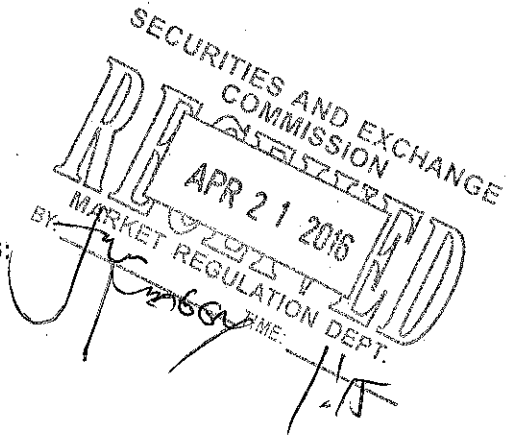


April 12, 2016

**NOTICE TO STOCKHOLDERS:**



**Gilberto R. Duavit, Jr.  
Felipe L. Gozon  
Joel Marcelo G. Jimenez  
Jaime C. Laya  
Artemio V. Panganiban  
Manuel P. Quiogue  
Felipe S. Yalong**

Dear Stockholder:

Please be informed that the Annual Meeting of the Stockholders of GMA Holdings, Inc. will be held on May 27, 2016 (Friday) at 10:00 a.m. at Balducci Ristorante & Deli, Serendra, Bonifacio High Street, Fort Bonifacio, Taguig, City to consider, discuss or vote on the following

1. Call to order
2. Certification and Notice of Quorum
3. Approval of the Minutes of the Stockholders Meeting held on August 13, 2015
4. Report of the President
5. Ratification of Acts of the Board of Directors for the previous year
6. Election of Directors, including the Independent Directors
7. Election of the External Auditor
8. Consideration of such other business as may properly come before the meeting
9. Adjournment

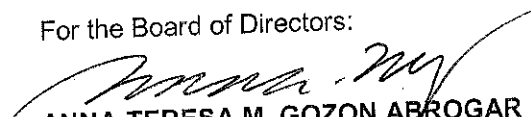
Any stockholder may vote by proxy provided that such authorization remains unrevoked and on file with, or is submitted to, the undersigned at the 15/F Sagittarius Building, H.V. De la Costa Street, Salcedo Village, Makati City.

For purposes of the meeting, only stockholders of record as of April 27, 2016 shall be entitled to vote.

The Organizational Meeting of the Board of Directors shall be held immediately after the Annual Stockholders' Meeting.

Thank you.

For the Board of Directors:

  
**ANNA-TERESA M. GOZON ABROGAR**  
Corporate Secretary

We are not soliciting your proxy. However, if you are unable to attend the meeting but would like to be represented thereat, you may accomplish the proxy form herein provided below and submit the same to the Office of the Corporate Secretary on or before May 25, 2016. You may deliver the proxy or send it in advance through fax no. (632) 812-0008. Validation of proxies shall be held on May 26, 2016 at 10:00 a.m. at the GMA Network Center.

### PROXY

I/We hereby name and appoint \_\_\_\_\_, or in his/her absence, the Chairman of the meeting, as my/our proxy at the Annual Stockholders' Meeting of GMA Holdings, Inc. to be held at **Balducci, G/F Serendra, Bonifacio Global City, Fort Bonifacio, Taguig City** on **Friday, May 27, 2016** at 10:00 a.m. and at any postponement or adjournment thereof.

\_\_\_\_\_  
Name

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

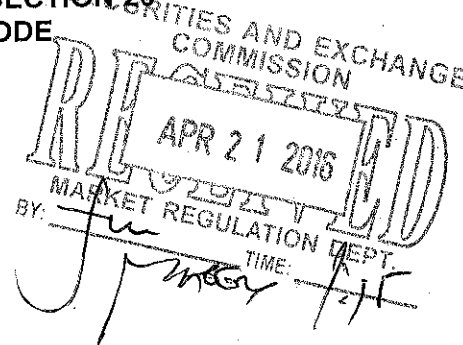
\_\_\_\_\_  
No. of Shares Held

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 20-IS

INFORMATION STATEMENT PURSUANT TO SECTION 20  
OF THE SECURITIES REGULATION CODE

**GMA HOLDINGS, INC.**



1. Check the appropriate box:

[ ☒ ] Preliminary Information Statement

[ ☐ ] Definitive Information Statement

2. Name of Registrant as specified in its charter: **GMA HOLDINGS, INC.**

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

4. SEC Identification Number **CS200602356**

5. BIR Tax Identification Code **244-658-896-000**

6. Address of principal office Postal Code

**UNIT 5D TOWER ONE, ONE MCKINLEY PLACE, NEW BONIFACIO GLOBAL CITY,  
FORT BONIFACIO, TAGUIG CITY**

7. Registrant's telephone number, including area code **(632) 9827777**

8. Date, time and place of the meeting of security holders

**DATE : May 27, 2016**

**TIME : 10:00 a.m.**

**PLACE: Balducci, G/F Serendra, Bonifacio Global City, Fort Bonifacio,  
Taguig City**

9. Approximate date on which the Information Statement is first to be sent or given to security holders

**May 3, 2015**

10. In case of Proxy Solicitations:

*Name of Person Filing the Statement/Solicitor:* **NOT APPLICABLE**

*Address and Telephone No.:* **NOT APPLICABLE**

11. Securities registered pursuant to Sections 8 and 12 of the Code or Sections 4 and 8 of the RSA (information on number of shares and amount of debt is applicable only to corporate registrants):

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
<b>Philippine Depositary Receipts ("PDRs")</b>	846,038,700

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

**PDRs/PHILIPPINE STOCK EXCHANGE**

## **GMA HOLDINGS, INC.**

This Information Statement dated May 3, 2016, is being furnished to the stockholders of record of GMA Holdings, Inc. as of April 27, 2016 in connection with the Annual Stockholders' Meeting.

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

### **A. GENERAL INFORMATION**

#### **Item 1. Date, time and place of meeting of security holders.**

- (a) State the date, time and place of the meeting

Date : May 27, 2016  
Time : 10:00 a.m.  
Place: **Balducci, G/F Serendra, Bonifacio Global City, Fort Bonifacio,  
Taguig City**

- (b) Approximate date on which copies of the information statement are first to be sent to the security holders:

May 3, 2016

## **Item 2. Dissenters' Right of Appraisal**

Title X of the Corporation Code of the Philippines grants to a shareholder the right to dissent and demand payment of the fair value of his share in certain instances, to wit: (1) in case any amendment to the corporation's articles of incorporation has the effect of changing and restricting the rights of any shareholder or class of shares, or of authorizing preferences in any respect superior to those of outstanding shares of any class; (2) in case of any sale, lease, exchange, transfer, mortgage or other disposition of all or substantially all of the corporate property or assets; (3) in case of merger or consolidation; (4) in case the corporation decides to invest its funds in another corporation or business or for any purpose other than the primary purpose; and (5) extension or shortening of the term of corporate existence.

Under Section 42 of the Corporation Code, a stockholder is likewise given an appraisal right in cases where a corporation decides to invest its funds in another corporation or business. The appraisal right may be exercised by a stockholder who shall have voted against any of the foregoing corporate actions proposed in a meeting by making written demand on the corporation for the payment of the fair value of his/its shares within 30 days after the date on which the vote is taken. Failure to make written demand within such period shall be deemed a waiver of such right. If the proposed action is implemented, the corporation shall pay to a stockholder surrendering his/its stock certificates the fair value of such shares as of the day prior to the date on which the vote was taken; however, no payment shall be made to any stockholder unless the corporation has unrestricted retained earnings in its books to cover such payment. Within ten days after demanding payment for his shares, a dissenting stockholder shall submit his stock certificates for notation thereon that such shares are dissenting shares, failing which, his/its appraisal right shall, at the option of the corporation, terminate. Upon payment of the purchase price for the shares, the stockholder must transfer his shares to the corporation.

From the time a demand for payment of fair value until either the abandonment of the corporate action involved or the purchase of said shares by the corporation, all rights accruing to such shares, including voting and dividend rights, shall be suspended. If the dissenting stockholder is not paid the value of the shares within 30 days after the award, his voting and dividend rights shall be restored.

None of the proposed corporate actions qualifies as an instance for a possible exercise by security holders of their appraisal rights under Title X of the Corporation Code of the Philippines.

## **Item 3. Interest of Certain Persons in or Opposition to Matters to be Acted Upon**

- (a) There is no matter to be acted upon in which any Director or Executive Officer is involved or had a direct, indirect or substantial interest.
- (b) No Director has informed the Company of his opposition to any matter to be acted upon.

