and December 31, 2016, total noncurrent assets amounted to P38,547 million or 62.1% of total assets, and P37,581 million or 57.5% of total assets, respectively, for an increase of P966 million or 2.6% as at June 30, 2017.

Investments amounted to P800 million as at June 30, 2017 and December 31, 2016.

Net book values of property and equipment increased by P856 million or 5.5% from P15,712 million in December 2016 to P16,568 million in June 2017. The increase was mainly due to additions made during the period intended for newly operating stores.

Intangibles amounted to P19,558 million as at June 30, 2017 and P19,561 million as at December 31, 2016.

Other noncurrent assets amounted P1,621 million as at June 30, 2017 and P1,509 million as at December 31, 2016. The increase represents security deposits and advance rentals on lease contracts attributable to new organic stores

Current Liabilities
As at June 30, 2017 and December 31, 2016, total current liabilities amounted to P10,184 million or 16.4% of total assets, and P16,062 million or 24.6% of total assets, respectively, for a decrease of P5,879 million or 36.6% as at June 30, 2017.

Accounts payable and accrued expenses decreased by P4,588 million or 47.6% primarily due to settlement of trade and nontrade liabilities, bulk of which came from the high year end payables and payment of cash dividend to stockholders.

Short-term loans payable decreased by P860 million or 17.1% from P5,018 million in December 2016 to P4,158 million in June 2017 due to net settlement of short term loans during the period.

Income tax payable decreased by P312 million from P844 million in December 2016 to P532 million in June 2017 due to settlement made pertaining to prior year liabilities.

Due to related parties, representing royalty fees, amounted to P21 million for the period ended June 2017 and P34 million for the year ended December 2016. The decrease was due to settlement made during the period.

Current maturities of long term debt amounted to P120 million as at June 30, 2017 and December 31, 2016.

Other current liabilities decreased by P107 million or 26.4% from P404 million in December 2016 to P297 million in June 2017 relatively due to redemption of gift certificates and PERKS points earned by members and settlement of VAT payable.

Noncurrent Liabilities
As at June 30, 2017 and December 31, 2016, total noncurrent liabilities amounted to P6,272 million or 10.1% of total assets, and P6,147 million or 9.4% of total assets, respectively, for an increase of P125 million or 2.0% as at June 30, 2017.

Noncurrent accrued rent increased by P169 million or 5.8% from P2,910 million in December 2016 to P3,079 million in June 2017 due to recognition of rent expense for lease contracts entered into by the Parent Company and its subsidiaries in compliance with PAS 17 – *Leases*.

Deferred tax liabilities net of deferred tax assets amounted to P326 million and P371 million as at June 30, 2017 and December 31, 2016, respectively. The decrease was due to increase in deferred tax asset related to accrual of lease liability.

III. Sources and Uses of Cash

The Group's primary sources of liquidity are basically its net operating cash inflows augmented by availments from banks loan facilities as and when required.

Principal uses of cash are working capital requirements, capital expenditures for stores expansion as well as investments in strategic business acquisitions of existing and operating supermarket store outlets.

A brief summary of cash flows during the comparative periods is shown below:

	For the Six-month Periods Ended June 30	
(In millions)	**2017**	2016
Net cash used in operating activities	**(P1,119)**	(P1,863)
Net cash used in investing activities	**(1,745)**	(1,430)
Net cash used in financing activities	**(1,690)**	(1,090)
Net decrease in cash and cash equivalents	**(P4,554)**	(P4,383)

Net cash used in operating activities for the six-month period ended June 30, 2017 amounting to P1,119 million were mainly attributable to settlement of payables to both trade and nontrade suppliers, purchase of inventories and other related current operating items to support the Group's expansion.

Net cash used in investing activities for the six-month period ended June 30, 2017 amounting to P1,745 million were utilized for the acquisition of equipment, furniture & fixtures, construction of buildings and improvements on leased assets.

Net cash used in financing activities for the six-month period ended June 30, 2017 amounting to P1,690 million pertain to payment of 2016 cash dividends to stockholders amounting to P830 million and net settlement of loans during the period.

IV. Material Events and Uncertainties

There are no known trends or any known demands, commitments, events or uncertainties that will result in or that are reasonably likely to result in the Group's liquidity increasing or decreasing in any material way.

There are no events that will trigger direct or contingent financial obligation that is material to the Group, including any default or acceleration of an obligation;

There are no material off-balance sheet transactions, arrangements, obligations (including contingent obligations), and other relationships of the Group with unconsolidated entities or other persons created during the year.

There are no material commitments for capital expenditures other than those performed in the ordinary course of trade of business in line with the Group's retail outlets expansion program.

There are no known trends, events or uncertainties that have had or that are reasonably expected to have a material impact on the revenues or income from continuing operations.

There are no significant elements of income not arising from continuing operations.

The Group experiences the fourth quarter of the year as the peak season relating to increased sales resulting from Christmas and New Year holidays.

SECTION A

PUREGOLD PRICE CLUB, INC. AND SUBSIDIARIES

INTERIM CONSOLIDATED FINANCIAL STATEMENTS
June 30, 2017, and December 31, 2016
and for the Six Months Ended June 30, 2017 and 2016

PUREGOLD PRICE CLUB, INC. AND SUBSIDIARIES
INTERIM CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

	Note	June 2017 (Unaudited)	December 2016 (Audited)
ASSETS			
Current Assets			
Cash and cash equivalents	*4*	**P1,862,075,289**	P6,415,883,385
Receivables – net	*5, 21*	**3,427,622,717**	3,880,855,791
Merchandise inventory	*6*	**17,058,408,653**	16,487,824,308
Investments in trading securities	*7*	**41,054,997**	35,109,026
Prepaid expenses and other current assets	*8*	**1,180,851,481**	981,917,114
Total Current Assets		**23,570,013,137**	27,801,589,624
Noncurrent Assets			
Investments	*9*	**799,650,607**	799,650,607
Property and equipment – net	*10*	**16,567,978,180**	15,711,622,356
Intangibles and goodwill	*11*	**19,558,044,317**	19,560,586,068
Other noncurrent assets	*12, 17*	**1,621,134,527**	1,509,265,101
Total Noncurrent Assets		**38,546,807,631**	37,581,124,132
		P62,116,820,768	P65,382,713,756
LIABILITIES AND EQUITY			
Current Liabilities			
Accounts payable and accrued expenses	*13, 21, 24*	**P5,055,673,292**	P9,643,659,389
Short-term loans payable	*14*	**4,157,500,000**	5,017,500,000
Income tax payable		**531,663,814**	843,546,943
Due to related parties	*21*	**21,333,284**	33,776,623
Current maturities of long-term loans, net of debt issue costs	*14*	**120,000,000**	120,000,000
Other current liabilities	*15*	**297,341,093**	403,864,343
Total Current Liabilities		**10,183,511,483**	16,062,347,298
Noncurrent Liabilities			
Noncurrent accrued rent	*17*	**3,078,955,029**	2,909,884,084
Long-term loans - net of current maturities and debt issue costs	*14*	**2,398,138,832**	2,397,096,658
Deferred tax liabilities – net	*23*	**325,817,915**	371,119,850
Retirement benefits liability	*22*	**469,257,995**	469,257,995
Total Noncurrent Liabilities		**6,272,169,771**	6,147,358,587
Total Liabilities		**16,455,681,254**	22,209,705,885
Equity			
Capital stock	*24*	**2,785,362,877**	2,785,362,877
Additional paid-in capital	*24*	**20,830,391,081**	20,830,391,081
Remeasurements of retirement benefits liability - net of tax	*22*	**62,524,278**	62,524,278
Treasury stocks, at cost	*24*	**(56,702,280)**	(56,702,280)
Retained earnings	*24*	**22,039,563,558**	19,551,431,915
Total Equity		**45,661,139,514**	43,173,007,871
		P62,116,820,768	P65,382,713,756

See Notes to the Interim Consolidated Financial Statements.

PUREGOLD PRICE CLUB, INC. AND SUBSIDIARIES
INTERIM CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(Unaudited)

		For the Six-Month Periods Ended June 30		For the Three-Month Periods April 1 to June 30	
	Note	**2017**	2016	**2017**	2016
NET SALES					
Gross sales		**P56,693,056,800**	P51,159,010,846	**P29,103,783,589**	P26,348,448,258
Sales discount		**117,310,779**	101,266,624	**61,949,604**	52,067,462
		56,575,746,021	51,057,744,222	**29,041,833,985**	26,296,380,796
COST OF SALES	*6, 16*	**47,178,669,861**	42,772,123,764	**24,267,757,060**	22,129,588,985
GROSS PROFIT		**9,397,076,160**	8,285,620,458	**4,774,076,925**	4,166,791,811
OTHER OPERATING INCOME	*18*	**1,594,300,530**	1,480,958,884	**825,255,848**	767,593,404
		10,991,376,690	9,766,579,342	**5,599,332,773**	4,934,385,215
OPERATING EXPENSES	*19*	**7,387,292,714**	6,497,018,661	**3,846,938,878**	3,331,463,632
INCOME FROM OPERATIONS		**3,604,083,976**	3,269,560,681	**1,752,393,895**	1,602,921,583
OTHER INCOME (EXPENSES)					
Interest income	*4*	**8,910,806**	9,084,912	**3,092,937**	2,521,100
Interest expense	*14*	**(68,999,678)**	(44,903,811)	**(34,928,238)**	(22,956,188)
Others – net	*7, 20*	**(4,563,676)**	(8,595,684)	**2,706,200**	371,427
		(64,652,548)	(44,414,583)	**(29,129,101)**	(20,063,661)
INCOME BEFORE INCOME TAX		**3,539,431,428**	3,225,146,098	**1,723,264,794**	1,582,857,922
INCOME TAX EXPENSE					
Current		**1,097,502,928**	1,014,499,721	**540,144,732**	501,325,837
Deferred		**(46,203,143)**	(56,171,891)	**(29,629,412)**	(31,004,429)
	23	**1,051,299,785**	958,327,830	**510,515,320**	470,321,408
NET INCOME		**P2,488,131,643**	P2,266,818,268	**P1,212,749,474**	P1,112,536,514
Basic and diluted earnings per share	*26*	**P0.90**	P0.82	**P0.44**	P0.40

See Notes to the Interim Consolidated Financial Statements.

PUREGOLD PRICE CLUB, INC. AND SUBSIDIARIES
INTERIM CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

Periods Ended June 30

	Note	Capital Stock	Additional Paid-in Capital	Remeasurements of Retirement Liability	Retained Earnings	Treasury Stocks - At Cost	Total Equity
Balance at December 31, 2015		**P2,785,362,877**	**P20,830,391,081**	**(P650,846)**	**P14,854,815,931**	**(P56,702,280)**	**P38,413,216,763**
Total comprehensive income							
Net income for the year		-	-	-	2,266,818,268	-	2,266,818,268
Other comprehensive income - net of tax		-	-	-	-	-	-
Total comprehensive income		-	-	-	**2,266,818,268**	-	**2,266,818,268**
Transactions with owners of the Parent Company							
Cash dividends	24	-	-	-	-	-	-
Balance at June 30, 2016		**P2,785,362,877**	**P20,830,391,081**	**(P650,846)**	**P17,121,634,199**	**(P56,702,280)**	**P40,680,035,031**
Balance at December 31, 2016		**P2,785,362,877**	**P20,830,391,081**	**P62,524,278**	**P19,551,431,915**	**(P56,702,280)**	**P43,173,007,871**
Total comprehensive income							
Net income for the year		-	-	-	2,488,131,643	-	2,488,131,643
Other comprehensive income - net of tax		-	-	-	-	-	-
Total comprehensive income		-	-	-	**2,488,131,643**	-	**2,488,131,643**
Transactions with owners of the Parent Company							
Cash dividends	24	-	-	-	-	-	-
Balance at June 30, 2017		**P2,785,362,877**	**P20,830,391,081**	**P62,524,278**	**P22,039,563,558**	**(P56,702,280)**	**P45,661,139,514**

See Notes to the Interim Consolidated Financial Statements.

PUREGOLD PRICE CLUB, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS

		Periods Ended June 30	
	Note	**2017**	2016
CASH FLOWS FROM OPERATING ACTIVITIES			
Income before income tax		**3,539,431,428**	3,225,146,098
Adjustments for:			
Depreciation and amortization	*10, 11, 19*	**782,874,424**	683,843,125
Rent expense in excess of billings		**169,060,945**	196,366,848
Interest expense	*14*	**68,999,678**	44,903,811
Unrealized valuation gain in trading securities	*7, 20*	**(5,945,971)**	(3,268,262)
Loss on disposal of property and equipment	*20*	**1,137**	-
Dividend income	*20*	**(1,817,695)**	(654,511)
Interest income	*4*	**(8,910,806)**	(9,084,912)
Operating income before changes in working capital		**4,543,693,140**	4,137,252,197
Decrease (increase) in:			
Receivables		**453,233,074**	267,744,849
Merchandise inventory		**(570,584,345)**	(1,742,609,126)
Prepaid expenses and other current assets		**(225,437,367)**	(105,443,561)
Increase (decrease) in:			
Accounts payable and accrued expenses		**(3,754,443,619)**	(3,136,746,151)
Trust receipts payable		**-**	(5,182,021)
Due to related parties		**(12,443,339)**	19,679,114
Other current liabilities		**(106,513,251)**	2,785,600
Cash absorbed by operations		**327,504,293**	(562,519,099)
Interest received		**8,910,806**	9,084,912
Interest paid		**(72,927,734)**	(47,238,869)
Income taxes paid		**(1,382,883,057)**	(1,262,810,218)
Net cash used in operating activities		**(1,119,395,692)**	(1,863,483,274)
CASH FLOWS FROM INVESTING ACTIVITIES			
Additions to property and equipment	*10*	**(1,624,890,395)**	(1,357,897,773)
Increase in intangibles	*11*	**(15,409,057)**	(40,994,037)
Increase in other noncurrent assets		**(110,968,217)**	(32,747,345)
Dividends received		**1,817,695**	654,511
Proceeds from disposal of property and equipment		**4,651,992**	1,434,292
Net cash used in investing activities		**(1,744,797,982)**	(1,429,550,352)
CASH FLOWS FROM FINANCING ACTIVITIES			
Payment of long-term loans payable	*14*	**-**	(450,000,000)
Payment of short-term loans payable		**(1,160,000,000)**	(410,000,000)
Availment of short-term loans payable	*14*	**300,000,000**	600,000,000
Cash dividends paid	*24*	**(829,614,422)**	(829,614,422)
Net cash used in financing activities		**(1,689,614,422)**	(1,089,614,422)
NET DECREASE IN CASH AND CASH EQUIVALENTS		**(4,553,808,096)**	(4,382,648,048)
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR	*4*	**6,415,883,385**	6,246,493,017
CASH AND CASH EQUIVALENTS AT END OF YEAR	*4*	**P1,862,075,289**	P1,863,844,969

See Notes to the Interim Consolidated Financial Statements

1. Reporting Entity

Puregold Price Club, Inc. (the "Parent Company") was incorporated and registered with the Philippine Securities and Exchange Commission (SEC) on September 8, 1998. Its shares are listed in the Philippine Stock Exchange (PSE) since October 5, 2011 with stock symbol of PGOLD. Its immediate and ultimate parent company is Cosco Capital, Inc. (Cosco) which is incorporated in the Philippines. Cosco is formerly named Alcorn Gold Resources Corporation and is also listed with the PSE since September 26, 1998.