## **B. CONTROL AND COMPENSATION INFORMATION**

### **Securities and Principal Holders Thereof**

- (a) GMA Holdings, Inc. ("the Company") has 10,000 common shares subscribed and outstanding as of March 30, 2016. Every stockholder shall be entitled to one vote for each common share held as of the established record date.
- (b) All stockholders of record as of the closing of business on April 27, 2016 are entitled to notice of and to vote at the Company's Annual Stockholders' Meeting.
- (c) With respect to the election of directors, a stockholder may vote such number of shares for as many persons as there are directors to be elected or he may accumulate said shares and give one candidate as many votes as the number of directors to be elected or he may distribute them on the same principle among as many candidates as he shall see fit; provided, that the total number of votes cast by him shall not exceed the total number of shares owned by him multiplied by the whole number of directors to be elected.
- (d) The following are the information on security ownership of certain record and beneficial owners and management:

### **Security Ownership of Certain Record and Beneficial Owners as of March 30, 2016**

As of March 30, 2016, the following persons owned at least 5% of the Company's outstanding common shares:

<b>Title of class</b>	<b>Name, Address of Record Owner and Relationship with Company</b>	<b>Name of Beneficial Owner and Relationship with Record Owner</b>	<b>Citizenship</b>	<b>No. of Shares Held</b>	<b>Percent-age of Class</b>
Common	Felipe L. Gozon Unit 5 5D Tower One, One McKinley Place, New Bonifacio City, Fort Bonifacio, Taguig City	The Record owner is the Beneficial Owner	Filipino	3,330	33.30
Common	Gilberto R. Duavit, Jr. Unit 5 5D Tower One, One McKinley Place, New Bonifacio City, Fort Bonifacio, Taguig City	The Record owner is the Beneficial Owner	Filipino	3,330	33.30
Common	Joel Marcelo G. Jimenez Unit 5 5D Tower One, One McKinley Place, New Bonifacio City, Fort Bonifacio, Taguig City	The Record owner is the Beneficial Owner	Filipino	3,330	33.30
			<b>Total</b>	<b>9,990</b>	<b>99.90</b>

Felipe L. Gozon, Gilberto R. Duavit, Jr. and Joel Marcelo G. Jimenez are significant stockholders of the Company.

### Security Ownership of Management as of March 30, 2016:

As of March 30, 2016, the Company's directors and senior officers owned an aggregate of 96,996 common shares of the Company, equivalent to 99.96% of the Company's issued and outstanding common capital stock.

Title of Class	Name of Beneficial Owner	Amount and Nature of Beneficial Ownership	Citizenship	Percentage of Class
Common	Felipe L. Gozon	Direct 3,330	Filipino	33.30
Common	Gilberto R. Duavit, Jr.	Direct 3,330	Filipino	33.30
Common	Joel Marcelo G. Jimenez	Direct 3,330	Filipino	33.30
Common	Artemio V. Panganiban	Direct 4	Filipino	.04
Common	Jaime C. Laya	Direct 1	Filipino	.01
Common	Felipe S. Yalong	Direct 1	Filipino	.01
	<b>Total</b>	<b>99,996</b>		<b>99.96</b>

### Voting Trust Holders of more than 5%

The Company is not aware of any person holding more than 5% of shares under a voting trust or similar arrangement.

### Changes in Control

The Company is not aware of any arrangement which may have resulted in a change in control of the Company during the period covered by this report.

### Foreign Equity

The Company's equity (consisting of common shares) are wholly-owned by Filipinos. While the PDRs issued by the Company may be owned by any person regardless of citizenship or nationality, the exercise of which is subject to the nationality restriction under the Philippine Constitution prohibiting foreign ownership in mass media companies. As a result, the Underlying Shares (GMA Network, Inc. common shares) resulting from an exercise of the PDRs may only be issued to Philippine citizens or corporations, cooperatives or associations wholly owned and managed by Philippine citizens. Although holders of PDRs will enjoy economic rights upon occurrence of certain events in respect of the Underlying Shares, they will not have any voting rights in respect of the Underlying Shares. Such voting rights will, until exercise of the PDR, be retained and exercised by GHI or the Company. Pending exercise of

the PDRs, the Shares deliverable on exercise of the PDRs shall be owned by and registered in the name of the Issuer. The Shares underlying the PDRs have been delivered and pledged by the Issuer to the Pledge Trustee, and held to the order and for the benefit of the Holders as security for the delivery of the Shares upon exercise of the PDRs pursuant to the Pledge. Until an exercise of a PDR, the Issuer, as owner of Shares underlying the relevant PDR, will retain and exercise such voting rights relating to such Shares.

## **Item 5. Directors and Executive Officers**

### **Nominees for Election as Members of the Board of Directors**

The following were nominated as members of the Board of Directors for the ensuing year (2016-2017):

Gilberto R. Duavit, Jr.  
Felipe L. Gozon  
Joel Marcelo G. Jimenez  
Jaime C. Laya (*Independent Director*)  
Artemio V. Panganiban (*Independent Director*)

All the nominees are incumbent directors. The nominees were formally nominated by Gilberto R. Duavit, Jr. Gilberto R. Duavit, Jr. has no relationship with the nominated independent directors, Jaime C. Laya and Artemio V. Panganiban.

The Company's By-laws provide that all nominations to the Board of Directors shall be submitted in writing to the Nomination Committee before the date of the regular annual meeting of the stockholders. The Nomination Committee has reviewed the qualifications of the nominees and approved the final list of candidates.

The members of the Nomination Committee are as follows:

Felipe L. Gozon (Chairman)  
Gilberto R. Duavit, Jr.  
Joel Marcelo G. Jimenez  
Jaime C. Laya

### **Board of Directors, Officers and Senior Management**

Under the Articles of Incorporation of the Company, the Board of Directors of the Company comprises five directors, two of whom are independent. The directors have a term of one year and are elected annually at the Company's stockholders meeting. A director who is elected to fill a vacancy holds the office only for the unexpired term of his predecessor. As of March 30, 2016, the Company's Board of Directors and Senior Management were composed of the following:



Board of Directors				Senior Management		
Directors and Senior Management	Nationality	Position	Year Position was Assumed	Position	Year Position was Assumed	Age
Felipe L. Gozon	Filipino	Chairman/Director	2007	N/A	N/A	76
Gilberto R. Duavit, Jr.	Filipino	Director	2007	President/Chief Executive Officer	2007	52
Joel Marcelo G. Jimenez	Filipino	Director	2007	N/A	N/A	512
Felipe S. Yalong	Filipino	Corporate Treasurer	2007	Chief Financial Officer/Chief Operating Officer	2012	59
Artemio V. Panganiban	Filipino	Independent Director	2009	N/A	N/A	79
Jaime C. Laya	Filipino	Independent Director	2008	N/A	N/A	77
Ronaldo P. Mastrilli	Filipino	N/A	N/A	Comptroller/Chief Accounting Officer	2007	50
Anna Teresa M. Gozon-Abrogar	Filipino	Corporate Secretary	2007	N/A	N/A	44
Roberto O. Parel	Filipino	N/A	N/A	Vice-President/Compliance Officer	2013	60

The following are descriptions of the business experience of each of the Company's directors, officers and senior management:

**Felipe L. Gozon**, Filipino, 76 years old, is the Chairman of the Board of Directors and Chief Executive Officer of GMA Network, Inc.

Atty. Gozon is a Senior Partner at the Law Firm of Belo Gozon Elma Parel Asuncion & Lucila. Aside from GMA Network, Inc., he is also Chairman and CEO of GMA Marketing and Productions, Inc. and GMA New Media, Inc.; Chairman and President of FLG Management and Development Corp.; Chairman of Alta Productions Group, Inc., Citynet Network Marketing and Productions, Inc., Mont-Aire Realty and Development Corp., Philippine Entertainment Portal, Inc., and RGMA Network, Inc.; Vice Chairman of Malayan Savings and Mortgage Bank; Director of, among other companies, Gozon Development Corp., Justitia Realty and Management Corp., Antipolo Agri-Business and Land Development Corp., Capitaalex Holdings, Inc., BGE Holdings, Inc., Philippine Chamber of Commerce and Industry, Chamber of Commerce of the Philippine Islands and President of Lex Realty, Inc. He serves as Chairman of the Board of Trustees of GMA Kapuso Foundation, Inc., Kapwa Ko Mahal Ko Foundation, Inc., and The Potter and Clay Christian School Foundation, Inc.; Chairman and President of Gozon Foundation; and Trustee of Bantayog ng mga Bayani Foundation. Gozon is also an Advisory Board Member of the Asian Television Awards.

Atty. Gozon is a recipient of several awards for his achievement in law, media, public service, and business, including the prestigious Chief Justice Special Award given by the Chief Justice of the Philippines (1991), Presidential Award of Merit given by the Philippine Bar Association (1990 & 1993), CEO of the Year given by Uno Magazine (2004), Master Entrepreneur – Philippines (2004) by Ernst and Young, Outstanding Citizen of Malabon Award for Legal and Business Management by the Kalipunan ng Samahan sa Malabon (KASAMA) (2005), People of the Year by People Asia Magazine (2005), Outstanding Manilan Award in the field of Social Responsibility and Broadcasting given by the City Government of Manila (2011), Quezon City Gawad Parangal Most Outstanding Citizen for 2011 given by the City Government of Quezon

(2011), Tycoon of the Decade Award given by BizNews Asia (2011), Lifetime Achievement Award given by the UP Alumni Association (2012), Certificate of Recognition given by the Civil Aeronautics Board (2012), Personality of the Year for Broadcast Media given by SKAL International Makati (2013), Outstanding Member-Achiever given by Phi Kappa Phi UP Chapter (International Honor Society) (2013), Visionary Management CEO Award given by BizNews Asia (2013), Lifetime Achievement Award given by UP Preparatory High School Alumni (2014), Entrepreneurship Excellence Award and Best Broadcast CEO Award given by BizNews Asia (2014), The Rotary Golden Wheel Award for Corporate Media Management given by Rotary International District 3780 and Quezon City Government (2014), and Global Leadership Award for Excellence in Media Sector (first Filipino to win the award) given by The Leaders International together with the American Leadership Development Association in Kuala Lumpur, Malaysia (2015). He is also listed among Biz News Asia's Power 100 (2003 to 2010).

Atty. Gozon earned his Bachelor of Laws degree from the University of the Philippines (among the first 10 of his class) and his Master of Laws degree from Yale University Law School. He was admitted to the Bar in 1962, placing 13th in the Bar examinations.

**Gilberto R. Duavit, Jr.**, Filipino, 52 years old, is the President and Chief Operating Officer of GMA Network, Inc. He has been a Director of the Company since 1999 and is currently the Chairman of the Network's Executive Committee. Aside from GMA Network, Inc., he is the Chairman of the Board of GMA Network Films, Inc. and GMA Worldwide, Inc. and a Board member and the Executive Committee Chairman of GMA Marketing and Productions, Inc. He also serves as President and CEO of GMA Holdings, Inc., RGMA Marketing and Productions, Inc., Film Experts, Inc., and Dual Management and Investments, Inc. He is the President and a Director of Group Management and Development, Inc.; President and Director of MediaMerge Corp., Citynet Network Marketing and Productions, Inc.; Director of RGMA Network, Inc., GMA New Media, Inc., Alta Productions Group, Inc., Optima Digital, Inc., and Mont-Aire Realty and Development Corp. He also serves as the President and a Trustee of GMA Kapuso Foundation, Inc. and a Trustee of the Guronasyon Foundation, Inc. and the HERO Foundation.

Mr. Duavit holds a Bachelor's Degree in Philosophy from the University of the Philippines.

**Joel Marcelo G. Jimenez**, Filipino, 52 years old, has been a Director of GMA Network, Inc. since 2002. He is currently the President and CEO of Menarco Holdings and the Chief Executive Officer of Alta Productions, Inc. He is a Director of RGMA Network, Inc., GMA New Media, Inc., Scenarios, Inc., and GMA Worldwide, Inc., besides also being a member of the Board of Directors of Malayan Savings and Mortgage Bank, and Unicapital Securities, Inc. He is also a Director of NuvoLand Philippines, a real-estate development company. He is a Trustee of GMA Kapuso Foundation, Inc.

He was educated in Los Angeles, California where he obtained a Bachelor's Degree in Business Administration from Loyola Marymount University. He also obtained a Master's Degree in Management from the Asian Institute of Management.

**Felipe S. Yalong**, Filipino, 59 years old, is the Executive Vice President and Chief Financial Officer of GMA Network, Inc. He is also the Head of the Corporate Services Group of the Network. He has been a Director of the Network since 2002. Aside from GMA Network, Inc., he also serves as Corporate Treasurer of GMA Holdings, Inc., Scenarios, Inc., and GMA Network

Films, Inc.; Director of Unicapital, Inc., Majalco Finance and Investments, Inc., and GMA Marketing and Productions, Inc.; Corporate Treasurer of RGMA Network, Inc., MediaMerge Corp.; Executive Vice President of RGMA Marketing and Productions, Inc.; and Corporate Treasurer of the Board of Trustees of GMA Kapuso Foundation, Inc.

Yalong was named CFO of the Year by ING FINEX in 2013.

He obtained a Bachelor of Science Degree in Business Administration Major in Accounting from the Philippine School of Business Administration and completed the Management Development Program at the Asian Institute of Management. He is a Certified Public Accountant.

**Dr. Jaime C. Laya**, Filipino, 77 years old, has been an independent Director of GMA Network, Inc. since 2007. He is the Chairman and President of Philippine Trust Company (Philtrust Bank), Director of Ayala Land, Inc., Manila Water Company, Inc., and Philippine AXA Life Insurance Company, Inc. He also serves as Chairman of Don Norberto Ty Foundation, Inc. and Escuela Taller de Filipinas Foundation, Inc.; Trustee of St. Paul University - Quezon City, Cultural Center of the Philippines, Metropolitan Museum of Manila, Yuchengco Museum, Fundación Santiago, Inc., Ayala Foundation, Inc., and other foundations. He writes a weekly column for the *Manila Bulletin*.

He was Minister of Budget, 1975-1981; Minister of Education, Culture and Sports, 1984-86; Chairman of the Monetary Board and Governor, Central Bank of the Philippines, 1981-1984; Chairman, National Commission for Culture and the Arts, 1996-2001. He was faculty member of the University of the Philippines, 1957-1978 and Dean of the College of Business Administration, 1969-1974. In 1986, he founded J.C. Laya & Co., Ltd. (Certified Public Accountants and Management Consultants) later the Philippine member firm of KPMG International; he served as the firm's Chairman until his retirement in 2004.

He earned his BSBA, *magna cum laude*, University of the Philippines, 1957; M.S. in Industrial Management, Georgia Institute of Technology, 1960; Ph.D. in Financial Management, Stanford University, 1966. He is a Certified Public Accountant.

**Chief Justice Artemio V. Panganiban**, Filipino, 79 years old, has been an Independent Director of GMA Network, Inc. since 2007. In 1995, he was named a Justice of the Supreme Court and in 2005, he was appointed Chief Justice of the Philippines — a position he held until December 2006. At present, he is also an Independent Director of these listed firms: First Philippine Holdings Corp., Metro Pacific Investments Corp., Manila Electric Company, Robinsons Land Corp., GMA Holdings, Inc., Philippine Long Distance Telephone Co., Petron Corporation, Bank of the Philippine Islands, Asian Terminals, and a regular Director of Jollibee Corporation. He is also a Senior Adviser of Metropolitan Bank, Chairman, Board of Advisers of Metrobank Foundation, Adviser of Double Dragon Properties, Chairman of the Board of the Foundation for Liberty and Prosperity, President of the Manila Cathedral Basilica Foundation, Chairman Emeritus of Philippine Dispute Resolution Center, Inc., and Member, Advisory Board of the World Bank (Philippines) and of the Asian Institute of Management Corporate Governance Council. He also is a column writer of The Philippine Daily Inquirer.

Upon his retirement, he was unanimously conferred a Plaque of Acclamation by the Associate Justices of the Supreme Court as the "Renaissance Jurist of the 21st Century;" and an Award

of Honor by the Philippine Bar Association. In recognition of his role as a jurist, lawyer, civic leader, Catholic lay worker, business entrepreneur and youth leader, he had been the recipient of over 250 other awards from various governments, civic clubs, consumer associations, bar groups, religious movements and other non-government organizations, both local and international.

He obtained his Associate in Arts, "With Highest Honors" and later his Bachelor of Laws, with cum laude and "Most Outstanding Student" honors from the Far Eastern University. He placed sixth among more than 4,200 candidates who took the 1960 Bar examinations. He is likewise the recipient of several honorary doctoral degrees from various universities.

**Anna Teresa G. Abrogar**, Filipino, 44 years old, has been a Director of GMA Network, Inc. since 2000. She graduated valedictorian from grade school and high school at Colegio San Agustin. She graduated cum laude, BS Management Engineering from Ateneo de Manila University and obtained her Bachelor of Laws degree from the University of the Philippines where she graduated valedictorian, cum laude. She later obtained her Master of Laws from Harvard University.

She is a junior partner in Belo Gozon Elma Parel Asuncion & Lucila and was an Associate Professor in the University of the Philippines, College of Law where she taught taxation.

She is currently Programming Consultant to the Chairman/CEO of GMA Network, Inc. and the President of GMA Films, Inc. and GMA Worldwide, Inc. She is a trustee of GMA Kapuso Foundation.