The Parent Company is principally involved in the business of trading goods such as consumer products (canned goods, housewares, toiletries, dry goods, food products, pharmaceutical and medical goods, etc.) on a wholesale and retail basis. Its registered office is located at 900 Romualdez Street, Paco, Manila.

The consolidated financial statements include the accounts of the Parent Company and the following subsidiaries (collectively referred to as "the Group") which are all incorporated in the Philippines:

	Percentage of Ownership	
	2017	2016
Kareila Management Corporation (KMC) [(a)]	**100**	100
S&R Pizza (Harbor Point), Inc. [(b)]	**100**	100
S&R Pizza, Inc. [(c)]	**100**	100
PPCI Subic, Inc. (PSI) [(d)]	**100**	100
Entenso Equities Incorporated (Entenso) [(e)]	**100**	100
Goldtempo Company Incorporated (Goldtempo) [(f)]	**100**	100
Daily Commodities, Inc. (DCI) [(g)]	**100**	100
First Lane Super Traders Co., Inc. (FLSTCI) [(g)]	**100**	100

(a) Operator of S&R Membership Shopping; incorporated and registered with the Philippine SEC in 2004; acquired by the Parent Company on May 28, 2012 through a Share Swap Agreement (see Note 9).
(b) A wholly-owned subsidiary of KMC incorporated on May 25, 2015.
(c) A wholly-owned subsidiary of KMC incorporated on June 10, 2016.
(d) Incorporated and registered with the Philippine SEC on May 31, 2012 and started commercial operations on September 20, 2012 (see Note 9).
(e) Incorporated and registered with the Philippine SEC on May 22, 2013 as a holding company (see Note 9).
(f) Acquired on August 26, 2015 through Entenso which subsequently acquired the significant assets of Bargain City, Inc. Multi-Merchantrade Inc. and Superplus Corporation (see Note 11).
(g) Acquired on February 3, 2015 through Entenso through a stock acquisition (see Note 11).

All subsidiaries are engaged in the same business as the Parent Company except for Entenso whose primary purpose is to invest in, purchase, subscribed for, or otherwise acquire and own, hold, use, develop, sell, assign, transfer, mortgage, pledge, exchange, or otherwise dispose real and personal property of every kind of description.

2. Basis of Preparation

Statement of Compliance

The consolidated financial statements have been prepared in compliance with Philippine Financial Reporting Standards (PFRS). PFRS are based on International Financial Reporting Standards (IFRS) issued by the International Accounting Standards Board (IASB). PFRS which are issued by the Philippine Financial Reporting Standards Council (FRSC), consist of PFRS, Philippine Accounting Standards (PAS), and Philippine Interpretations.

The accompanying interim consolidated financial statements were approved and authorized for issuance by the BOD on August 14, 2017.

Basis of Measurement

The Group's consolidated financial statements have been prepared on the historical cost basis of accounting, except for:

Items	Measurement Bases
Investments in trading securities	Fair value
Retirement benefits liability	Present value of defined benefit obligation less fair value of the plan asset

Functional and Presentation Currency

The consolidated financial statements are presented in Philippine peso, which is also the Parent Company's functional currency. All financial information expressed in Philippine peso has been rounded off to the nearest peso, unless otherwise stated.

Use of Judgments, Estimates and Assumptions

The Group's consolidated financial statements prepared in accordance with PFRS require management to make judgments, estimates and assumptions that affect the application of accounting policies and the amounts reported in the consolidated financial statements at the reporting date. However, uncertainty about these estimates and assumptions could result in an outcome 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:

Assessing Joint Arrangements

The Group determines the type of joint arrangement in which it is involved by considering its rights and obligations. An entity assesses its rights and obligations by considering the structure and legal form of the arrangement, the contractual terms agreed to by the parties to the arrangement and, when relevant, other facts and circumstances. Joint arrangements is classified into two types: joint operations and joint ventures. A joint operation is a joint arrangement whereby the parties that have joint control of the arrangement (i.e., joint operators) have rights to the assets, and obligations for the liabilities, relating to the arrangement. A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement (i.e., joint venturers) have rights to the net assets of the arrangement.

The Group has determined that its investments in joint arrangements are classified as investments in joint ventures.

As at June 30, 2017 and December 31, 2016, the carrying amount of its investments in joint ventures amounted to P367.35 million (see Note 9).

Distinction between Investment Property and Property and Equipment
The Group determines whether a property qualifies as investment property. In making its judgment, the Group considers whether the property generates cash flows largely independent of the other assets held by the Group. Property and equipment or owner-occupied properties generate cash flows that are attributable not only to the property but also to the other assets used in the production or supply process.

The Group has determined that its properties are classified as owner-occupied properties.

Assessing Lease Agreements
The determination of whether an arrangement is, or contains a lease is based on the substance of the arrangement at inception date and requires 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.

Operating Leases - Group as a Lessee
The Group has entered into various lease agreements as a lessee. The Group has determined that the lessor retains all significant risks and rewards of ownership of these properties which are leased out under operating lease arrangements.

Rent expense recognized in profit or loss amounted to P1,320.97 million, and P1,201.31 million in June 2017 and 2016, respectively (see Notes 17 and 19).

Operating Leases - Group as a Lessor
The Group has entered into various lease agreements as a lessor to sublease portion of its stores to various lessees. The Group has determined that the lessor retains all significant risks and rewards of ownership of these properties which are leased out under operating lease arrangements.

Rent income recognized in profit or loss amounted to P189.12 million and P186.47 million in June 2017 and 2016, respectively (see Notes 17 and 18).

Assessment of Computer Software and Licenses and Leasehold Rights
The Group acquired computer software and licenses and leasehold rights to be used for its primary line of business. Based on the following attributes, the Group assessed that the computer software and licenses and leasehold rights are intangible assets since: (1) these are separable; in the case of computer software and licenses, these are not integral part of the related hardware, thus, the Group can sell the software and licenses individually or together with a related contract, asset or liability, and (2) they arose from contractual or other legal rights.

Estimates
The key estimates and assumptions used in the consolidated financial statements are based on management's evaluation of relevant facts and circumstances as at the reporting date. Actual results could differ from such estimates.

Estimating Allowance for Impairment Losses on Receivables
The Group maintains an allowance for impairment losses on receivables at a level considered adequate to provide for uncollectible receivables. The level of this allowance is evaluated by the Group on the basis of factors that affect the collectability of the accounts. These factors include, but are not limited to, the length of the Group's relationship with debtors and, their payment behavior and known

market factors. The Group reviews the age and status of the receivable, and identifies accounts that are to be provided with allowance on a regular basis. The amount and timing of recorded expenses for any period would differ if the Group made different judgment or utilized different estimates. An increase in the Group's allowance for impairment losses on receivables would increase the Group's recorded operating expenses and decrease current assets.

The allowance for impairment losses on receivables amounted to P7.46 million as at June 30, 2017 and December 31, 2016. In 2017 and 2016, the Group did not recognize an additional allowance for impairment losses on receivables because the Group believes that all outstanding receivables are recoverable. The carrying amount of receivables amounted to P3,427.62 million and P3,880.86 million as at June 30, 2017 and December 31, 2016, respectively (see Note 5).

Estimating Net Realizable Value (NRV) of Merchandise Inventory
The Group carries merchandise inventory at NRV whenever the selling price less costs to sell becomes lower than cost due to damage, physical deterioration, obsolescence, changes in price levels or other causes (i.e., pre-termination of contracts). The estimate of the NRV is reviewed regularly.

Estimates of NRV are based on the most reliable evidence available at the time the estimates are made on the amount the inventories are expected to be realized. These estimates take into consideration fluctuations of prices or costs directly relating to events occurring after reporting date to the extent that such events confirm conditions existing at reporting date. The NRV is reviewed periodically to reflect the accurate valuation in the financial records.

The carrying amount of merchandise inventory amounted to P17,058.41 million and P16,487.82 million as at June 30, 2017 and December 31, 2016, respectively (see Note 6).

Estimating Useful Lives of Property and Equipment
The Group estimates the useful lives of property and equipment based on the period over which the assets are expected to be available for use. The estimated useful lives of property and equipment are reviewed periodically and are updated if expectations differ from previous estimates due to physical wear and tear, technical or commercial obsolescence and legal or other limits on the use of the assets.

In addition, the estimation of the useful lives of property and equipment is based on collective assessment of industry practice, internal technical evaluation and experience with similar assets. It is possible, however, that future results of operations could be materially affected by changes in estimates brought about by changes in factors mentioned above. The amounts and timing of recorded expenses for any period would be affected by changes in these factors and circumstances. A reduction in the estimated useful lives of property and equipment would increase recorded operating expenses and decrease noncurrent assets.

Depreciation and amortization recognized in profit or loss amounted to P764.92 million and P669.14 million in June 2017 and 2016, respectively (see Notes 10 and 19). Property and equipment, net of accumulated depreciation and amortization, amounted to P16,567.98 million and P15,711.62 million as at June 30, 2017 and December 31, 2016, respectively (see Note 10).

Estimating Useful Lives of Computer Software and Licenses and Leasehold Rights
The Group estimates the useful lives and amortization methods of computer software and licenses and leasehold rights based on the period and pattern in which the assets' future economic benefits are expected to be consumed by the Group. The

estimated useful lives and amortization period of computer software and licenses and leasehold rights are reviewed at each reporting date and are updated if there are changes in the expected useful lives or the expected pattern of consumption of future economic benefits embodied in the computer software and licenses and leasehold rights. It is possible, however, that future results of operations could be materially affected by changes in estimates brought about by changes in the assumptions used.

Amortization recognized in profit or loss amounted to P17.95 million and P14.68 million in June 2017 and 2016, respectively (see Notes 11 and 19). Net carrying value of computer software and licenses and leasehold rights amounted to P243.71 million and P245.70 million as at June 30, 2017 and December 31, 2016, respectively (see Note 11).

Impairment of Goodwill, Trademark and Customer Relationships with Indefinite Lives
The Group determines whether goodwill, trademarks and customer relationships are impaired at least annually. This requires the estimation of the recoverable amounts of the goodwill, trademarks and customer relationships. Estimating recoverable amounts requires management to make an estimate of the expected future cash flows from the cash-generating unit to which the goodwill, trademarks and customer relationships relate and to choose a suitable discount rate to calculate the present value of those cash flows.

The carrying amounts of goodwill, trademarks and customer relationships with indefinite useful lives amounted to P19,314.33 million and P19,314.88 million as at June 30, 2017 and December 31, 2016, respectively (see Note 11).

Estimating Retirement Benefits Liability and Cost
The determination of the Group's obligation and cost of retirement benefits is dependent on the selection of certain assumptions used by actuaries in calculating such amounts. Those assumptions include among others, discount rate and salary increase rates. Remeasurements of the retirement benefits liability are recognized in other comprehensive income and comprise of actuarial gains and losses on the retirement benefit obligation, return on plan assets, excluding amounts included in the net interest of the pension benefit obligation and any change in the effect of the asset ceiling.

Retirement benefits liability amounted to P469.26 million as at June 30, 2017 and December 31, 2016 (see Note 22).

3. Summary of Significant Accounting Policies

The accounting policies set out below have been applied consistently to all years presented in these consolidated financial statements, except for the change in accounting policy as explained below.

Adoption of New or Revised Standards, Amendments to Standards and Interpretations
The Group has adopted the following relevant and applicable amendments to standards starting January 1, 2016 and accordingly, changed its accounting policies. Except as otherwise indicated, the adoption of these amendments to standards did not have any significant impact on the Group's consolidated financial statements.

- *Disclosure Initiative (Amendments to PAS 1)* addresses some concerns expressed about existing presentation and disclosure requirements and to ensure that entities are able to use judgment when applying PAS 1. The amendments clarify that:

- Information should not be obscured by aggregating or by providing immaterial information.

- Materiality considerations apply to all parts of the financial statements, even when a standard requires a specific disclosure.

- The list of line items to be presented in the statement of financial position and statement of profit or loss and other comprehensive income can be disaggregated and aggregated as relevant and additional guidance on subtotals in these statements.

- An entity's share of OCI of equity-accounted associates and joint ventures should be presented in aggregate as single line items based on whether or not it will subsequently be reclassified to profit or loss.

Standards Issued but Not Yet Adopted

A number of new standards and amendments to standards are effective for annual periods beginning after January 1, 2016. However, the Group has not applied the following new or amended standards in preparing these consolidated financial statements. Management is currently in the process of assessing the potential impact resulting from the application of these standards on its consolidated financial statements.

Effective January 1, 2017

- *A Disclosure initiative (Amendments to PAS 7).* The amendments address financial statements users' requests for improved disclosures about an entity's net debt relevant to understanding an entity's cash flows. The amendments require entities to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes - e.g., by providing a reconciliation between the opening and closing balances in the statement of financial position for liabilities arising from financing activities.

  The amendments are effective for annual periods beginning on or after January 1, 2017. Early adoption is permitted. When an entity first applies the amendments, it is not required to provide comparative information for preceding periods.

- *Recognition of Deferred Tax Assets for Unrealized Losses (Amendments to PAS 12).* The amendments clarify that:

  - the existence of a deductible temporary difference depends solely on a comparison of the carrying amount of an asset and its tax base at the end of the reporting period, and is not affected by possible future changes in the carrying amount or expected manner of recovery of the asset;

  - the calculation of future taxable profit in evaluating whether sufficient taxable profit will be available in future periods excludes tax deductions resulting from the reversal of the deductible temporary differences;

  - the estimate of probable future taxable profit may include the recovery of some of an entity's assets for more than their carrying amount if there is sufficient evidence that it is probable that the entity will achieve this; and

- an entity assesses a deductible temporary difference related to unrealized losses in combination with all of its other deductible temporary differences, unless a tax law restricts the utilization of losses to deduction against income of a specific type.

The amendments are to be applied retrospectively for annual periods beginning on or after January 1, 2017. Early adoption is permitted. On initial application, the change in the opening equity of the earliest comparative period may be recognized in opening retained earnings (or in another component of equity, as appropriate), without allocating the change between opening retained earnings and other components of equity. If an entity applies the relief, it shall disclose that fact.

Effective January 1, 2018

- *PFRS 9 Financial Instruments (2014).* PFRS 9 (2014) replaces PAS 39 *Financial Instruments: Recognition and Measurement* and supersedes the previously published versions of PFRS 9 that introduced new classifications and measurement requirements (in 2009 and 2010) and a new hedge accounting model (in 2013). PFRS 9 includes revised guidance on the classification and measurement of financial assets, including a new expected credit loss model for calculating impairment, guidance on own credit risk on financial liabilities measured at fair value and supplements the new general hedge accounting requirements published in 2013. PFRS 9 incorporates new hedge accounting requirements that represent a major overhaul of hedge accounting and introduces significant improvements by aligning the accounting more closely with risk management.

  The new standard is to be applied retrospectively for annual periods beginning on or after January 1, 2018, with early adoption permitted.

- *PFRS 15 Revenue from Contracts with Customers* replaces PAS 11 *Construction Contracts*, PAS 18 *Revenue*, IFRIC 13 *Customer Loyalty Programmes,* IFRIC 18 *Transfer of Assets from Customers* and SIC-31 *Revenue - Barter Transactions Involving Advertising Services.* The new standard introduces a new revenue recognition model for contracts with customers which specifies that revenue should be recognized when (or as) a company transfers control of goods or services to a customer at the amount to which the company expects to be entitled. Depending on whether certain criteria are met, revenue is recognized over time, in a manner that best reflects the company's performance, or at a point in time, when control of the goods or services is transferred to the customer. The standard does not apply to insurance contracts, financial instruments or lease contracts, which fall in the scope of other PFRSs. It also does not apply if two companies in the same line of business exchange non-monetary assets to facilitate sales to other parties. Furthermore, if a contract with a customer is partly in the scope of another IFRS, then the guidance on separation and measurement contained in the other PFRS takes precedence.

  The new standard is effective for annual periods beginning on or after January 1, 2018, with early adoption permitted.

Effective January 1, 2019

- *PFRS 16 Leases* supersedes PAS 17 *Leases* and the related Philippine Interpretations. The new standard introduces a single lease accounting model for lessees under which all major leases are recognized on-balance sheet, removing the lease classification test. Lease accounting for lessors essentially remains unchanged except for a number of details including the application of the new lease definition, new sale-and-leaseback guidance, new sub-lease guidance and new disclosure requirements. Practical expedients and targeted reliefs were introduced including an optional lessee exemption for short-term leases (leases with a term of 12 months or less) and low-value items, as well as the permission of portfolio-level accounting instead of applying the requirements to individual leases. New estimates and judgmental thresholds that affect the identification, classification and measurement of lease transactions, as well as requirements to reassess certain key estimates and judgments at each reporting date were introduced.

PFRS 16 is effective for annual periods beginning on or after January 1, 2019. Earlier application is permitted for entities that apply PFRS 15 *Revenue from Contracts with Customers* at or before the date of initial application of PFRS 16.

Deferral of the local implementation of Amendments to PFRS 10 and PAS 28: Sale or Contribution of Assets between an Investor and its Associate or Joint Venture

- *Sale or Contribution of Assets between an Investor and its Associate or Joint Venture (Amendments to PFRS 10 and PAS 28).* The amendments address an inconsistency between the requirements in PFRS 10 and in PAS 28, in dealing with the sale or contribution of assets between an investor and its associate or joint venture.

  The amendments require that a full gain or loss is recognized when a transaction involves a business (whether it is housed in a subsidiary or not). A partial gain or loss is recognized when a transaction involves assets that do not constitute a business, even if these assets are housed in a subsidiary.

  Originally, the amendments apply prospectively for annual periods beginning on or after January 1, 2016 with early adoption permitted. However, on January 13, 2016, the FRSC decided to postpone the effective date of these amendments until the IASB has completed its broader review of the research project on equity accounting that may result in the simplification of accounting for such transactions and of other aspects of accounting for associates and joint ventures.

Basis of Consolidation

Business Combinations Under Common Control

Business combinations arising from transfer of interest in entities under common control are accounted for using the pooling of interest method, prospectively from the acquisition date as allowed under PIC Q&A 2012-01. Under the prospective pooling of interest method, the assets and liabilities acquired are recognized at the book values or carrying amounts recognized in the acquiree's stand alone financial statements from the acquisition date. The difference between the book value of net assets acquired and the consideration paid or equity instruments issued is recognized in equity, under retained earnings. The profit or loss of the acquirees are consolidated from the acquisition date. Comparative periods are not restated.

Business Combinations other than Under Common Control

Business combinations and acquisition of entities other than those under common control are accounted for using the acquisition method as at the acquisition date - i.e., when control is transferred to the Group.

The Group measures goodwill at the acquisition date as:

- The fair value of the consideration transferred; plus

- The recognized amount of any non-controlling interests in the acquire; plus
- if the business combination is achieved in stages, the fair value of the pre-existing equity interest in the acquire; less
- the net recognized amount (generally fair value) of the identifiable assets acquired and liabilities assumed.

Subsidiaries
Subsidiaries are entities controlled by the Group. In accordance with PFRS 10 *Consolidated Financial Statements*, the Group controls an entity when it is exposed to, or has the rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of the subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases.

Loss of Control
On the loss of control, the Group derecognizes the assets and liabilities of the subsidiary and any non-controlling interests and other components of equity related to the subsidiary. Any surplus or deficit arising on the loss of control is recognized in profit or loss. If the Group retains any interest in the previous subsidiary, then such interest is measured at fair value on the date that control is lost. Subsequently, that retained interest is accounted for as an equity-accounted investee or as an AFS financial asset depending on the level of influence retained.

Transactions Eliminated on Consolidation
All intra-group balances, transactions, income and expenses and profits and losses resulting from intra-group transactions that are recognized in assets and liabilities, are eliminated in preparing the consolidated financial statements, in accordance with the accounting policy on consolidation. Unrealized losses are eliminated unless costs cannot be recovered.

The financial statements of the subsidiaries are prepared for the same reporting period as the Parent Company, using consistent accounting policies for like transactions and other events in similar circumstances.

<u>Financial Instruments</u>
Date of Recognition
The Group recognizes a financial asset or a financial liability in the consolidated statements of financial position 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, is done using settlement date accounting.

Initial Recognition of Financial Instruments
Financial instruments are recognized initially at fair value. The initial measurement of financial instruments, except for those designated at fair value through profit or loss (FVPL), includes directly attributable transaction costs.

Subsequent to initial recognition, the Group classifies its financial assets into the following categories: held-to-maturity (HTM) investments, available-for-sale (AFS) financial assets, FVPL financial assets, and loans and receivables. The Group classifies its financial liabilities as either FVPL financial liabilities or other financial liabilities. The classification depends on the purpose for which the investments are acquired and whether they are quoted in an active market. Management determines the classification of the Group's financial assets and financial liabilities at initial recognition and, where allowed and appropriate, re-evaluates such designation at every reporting date.

The Group had no HTM investments and FVPL financial liabilities as at June 30, 2017 and December 31, 2016.

Financial Assets at FVPL
Financial assets at FVPL include financial assets held for trading and financial assets designated upon initial recognition at FVPL and those classified under this category through the fair value option.

Financial assets are classified as held for trading if they are acquired for the purpose of selling in the near term.

Financial assets may be designated by management at initial recognition at FVPL or reclassified under this category through fair value option, 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 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 recognized.

The Group carries financial assets at FVPL using fair values. Fair value changes and realized gains and losses are recognized as part of profit or loss.

The Group's investments in trading securities are classified under this category (see Note 7).

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

Subsequent to initial measurement, loans and receivables are carried at amortized cost using the effective interest method, less any impairment in value. Any interest earned on loans and receivables shall be recognized as part of "Interest income" in profit or loss on an accrual basis. Gains or losses are recognized in profit or loss when loans and receivables are derecognized or impaired.

The Group's cash and cash equivalents, receivables and security deposits are included in this category (see Notes 4, 5, and 12).

Cash includes cash on hand and in banks which are stated at face value. 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 the date of acquisition and are subject to an insignificant risk of changes in value.

AFS Financial Assets
The Group's investment in equity securities is classified as AFS financial assets.

Subsequent to initial recognition, they are measured at fair value and changes therein, other than impairment losses, and foreign exchange gains and losses on AFS financial assets monetary items, are recognised directly in equity. When an investment is derecognised, the cumulative gain or loss in equity is transferred to profit or loss.

The Group's AFS equity instrument is carried at cost since its fair value cannot be determined reliably in the absence of observable market data on the related assets (see Note 9).

Other Financial Liabilities
This category pertains to financial liabilities that are not designated or classified as at FVPL. After initial measurement, other financial liabilities are carried at amortized cost using the effective interest method. Amortized cost is calculated by taking into account any premium or discount and any directly attributable transaction costs that are considered an integral part of the effective interest rate of the liability.

The Group's accounts payable and accrued expenses, short-term loans and long-term loans payable, due to related parties, trust receipts payable, other current liabilities and noncurrent accrued rent are included in this category (see Notes 13, 14, 15, and 21).

Debt Issue Costs
Debt issue costs are considered as directly attributable transaction costs upon initial measurement of the related debt and are subsequently considered as an adjustment to the amortized cost and effective yield of the related debt using the effective interest rate method. When a loan is paid, the related unamortized debt issue costs at the date of repayment are recognized in profit or loss.

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 nor transferred control of the asset, the asset is recognized to the extent of the Group's continuing involvement in the asset. Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to pay.

Financial Liabilities
A financial liability is derecognized when the obligation under the liability is discharged, or cancelled or 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 an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognized in profit or loss.

Offsetting Financial Instruments
Financial assets and financial liabilities are offset and the net amount is reported in the consolidated statements 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, and the related assets and liabilities are presented at gross amounts in the consolidated statements of financial position.

Fair Value Measurements
Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability or in the most advantageous market for the asset or liability. The principal or most advantageous market must be accessible to the Group.

The fair value of an asset or liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the consolidated financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly; and
- Level 3: inputs for the asset or liability that are not based on observable market data.

For assets and liabilities that are recognized in the consolidated financial statements on a recurring basis, the Group determines whether transfers have occurred between Levels in the hierarchy by re-assessing the categorization at the end of each reporting period.

'Day 1' Profit. Where the transaction price in a non-active market is different from the fair value from other observable current market transactions in the same instrument or based on a valuation technique whose variables include only data from observable market, the Group recognizes the difference between the transaction price and the fair value (a 'Day 1' profit) in profit or loss unless it qualifies for recognition as some other type of asset. In cases where data used is not observable, the difference between the transaction price and model value is only recognized in profit or loss when the inputs become observable or when the instrument is derecognized. For each transaction, the Group determines the

appropriate method of recognizing the 'Day 1' profit amount.

Merchandise Inventory
Merchandise inventory is stated at the lower of cost and NRV. Cost is determined using the moving average method. Costs comprise of purchase price, including duties, transport and handling costs, and other incidental expenses incurred in bringing the merchandise inventory to its present location and condition.

NRV is the estimated selling price in the ordinary course of business, less the estimated costs necessary to make the sale.

Property and Equipment
Property and equipment, excluding land and construction in progress, are carried at cost less accumulated depreciation, amortization and impairment losses, if any. Land is carried at cost. Construction in progress represents structures under construction and is stated at cost. This includes the costs of construction and other direct costs. Construction in progress is not depreciated until such time that the relevant assets are ready for use.

Initially, an item of property and equipment is measured at its cost, which comprises its purchase price and any directly attributable costs of bringing the asset to the location and condition for its intended use. Subsequent expenditures are added to the carrying amount of the asset when it is probable that future economic benefits, in excess of the originally assessed standard of performance, will flow to the Group. All other subsequent expenditures are recognized in profit or loss.

Depreciation and amortization are computed on a straight-line basis over the estimated useful lives of the related assets as follows:

	Number of Years
Building	15 - 30
Furniture and fixtures	3 - 20
Office and store equipment	2 - 15
Leasehold improvements	15 - 20 or term of the lease, whichever is shorter

The useful lives and depreciation and amortization method are reviewed at each reporting date to ensure that they are consistent with the expected pattern of economic benefits from those assets.

When an asset is disposed of, or is permanently withdrawn from use and no future economic benefits are expected from its disposal, the cost and accumulated depreciation, amortization and impairment losses, if any, are removed from the accounts and any resulting gain or loss arising from the retirement or disposal is recognized in profit or loss.

Investments in Joint Ventures and Associates
A joint venture is a type of joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint venture. Joint control is the contractually agreed sharing of control on an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

An associate is an enterprise in which the investor has significant influence but not control, generally accompanying a shareholding between 20% and 50% of the voting rights.

The Group's investments in joint ventures and associates are accounted for under the equity method of accounting. Under the equity method, investments in joint ventures and associates are initially recognized at cost and the carrying amount is increased or decreased to recognize the Group's share of the profit or loss of the investments in joint ventures and associates after the date of acquisition. The Group's share in profit or loss of the joint ventures and associates are recognized in the Group's profit or loss. Dividends received from the investments in joint ventures and associates reduce the carrying amount of the investments.

Investment in a Joint Operation
A joint arrangement is classified as joint operations when the Group has rights to the assets and obligations for the liabilities relating to the arrangement. The Group recognizes its share in the results of the joint arrangement aside from the compensation from the use of its land and building. The Group has no capital commitments or contingent liabilities in relation to its interests in joint arrangements.

Intangible Assets and Goodwill
Intangible Assets
Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is its fair value as at the date of acquisition. Subsequently, intangible assets are measured at cost less accumulated amortization and any accumulated impairment losses. Internally generated intangible assets, excluding capitalized development costs, are not capitalized and expenditures are recognized in profit or loss in the year in which the related expenditures are incurred. The useful lives of intangible assets are assessed to be either finite or indefinite.

The Group assessed the useful life of trademark and customer relationship to be indefinite. Based on an analysis of all the relevant factors, there is no foreseeable limit to the period over which the asset is expected to generate cash inflows for the Group.

Trademark and customer relationship with indefinite useful lives are tested for impairment annually either individually or at the cash-generating unit level. Such intangibles are not amortized. The useful life of an intangible asset with an indefinite life is reviewed annually to determine whether 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.

Computer software and licenses and leasehold rights are separately acquired by the Group that has finite useful life is measured at cost less accumulated amortization and impairment losses, if any.

Subsequent costs are capitalized only when they increase the future economic benefits embodied in the assets to which they relate. All other expenditures are recognized in profit or loss when incurred.

The amortization is computed using the straight-line method over the estimated useful life of the capitalized software from the date it is available for use and amortized over five (5) years. Leasehold rights are amortized on a straight-line basis over the lease period of twenty (20) years. The estimated useful life and the amortization method of an intangible asset with finite useful life are reviewed at each reporting date.

Gain or loss on disposal or retirement of an intangible asset with finite useful life is recognized in profit or loss when the asset is disposed of or retired.

Goodwill
Goodwill that arises on the acquisition of subsidiaries is presented with intangible assets. For the measurement of goodwill at initial recognition, see policy on basis of consolidation. Goodwill is subsequently measured at cost less accumulated impairment losses. In respect of equity accounted investees, the carrying amount of goodwill is included in the carrying amount of the investment, and any impairment loss is allocated to the carrying amount of the equity accounted investee as a whole.

Impairment of Assets
Financial Assets
A financial asset is assessed at each reporting date to determine whether there is any objective evidence that it is impaired. A financial asset is considered to be impaired if objective evidence indicates that one or more events had a negative effect on the estimated future cash flows of that asset.

An impairment loss in respect of a financial asset measured at amortized cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the original effective interest rate.

Significant financial assets are tested for impairment on an individual basis. The remaining financial assets are assessed collectively in groups that share similar credit risk characteristics.

Evidence of impairment for specific impairment purposes may include indications that the borrower or a group of borrowers is experiencing financial difficulty, default or delinquency in principal or interest payments, or may enter into bankruptcy or other form of financial reorganization intended to alleviate the financial condition of the borrower. For collective impairment purposes, evidence of impairment may include observable data on existing economic conditions or industry-wide developments indicating that there is a measurable decrease in the estimated future cash flows of related assets.

If there is objective evidence of impairment, the amount of 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) discounted at the financial asset's original effective interest rate (i.e., the effective interest rate computed at initial recognition). Time value is generally not considered when the effect of discounting the cash flows is not material. For collective impairment purposes, impairment loss is computed based on their respective default and historical loss experience.

The carrying amount of the asset shall be reduced either directly or through use of an allowance account. The impairment loss for the period shall be recognized in profit or loss. If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognized, the previously recognized impairment loss is reversed. Any subsequent reversal of an impairment loss is recognized in profit or loss, to the extent that the carrying value of the assets does not exceed its amortized cost at the reversal date.