**Ronaldo P. Mastrili**, Filipino, 50 years old, is the Senior Vice President of GMA Network, Inc.'s Finance and ICT Departments. He obtained his Bachelor of Science in Business and Economics degree, major in Accounting from De La Salle University. He attended the Master in Business Administration Program from the same university and completed the Executive Development Program of the Asian Institute of Management. He is a Certified Public Accountant with expertise in the fields of accounting, auditing, finance, taxation and general management. He was formerly the Assistant Vice President of Controllershship of ABS-CBN and also served as its Group Internal Auditor before joining GMA Network in March 2001. He also worked with SGV and Co. in the early part of his career. Mr. Mastrili concurrently holds key positions in GMA Subsidiaries namely: Comptroller/Chief Accounting Officer of GMA Holdings, Treasurer of Alta Productions, Director of Script2010 and GMA Kapuso Foundation, and Comptroller of GMA Films, GMA Kapuso Foundation and GMA Worldwide.

**Roberto O. Parel**, Filipino, 60 years old, has been the Corporate Secretary of the GMA Network, Inc. since 1993. He has been the Compliance Officer of the Company since 2012. He is a Partner at the Law Firm of Belo Gozon Elma Parel Asuncion & Lucila. His practice areas include labor relations, natural resources and intellectual property. He is a Director of Time-Life International Philippines, Berong Nickel Corporation, Ulugan Nickel Corporation, Ulugan Resources Holdings, Inc., Nickeline Resources Holdings, Inc., TMM Management Inc. and Assetlex Development Company, Inc.; Corporate Secretary of Alta Productions Group, Inc., Scenarios, Inc., Citynet Network Marketing and Productions, Inc. and GMA Kapuso Foundation, Inc.

He graduated from the University of the Philippines with a Bachelor of Arts degree in Philosophy and a Bachelor of Laws degree. He was admitted to the Philippine Bar in 1981. Atty. Parel further pursued legal studies through short programs at the Center of American and International Law and the Southwestern Legal Foundation in Dallas, Texas. Later, he attended a training program on Industrial Property Rights held by the Japan Institute of Invention and Innovation and the Association for Overseas Technical Scholarship in Tokyo, Japan.

#### Significant Employees

Although the Company will continue to rely on the individual and collective contributions of their executive officers, the Company is not dependent on the services of any particular employee.

#### Family Relationships

Anna Teresa M. Gozon-Abrogar is the daughter of Felipe L. Gozon. Felipe L. Gozon's sister, Carolina L. Gozon Jimenez, is the mother of Joel Marcelo G. Jimenez.

#### Involvement in Certain Legal Proceedings

To the best of the Company's knowledge, during the past five years and up to the date of this Information Statement, there has been no occurrence of any of the following events which are material to an evaluation of the ability or integrity of any director, person nominated to become a director, executive officer, or control person of the Company:

- Any filing of an Insolvency or bankruptcy petition by or against any business of which such person was a general partner or executive officer, either at the time of the insolvency or within two years prior to that time;
- Any conviction by final judgment in a criminal proceeding, domestic or foreign, or any pending criminal proceeding, domestic or foreign, of any such person, excluding traffic violations and other minor offenses;
- Any final and executory order, judgment, or decree of any court of competent jurisdiction, domestic or foreign, against any such person, permanently or temporarily enjoining, barring, suspending, or otherwise limiting involvement in any type of business, securities, commodities, or banking activities; and
- Any final and executory judgment of any such person by a domestic or foreign court of competent jurisdiction (in a civil action), the SEC, or comparable foreign body, or a domestic or foreign exchange or electronic marketplace or self-regulatory organization, for violation of a securities or commodities law.

#### Resignation of Directors

No director has resigned or declined to stand for re-election to the Board of Directors since the date of the initial organization of the Company because of a disagreement with the Company on matters relating to the Company's operations, policies and practices.

### Certain Relationships and Related Transactions

On May 30, 2008, the Company engaged as its legal counsel Belo Gozon Elma Parel Asuncion & Lucila ("BGEPAL") where Atty. Felipe L. Gozon is a Senior Partner. Atty. Gozon is the Chairman and one of the major stockholders of the Company. The Company and BGEPAL are currently negotiating the fees in relation to the services provided, ensuring that the same is done on an arm's length basis.

On July 30, 2007, the Company issued PDRs relating to GMA Network, Inc. Common Shares. The proceeds owing to the selling shareholders of GMA Network, Inc. ("Selling Shareholders") whose Common Shares formed the underlying shares of the PDRs in the Company's Initial Public Offering were initially held by the Company then remitted to these Selling Shareholders. Please see Note 10 of the Company's Financial Statements.

Other than the foregoing, the Company has had no material transactions during the past two years, nor is any material transaction presently proposed between the Company and parties that fall outside the definition of "related parties" under SFAS/IAS No. 24, but with whom the registrants or its related parties have a relationship that enables the parties to negotiate terms of material transactions that may not be availed from other, more clearly independent parties on an arm's length basis.

### **Item 6. Compensation of Directors and Executive Officers**

#### Compensation of Directors and Executive Officers

The following sets forth the summary of the Company's compensation to its executive officers:

#### **Name and Position**

Gilberto R. Duavit, Jr.

Felipe S. Yalong

Ronaldo P. Mastrili

President and Chief Executive Officer

Chief Financial Officer/ Chief Operating Officer

Chief Accounting Officer/ Comptroller

	<b>Year</b>	<b>Salaries</b> (in thousands)	<b>Bonuses</b> (in thousands)	<b>Other Income</b>	<b>Total</b> (in thousands)
CEO and the highest compensated officers named above	2013	-	-	-	-
	2014	-	-	-	-
	2015	-	-	-	-
	2016 (estimate)	-	-	-	-
Aggregate compensation paid to all officers and directors as a group unnamed	2013	-	-	-	-
	2014	-	-	-	-

2015	-	-	-	-
2016	-	-	-	-
(estimate)				

No director or officer receives or has received compensation for their services. The By-Laws of the Company however, provides that each director is entitled to a reasonable *per diem* allowance for attendance at each meeting of the Board of Directors. The By-Laws further provide that the Board may receive and allocate an amount of not more than 10% of the net income before income tax of the corporation during the preceding year. Such compensation shall be determined and apportioned among the directors in such manner as the Board may deem proper, subject to the approval of the stockholders representing at least a majority of the stockholders.

The Company has no other arrangement with regard to the remuneration of its existing directors and officers aside from the compensation received as herein stated.

#### Employment Contracts, Termination of Employment, Change-in-control Arrangements

The directors and executive officers do not have any employment contracts, and are elected to their respective positions on a yearly basis. The Company has no compensatory plans or arrangements with respect to any executive officer that would result from the resignation, retirement or any other termination of such executive officer's employment.

#### **Item 7. Independent Public Accountants**

(a) SyCip Gorres Velayo & Co. ("SGV & Co.") has acted as the Company's external auditors since 2007. SGV & Co. is being recommended for re-election at the scheduled Annual Stockholders' Meeting on May 27, 2016.

(b) Representatives of SGV & Co. for the current year and for the most recently completed fiscal year are expected to be present at the Annual Stockholders' Meeting. They will have the opportunity to make a statement if they desire to do so and are expected to be available to respond to appropriate questions.

The Company became publicly listed with the Philippine Stock Exchange on July 30, 2007. Pursuant to Rule 68 paragraph 3 (b) (iv), the Company has engaged Ms. Marydith C. Miguel, partner of SGV & Co., to sign the Company's 2015 audited financial statements.

(c) Changes in and disagreements with accountants on accounting and financial disclosure.

The Company has not had any disagreements on accounting and financial disclosures with its current external auditors during the two most recent fiscal years or any subsequent interim period.

(d) SGV & Co. professional fees billed for its year-end financial audit of the Company covering the years 2015, 2014 and 2013 amounted to P75 thousand per year. These included the fees related to financial audit and services for general tax compliance. No other fees of any nature were paid.

- (e) The Company's Audit Committee was formed in 2008. The Audit Committee reviews the fee arrangements with the external auditor and recommends the same to the Board of Directors.

The members of the Audit Committee are as follows:

Dr. Jaime C. Laya (*Chairman*)  
Gilberto R. Duavit, Jr.  
Chief Justice Artemio V. Panganiban  
Felipe S. Yalong (*Corporate Treasurer*)

#### **Item 8. Compensation Plans**

No action shall be taken with respect to any plan pursuant to which cash or non-cash compensation may be paid or distributed.

### **C. ISSUANCE AND EXCHANGE OF SECURITIES**

#### **Item 9. Authorization or Issuance of Securities Other than for Exchange**

No action shall be taken with respect to the authorization or issuance of any securities otherwise than for exchange for outstanding securities of the Company.

#### **Item 10. Modification or Exchange of Securities**

No action shall be taken with respect to the modification of any class of securities of the Company, or the issuance or authorization for issuance of one class of securities of the Company in exchange for outstanding securities of another class.