AFS Financial Assets
If an AFS financial asset is impaired, an amount comprising the difference between the cost (net of any principal payment and amortization) and its current fair value, less any impairment loss on that financial asset previously recognized in profit or loss, is transferred from equity to profit or loss. Reversals in respect of equity instruments classified as AFS financial assets are not recognized in profit or loss, if the increase in fair value of the instrument can be objectively related to an event occurring after the impairment loss was recognized in profit or loss.

All impairment losses are recognized in profit or loss.

Non-financial Assets
The carrying amounts of the Group's non-financial assets, other than inventories and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. Goodwill and indefinite-lived intangible assets are tested annually for impairment. An impairment loss is recognized if the carrying amount of an asset or cash-generating unit (CGU) exceeds its recoverable amount.

The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value of money and the risks specific to the asset or CGU. For impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or CGUs. Subject to an operating segment ceiling test, CGUs to which goodwill has been allocated are aggregated so that the level at which impairment testing is performed reflects the lowest level at which goodwill is monitored for internal reporting purposes. Goodwill acquired in a business combination is allocated to groups of CGUs that are expected to benefit from the synergies of the combination.

Impairment losses are recognized in profit or loss. Impairment losses recognized in respect of CGUs are allocated first to reduce the carrying amount of any goodwill allocated to the CGU (group of CGUs), and then to reduce the carrying amounts of the other assets in the CGU (group of CGUs) on a pro-rata basis.

An impairment loss in respect of goodwill is not reversed. For other assets, an impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized.

Employee Benefits

Short-term Employee Benefits
Short-term employee benefits are expensed as the related service is provided. A liability is recognized for the amount expected to be paid if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

Retirement Benefits Cost
The Group's net obligation in respect of the defined benefit plan is calculated by estimating the amount of the future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

The calculation of defined benefit obligation is performed on a periodic basis by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset for the Group, the recognized asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan, if any.

Remeasurements of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognized immediately in other comprehensive income. The Group determines the net interest expense (income) on the net defined benefit liability (asset) for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the then net defined benefit liability (asset), taking into account any changes in the net defined liability (asset) during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to the defined benefit plan are recognized in profit or loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service or the gain or loss on curtailment is recognized immediately in profit or loss.

The Group recognizes gains and losses on the settlement of a defined benefit plan when the settlement occurs.

<u>Equity</u>

Capital Stock

Capital stock is classified as equity. Incremental costs directly attributable to the issuance of capital stock are recognized as a deduction from equity, net of any tax effects.

Additional Paid-in Capital

The amount of contribution in excess of par value is accounted for as "Additional paid-in capital." Additional paid-in capital also arises from additional capital contributions from the shareholders.

Retained Earnings and Dividend Distribution

Retained earnings include current and prior years' results, net of transactions with shareholders and dividends declared, if any.

Dividend distribution to the Group's shareholders is recognized as a liability, and deducted from equity in the Group's consolidated statements of financial position in the period in which the dividends are approved and declared by the Group's BOD.

Treasury Stock

Own equity instruments which are reacquired are carried at cost and are deducted from equity. No gain or loss is recognized in profit or loss on the purchase, sale, issue or cancellation of the Group's own equity instruments. When the shares of stock are retired, the capital stock account is reduced by its par value and the excess of cost over par value upon retirement is charged to additional paid-in capital to the extent of the specific or average additional paid-in capital when the shares of stock were issued and to retained earnings for the remaining balance.

<u>Other Comprehensive Income</u>

Other comprehensive income are items of income and expense (including reclassification adjustments, if any) such as remeasurements of defined benefit plans that are not recognized in profit or loss as required or permitted by the related accounting standards.

<u>Revenue and Expense Recognition</u>

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Group and the amount of revenue can be reliably measured. Revenue is measured at fair value of consideration received or receivable, net of sales discounts. The following specific recognition criteria must also be met before revenue is recognized:

- *Sale of Goods* is recognized when significant risks and rewards of ownership have been transferred to the customer, recovery of the consideration is probable, the associated costs and possible return of goods can be estimated reliably, there is no continuing management involvement with the goods, and the amount of revenue can be measured reliably. If it is probable that discounts will be granted and the amount can be measured reliably, then the discount is recognized as a reduction of revenue as the sales are recognized. Accordingly, advances received prior to delivery of goods are recorded as unearned revenues and are earned upon physical delivery and acceptance by customer. Unearned revenues are classified as current liabilities.

- *Concession Income* pertains to the fixed percentage income from sales of concessionaire supplier's goods sold inside the store. The income is recognized when earned.

- *Membership Income* refers to fees from members wherein such fees permit only membership, and all other services or products are paid for separately. The fee is recognized as revenue when no uncertainty as to its collectability exists.

- *Rent Income* from property and equipment is recognized as revenue on a straight-line basis over the term of the lease. Lease incentives granted are recognized as an integral part of the total rent income, over the term of the lease.

- *Other Income* from display, demonstration or sampling, listing fee, endcap or palette income, merchandise support and miscellaneous income are recognized when earned.

- *Interest Income* is accrued on a time proportion basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the asset's net carrying amount on initial recognition. Interest income is presented net of final tax.

- *Dividends* are recognized when the Group's right as a shareholder to receive the payment is established.

Cost of Sales
Cost of sales includes the purchase price of the products sold, as well as costs that are directly attributable in bringing the merchandise to its intended condition and location. These costs include the cost of storing and transporting the products (i.e., freight costs or trucking costs, cross-dock delivery fees, and other direct costs). Vendor returns and allowances are generally deducted from cost of sales.

Operating Expenses
Operating expenses constitute costs of administering the business. These are recognized as expenses as incurred.

Borrowing Costs
Borrowing costs are recognized as expenses when incurred, except to the extent capitalized. Borrowing costs are capitalized if they are directly attributable to the acquisition or construction of a qualifying 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. If the carrying amount of the asset exceeds its recoverable amount, an impairment loss is recognized.

Income Taxes
Current Tax
Current tax is the expected tax payable or receivable on the taxable income or loss

for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred Tax
Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation 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, carryforward benefits of unused tax credits - Minimum Corporate Income Tax (MCIT) and unused tax losses - Net Operating Loss Carryover (NOLCO), to the extent that it is probable that taxable profits will be available against which the deductible temporary differences, and the carryforward benefits of 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 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 assets 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 profits 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 in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Current tax and deferred tax are recognized in profit or loss except to the extent that it relates to a business combination, or items recognized directly in equity or in other comprehensive income.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off 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)
Revenues, 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 tax recoverable from, or payable to, the taxation authority is included as part of "Prepaid expenses and other current assets" or "Accounts payable and accrued expenses" in the consolidated statements of financial position.

Leases
Group as Lessee
Leases in which a significant portion of the risks and rewards of ownership is retained by the lessor are classified as operating leases. Payments made under operating leases are recognized in profit or loss on a straight-line basis over the term of the lease. Cumulative excess of rent expense over billing from lessors are presented as noncurrent accrued rent in the consolidated statements of financial position.

Group as Lessor
Leases where the Group does not transfer substantially all the risks and benefits of ownership of the assets are classified as operating leases. Rent income from operating leases is 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 as an expense over the lease term on the same basis as rent income. Cumulative excess of rent income over billing to tenants are presented as accrued rent income classified as part of noncurrent assets.

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. Related parties may be individuals or corporate entities.

Segment Reporting
An operating segment is a component of an entity that engages in business activities from which it may earn revenues and incur expenses (including revenues and expenses relating to transactions with other components of the same entity), whose operating results are regularly reviewed by the entity's chief operating decision maker to make decisions about resources to be allocated to the segment and assess its performance, and for which discrete financial information is available.

The Group determines and presents operating segments based on the information that is internally provided to the Chairman and the President, collectively as the Group's chief operating decision maker. The Group assessed that its retailing business as a whole represents a single segment.

Provisions and Contingencies
A provision is recognized when the Group has a legal or constructive obligation as a result of a past event; it is probable that an outflow of economic benefits will be required to settle the obligation; and a reliable estimate can be made on the amount

of the obligation.
Provisions are revisited at each reporting date and adjusted to reflect the current best estimate. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pretax rate that reflects the current market assessment 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.

Contingent liabilities are not recognized in the consolidated financial statements. These are disclosed in the notes to the consolidated financial statements 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 in the notes to the consolidated financial statements when an inflow of economic benefits is probable.

Basic and Diluted Earnings Per Share (EPS)
Basic EPS is computed by dividing net income by the weighted average number of common shares outstanding during the period, after retroactive adjustment for stock dividend declared in the current period, if any. Diluted EPS is also computed in the same manner as the aforementioned, except that, the net income and the number of common shares outstanding is adjusted for the effects of all potential dilutive debt or equity instruments.

Events After the Reporting Date
Post year-end events that provide additional information about the Group's position at the reporting date (adjusting events) are recognized 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.

4. Cash and Cash Equivalents

This account as at June 30 consists of:

	Note	**June 2017**	December 2016
Cash on hand		**P509,875,363**	P872,185,446
Cash in banks	*27, 28*	**625,647,052**	1,457,275,840
Money market placements	*27, 28*	**726,552,874**	4,086,422,099
	28	**P1,862,075,289**	P6,415,883,385

Cash in banks earns annual interest at the respective bank deposit rates. Money market placements are highly liquid investments that are readily convertible into cash and are subjected to insignificant risk of changes in value. These investments have maturity dates of an average of 30 days with an annual interest rates ranging from 0.30% to 2.00% in June 2017 and 0.50% to 2.00% in December 2017. Interest income earned from cash in banks and money market placements amounted to P8.91 million and P9.08 million in June 2017 and 2016.

5. Receivables

This account as at June 30 consists of:

	Note	June 2017	December 2016
Trade receivables	*a, 21*	**P1,137,048,002**	P2,248,947,108
Non-trade receivables	*b, 21*	**2,298,037,042**	1,639,371,010
		3,435,085,044	3,888,318,118
Less allowance for impairment losses on trade receivables from third parties	*a*	**7,462,327**	7,462,327
	27, 28	**P3,427,622,717**	P3,880,855,791

a. Majority of trade receivables pertain to credit card transactions which are due within 30 days or its normal credit period. The Group partners only with reputable credit card companies affiliated with major banks. Management believes that except for the accounts provided with allowance for impairment losses amounting to P7.46 million as at June 30, 2017 and December 31, 2016, all other receivables are collectible and therefore, no additional allowance is necessary.

b. Non-trade receivables represent the amounts due from tenants in relation to rentals of store spaces. This account also includes due from suppliers with respect to "demo" or "sampling" conducted by suppliers' representatives and strategic locations granted to suppliers with regard to the display of their products in the selling area of the stores. It also includes advances to employees which are collected by the Group through salary deduction.

6. Merchandise Inventory

This account consists of groceries and other consumer products (canned goods, housewares, toiletries, dry goods, food products, etc.) held for sale in the ordinary course of business on wholesale and retail bases.

Inventory cost as at June 30, 2017 and December 31, 2016 is lower than NRV.

The Group's merchandise inventory as at June 30, 2017 and December 31, 2016 amounted to P17,058.41 million and P16,487.82 million, respectively.

Inventory charged to the cost of sales amounted to P47,178.67 million, and P42,772.12 million in June 2017 and 2016, respectively (see Note 16).

7. Investments in Trading Securities

The investments in trading securities represent the Parent Company's investments in marketable securities that are traded in the PSE. The fair values of these listed shares are based on their closing market prices as at the reporting dates.

The movements and balances of these investments in trading securities are as follows:

	Note	June 2017	December 2016
Cost			
Balance at beginning of the year		**P15,355,998**	P15,355,998
Additions		**-**	-
		15,355,998	15,355,998
Valuation Adjustments			
Balance at beginning of the year		**19,753,028**	19,076,593
Unrealized valuation gain (loss) on financial assets at FVPL for the year	*20*	**5,945,971**	676,435
		25,698,999	19,753,028
	28	**P41,054,997**	P35,109,026

8. Prepaid Expenses and Other Current Assets

This account as at June 30 consists of:

	June 2017	December 2016
Prepaid expenses	**803,433,593**	P557,768,260
Input value added tax (VAT)	**285,298,777**	372,241,293
Deferred input VAT	**55,918,620**	51,907,561
Creditable withholding tax	**36,200,491**	-
	P1,180,851,481	P981,917,114

The details of prepaid expenses are as follows:

	Note	June 2017	December 2016
Taxes and licenses		**P369,264,288**	P65,342,856
Rent	17	**333,007,002**	375,748,248
Insurance		**57,048,390**	64,880,857
Supplies		**28,945,961**	21,568,898
Advances to contractors		**-**	13,987,975
Repairs and maintenance		**7,155,864**	7,409,696
Others		**8,012,088**	8,829,730
		P803,433,593	P557,768,260

Prepaid taxes and licenses pertain to payments made to government for registration fees and other taxes.

Prepaid insurance refers to payments made in advance in return for insurance services covering the Group's merchandise inventory, property and equipment and others.

Input VAT represents accumulated input taxes from purchases of goods and services for business operation and purchases of materials and services for the building and leasehold construction which can be applied against future output VAT.

Deferred input VAT represents accumulated input taxes for purchases of capital assets more than P1.00 million and unbilled services for the building and leasehold construction which can be applied against future output VAT.

9. Investments; Acquisitions of Subsidiaries

Investments

The details of investments are as follows:

	Note	**June 2017**	December 2016
Investment in associate	*b*	**P424,424,914**	P424,424,914
Investments in joint ventures	*a*	**367,346,533**	367,346,533
AFS financial assets	*c, 20*	**7,879,160**	7,879,160
		P799,650,607	P799,650,607

a. Investments in Joint Ventures

PG Lawson Company, Inc.
On June 12, 2014, the Parent Company entered into a joint venture agreement with Lawson Asia Pacific Holdings Pte. Ltd. and Lawson, Inc. (Lawson), both engaged in the operation of convenience stores in Japan and other Asian countries, to establish PG Lawson Company, Inc. (PLCI), a joint venture company that will operate convenience stores in the Philippines.

The Parent Company subscribed a total of 3,500,000 common shares at P100.00 par value for a total investment of P350.00 million representing a 70% interest while Lawson subscribed to a total of 1,500,000 common shares at P100.00 par value for a total investment of P150.00 million or 30% interest in the joint venture. PLCI was incorporated in the Philippines on June 2, 2014.

The carrying amount of its investment and its share in the losses of PLCI follow:

	June 2017	December 2016
Balance at beginning of the year	**P256,995,907**	P318,276,913
Share in net loss	**-**	(61,281,006)
	P256,995,907	P256,995,907

The summarized financial information of PLCI follows:

	December 2016	December 2015
Current assets	**P206,676,729**	P400,307,281
Noncurrent assets	**272,316,662**	145,084,817
Current liabilities	**98,552,558**	86,708,140
Noncurrent liabilities	**7,804,447**	4,002,655
Total equity	**372,636,386**	535,215,424
Income	**67,478,676**	55,408,813
Operating expenses	**193,910,829**	95,675,874
Net loss	**87,544,295**	40,267,061

AyaGold Retailers, Inc.
On July 8, 2013, the Group through Entenso entered into a joint venture agreement with Varejo Corp., an entity engaged in operations of small convenience stores, to incorporate a new company, AyaGold Retailers, Inc. (AyaGold), for the investment in and operation of mid-market supermarkets and to pursue other investment opportunities in the Philippine retail sector as both parties may agree. AyaGold was incorporated in the Philippines on July 8, 2013 and started operation on July 31, 2015 with the opening of its first supermarket "Merkado" located at U.P. Town Center.

Both parties subscribed to 6,000,000 common shares and 54,000,000 redeemable preferred shares each with a par value of P1.00 for a total investment of P60.00 million representing 50% interest each to the joint venture.

The redeemable preferred shares shall have the following features:

(a) Voting rights;

(b) Participating in dividends declaration for common shares and may be entitled to such dividends as may be determined and approved by the Board of Directors;

(c) Entitled to receive out of the assets of the joint venture available for distribution to the parties, before any distribution of assets is made to holders of common shares, distributions in the amount of the issue value per outstanding redeemable preferred share, plus declared and unpaid dividends to the date of distribution; and

(d) Redeemable at the option of the joint venture.

The carrying amount of its investment and its share in the losses of AyaGold follow:

	June 2017	December 2016
Balance at beginning of the year	**P110,350,626**	P114,121,444
Share in net loss	**-**	(3,770,818)
	P110,350,626	P110,350,626

The summarized financial information of Ayagold follows:

	December 2016	December 2015
Current assets	**P128,836,435**	P107,026,560
Noncurrent assets	**167,581,943**	186,094,527
Current liabilities	**76,158,776**	65,319,851
Total equity	**220,259,602**	227,801,236
Income	**99,008,504**	36,910,296
Operating expenses	**106,550,140**	82,535,165
Net loss	**7,541,636**	31,929,071

b. *Investment in Associate*

On December 4, 2013, the Group through Entenso acquired equity interest in San Roque Supermarkets (SRS) for a total cost of P371,896,077. SRS is a local entity currently engaged in the business of trading goods on a wholesale and retail basis.

On October 31, 2014, the Group through Entenso subscribed and paid additional one hundred ninety thousand eight (190,008) common shares from the unissued capital stock of the SRS for total cost of P19,000,800.

The carrying amount of its investment and its share in the net income (loss) of SRS follow:

	June 2017	December 2016
Carrying amount		
Balance at beginning of the year	**P424,424,914**	P427,813,089
Share in net income (loss)	-	(3,388,175)
	P424,424,914	P424,424,914

c. *AFS Financial Assets*

AFS financial assets include Tower Club shares amounting to P617,500 and Meralco preferred shares amounting to P7,261,660 which are acquired in connection with the installation of telephone lines and electrical systems for the different stores and offices of the Parent Company.

Dividend income related to these investments amounted to P1.82 million and P0.07 in June 2017 and 2016, respectively (see Note 20).

Acquisitions of Subsidiaries

The following are the developments relating to the Parent Company's investments in subsidiaries in June 2017 and December 2016:

Entenso Equities Incorporated (Entenso)

On July 3, 2013, the Parent Company's BOD approved the acquisition of Entenso's entire outstanding capital stock. On the same day, the BOD of Entenso approved the increase in Entenso's authorized capital stock from P5.00 million divided into 50,000 shares at P100 par value to P1.00 billion divided into 10,000,000 shares at P100 par value.

In 2016 and 2015, the Company made an additional investment to Entenso amounting to P458 million and P1.7 billion, respectively. Entenso is in the process of filing application for increase in its authorized capital stock with the SEC.

Company E Corporation

On January 14, 2013, the Parent Company's BOD approved the acquisition of Company E Corporation (the company behind the Eunilaine Foodmart and Grocer E Supermart chains). The Parent Company acquired 290,000 common shares of Company E representing its total outstanding shares at P1,137.93 per share through cash. Company E has seven supermarkets within Metro Manila, six in Rizal province and two in the province of Cavite which will operate the same store as the Parent Company. As at December 31, 2014, there are fourteen stores in operation, one store in Rizal was closed in the same year.

On March 25, 2014, the BOD approved the merger of the Parent Company with Company E Corporation. It was then ratified by at least two-thirds (2/3) votes of the stockholders on May 13, 2014. In April 1, 2015, upon approval by the SEC of the merger, the existence of Company E ceased and all its assets and liabilities were merged with the Parent Company.

Kareila Management Corporation
On May 28, 2012, the acquisition of Kareila, operator of S&R Membership Shopping, through a "share-for-a-share" swap was approved by the SEC. The principal activities of Kareila include management of businesses, investing in the business that it manages, or of which it is the managing agent; and providing management investment and technical advice to commercial, industrial, manufacturing, and other enterprises.

The Parent Company issued 766,406,250 new common shares, with P1 par value, from its own authorized but unissued capital in exchange for 1,703,125 common shares, with P100 par value per share, of Kareila representing 100% of its outstanding capital stock. The fair market value of the Company's shares based on the observable market price as at the date of acquisition is P21.50 per share or P16,477.73 million. The Company incurred acquisition-related cost of P3.83 million. This cost has been included as part of operating expenses.

On December 21, 2012, the BOD of Kareila approved the declaration of stock dividends amounting to P329.69 million from its unrestricted retained earnings as at December 31, 2012. The date of record and date of payment are April 15, 2013 and April 30, 2013, respectively.

On November 28, 2013, the BOD of Kareila resolved to increase its authorized capital stock from P500 million divided into 5 million shares, with par value of P100 per share to P3,000 million pesos divided into 30 million shares with a par value of P100 per share. Out of the increase in the authorized capital stock of P2,500 million, 25% of which or P625 million had been actually subscribed by the Parent company out of the stock dividend declared by Kareila. On the same date, the Kareila amended its articles of incorporation. Subsequently, on December 13, 2013, SEC approved the Kareila's application of its increase in authorized capital stock.

PPCI Subic Inc.
The Parent Company invested P3.13 million in PPCI Subic Inc., an entity incorporated on May 31, 2012. The investment represents 100% of the outstanding capital stock of the investee. PPCI Subic Inc. will operate as a Puregold store within the area of the Subic Bay Economic Zone, Zambales. It started commercial operations on September 20, 2012.

10. Property and Equipment

The movements and balances of this account as at and for the period ended June 30 and year ended December 31 consist of:

	Building	Furniture and Fixtures	Office and Store Equipment	Leasehold Improvements	Land	Construction in Progress	Total
Cost							
Balance, December 31, 2015	P4,915,432,156	P2,089,531,893	P5,844,309,756	P6,337,368,457	P403,740,152	P257,778,020	P19,848,160,434
Additions	226,526,122	162,430,837	758,869,771	426,509,668	938,721	1,485,869,471	3,061,144,590
Reclassifications	100,393,352	37,036,852	230,952,626	798,104,984	(24,869,686)	(1,141,618,128)	-
Disposals	-	(1,372,834)	(5,418,958)	(575,768)	-	-	(7,367,560)
Balance, December 31, 2016	5,242,351,630	2,287,626,748	6,828,713,195	7,561,407,341	379,809,187	602,029,363	22,901,937,464
Additions	111,054,013	110,361,839	256,653,527	307,463,374	-	835,395,772	1,620,928,525
Reclassifications	293,604,731	-	-	56,385,012	-	(349,989,743)	-
Disposals	-	(451,863)	(8,545,503)	(431,964)	-	-	(9,429,330)
Adjustments`	-	-	5,004,227	-	-	-	5,004,227
Balance, June 30, 2017	**5,647,010,374**	**2,397,536,724**	**7,081,825,446**	**7,924,823,763**	**379,809,187**	**1,087,435,392**	**24,518,440,886**
Accumulated Depreciation and Amortization							
Balance, December 31, 2015	P716,554,578	P786,591,501	P3,282,195,497	P1,029,078,001	P-	P-	P5,814,419,577
Depreciation and amortization	171,362,045	159,092,915	720,574,983	328,061,268	-	-	1,379,091,211
Reclassifications	-	186,558	(186,558)	-	-	-	-
Disposals	-	(67,259)	(3,108,076)	-	-	-	(3,175,335)
Adjustments	-	-	(20,345)	-	-	-	(20,345)
Balance, December 31, 2016	887,916,623	945,803,715	3,999,455,501	1,357,139,269	-	-	7,190,315,108
Depreciation and amortization	91,354,507	85,883,456	390,902,155	196,783,498	-	-	764,923,616
Reclassifications	-	-	-	-	-	-	-
Disposals	-	(281,371)	(4,494,830)	-	-	-	(4,776,201)
Adjustments	-	183	-	-	-	-	183
Balance, June 30, 2017	**979,271,130**	**1,031,405,983**	**4,385,862,826**	**1,553,922,767**	**-**	**-**	**7,950,462,706**
Carrying Amount							
December 31, 2016	P4,354,435,007	P1,341,823,033	P2,829,257,694	P6,204,268,072	P379,809,187	P602,029,363	P15,711,622,356
June 30, 2017	**P4,667,739,244**	**P1,366,130,741**	**P2,695,962,620**	**P6,370,900,996**	**P379,809,187**	**P1,087,435,392**	**P16,567,978,180**

As at June 30, 2017 and December 31, 2016, the Parent Company has outstanding payable for property additions amounting to P3.07 million and P21.74 million, respectively (see Note 13). In addition, interest expense related to loans amounting to P39.88 million and P75.44 million had been capitalized in June 2017 and December 2016, respectively (see Note 14).

The adjustments resulted from the evaluation made by the Parent Company to its subsidiaries' property and equipment. The Group's assets were aligned with Parent Company's asset recognition policy. Assets were either recorded into its proper classification or expensed if it did not meet the criteria of capitalization.

No impairment loss was recognized in June 2017 and December 2016.

11. Intangibles and Goodwill

This account consists of:

	Note	**June 2017**	December 2016
Goodwill	*a*	**P14,715,219,433**	P14,715,769,906
Trademark	*b*	**3,709,660,547**	3,709,660,547
Customer relationships	*b*	**889,452,981**	889,452,981
Computer software and licenses - net	*c*	**183,178,185**	183,285,588
Leasehold rights	*c*	**60,533,171**	62,417,046
		P19,558,044,317	P19,560,586,068

a. *Goodwill*
The goodwill represents the excess of the total acquisition cost over the fair value of the identifiable assets and liabilities assumed on the acquisition of the following Subsidiaries and businesses:

	Note	**June 2017**	December 2016
Kareila		**P12,079,473,835**	P12,079,473,835
Budgetlane Supermarkets	*a.1*	**837,974,199**	838,524,672
DCI and FLSTCI	*a.2*	**685,904,317**	685,904,317
Gant		**742,340,804**	742,340,804
Company E		**358,152,015**	358,152,015
PJSI		**11,370,121**	11,370,121
Merger of PJSI and Gant to Parent Company		**4,142**	4,142
		P14,715,219,433	P14,715,769,906

a.1. Acquisition of Bargain City Inc. (BCI), Multi-Merchantrade Inc. (MMI) and Superplus Corporation (SC) (collectively as "Budgetlane Supermarkets")

On August 6, 2015, the Group through Goldtempo Corporation, a wholly owned subsidiary of Entenso, acquired substantially all of the assets of BCI, MMI and SC. Goldtempo took over the operations of 8 supermarkets located mainly in Metro Manila and Luzon.

The following summarizes the consideration transferred, and the recognized amounts of assets acquired assumed on BCI, MMI and SC at the acquisition date:

Acquisition cost	P1,496,500,821
Fair value of net assets	694,661,082
Goodwill	**P801,839,739**

Movement of goodwill is as follows:

Goodwill at acquisition date	P801,839,739
Fair value adjustments	36,134,460
Goodwill	**P837,974,199**

There was no identifiable intangible asset as at acquisition and valuation dates. The excess of the purchase price over the net assets of acquired and the liabilities assumed is attributable to goodwill.

a.2. Acquisition of Daily Commodities Inc. (DCI) and First Lane Super Traders Co., Inc. (FLST)

On February 3, 2015, the Group through Entenso acquired 100% interest in DCI and FLST for a total cost of P768.49 million. DCI and FLST is a local entity currently engaged in the business of trading goods on a wholesale and retail basis.

The following summarizes the consideration transferred, and the recognized amounts of assets acquired and liabilities assumed on DCI and FLST at the acquisition date:

Acquisition cost	P768,485,000
Fair value of net assets	77,580,683
Goodwill	**P690,904,317**

Movement of goodwill is as follows:

Goodwill at acquisition date	P690,904,317
Fair value adjustments	(5,000,000)
Goodwill	**P685,904,317**

In 2016, goodwill arising from the acquisition of DCI and FLSTCI decreased by P5 million upon finalization of DCI's and FLSTCI's purchase price allocation. As a result, the carrying value of the identifiable net assets at the date of acquisition changes, and the change resulted from the increase in the beginning balance of capital stock from P5 million to P10 million.

There was no identifiable intangible asset as at acquisition and valuation dates. The excess of the purchase price over the net assets of acquired and the liabilities assumed is attributable to goodwill.

b. *Trademark and Customer Relationships*

This represents the fair value of S&R trade name and customer relationships determined after considering various factors and performing valuation methodologies including the independent valuation study and analysis prepared by an independent valuation specialist.

Impairment of Goodwill, Trademark and Customer Relationships

The recoverable amounts of goodwill, trademark and customer relationships has been determined based on value in use (VIU), using cash flow projections covering a five-year period. It is based on a long range plans approved by management. The VIU is based on a 2% terminal growth rate and discount rate of 10%. The terminal growth rate used is consistent with the long-term average growth rate for the Group's industry. The discount rate is based on the weighted average cost of capital (WACC) by taking into consideration the debt equity capital structure and cost of debt of comparable companies and cost of equity based on appropriate market risk premium. The financial projection used in the VIU is highly dependent on the gross sales and gross profit margin. For purposes of growth rate sensitivity, a growth rate scenario of 2% and 3% is applied on the discounted cash flow analysis. Based on the sensitivity analysis, any reasonably possible change in the key assumptions would not cause the carrying amount of goodwill, trademark and customer relationship to exceed its recoverable amount.

Management assessed that there is no impairment in the value of goodwill, trademark and customer relationship as at June 30, 2017 and December 31, 2016.

c. *Leasehold Rights and Computer Software and Licenses*

On January 25, 2013, the Parent Company executed a memorandum of agreement with various lessors, namely, BHF Family Plaza, Inc. (BHF), Lim Y-U Group, Inc., and R&A Malvar Trading Company, Inc. which paved the way for the establishment of five (5) Puregold stores previously owned and operated by these lessors. Under the agreement, the lessors agreed to sell to the Parent Company all merchandise inventories, equipment, furniture and fixtures as well as granting of rights to lease the buildings owned by each lessor for a period of twenty (20) years upon compliance of the conditions set forth in the memorandum of agreement. As a result of the transaction, the Parent Company recognized leasehold rights representing the excess of cost paid over the fair value of all assets acquired which will be amortized on a straight-line basis over the lease period.

The movements and balances of leasehold rights and computer software and licenses as at and for the years ended June 30 consists of:

	Computer Software and Licenses	Leasehold Rights	Total
Cost			
Balance, December 31, 2015	P269,652,433	P75,355,005	P345,007,438
Additions	37,397,786	-	37,397,786
Balance, December 31, 2016	307,050,219	75,355,005	382,405,224
Additions	15,959,530	-	15,959,530
Balance, June 30, 2017	**323,009,749**	**75,355,005**	**398,364,754**
Accumulated Amortization			
Balance, December 31, 2015	97,914,777	9,170,209	107,084,986
Amortization	25,849,854	3,767,750	29,617,604
Balance, December 31, 2016	123,764,631	12,937,959	136,702,590
Amortization	16,066,933	1,883,875	17,950,808
Balance, June 30, 2017	**139,831,564**	**14,821,834**	**154,653,398**
Carrying Amount			
December 31, 2016	P183,285,588	P62,417,046	P245,702,634
June 30, 2017	**P183,178,185**	**P60,533,171**	**P243,711,356**

12. Other Noncurrent Assets

This account consists of:

	Note	**June 2017**	December 2016
Security deposits	*17, 27, 28*	**P1,429,400,069**	P1,387,243,564
Prepaid rent	*17*	**156,131,407**	86,502,207
Accrued rent income	*17, 23*	**35,603,051**	35,519,330
		P1,621,134,527	P1,509,265,101

Accrued rent income pertains to the excess of rent income over billing to tenants in accordance with PAS 17, *Leases*.