#### **Item 11. Financial and Other Information**

In connection with Item 11 hereof, the Company has incorporated by reference the following as contained in the Management Report prepared in accordance with Rule 68 of the Securities and Regulation Code:

- a. Audited Financial Statements for December 31, 2014 and 2015;
- b. Management's Discussion and Analysis or plan of operation; and
- c. Information on business overview, properties, legal proceedings, market price of securities and dividends paid out, and corporate governance



#### **Item 12. Mergers, Consolidations, Acquisitions and Similar Matters**

No action is to be taken with respect to the mergers, consolidations, acquisitions and similar matters.

#### **Item 13. Acquisition or Disposition of Property**

No action is to be taken with respect to the acquisition or disposition of any property.

#### **Item 14. Restatement of Accounts**

No action is to be taken with respect to the restatement of any asset, capital or surplus account of the Company.

### **D. OTHER MATTERS**

#### **Item 15. Action with Respect to Reports**

- a. Approval of the Annual Report of Management and the Audited Financial Statements for the year ending December 31, 2015.
- b. Approval of the Minutes of the Annual Stockholders' Meeting held on August 13, 2015. The salient matters are summarized as follows:
  - (1) Approval of the Minutes of the Stockholders' Meeting held on May 30, 2015.
  - (2) Report of the President
  - (3) Ratification of Acts of the Board of Directors for the Previous Year
  - (4) Election of Directors, including the Independent Directors
  - (5) Election of the External Auditor
- c. Ratification of Acts of the Board of Directors for the previous year

All acts and resolutions of the Board of Directors and Management for the period covering August 13, 2015 to May 27, 2016 adopted in the ordinary course of business involving

- > Approval of borrowings, opening of accounts and bank transactions;
- > Appointment of signatories;
- > Approval of the minutes of the organizational meeting last August 13, 2016
- > Approval of the record date and venue of the Annual Stockholders' Meeting
- > Approval of the Financial Statements

#### **Item 16. Matters Not Required to be Submitted**

All actions or matters to be submitted in the meeting will require the vote of the security holders.

### **Item 17. Amendment of Charter, Bylaws or Other Documents**

No action is to be taken with respect to any amendment of the registrant's charter, by-laws or other documents.

### **Item 18. Other Proposed Action**

#### **(a) Ratification of the Acts of the Board of Directors/Corporate Officers:**

(i) Declaration on April 8, 2016 by the Company of cash distribution to the PDR holders of P0.40 per PDR or the same dividend rate that will be paid by GMA Network, Inc. to its common shareholders, undiminished by the PDR holders' proportionate share in the operating cost of GMA Holdings, Inc. The foregoing cash distribution in the amount P0.40 per PDR shall be distributed to PDR Holders as of April 25, 2016 and will be paid out to the PDR holders on May 17, 2016

(ii) Declaration of Cash Dividends of P0.27 per share by GMA Network Inc. on April 2, 2014 to PDR Holders. The record date for the PDR holders who were entitled to receive the cash amounts was on April 24, 2014 (Thursday) [the same record date for GMA Network, Inc. stockholders] and the cash amounts were distributed to the PDR holders on May 20, 2014 (Tuesday).

(iii) All acts and resolutions of the Board of Directors and Management for the period covering August 13, 2015 to May 27, 2016 adopted in the ordinary course of business involving

- > Approval of borrowings, opening of accounts and bank transactions;
- > Appointment of signatories;
- > Approval of the minutes of the organizational meeting last August 13, 2015
- > Approval of the record date and venue of the Annual Stockholders' Meeting
- > Approval of the Financial Statements

(b) Election of the Members of the Board of Directors, including two independent directors for the ensuing calendar year

(c) Election of the External Auditor

### **Item 19. Voting Procedures**

(a) Vote Required: Motions, in general, require the affirmative vote of a majority of the shares of the Company's common stock present and/or represented and entitled to vote. However, under Philippine law, certain proposed actions may require the vote of at least two thirds (2/3) of the outstanding capital stock of the Company. The manner of voting is non-cumulative, except as to the election of directors.

(b) Method: *Straight and cumulative voting*. In the election of directors, the five (5) nominees garnering the highest number of votes shall be elected directors. The stockholder may vote such number of shares for as many person as there are directors to be elected, or he may cumulate said shares and give one candidate as many votes as the number of directors to be elected, or he may distribute them on the same principle among as many candidates as he shall see fit; provided, the total number of votes cast by him shall not exceed the number of shares owned by him multiplied by the number of directors to be elected.

If there are more than five nominees, voting shall be done by secret ballot. If there are only five nominees, voting shall be done by a show of hands.

The Corporate Secretary or the Secretary of the meeting shall be responsible for validating the votes if the voting is done by secret ballot. The Corporate Secretary or the Secretary of the meeting shall likewise be responsible if the voting is done by a show of hands.

Other than the nominees' election as directors, no director, executive officer, nominee or associate of the nominees has any substantial interest, direct or indirect by security holdings or otherwise in any way of the matters to be taken upon during the meeting. The Company has not received any information that an officer, director or stockholder intends to oppose any action to be taken at the Annual Stockholders' Meeting.

Upon written request of the stockholders, the Company undertakes to furnish said stockholder with a copy of the SEC Form 17-A free of charge. Any written request for a copy of the SEC Form 17-A shall be addressed to the following:

**GMA HOLDINGS, INC.  
9/F GMA NETWORK CENTER  
EDSA corner Timog Avenue  
Diliman, Quezon City**

**Attention:     Ronaldo P. Mastrili  
                  Chief Accounting Officer**

**Copies of the Unaudited Interim Financial Statements (period ended March 31, 2016) will be made available to each stockholder at least five (5) calendar days before the Annual Meeting. Such report can be viewed at the GMA Network Inc.'s official website and hard copies of the company's Ifs and management discussion may be available upon request five (5) calendar days before the said meeting.**

## SIGNATURE PAGE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this report is true, complete and correct. This report is signed in the City of Makati on APR 21 2016, 2016

GMA HOLDINGS, INC.

By:

  
**ANNA-TERESA M. GOZON ABROGAR**  
*Corporate Secretary*

## **MANAGEMENT'S REPORT**

### **I. Business**

GMA Holdings, Inc., (the "Company" or "GHI") was incorporated on February 15, 2006. As a holding Company, its primary purpose is to invest in, purchase, or otherwise acquire own, hold, use, sell, assign, transfer, mortgage, pledge, exchange, or otherwise dispose of real and personal property, including, but not limited to stocks, bonds and debentures. The Company has no subsidiaries.

The Philippine Deposit Receipts ("PDRs") issued by the Company were listed with the Philippine Stock Exchange ("PSE") on July 30, 2007.

GHI does not engage in any other business or purpose except in relation to the issuance of the PDRs relating to the GMA Network, Inc. common shares ("Common Shares") for as long as the PDRs are outstanding. GHI has undertaken to perform the obligations under the PDRs and the acquisition and holding of the Common Shares underlying the PDRs, which includes maintaining the listing with the PSE, and maintaining its status as a Philippine person for as long as Philippine law prohibits ownership of Common Shares by non-Philippine persons.

The registered office address of the Company is Unit 5D Tower One, One McKinley Place, New Bonifacio Global City, Fort Bonifacio, Taguig City.

#### Transactions with/and or dependence on related parties:

Not applicable.

#### Employees

The Company had no full-time employees as of March 30, 2016 and does not anticipate in hiring any employees within the next 12 months. No labor unions are present within the Company.

### **II. Properties**

The Company does not own any real property. The Company does not lease any real property and does not intend to acquire any within the next 12 months.

### **III. Legal Proceedings**

The Company is not, and has not been, a party to any legal proceeding.

#### IV. Market for Issuer's Common Equity and Related Stockholder Matters

##### Market Information

The Company first offered PDRs relating to GMA Network, Inc. Common Shares on July 30, 2007. These PDRs were listed on the Philippine Stock Exchange on the same date.

2015		Stock Prices (GMAP)	
<u>Period</u>	<u>in</u>	<u>Highest</u>	<u>Lowest</u>
<u>2015</u>		<u>Closing</u>	<u>Closing</u>
1Q		6.79	5.92
2Q		6.50	5.95
3Q		6.61	5.95
4Q		7.40	6.10

The Company's Philippine Deposit Receipts have been listed with the Philippine Stock Exchange since 2007. The price information as of the close of the latest practicable trading date, April 20, 2016, is P6.88 for GMAP (PDRs).

##### Holders

The total number of shareholders as of March 30, 2016 was seven. The number of shares subscribed as of March 30, 2016 was 10,000 or P100,000.00. All the common shareholders of are listed hereunder:

<b>Name of Shareholder</b>	<b>No. of Shares Subscribed</b>	<b>Percentage of Ownership</b>
Felipe L. Gozon	3,330	33.30
Gilberto R. Duavit, Jr.	3,330	33.30
Joel Marcelo G. Jimenez	3,330	33.30
Artemio V. Panganiban	4	.04
Manuel P. Quiogue	4	.04
Jaime C. Laya	1	.01
Felipe S. Yalong	1	.01
<b>Total</b>	<b>10,000</b>	<b>100.00</b>

##### Dividend Information

Dividends shall be declared only from the surplus profits of the corporation and shall be payable at such times and in such amounts as the Board of Directors shall determine, either in cash, shares or property of the Company, or a combination of the three, as said Board of Directors shall determine. The declaration of stock dividends, however, is subject to the approval of at least two-thirds of the outstanding capital stock. No dividend which will impair the capital of the Company shall be declared.