13. Accounts Payable and Accrued Expenses

This account consists of:

	Note	June 2017	December 2016
Trade	*21, 27, 28*	**P2,832,556,681**	P6,021,729,009
Non-trade	*21, 27, 28*	**1,144,795,780**	1,778,722,639
Dividends payable	*24, 27, 28*	**-**	829,614,422
Withholding taxes payable		**123,350,089**	172,167,015
Accrued expenses:	*27, 28*		
Manpower agency services		**624,907,557**	561,627,984
Utilities		**110,738,029**	98,924,604
Professional fees		**48,063,494**	48,232,908
Rent		**31,421,711**	27,017,908
Fixed asset acquisition	*10*	**3,067,987**	21,736,891
Interest		**12,450**	3,940,506
Others		**136,759,514**	79,945,503
		P5,055,673,292	P9,643,659,389

The average credit period on purchases of certain goods from suppliers is 30 days. No interest is charged on trade payables. The Group has financial risk management policies in place to ensure that all payables are paid within the credit time frame (see Note 27).

Non-trade payables consist of claims arising from billed expenditures in relation to operations other than purchases of goods such as fixed asset acquisitions and structures under construction.

Fixed asset acquisition pertains to assets received but the related invoices are still in process.

14. Loans Payable

As at June 30, the Group has the following outstanding loans payable:

a. Short-term Loans Payable

The Group entered into the following loan facilities to be used as additional working capital:

	Note	June 2017	December 2016
Short-term note based on 2.375%	*i*	**P2,847,500,000**	P2,647,500,000
Short-term note based on 2.5%	*i*	**660,000,000**	1,220,000,000
Short-term note based on 2.125%	*i*	**450,000,000**	450,000,000
Short-term note based on 2.00%	*i*	**200,000,000**	200,000,000
Short-term note based on 2.375%	*ii*	**700,000,000**	500,000,000
	27, 28	**P4,157,500,000**	P5,017,500,000

i. The Parent Company issued and executed the following notes:

June 2017

Execution Date	**Maturity Date**	**Interest Rate**	**Principal**
May 24, 2017	**August 22, 2017**	**2.38%**	**550,000,000**
January 27, 2017	**July 26, 2017**	**2.38%**	**500,000,000**
April 28, 2017	**July 27, 2017**	**2.50%**	**490,000,000**
January 28, 2017	**July 27, 2017**	**2.38%**	**467,500,000**
June 30, 2017	**December 27, 2017**	**2.13%**	**250,000,000**
January 27, 2017	**July 26, 2017**	**2.00%**	**200,000,000**
January 23, 2017	**July 21, 2017**	**2.13%**	**200,000,000**
February 8, 2017	**August 7, 2017**	**2.38%**	**180,000,000**
February 10, 2017	**August 9, 2017**	**2.38%**	**180,000,000**
May 19, 2017	**August 17, 2017**	**2.50%**	**170,000,000**
January 11, 2017	**July 10, 2017**	**2.38%**	**150,000,000**
January 4, 2017	**July 3, 2017**	**2.38%**	**120,000,000**
			P3,457,500,000

December 2016

Execution Date	Maturity Date	Interest Rate	Principal
November 25, 2016	February 23, 2017	2.38%	P550,000,000
February 3, 2016	January 27, 2017	2.38%	500,000,000
October 28, 2016	January 26, 2017	2.50%	490,000,000
February 1, 2016	January 25, 2017	2.38%	467,500,000
February 26, 2016	February 20, 2017	2.50%	310,000,000
October 14, 2016	January 12, 2017	2.50%	300,000,000
November 29, 2016	February 27, 2017	2.38%	300,000,000
November 15, 2016	June 30, 2017	2.13%	250,000,000
August 26, 2016	January 27, 2017	2.00%	200,000,000
October 25, 2016	January 23, 2017	2.13%	200,000,000
February 15, 2016	February 8, 2017	2.38%	180,000,000
August 15, 2016	February 10, 2017	2.38%	180,000,000
January 18, 2016	January 11, 2017	2.38%	150,000,000
December 13, 2016	March 13, 2017	2.38%	150,000,000
February 9, 2016	February 1, 2017	2.38%	120,000,000
October 28, 2016	January 26, 2017	2.50%	120,000,000
October 10, 2016	April 7, 2017	2.38%	50,000,000
			P4,517,500,000

Principal amounts will be due on lump sum on their maturity dates. Extension and/or renewal of the notes are granted by the financial institution to the Parent Company. The proceeds of these loans will be used for inventory financing and funding of short term working capital requirement.

ii. In 2016, Kareila entered into unsecured short-term loans with Cosco Capital Inc. at 2.375% interest per annum and renewed on the following dates:

Date	**Maturity Date**	**Amount**
February 9, 2017	August 9, 2017	P150,000,000
February 15, 2017	August 15, 2017	150,000,000
March 01, 2017	September 01, 2017	100,000,000
March 08, 2017	September 08, 2017	150,000,000
March 15, 2017	September 15, 2017	150,000,000
Total		**P700,000,000**

b. Long-term Loans Payable

b.1. As at June 30, the outstanding loans are as follows:

	Note	**June 2017**	December 2016
Unsecured Peso Denominated			
Fixed rate note based on 3.5%	*I*	**P1,998,138,832**	P1,997,096,658
Fixed rate note based on 3.25%	*Ii*	**120,000,000**	120,000,000
Fixed rate note based on 3.5%	*Iii*	**400,000,000**	400,000,000
	27, 28	**2,518,138,832**	2,517,096,658
Less current portion		**120,000,000**	120,000,000
		P2,398,138,832	P2,397,096,658

i. On June 13, 2013, the Parent Company issued a P2 billion promissory note. Interest is computed as 3.50% per annum of the principal amount. The debt has a term of 1,803 days and will be paid on a lump sum on May 21, 2018.

ii. On April 14, 2013, the Parent Company signed and executed a two (2) year promissory note amounting to P963.70 million. The debt bears a 3.25% interest rate per annum and shall be repaid in a single payment on maturity. As of June 2017, a total of P843.70 million of the loan amount was already paid. The balance was renewed at 2.375% interest rate per annum and payable on July 3, 2017.

The movements in debt issue costs are as follows:

	June 2017	December 2016
Balance at beginning of the year	**P2,903,342**	P4,937,702
Amortizations	**(1,042,174)**	(2,034,360)
Balance at end of year	**P1,861,168**	P2,903,342

iii. On July 23, 2013, Kareila signed and executed a P500.00 million unsecured loan agreement with a local bank. The loan shall be repaid in lump sum after five (5) years. Its related interest is at 3.50% per annum. In 2015, P100.00 million of the loan was repaid in advance by the Company.

Repayment Schedule

The annual maturities of long-term loans are as follows:

Year	**June 2017**	December 2016
2017	**P120,000,000**	P120,000,000
2018	**2,000,000,000**	2,000,000,000
	P2,120,000,000	P2,120,000,000

There are no debt covenants for above unsecured loans entered into by the Group.

Interest expense from these loans amounting to P39.88 million and P75.44

million were capitalized in June 2017 and December 2016, respectively and recognized in building and leasehold improvements under property and equipment accounts (see Note 10). Remaining interest expense that was charged to profit and loss amounted to P69.00 million and P101.47 million in June 2017 and December 2016, respectively.

15. Other Current Liabilities

This account consists of:

	Note	June 2017	December 2016
Deposits	*17, 27, 28*	**P165,955,901**	P141,161,517
Unredeemed gift certificates		**78,550,771**	102,275,712
Loyalty and rewards		**28,490,216**	88,449,780
VAT payable		**15,539,843**	48,367,991
Promotion fund		**8,579,278**	13,402,740
Others	*27, 28*	**225,084**	10,206,603
		P297,341,093	P403,864,343

Deposits represent amounts paid by the store tenants for the lease of store spaces which are refundable upon termination of the lease.

Unredeemed gift certificates represent issued yet unused gift certificates. These will be closed to sales account upon redemption and are due and demandable.

Loyalty and rewards are provided for the point's redemption of "Tindahan ni Aling Puring" members. Points are earned upon purchase of participating items and may be used as payments of their purchases which make it due and demandable.

Promotion fund is promotional discount granted for the Group's promotion and advertising activities in partnership with suppliers.

Others include supplier merchandiser fund allocated for various diser related charges.

16. Cost of Sales

This account for the years ended June 30 consists of:

	Note	2017	2016
Beginning inventory	*6*	**P16,487,824,308**	P12,982,832,312
Add: Purchases		**47,749,254,206**	44,514,732,890
Total goods available for sale		**64,237,078,514**	57,497,565,202
Less ending inventory	*6*	**17,058,408,653**	14,725,441,438
		P47,178,669,861	P42,772,123,764

17. Lease Agreements

As Lessee

The Group leases warehouses, parking spaces and certain lands and buildings where some of its stores are situated or constructed. The terms of the lease are for the periods ranging from ten to forty (10-40) years, renewable for the same period under the same terms and conditions. The rent shall escalate by an average of 1% to 7%. Rental payments are fixed amounts which are calculated either fixed monthly rent or is calculated in reference to a fixed sum per square meter of area leased based on the contracts.

The Group is required to pay advance rental payments and security deposits on the above leases which are either fixed monthly rent or are calculated in reference to a fixed sum per square meter of area leased. These are shown under "Prepaid expenses and other current assets" and "Other noncurrent assets" accounts, respectively, in the consolidated statements of financial position (see Notes 8 and 12).

Rent expense included under "Operating expenses" in the consolidated statements of comprehensive income amounted to P1,320.97 million and P1,201.31 million in June 2017 and 2016, respectively (see Note 19).

The scheduled maturities of non-cancellable minimum future rental payments are as follows:

	June 2017	December 2016
Due within one year	**P2,083,507,724**	P2,057,326,120
Due more than one year but not more than five years	**8,950,092,828**	8,688,301,793
Due more than five years	**33,657,730,740**	32,996,247,728
	P44,691,331,292	P43,741,875,641

As Lessor

The Group subleases portion of its store space to various lessees for an average lease term of one to ten (1-10) years. The lease contracts may be renewed upon mutual agreement by the parties. Rental payments are computed either based on monthly sales or a certain fixed amount, whichever is higher. Upon inception of the lease agreement, tenants are required to pay certain amounts of deposits. Tenants likewise pay a fixed monthly rent which is shown under "Other current liabilities" account in the consolidated statements of financial position (see Note 15).

Rent income recognized in profit or loss in June 2017 and 2016 amounted P189.12 million and P186.47 million, respectively (see Note 18).

The scheduled maturities of non-cancellable minimum future rental collections are as follows:

	June 2017	December 2016
Due within one year	**P205,697,988**	P213,715,008
Due more than one year but not more than five years	**247,724,166**	257,952,124
Due more than five years	**125,464,584**	148,073,465
	P578,886,738	P619,740,597

18. Other Operating Income

This account for the years ended June 30 consists of:

	Note	**2017**	2016
Concession income		**P757,550,278**	P684,218,075
Display allowance		**310,015,315**	298,007,792
Membership income		**197,047,194**	169,213,518
Rent income	*17*	**189,118,371**	186,468,301
Listing fee		**34,417,976**	43,383,354
Merchandising support		**12,848,248**	46,840,093
Demo/sampling income		**6,074,241**	4,735,575
Miscellaneous		**87,228,907**	48,092,175
		P1,594,300,530	P1,480,958,884

Concession income pertains to the fixed percentage income from sales of concessionaire suppliers' goods sold inside the store.

Display allowance refers to the income received from the suppliers for the additional space for display of the items in the selling area such as end cap modules and mass display.

Membership income pertains to fees from members of Kareila, PPCI and Subic wherein such fees permit only membership, and all other services or products are paid for separately.

Rent income relates to the income earned for the store spaces occupied by the tenants.

Merchandising support pertains to income generated from promotional activities.

Listing fee pertains to the amount collected from the supplier for enrolling their products in the classified business line.

Demo/sampling income pertains to the fee paid by the suppliers for the privilege granted by Kareila in allowing a representative of the supplier to conduct a demo or give away samples of their products inside the selling area of the stores.

Miscellaneous account consists of amounts collected from the customers for delivering their purchases, cashiers' overages, sale of used packaging materials and others.

19. Operating Expenses

This account for the years ended June 30 consists of:

	Note	2017	2016
Rent	*17*	**P1,320,967,849**	P1,201,310,999
Manpower agency services		**1,184,363,127**	995,191,527
Communication, light and water		**931,430,826**	834,744,599
Salaries and wages		**872,936,509**	779,987,519
Depreciation and amortization	*10, 11*	**782,874,424**	683,843,125
Security services		**432,472,859**	417,681,981
Taxes and licenses		**324,076,213**	263,958,476
Store and office supplies		**275,160,618**	234,059,586
Janitorial and messengerial services		**252,923,239**	192,586,081
Concession expense	*21*	**221,939,721**	207,461,871
Repairs and maintenance		**190,885,622**	177,665,292
Advertising and marketing		**97,424,914**	73,276,128
Other selling expenses		**87,456,422**	73,780,584
Insurance		**85,032,088**	71,828,322
SSS/Medicare and HDMF contributions		**62,866,370**	55,908,176
Input VAT allocable to exempt sales		**49,745,906**	43,899,660
Reward point expense		**35,473,737**	39,167,758
Transportation		**27,023,210**	29,211,928
Fuel and oil		**26,804,947**	20,903,994
Royalty	*21*	**21,332,946**	19,454,411
Representation and entertainment		**19,675,706**	23,610,059
Professional fee		**13,067,968**	13,974,562
Miscellaneous		**71,357,494**	43,512,025
		P7,387,292,714	P6,497,018,661

20. Others

This account for the years ended June 30 consists of:

	Note	2017	2016
Unrealized valuation gain on trading securities	*7*	**P5,945,971**	P3,268,262
Dividend income	*9*	**1,817,695**	654,511
Loss on disposal of property and equipment	*10*	**(1,137)**	-
Foreign exchange loss		**(130,013)**	(141,161)
Bank charges		**(12,196,192)**	(12,377,296)
		(P4,563,676)	(P8,595,684)

21. Related Party Transactions

In the normal course of business, the Group has transactions with its related parties. These transactions and account balances as at June 30, 2017 and December 31, 2016 follow:

Related Party	Year	Note	Amount of Transactions for the Six-month Period	Outstanding Balances: Trade Receivable (see Note 5)	Non Trade Receivable (see Note 5)	Trade Payable (see Note 13)	Non Trade Payable (see Note 13)	Due to Related Parties	Terms	Conditions
Parent										
Dividends	**2017**		P-	P-	P-	P-	P-	P-	Due and demandable	Unsecured
	2016		-	-	-	-	423,103,355	-		
Repairs and maintenance	**2017**		-	-	-	-	-	-	Due and demandable	Unsecured; no impairment
	2016		-	-	141,256	-	-	-		
Interest expense	2016	e	-	-	-	-	663,021	-	Due and demandable	Unsecured
Other Related Parties*										
Rent expense	**2017**		**338,262,633**	-	-	-	**21,636,687**	-	Due and demandable	Unsecured; no impairment
	2016	a	314,260,236	-	1,772,425	-	17,643,971	-		
Concession expense	**2017**		**221,939,721**	-	-	-	-	-	Due and demandable	Unsecured
	2016	b	207,461,871	-	-	-	-	-		
Purchase of merchandise	**2017**		**722,882,110**	-	-	**108,729,883**	-	-	Due and demandable	Unsecured
	2016	c	344,431,034	-	-	418,764,671	-	-		
Sale of merchandise	**2017**		**32,047,694**	**7,158,616**	-	-	-	-	Due and demandable	Unsecured; no impairment
	2016	c	35,192,859	29,483,856	-	-	-	-		
Security deposits received	**2017**		**2,605,785**	-	-	-	**68,585**	-	Due and demandable	Unsecured; no impairment
	2016	a/c	6,201,586	-	3,277,636	-	-	-		
Repairs and maintenance	**2017**		**707,667**	-	-	-	**433,328**	-	Due and demandable	Unsecured; no impairment
	2016	c	2,296,815	-	7,137,745	-	388,502	-		
Utilities expense	**2017**		**89,226,497**	-	-	-	**8,774,736**	-	Due and demandable	Unsecured; no impairment
	2016	c	93,649,834	-	1,643,156	-	29,942,648	-		

Forward

Related Party	Year	Note	Amount of Transactions for the Six-month Period	Outstanding Balances: Trade Receivable (see Note 5)	Non Trade Receivable (see Note 5)	Trade Payable (see Note 13)	Non Trade Payable (see Note 13)	Due to Related Parties	Terms	Conditions
Communications	**2017**		**192,476**	**P-**	**P-**	**P-**	**33,441**	**P-**	Due and demandable	Unsecured
	2016	*c*	261,911	-	-	-	P70,830	-		
Management fee	**2017**		**4,463,279**	-	-	-	**1,132,190**	-	Due and demandable	Unsecured
	2016	*c*	9,408,703	-	-	-	2,187,694	-		
Supplies	**2017**		**6,164,886**	-	-	-	**1,671,539**	-	Due and demandable	Unsecured
	2016		1,148,716	-	-	-	1,427,654	-		
Insurance	**2017**		**506,677**	-	-	-	-	-	Due and demandable	Unsecured
	2016		-	-	-	-	45,038	-		
Taxes and licenses	**2017**		**56,594**	-	-	-	-	-	Due and demandable	Unsecured
Employee benefits	**2017**		**281,734**	-	-	-	**97,531**	-	Due and demandable	Unsecured
	2016			-	-	-	12,657	-		
Key Management Personnel										
Royalty expense	**2017**		**21,333,284**	-	-	-	-	**21,333,284**	Due and demandable	Unsecured
	2016	*d*	19,454,411	-	-	-	-	33,776,623		
Rent expense	**2017**		**11,238,083**	-	-	-	-	-		
	2016		10,910,760	-	-	-	-	-		
Short-term benefits	**2017**		**29,415,470**	-	-	-	-	-		
	2016		46,387,050	-	-	-	-	-		
Total	**2017**			**P7,158,616**	**P-**	**P108,729,883**	**P33,848,037**	**P21,333,284**		
Total	2016			P29,483,856	P13,972,218	P418,764,671	P475,485,370	P33,776,623		

**Other related parties pertain to entities under common control.*

The Group, in the normal course of business, has transactions with its related parties as follows:

a. Lease of Building

The Group leases the building from its related parties where some stores are located. The Group pays its related parties a minimum fixed amount or is calculated in reference to a fixed sum per square meter of area leased. The terms of the lease are for the periods ranging from ten to thirty-five (10-35) years, renewable for the same period under the same terms and conditions. The rent shall escalate by the range from 1% to 7%. Rental payments are fixed amounts based on the contracts.

b. Consignment and Concession

On September 27, 2006, PSMT Philippine, Inc. (PriceSmart), referred to as the "Consignee," an entity under common control, entered into a consignment and concession contract with Kareila, referred to as the "Consignor." The Consignee is the owner and operator of four (4) Warehouse, (1) Fort Bonifacio Global City, Taguig City, Metro Manila; (2) Congressional Avenue, Bago-Bantay, Quezon City; (3) Aseana Business Park, Brgy. Tambo, Paranaque City; and (4) Westgate, Filinvest Alabang, Muntinlupa City, including all the furniture, fixtures and equipment presently situated therein.

Under the contract, the Consignor offered to consign goods at the aforesaid four (4) stores and the Consignee accepted the offer subject but not limited to the terms and conditions stated as follows:

- The Consignee hereby grants to the Consignor the right to consign, display and offer for sale, and sell goods and merchandise as normally offered for sale by Consignee, at the selling areas at the four (4) stores.

- The Consignor shall give the Consignee a trade or volume discount of its gross sales.

- The proceeds of sale of the Consignor shall remain the sole property of the Consignor and shall be kept by the Consignee strictly as money in trust until remitted to the Consignor after deducting the amounts due to the Consignee.

- The term of the contract shall be for a period of five (5) years beginning on the date/s of the signing of the agreement or of the opening of the four (4) stores whichever is later, renewable upon mutual agreement of the parties.

- For and in consideration of the consignment/concession right granted, the consignor gives the consignee a trade or volume discount in the amount equivalent to five percent (5%) of the consignee's gross sales which was increased to fifteen percent (15%) on November 9, 2006. On January 1, 2011, the contract was further amended giving the consignee a trade or volume discount of ten percent (10%) of the consignee's gross sales.

On February 23, 2012, a new agreement was made between the Consignor and Consignee. Under the new agreement, the Consignor offered to consign goods at the aforesaid four (4) stores and the Consignee accepted the offer subject but not limited to the terms and conditions stated as follows:

- The Consignor shall pay the Consignee four percent (4%) monthly consignment/concession fee based on the Consignor's monthly gross sales.

- Goods sold by the consignor shall be checked-out and paid at the check-out counters of and be manned and operated by the Consignor and issued receipts through the point-of-sale (POS) machines in the name of the Consignor. The proceeds of the sale are and shall remain as the sole property of the Consignor subject to its obligation to pay the consideration stipulated.

- Ownership of the goods delivered to the Consignor at the stores shall remain with the Consignor. Except for the right of Consignee to the payment of the consideration in the amount, manner and within the periods stipulated.

- The Consignment/Concession Contract shall be for a period of five (5) years beginning on March 1, 2012, renewable upon mutual agreement of the parties. The contract was renewed for a period of five (5) years effective March 1, 2017 until February 28, 2022.

c. Other Significant Transactions

These pertain to purchases and sale of merchandise, rent income, security deposits paid, repairs and maintenance, utilities, communications, management fee and employee benefits which are unsecured, noninterest-bearing and due and demandable. The Group has not made any allowance for impairment losses relating to receivables from related parties as at December 31, 2016 and 2015. This assessment is undertaken annually by management through examination of the financial position of related parties and the market in which they operate.

d. Royalty Agreement

On August 15, 2011, the Group ("licensee") entered into a license agreement with a stockholder ("licensor") for its use of trademark and logo. The licensee will pay the licensor royalties in an amount equivalent to 1/20 of 1% of net sales for the period of thirty (30) years, renewable upon mutual written consent of the parties. These royalty fees and payables are unsecured, non-interest bearing and due and demandable.

e. Loans

As discussed in Note 14, Kareila entered into unsecured short - term loans with Cosco amounting to P700.00 million. These loans are to be settled in cash upon its maturity.

Amounts owed by and owed to related parties are to be settled in cash.

22. Retirement Benefits Liability

The Parent Company and its subsidiaries have an unfunded, noncontributory, defined benefit plan covering all of its permanent employees. Contributions and costs are determined in accordance with the actuarial studies made for the plan. Annual cost is determined using the projected unit credit method. The Group's latest actuarial valuation date is December 31, 2016. Valuations are obtained on a periodic basis.

Salient Provisions of the Retirement Plan

Normal Retirement (Minimum Retirement Law, RA 7641)

The plan provides retirement benefits under Republic Act No. 7641 (the Act) upon compulsory retirement at the age of sixty five (65) or upon optional retirement at age sixty (60) or more but not more than age sixty five (65) with at least five (5) years in service. The benefits as required by the Act are equivalent to at least one-half month (1/2) month salary for every year of service, a fraction of at least six (6) months being considered as one (1) whole year. The term one-half (1/2) month salary shall mean: (a) 50% of the pay salary; (b) one-twelfth (1/12) of the thirteenth (13th) month pay; and (c) one-twelfth (1/12) cash equivalent of not more than five (5) days of service incentive leaves.

The reconciliation of the liability recognized in the statements of financial position is as follows:

	June 2017	December 2016
Present value of defined benefit obligation	**P494,733,328**	P494,733,328
Fair value of plan assets	**(25,475,333)**	(25,475,333)
Retirement benefits liability	**P469,257,995**	P469,257,995

The following table shows reconciliation from the opening balances to the closing balances for present value of defined benefit obligation:

	June 2017	December 2016
Balance at January 1	**P494,733,328**	P465,327,210
Included in Profit or Loss		
Current service cost	-	98,096,474
Interest cost	-	22,754,500
	-	120,850,974
Included in other Comprehensive Income		
Remeasurements loss (gain):		
Actuarial loss (gain) arising from:		
Financial assumptions	-	(55,852,131)
Experience adjustment	-	(35,592,725)
	-	(91,444,856)
Balance at December 31	**P494,733,328**	P494,733,328

The movements in the fair value of plan assets are as follows:

	June 2017	December 2016
Beginning of the year	**P25,475,333**	P25,455,537
Interest income	**-**	1,244,776
Remeasurement loss	**-**	(1,224,980)
End of the year	**P25,475,333**	P25,475,333

The movements of actuarial losses, before deferred income taxes recognized in other comprehensive income are as follows:

	June 2017	December 2016
Remeasurements of retirement liability at beginning of year	**(P89,290,096)**	P929,780
Actuarial loss (gain) due to increase in defined benefit obligation	**-**	(90,219,876)
Remeasurements of retirement liability at end of year	**(P89,290,096)**	(P89,290,096)

The cumulative remeasurements of retirement benefits liability, net of deferred income taxes, amounted to P62.52 million as at June 30, 2017 and December 31, 2016, as presented in the consolidated statements of changes in equity.

The Company's plan assets as at December 31 consist of the following:

	2016	2015
Cash in banks	**P3,566,859**	P18,853,459
Debt instruments - government bonds	**21,705,683**	6,528,968
Trust fees payable	**(12,896)**	(12,727)
Other	**215,687**	85,837
	P25,475,333	P25,455,537

The following were the principal actuarial assumptions at the reporting date:

	June 2017	December 2016
Discount rate	**5.38%**	5.38%
Future salary increases	**8.00%**	8.00%

Assumptions regarding future mortality have been based on published statistics and mortality tables.

The weighted average duration of the defined benefit obligation at the end of the reporting period is 26.3 years.

Sensitivity Analysis
Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below:

2017

	Increase	Decrease
Discount rate (1% movement)	**(P121,908,893)**	**P94,409,701**
Future salary increase rate (1% movement)	**111,124,460**	**(88,990,413)**

It should be noted that the changes assumed to be reasonably possible at the valuation date are open to subjectivity, and do not consider more complex scenarios in which changes other than those assumed may be deemed to be more reasonable.

These defined benefit plans expose the Group to actuarial risks, such as longevity risk, interest rate risk, and market (investment) risk.

Funding Arrangements

Since the Group does not have a formal retirement plan, funding to the plan are paid by the Group when needed.

Maturity analysis of the benefit payments:

	2016				
	Carrying Amount	**Contractual Cash Flows**	**Within 1 Year**	**Within 1 - 5 Years**	**Within 5 - 10 Years**
Defined benefit obligation	**P494,733,328**	**P94,196,090**	**P18,894,732**	**P29,583,933**	**P61,717,462**

	2015				
	Carrying Amount	Contractual Cash Flows	Within 1 Year	Within 1 - 5 Years	Within 5 - 10 Years
Defined benefit obligation	P465,327,210	P86,522,673	P12,059,433	P19,337,430	P55,125,810

On February 17, 2014, the Parent Company entered into a multi-employer retirement plan agreement with a trust company. The Parent Company made an initial cash contribution of P25 million pesos.

The Group does not expect to contribute to the plan in 2017.

23. Income Taxes

The components of income tax expense for the periods ended June 30 are as follows:

	2017	2016
Current tax expense	**P1,097,502,928**	P1,014,499,721
Deferred tax benefit	**(46,203,143)**	(56,171,891)
	P1,051,299,785	P958,327,830

The reconciliation of the income tax expense computed at the statutory income tax rate to the actual income tax expense as shown in profit or loss for the periods ended June 30 is as follows:

	2017	2016
Income before income tax	**P3,539,431,428**	P3,225,146,098
Income tax expense at the statutory income tax rate:		
30%	**P1,048,000,409**	P958,173,982
5%	**2,304,837**	1,561,641
Income tax effects of:		
Non-deductible other expenses	**4,468,989**	1,929,271
Non-deductible interest expense	**585,008**	325,327
Changes in unrecognized DTA/DTL	**652,783**	90,820
Dividend income subjected to final tax	**(545,309)**	(196,353)
Interest income subjected to final tax	**(2,383,141)**	(2,576,379)
Non-taxable income	**(1,783,791)**	(980,479)
	P1,051,299,785	P958,327,830

The components of the Group's deferred tax liabilities (DTL) net of deferred tax assets (DTA) in respect to the following temporary differences are shown below:

	June 2017		December 2016	
	Amount	**DTA (DTL)**	Amount	DTA (DTL)
Accrued rent expense*	**P3,053,882,564**	**P910,262,223**	P2,909,865,855	P867,608,435
Retirement benefits liability	**583,463,246**	**174,690,857**	583,463,246	174,690,857
NOLCO	**13,511,960**	**4,053,588**	4,603,050	1,380,915
Allowance for impairment losses on receivables	**7,462,327**	**2,238,698**	7,462,327	2,238,698
Actuarial losses			-	-
Recognition of DTA	**389,731**	**116,919**	389,731	116,919
DTA	**3,658,709,828**	**1,091,362,285**	3,505,784,209	1,046,035,824
Fair value of intangible assets from business combination	**(4,599,113,528)**	**(1,379,734,058)**	(4,599,113,528)	(1,379,734,058)
Actuarial gains	**(89,290,095)**	**(26,765,817)**	(89,290,095)	(26,765,817)
Accrued rent income	**(35,601,083)**	**(10,680,325)**	(35,519,329)	(10,655,799)
DTL	**(4,724,004,706)**	**(1,417,180,200)**	(4,723,922,952)	(1,417,155,674)
Net	**(P1,065,294,878)**	**(P325,817,915)**	(P1,218,138,743)	(P371,119,850)

**Excluding accrued rent expense of PPCI Subic which is subject to SBMA tax rules*

The realization of these deferred tax assets is dependent upon future taxable income that temporary differences and carry forward benefits are expected to be recovered or applied.

24. Equity

Capital Stock and Additional Paid-in Capital

On June 7, 2011, the BOD approved the issuance of 50,000,000 shares. These were subscribed and paid in full on June 10, 2011.

The initial public offering of the Parent Company's shares with an offer price of P12.50 per share resulted to the issuance of 500,000,000 common shares in 2011. The additional paid-in capital net of direct transaction costs amounted to P5,168.82 million.

The Parent Company acquired 100% equity interest of Kareila in exchange for the 766,406,250 common shares of the Parent Company's authorized but unissued capital stock on May 28, 2012. The fair value of shares as at the acquisition date is P21.50 per share. The additional paid-in capital net of direct transaction costs amounted to P15,661.57 million.

On February 26, 2013, the SEC approved the application for merger of the Parent Company, PJSI and Gant. As a consideration for the said merger, the Parent Company paid the owner of PJSI and Gant shares of stocks equivalent to 16,911,162 shares at P26.55 per share. Considering that the owner of PJSI and Gant is the Parent Company, 16,911,006 of the total shares issued were classified in the Parent Company's book as treasury shares.

On March 12, 2015, the SEC approved the application of merger of the Parent Company and Company E. As a consideration for the said merger, the Parent Company paid the owner of Company E shares of stocks equivalent to 2,045,465 shares at P43.4 per share. Considering that the owner of Company E is the Parent Company, total shares of stocks issued were classified in the Parent Company's book as treasury shares.

On May 4, 2017, the plan of merger of the Parent Company with DCI, FLSTCI and Goldtempo was filed to the SEC pending approval as of date.

The Parent Company's authorized, issued and outstanding common stocks are as follow:

	June 2017	December 2016
Authorized - 3,000,000,000 shares (P1 par value)		
Issued and outstanding		
Balance at beginning of year	**2,785,362,877**	**2,785,362,877**
Stock issuances during the period	-	-
Balance at end of year	**2,785,362,877**	**2,785,362,877**

The Parent Company's treasury stocks are as follow:

	June 2017	December 2016
Balance at beginning of year	**19,981,471**	19,981,471
Buy back during the period	-	-
Balance at end of year	**19,981,471**	19,981,471

On December 18, 2014, the BOD approved to buy back the Parent Company's shares up to P1.00 billion or approximately 30.0 million shares within one year from the approval or until November 4, 2015. As at June 30, 2017and December 31, 2016, the Parent Company already bought P37.75 million worth of shares and was classified in the Parent Company's book as treasury shares.

Retained Earnings

On December 18, 2014, the Parent Company's BOD approved the declaration of a regular dividend of P0.20 per share and special dividend of P0.10 per share on record date of January 12, 2015 and payment date of February 5, 2015. The total amount of dividends is P829.92 million.

On December 18, 2015, the Company's BOD approved the declaration of a regular dividend of P0.20 per share and special dividend of P0.10 per share on record date of January 8, 2016 and payment date of February 18, 2016. The total amount of dividends is P829.61 million.

On December 22, 2016, the Company's BOD approved the declaration of a regular dividend of P0.20 per share and special dividend of P0.10 per share on record date of January 12, 2017 and payment date of January 20, 2017. The total amount of dividends is P829.61 million.

The summary of dividends declared is as follows:

December 31, 2016

Type of Dividend	Date of Dividend Declaration	Date of Record	Date of Payment	Amount
Cash	**December 22, 2016**	**January 12, 2017**	**January 20, 2017**	**P829,614,422**

December 31, 2015

Type of Dividend	Date of Dividend Declaration	Date of Record	Date of Payment	Amount
Cash	December 18, 2015	January 8, 2016	February 18, 2016	P829,614,422

Due to the effect of merger, retained earnings of PJSI and Gant amounting to P445.29 million formed part of the retained earnings of the Parent Company. PJSI and Gant were 100% wholly-owned by the Parent Company before merger.

Due to the effect of merger, retained earnings of Company E amounting to P116.89 million formed part of the retained earnings of the Parent Company. Company E was 100% wholly-owned by the Parent Company before merger.

25. Segment Information

The Group operates through stores in several locations. The combined financial statements of all stores is reviewed by the Chief Operating Decision Maker on a monthly basis and assesses the Group's profitability and financial position of the whole retail business. The nature of products, class of customers, and regulatory environment is the same for all the stores.

Accordingly, management has assessed that the Group, as a whole, is considered as a single business and hence there are no operating segments required to be disclosed under PFRS 8, *Operating Segments*.

26. Basic/Diluted EPS

Basic/Diluted EPS for the periods ended June 30 is computed as follows:

	2017	2016
Net income (a)	**P2,488,131,643**	P2,266,818,268
Weighted average number of ordinary shares (b)	**2,765,381,406**	2,765,381,406
Basic/diluted EPS (a/b)	**P0.90**	P0.82

As at June 30, 2017 and December 31, 2016, the Group has no dilutive debt or equity instruments.

27. Financial Risk and Capital Management Objectives and Policies

Objectives and Policies
The Group has significant exposure to the following financial risks primarily from its use of financial instruments:

- Credit Risk
- Liquidity Risk
- Interest Rate Risk
- Other Market Price Risk

This note presents information about the Group's exposure to each of the above risks, the Group's objectives, policies and processes for measuring and managing risks, and the Group's management of capital.

The Group's principal financial instruments include cash and cash equivalents and investments in trading securities. These financial instruments are used to fund the Group's operations and capital expenditures.

The BOD has overall responsibility for the establishment and oversight of the Group's risk management framework. They are responsible for developing and monitoring the Group's risk management policies.

The Group's risk management policies are established to identify and analyze the risks faced by the Group, to set appropriate risk limits and controls, and to monitor risks adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities. All risks faced by the Group are incorporated in the annual operating budget. Mitigating strategies and procedures are also devised to address the risks that inevitably occur so as not to affect the Group's operations and detriment forecasted results. The Group, through its training and management standards and procedures, aims to develop a disciplined and constructive control environment in which all employees understand their roles and obligations.

Credit Risk
Credit risk represents the risk of loss the Group would incur if credit customers and counterparties fail to perform their contractual obligations.

Exposure to credit risk is monitored on an ongoing basis. Credit is not extended beyond authorized limits. Credit granted is subject to regular review, to ensure it remains consistent with the customer's credit worthiness and appropriate to the

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

The credit risk for due from related parties and security deposits was considered negligible since these accounts have high probability of collection and there is no current history of default.

Financial information on the Group's maximum exposure to credit risk without considering the effects of collaterals and other risk mitigation techniques is presented below.

	Note	**June 2017**	December 2016
Cash in banks and cash equivalents	4	**P1,352,199,926**	P5,543,697,939
Receivables - net	5	**3,427,622,717**	3,880,855,791
Security deposits*	12	**1,429,400,069**	1,387,243,564
		P6,209,222,712	P10,811,797,294

**Included under noncurrent assets.*

The following is the aging analysis per class of financial assets:

June 2017	**Neither Past Due nor Impaired**	**Past Due but not Impaired**			**Impaired**	**Total**
		1 to 30 Days	**31 to 60 Days**	**More than 60 Days**		
Cash in bank and cash equivalents	**P1,352,199,926**	**P-**	**P-**	**P-**	**P-**	**P1,352,199,926**
Receivables	**2,490,498,951**	**424,455,915**	**167,809,407**	**344,858,444**	**7,462,327**	**3,435,085,044**
Security deposits	**1,429,400,069**	**-**	**-**	**-**	**-**	**1,429,400,069**
	P5,272,098,946	**P424,455,915**	**P167,809,407**	**P344,858,444**	**P7,462,327**	**P6,216,685,039**

December 2016	Neither Past Due nor Impaired	Past Due but not Impaired			Impaired	Total
		1 to 30 Days	31 to 60 Days	More than 60 Days		
Cash in bank and cash equivalents	P5,543,697,939	P -	P -	P -	P -	P5,543,697,939
Receivables	2,819,816,554	480,581,538	189,998,772	390,458,927	7,462,327	3,888,318,118
Security deposits	1,387,243,564	-	-	-	-	1,387,243,564
	P9,750,758,057	P480,581,538	P189,998,772	P390,458,927	P7,462,327	P10,819,259,621

The Group has assessed the credit quality of the following financial assets that are neither past due nor impaired as high grade:

a. Cash in bank and cash equivalents were assessed as high grade since these are deposited in reputable banks with good credit standing, which have a low profitability of insolvency and can be withdrawn anytime. The credit quality of these financial assets is considered to be high grade.

b. Trade receivables were assessed as high grade since majority of trade receivables are credit card transactions and there is no current history of default. Non-trade receivables from suppliers relating to rental, display allowance and concession and advances to contractors were assessed as high grade since these are automatically deducted from the outstanding payables to suppliers and contractors. Advances to employees were assessed as high grade as these are paid through salary deductions and have a high probability of collections.

c. Due from related parties and security deposits were assessed as high grade since these have a high profitability of collection and there is no history of default.

<u>Liquidity Risk</u>
Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. The Group manages liquidity risk by forecasting projected cash flows and maintaining balance between continuity of funding and flexibility in operations. Treasury controls and procedures are in place to ensure that sufficient cash is maintained to cover daily operational working capital requirements. Management closely monitors the Group's future and contingent obligations and sets up required cash reserves as necessary in accordance with internal requirements.

The following are the contractual maturities of financial liabilities, including estimated interest payments and excluding the impact of netting agreements:

	As at June 30, 2017				
	Carrying Amount	**Contractual Cash Flow**	**1 Year or Less**	**More than 1 Year - 5 Years**	**More than 5 Years**
Financial Liabilities					
Accounts payable and accrued expenses*	**P4,932,323,203**	**P4,932,323,203**	**P4,932,323,203**	**P-**	**P-**
Short-term loans payable	**4,157,500,000**	**4,230,447,046**	**4,230,447,046**	**-**	**-**
Due to related parties	**21,333,284**	**21,333,284**	**21,333,284**	**-**	**-**
Long-term debt including current portion	**2,518,138,832**	**2,603,627,165**	**135,465,038**	**2,468,162,127**	**-**
Other current liabilities**	**181,720,828**	**181,720,828**	**181,720,828**	**-**	**-**
Noncurrent accrued rent	**3,078,955,029**	**3,078,955,029**	**57,098,540**	**390,315,123**	**2,631,541,366**

**excluding statutory payables to the government*
***excluding promotion fund, loyalty and rewards, gift cheques VAT payable and other current liabilities of Kareila*

	As at December 31, 2016				
	Carrying Amount	Contractual Cash Flow	1 Year or Less	More than 1 Year - 5 Years	More than 5 Years
Financial Liabilities					
Accounts payable and accrued expenses*	P9,471,492,374	P9,471,492,374	P9,471,492,374	P -	P -
Short-term loans payable	5,017,500,000	5,055,557,029	5,055,557,029	-	-
Due to related parties	33,776,623	33,776,623	33,776,623	-	-
Long-term debt including current portion	2,517,096,658	2,601,128,413	134,008,460	2,467,119,953	-
Other current liabilities**	151,368,120	151,368,120	151,368,120	-	-
Noncurrent accrued rent	2,909,884,084	2,909,884,084	-	355,411,981	2,554,472,103

**excluding statutory payables to the government*
***excluding promotion fund, loyalty and rewards, gift cheques VAT payable and other current liabilities of Kareila*

<u>Interest Rate Risk</u>
Interest rate risk is the risk that future cash flows from a financial instrument (cash flow interest rate risk) or its fair value (fair value interest rate risk) will fluctuate because of changes in market interest rates. The Group is exposed to interest rate risk on interest earned on cash deposits in banks. Cash deposits with variable rates expose the Group to cash flow interest rate risk. The Group is not exposed to interest rate risk since its short and long-term loans with fixed rates are carried at amortized cost. The Group's policy is to obtain the most favorable interest available without increasing its foreign currency exchange exposure.

The interest rate profile of the Group's interest-bearing financial instruments is as follows:

	June 2017	December 2016
Financial assets (cash deposits):		
Cash in banks	**P625,647,052**	P1,457,275,840
Money market placement	**726,552,874**	4,086,422,099
	P1,352,199,926	P5,543,697,939

Sensitivity Analysis
A 2% increase in interest rates would have increased equity and net income by P1.89 million and P7.76 million for the period ended June 30, 2017 and December 31, 2016, respectively. A 2% decrease in interest rates would have had the equal but opposite effect. Assuming a 10% interest rate and on the basis that all other variables remain constant.

Other Market Price Risk
The Group's market price risk arises from its investments in trading securities carried at fair value. The Group manages its risk arising from changes in market price by monitoring the changes in the market price of the investments.

Capital Management
The Group's objectives when managing capital are to increase the value of shareholders' investment and maintain steady growth by applying free cash flow to selective investments. The Group set strategies with the objective of establishing a versatile and resourceful financial management and capital structure.

The Group's President has overall responsibility for monitoring of capital in proportion to risk. Profiles for capital ratios are set in the light of changes in the Group's external environment and the risks underlying the Group's business operations and industry.

The Group defines capital as paid-up capital, additional paid-in capital, remeasurements and retained earnings as shown in the consolidated statements of financial position.

There were no changes in the Group's approach to capital management during the year.

The Group is not subject to externally imposed requirements.

28. Financial Instruments

The carrying amounts of Company's financial instruments approximate their fair values as at June 30, 2017 and December 31, 2016.

The following methods and assumptions are used to estimate the fair values of each class of financial instruments:

Cash and Cash Equivalents, Receivables and Security Deposits
The carrying amounts of cash and cash equivalents and receivables approximate fair values due to the relatively short-term maturities of these financial instruments. In the case of security deposits, the difference between the carrying amounts and fair values is considered immaterial by management.

Investments in Trading Securities and Available-for-Sale Financial Assets
The fair values of publicly traded instruments and similar investments are based on quoted market prices in an active market. For debt instruments with no quoted market prices, a reasonable estimate of their fair values is calculated based on the expected cash flows from the instruments discounted using the applicable discount rates. Unquoted equity securities and derivative instruments linked to unquoted stock are carried at cost less impairment.

Accounts Payable and Accrued Expenses, Short-term Loans, Due to Related Parties, Other Current Liabilities and Noncurrent Accrued Rent

The carrying amounts of accounts payable and accrued expenses, due to related parties, and short-term loans approximate fair value due to the relatively short-term maturities of these financial instruments. The difference between the carrying amounts and fair values of noncurrent accrued rent and other current liabilities is considered immaterial by management.

Long-term Loans including Current Maturities
The fair value of interest-bearing fixed rate loans is based on the discounted value of expected future cash flows using the applicable market rates for similar types of instruments as at reporting date. Effective rates used in 2017 and 2016 range from 2.38% to 3.61%.

Fair Value Hierarchy
The table below analyses financial instruments carried at fair value, by valuation method. The different levels have been defined as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.

- Level 2: inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices).

- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

As at June 30, 2017 and December 31, 2016, the Group's investment in trading securities were measured based on Level 1 classification and available for sale financial assets were carried at cost since the fair value cannot be determined reliably in the absence of any market data.

As at June 30, 2017 and December 31, 2016, the Group has not introduced any movement among Levels 1, 2 and 3 classifications.

SIGNATURES

Pursuant to the requirements of the Securities Regulation Code, the issuer has duly caused this report this SECOND QUARTER FINANCIAL STATEMENTS OF PUREGOLD PRICE CLUB, INC. AND ITS SUBSIDIARIES for the year 2017 to be signed on its behalf by the undersigned thereunto duly authorized.

August 14, 2017 in the City of Manila.

PUREGOLD PRICE CLUB, INC.

By:

FERDINAND VINCENT P. CO
President

TEODORO A. POLINGA
Comptroller