#### *Distribution of GMA Network, Inc. Cash Dividends to the Company's PDR Holders*

On April 8, 2016, the Company approved a cash distribution to the PDR holders of P0.40 per PDR or the same dividend rate that will be paid by GMA Network, Inc. to its common shareholders, undiminished by the PDR holders' proportionate share in the operating cost of GMA Holdings, Inc. The foregoing cash distribution in the amount P0.40 per PDR shall be distributed to PDR Holders as of April 25, 2016 and will be paid out to the PDR holders on May 17, 2016.

On March 30, 2015, the Company approved a cash distribution to PDR holders of P0.25 per share, in relation to dividends declared by GMA, totaling P211.75 million to all shareholders of record as at April 24, 2015. These were remitted to PDR holders on May 19, 2015.

On April 2, 2014, the Company approved a cash distribution to PDR holders of P0.27 per share, in relation to dividends declared by GMA, totaling P231.53 million to all shareholders of record as at April 24, 2014. These were remitted to PDR holders on May 20, 2014.

On April 24, 2013, the Company approved a cash distribution to PDR holders of P0.25 per share, in relation to dividends declared by GMA, to all stockholders of record as of April 17, 2013. These were remitted to PDR holders on May 15, 2013.

#### *Cash Dividends to Common Shareholders*

On April 8, 2016, the BOD approved the Company's declaration and distribution of Php 600 thousand dividends from the retained earnings of the corporation as of December 31, 2015 and will be paid out to the Company's common stockholders on May 17, 2016.

On March 30, 2015, the BOD approved the Company's declaration and distribution of Php 500 thousand from the retained earnings of the corporation as of December 31, 2015. This was paid out to the Company's common stockholders on October 21, 2015.

The company has no dividend declaration in 2014 and 2013.

The Company has not and will not engage in any other business or purpose except in relation to the issuance of the PDRs relating to the underlying Common Shares for as long as the PDRs are outstanding.

Any cash dividends distributed in respect of Common Shares underlying the PDRs received by the Company shall be applied towards its operating expenses then due for the preceding and current year. A further amount equal to the operating expenses in the preceding year shall be set aside to meet operating or other expenses for the succeeding year. Amounts remaining in excess of such requirements shall be distributed pro rata amongst the outstanding PDRs.

Whenever the Company shall receive or become entitled to receive from the GMA Network, Inc. any distribution in respect of the Common Shares which consists of a free distribution of Common Shares, the Company shall grant additional PDRs to holders in respect of such distributions.

Whenever the Company shall receive or become entitled to receive from the GMA Network, Inc. any distribution in securities (other than Common Shares) or in other property (other than cash) in respect of the Common Shares subject to the PDRs, the Company shall forthwith procure delivery of such securities or other property pro rata to PDR holders or otherwise to the order of the PDR holder, subject to compliance with applicable laws and regulations in the Philippines.

There are no restrictions on the Company's ability to pay dividends on common equity.

#### Recent Sales of Unregistered or Exempt Securities

No sale of unregistered or exempt securities of the Company has occurred within the past three years.

### **V. Management's Discussion and Analysis or Plan of Operation.**

The following discussion should be read in conjunction with the Financial Statements of the Company that are incorporated into this Information Statement by reference. Such Financial Statements have been prepared in accordance with Philippine GAAP.

As discussed in the previous section, the Company has not and will not engage in any other business or purpose except in relation to the issuance of the PDRs relating to the underlying GMA Network, Inc. Common Shares for as long as the PDRs are outstanding.

Any cash dividends or other cash distributions distributed in respect of Common Shares received by the Company (or the Pledge Trustee on its behalf) shall be applied toward the operating expenses then due (including but not limited to applicable taxes, fees and maintenance costs charged by the Philippine Stock Exchange) of the Company (the "Operating Expenses") for the current and preceding year (as certified by an independent auditor). A further amount equal to the operating expenses in the preceding year (as certified by an independent auditor) (the "Operating Fund") shall be set aside to meet operating or other expenses for the succeeding year. Any amount in excess of the aggregate of the Operating Expenses paid and the Operating Fund for such period (as certified by the independent auditor of the PDR Issuer) shall be distributed to Holders pro rata on the first Business Day after such cash dividends are received by the Company.

On March 30, 2015, the Company approved a cash distribution to PDR holders of P0.25 per share, in relation to dividends declared by GMA, totaling P211.75 million to all shareholders of record as at April 24, 2015. These were remitted to PDR holders on May 19, 2015.

On April 2, 2014, the Company approved a cash distribution to PDR holders of P0.27 per share, in relation to dividends declared by GMA, totaling P231.53 million to all shareholders of record as at April 24, 2014. These were remitted to PDR holders on May 20, 2014.

On April 24, 2013, the Company approved a cash distribution to PDR holders of P0.25 per share, in relation to dividends declared by GMA, to all stockholders of record as of April 17, 2013. These were remitted to PDR holders on May 15, 2013.



## KEY PERFORMANCE INDICATORS

The Company's key performance indicators are focused on the dividends it receives to meet PDR holders' expectations and monitor cash and cash equivalents levels to meet its obligations with respect to the Company's current and preceding year's operation.

## Results of Operations of GMA Holdings Inc. for the years ended December 31, 2015 and 2014

GMA Holdings Inc. ended the year with a pre-tax income of P1.05 million, an increase of P443 thousand from last year's pre-tax income of P607 thousand mainly due to higher revenues despite higher operating expenses. Likewise, net income after tax amounted to P635 thousand versus P350 thousand net income after tax in 2014. This year's revenues reached P2.14 million, an improvement of 30% or P490 thousand from last year's level of P1.65 million mainly brought about by the climb in interest income of P2.05 million. For 2015, a total of P2.00 million PDR shares were converted to common shares which generated exercise fees of P89 thousand vis-a-vis P9.16 million PDR shares in 2014, for an exercise fee of P409 thousand.

Operating expenses inched up by 5% to P1.09 million from P1.05 million in 2014 due to higher professional fees partly negated by lower PSE listing fees and miscellaneous expenses. Professional fees settled at P400 thousand, 95% more than the P205 thousand posted a year ago which included payment to BGE for the amendment of Articles of Incorporation (to incorporate complete address). On the other hand, listing fees of P576 thousand dropped by 17% from P690 thousand in 2014 as an offshoot of lower market cap.

On April 8, 2016, the Board of Directors approved the Company's cash dividend declaration of P600 thousand to its common stockholders from the retained earnings of the Company as of December 31, 2015.

*Financial Condition.* Total assets amounted to P48.52 million, a tad lower from last year's P48.91 million primarily due to the decrease in the fair market value of Available-for-sale investment (under non-current asset).

## KEY VARIABLE AND OTHER QUALITATIVE OR QUANTITATIVE FACTORS

- i. Trends, demands, commitments, events or uncertainties that will have a material impact on the issuer's liquidity.

As of December 31, 2015, there were no known trends, demands, commitments, events or uncertainties that will have a material impact on the issuer's liquidity.

- ii. Events that will trigger direct or contingent financial obligation that is material to the company, including any default or acceleration or an obligation.

As of December 31, 2015, there were no events which may trigger a direct or contingent financial obligation that is material to the Company.

- iii. Material off-balance sheet transactions, arrangements, obligations (including contingent obligations), and other relations of the company with unconsolidated entities or other persons created during the reporting period.

There were no off-balance sheet transactions, arrangements, obligations (including contingent obligations), and other relations of the company with unconsolidated entities or other persons created during the reporting period.

- iv. Material commitments for capital expenditures, the general purpose of such commitments and the expected sources of funds for such expenditures.

For 2015, there were no material commitments for capital expenditures.

- v. Any known trends, events or uncertainties that have had or that are reasonably expected to have a material favorable or unfavorable impact on net sales/revenues/income from continuing operations.

The Company's results of operations depend largely on its ability to meet PDR holders' expectations from the dividends it receives and to monitor cash and cash equivalents levels to meet its obligations with respect to the Company's current and preceding year's operation. There are no known trends, events or uncertainties that are reasonably expected to have a material favorable or unfavorable impact on net sales/revenues/income from continuing operations.

- vi. Significant elements of income or loss that did not arise from the Company's continuing operations.

As of December 31, 2015, there were no significant elements of income or loss that did not arise from the issuer's continuing operations.

- vii. Causes for Material Changes in the Financial Statements

Balance Sheet (December 31, 2015 vs. December 31, 2014)

- Cash and cash equivalent increased by P181 thousand to P26.85 million as a result of interest added to the principal amount of renewed cash placement with Unicapital, Inc.
- Current liabilities likewise increased by P125 thousand to P366 thousand, due to unpaid liabilities for professional and audit fees.

- viii. Seasonal aspects that had a material effect on the financial condition or results of operations.

There are no seasonal aspects that had a material effect on the financial condition or results of operations.

## **INTERIM PERIODS**

**Copies of the Unaudited Interim Financial Statements (period ended March 31, 2016) will be made available to each stockholder at least five (5) calendar days before the Annual Meeting. Such report can be viewed at the GMA Network Inc.'s official website and hard copies of the company's ifrs and management discussion may be available upon request five (5) calendar days before the said meeting.**

## **VI. Corporate Governance**

The Board of Directors has established a set of policies and initiatives to ensure that GMA Holding's business practices are compliant with the best practices in corporate governance. The Company has adopted a Revised Manual on Corporate Governance to institutionalize the Company's adherence to these principles. This Revised Manual clearly sets out the principles of good management and defines the specific responsibilities of the Board, the Board Committees, and management within the over-all governance framework.

The Revised Manual sets out the principles of good management and defines the specific responsibilities of the Board, the Board Committees, and Management within the over-all governance framework.

The Revised Manual conforms to the requirements of the Philippine Securities and Exchange Commission and covers policies, among others:

(a) independent directors, (b) key board committees (e.g. Executive Committee, Nomination Committee, Audit Committee, Compensation and Remuneration Committee); (c) independent auditors, (d) internal audit, (e) disclosure system of company's governance policies, (f) stockholder rights, (g) monitoring and assessment, and (h) penalties for non-compliance.

On November 6, 2012, the Board designated a Compliance Officer, Atty. Roberto O. Parel, who at the same time holds the designation of Vice-President. The Compliance Officer is responsible for monitoring compliance by the Company with the provisions and requirements of good corporate governance.

Based on the Revised Manual on Corporate Governance dated July 31, 2014 as well as the Company's Annual Corporate Governance Report for 2015 which are adopted herein as filed with the Securities and Exchange Commission, there has been no deviations from the Company's Manual as of date.

## **VII. Financial Statements**



April 8, 2016

**STATEMENTS OF MANAGEMENT'S RESPONSIBILITY**  
**FOR FINANCIAL STATEMENTS**

Securities and Exchange Commission  
SEC Building, EDSA Greenhills  
Mandaluyong, Metro Manila

The management of GMA Holdings, Inc. is responsible for the preparation and fair presentation of the financial statements for the years ended December 31, 2015 and 2014, including the additional components attached therein, in accordance with Philippine Financial Reporting Standards. This responsibility includes designing and implementing internal controls relevant to the preparation and fair presentation of the financial statements that are free from material misstatement, whether due to fraud or error, selecting and applying appropriate accounting policies, and making accounting estimates that are reasonable in the circumstances.

The Board of Directors reviews and approves the financial statements and submits the same to the stockholders.

SyCip Gorres Velayo & Co., the independent auditors appointed by the board of directors, have examined the financial statements of the company in accordance with Philippine Standards on Auditing, and in its report to the stockholders, has expressed its opinion on the fairness of presentation upon completion of such examination.

FELIPE L. GOZON  
Chairman of the Board

GILBERTO R. DUAVIT, JR.  
President and Chief Executive Officer

FELIPE S. YALONG  
Chief Financial Officer

**GMA HOLDINGS, INC.**

Unit 5-D Tower One, One McKinley Place, New Bonifacio Global City, Fort Bonifacio, Taguig City 1634 Philippines  
MAILING ADDRESS: GMA Network Center, EDSA cor. Timog Ave., Dillman, Quezon City 1103 Philippines

# COVER SHEET

for  
AUDITED FINANCIAL STATEMENTS

SEC Registration Number

C S 2 0 0 6 0 2 3 5 6

## COMPANY NAME

G M A H O L D I N G S , I N C .

## PRINCIPAL OFFICE (No. / Street / Barangay / City / Town / Province)

5 D T o w e r O n e , O n e M c K i n l e y P l a  
c e , N e w G l o b a l B o n i f a c i o C i t y ,  
F o r t B o n i f a c i o , T a g u i g C i t y

Form Type

A A F S

Department requiring the report

-

Secondary License Type, if Applicable

Not Applicable

## COMPANY INFORMATION

Company's Email Address

-

Company's Telephone Number

982-7777

Mobile Number

-

No. of Stockholders

7

Annual Meeting (Month / Day)

8/13

Fiscal Year (Month / Day)

12/31

## CONTACT PERSON INFORMATION

The designated contact person MUST be an Officer of the Corporation

Name of Contact Person

Mr. Ronaldo P. Mastrili

Email Address

rpmastrili@gmanetwork.com

Telephone Number/s

982-7777

Mobile Number

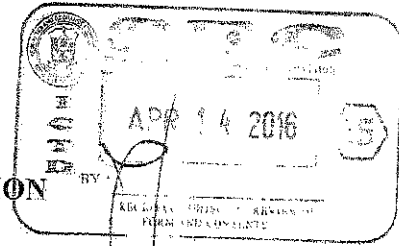
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## CONTACT PERSON'S ADDRESS

GMA Network Center, Timog Avenue corner EDSA, Quezon City

NOTE 1 : In case of death, resignation or cessation of office of the officer designated as contact person, such incident shall be reported to the Commission within thirty (30) calendar days from the occurrence thereof with information and complete contact details of the new contact person designated.

2 : All Boxes must be properly and completely filled-up. Failure to do so shall cause the delay in updating the corporation's records with the Commission and/or non-receipt of Notice of Deficiencies. Further, non-receipt of Notice of Deficiencies shall not excuse the corporation from liability for its deficiencies.



### TREASURER'S CERTIFICATION

I, FELIPE S. YALONG, of legal age, Filipino and with office address at GMA Complex, EDSA corner Timog, Diliman, Quezon City, after being sworn in accordance with law, hereby certify that:

1. I am the Treasurer of GMA Holdings, Inc., a corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines under SEC Certificate of registration CS200602356 with the principal office at Unit 5D Tower One, One McKinley Place, New Bonifacio Global City, Fort Bonifacio, Taguig City.
2. The General Form for Financial Statements ("GFFS") diskette submitted contains the same basic and material data in the Audited Financial Statements of the Corporation.
3. I am executing this certification to attest to the truth of the foregoing and in compliance with the reportorial requirements of the SEC.

Witness my hand on this APR 13 2016 day of \_\_\_\_\_ at City of QUEZON CITY.

**FELIPE S. YALONG**  
Corporate Treasurer

### Acknowledgement

APR 13 2016

QUEZON CITY

SUBSCRIBED AND SWORN to before me this \_\_\_\_\_ day of \_\_\_\_\_ at \_\_\_\_\_, affiants exhibited to me his TIN 102-874-052 (Felipe S. Yalong).

Doc. No. 346  
Page No. 21  
Book No. DA  
Series of 2016

**LARRY T. GUIDEX**  
Notary Public

Until Dec 31, 2016

PTR No. 0560861-1-5-15 Q.C.

IBP No. 967487 1-5-15 Q.C.

Roll No. 20434

MCLE Compliance No. IV 0023005, 2-10-14

Notarial Commission Adm. Matter No.

NP 135(2015-2016) RTC Q.C.

**GMA HOLDINGS, INC.**

Unit 5-D Tower One, One McKinley Place, New Bonifacio Global City, Fort Bonifacio, Taguig City 1634 Philippines  
**MAILING ADDRESS:** GMA Network Center, EDSA cor. Timog Ave., Diliman, Quezon City 1103 Philippines

Control No.: CS200602356

Form Type: GFFS (rev 2006)

## GENERAL FORM FOR FINANCIAL STATEMENTS

NAME OF CORPORATION: GMA HOLDINGS, INC.

CURRENT ADDRESS: 5D Tower One, One McKinley Place, New Bonifacio Global City, Taguig City

TEL. NO.: 982-7777 loc 8001/8889

FAX NO.:

COMPANY TYPE: Holding Company

PSIC:

If these are based on consolidated financial statements, please so indicate in the caption.

Table 1. Balance Sheet

FINANCIAL DATA	2015	2014
	(In Philippine Peso)	
<b>A. ASSETS (A.1 + A.2 + A.3 + A.4 + A.5 + A.6 + A.7 + A.8 + A.9 + A.10)</b>	<b>48,218,578</b>	<b>48,911,824</b>
A.1 Current Assets (A.1.1 + A.1.2 + A.1.3 + A.1.4 + A.1.5)	27,413,055	27,152,608
A.1.1 Cash and cash equivalents (A.1.1.1 + A.1.1.2 + A.1.1.3)	26,846,541	26,665,221
A.1.1.1 On hand	5,000	5,000
A.1.1.2 In domestic banks/entities	26,841,541	26,660,221
A.1.1.3 In foreign banks/entities		
A.1.2 Trade and Other Receivables (A.1.2.1 + A.1.2.2)	199,515	183,387
A.1.2.1 Due from domestic entities (A.1.2.1.1 + A.1.2.1.2 + A.1.2.1.3 + A.1.2.1.4)	199,515	183,387
A.1.2.1.1 Due from customers (trade)	24,430	39,980
A.1.2.1.2 Due from related parties		
A.1.2.1.3 Others, specify (A.1.2.1.3.1 + A.1.2.1.3.2)	175,085	143,407
A.1.2.1.3.1 Interest Receivable	175,085	143,407
A.1.2.1.3.2 Others		
A.1.2.1.4 Allowance for doubtful accounts (negative entry)		
A.1.2.2 Due from foreign entities, specify (A.1.2.2.1 + A.1.2.2.2 + A.1.2.2.3 + A.1.2.2.4)		
A.1.2.2.1		
A.1.2.2.2		
A.1.2.2.3		
A.1.2.2.4 Allowance for doubtful accounts (negative entry)		
A.1.3 Inventories (A.1.3.1 + A.1.3.2 + A.1.3.3 + A.1.3.4 + A.1.3.5 + A.1.3.6)		
A.1.3.1 Raw materials and supplies		
A.1.3.2 Goods in process (including unfinished goods, growing crops, unfinished		
A.1.3.3 Finished goods		
A.1.3.4 Merchandise/Goods in transit		
A.1.3.5 Unbilled Services (in case of service providers)		
A.1.3.6 Others, specify (A.1.3.6.1 + A.1.3.6.2)		
A.1.3.6.1		
A.1.3.6.2		
A.1.4 Financial Assets other than Cash/Receivables/Equity investments (A.1.4.1 + A.1.4.2 + A.1.4.3 + A.1.4.4 + A.1.4.5 + A.1.4.6)		
A.1.4.1 Financial Assets at Fair Value through Profit or Loss - issued by domestic entities (A.1.4.1.1 + A.1.4.1.2 + A.1.4.1.3 + A.1.4.1.4 + A.1.4.1.5)		
A.1.4.1.1 National Government		
A.1.4.1.2 Public Financial Institutions		
A.1.4.1.3 Public Non-Financial Institutions		
A.1.4.1.4 Private Financial Institutions		
A.1.4.1.5 Private Non-Financial Institutions		
A.1.4.2 Held to Maturity Investments - issued by domestic entities (A.1.4.2.1 + A.1.4.2.2 + A.1.4.2.3 + A.1.4.2.4 + A.1.4.2.5)		
A.1.4.2.1 National Government		
A.1.4.2.2 Public Financial Institutions		
A.1.4.2.3 Public Non-Financial Institutions		
A.1.4.2.4 Private Financial Institutions		
A.1.4.2.5 Private Non-Financial Institutions		

## NOTE:

This general form is applicable to companies engaged in Agriculture, Fishery, Forestry, Mining, and Quarrying, Manufacturing, Electricity, Gas and Water, Construction, Wholesale and Retail Trade, Transportation, Storage and Communications, Hotels and Restaurants, Real Estate, Community, Social and Personal Services, other forms of production, and general business operations. This form is also applicable to other companies that do not have industry-specific Special Forms. Special forms shall be used by publicly-held companies and those engaged in non-bank financial intermediation activities, credit granting, and activities auxiliary to financial intermediation, which require secondary license from SEC.

Domestic corporations are those which are incorporated under Philippine laws or branches/subsidiaries of foreign corporations that are licensed to do business in the Philippines where the center of economic interest or activity is within the Philippines. On the other hand, foreign corporations are those that are incorporated abroad, including branches of Philippine corporations operating abroad.

Financial Institutions are corporations principally engaged in financial intermediation, facilitating financial intermediation, or auxiliary financial services. Non-Financial institutions refer to corporations that are primarily engaged in the production of market goods and non-financial services.

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TEL NO.: 982-7777 loc 8001/8889

FAX NO.:

COMPANY TYPE: Holding Company

PSIC:

If these are based on consolidated financial statements, please so indicate in the caption.

Table 1. Balance Sheet

FINANCIAL DATA	2015	2014
	(in Philippine Peso)	
A.1.4.3 Loans and Receivables - issued by domestic entities: (A.1.4.3.1 + A.1.4.3.2 + A.1.4.3.3 + A.1.4.3.4 + A.1.4.3.5)		
A.1.4.3.1 National Government		
A.1.4.3.2 Public Financial Institutions		
A.1.4.3.3 Public Non-Financial Institutions		
A.1.4.3.4 Private Financial Institutions		
A.1.4.3.5 Private Non-Financial Institutions		
A.1.4.4 Available-for-sale financial assets - issued by domestic entities: (A.1.4.4.1 + A.1.4.4.2 + A.1.4.4.3 + A.1.4.4.4 + A.1.4.4.5)	20,805,523	21,759,216
A.1.4.4.1 National Government		
A.1.4.4.2 Public Financial Institutions		
A.1.4.4.3 Public Non-Financial Institutions		
A.1.4.4.4 Private Financial Institutions	20,805,523	21,759,216
A.1.4.4.5 Private Non-Financial Institutions		
A.1.4.5 Financial Assets issued by foreign entities: (A.1.4.5.1 + A.1.4.5.2 + A.1.4.5.3 + A.1.4.5.4)		
A.1.4.5.1 Financial Assets at fair value through profit or loss		
A.1.4.5.2 Held-to-maturity investments		
A.1.4.5.3 Loans and Receivables		
A.1.4.5.4 Available-for-sale financial assets		
A.1.4.6 Allowance for decline in market value (negative entry)		
A.1.5 Other Current Assets (state separately material items) (A.1.5.1 + A.1.5.2 + A.1.5.3)	366,999	304,000
A.1.5.1 Prepaid Tax Asset		1,127
A.1.5.2 Input Vat	366,999	302,873
A.1.5.3		
A.2 Property, plant, and equipment (A.2.1 + A.2.2 + A.2.3 + A.2.4 + A.2.5 + A.2.6 + A.2.7 + A.2.8)		
A.2.1 Land		
A.2.2 Building and improvements including leasehold improvement		
A.2.3 Machinery and equipment (on hand and in transit)		
A.2.4 Transportation/motor vehicles, automotive equipment, autos and trucks, and delivery equipment		
A.2.5 Others, specify (A.2.5.1 + A.2.5.2 + A.2.5.3 + A.2.5.4 + A.2.5.5)		
A.2.5.1 Property, or equipment used for education purposes		
A.2.5.2 Construction in progress		
A.2.5.3		
A.2.5.4		
A.2.5.5		
A.2.6 Appraisal increase, specify (A.2.6.1 + A.2.6.2 + A.2.6.3 + A.2.6.4)		
A.2.6.1		
A.2.6.2		
A.2.6.3		
A.2.6.4		
A.2.7 Accumulated Depreciation (negative entry)		
A.2.8 Impairment Loss or Reversal (if loss, negative entry)		
A.3 Investments accounted for using the equity method (A.3.1 + A.3.2 + A.3.3)		
A.3.1 Equity in domestic subsidiaries/affiliates		
A.3.2 Equity in foreign branches/subsidiaries/affiliates		
A.3.3 Others, specify (A.3.3.1 + A.3.3.2 + A.3.3.3 + A.3.3.4)		
A.3.3.1		
A.3.3.2		
A.3.3.3		
A.3.3.4		
A.4 Investment Property		
A.5 Biological Assets		
A.6 Intangible Assets (A.6.1 + A.6.2)		
A.6.1 Major item/s, specify (A.6.1.1 + A.6.1.2 + A.6.1.3 + A.6.1.4)		
A.6.1.1		
A.6.1.2		
A.6.1.3		
A.6.1.4		
A.6.2 Others, specify (A.6.2.1 + A.6.2.2 + A.6.2.3 + A.6.2.4)		
A.6.2.1		
A.6.2.2		
A.6.2.3		
A.6.2.4		
A.7 Assets Classified as Held for Sale		
A.8 Assets included in Disposal Groups Classified as Held for Sale		



GENERAL FORM FOR FINANCIAL STATEMENTS

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TEL. NO.: 982-7777 loc 8001/8889 FAX NO.:

COMPANY TYPE: Holding Company

PSIC:

If these are based on consolidated financial statements, please so indicate in the caption.

Table 1. Balance Sheet

FINANCIAL DATA	2015	2014
	(in Philippine Peso)	
A.9 Long-term receivables (net of current portion) (A.9.1 + A.9.2 + A.9.3)		
A.9.1 From domestic entities, specify (A.9.1.1 + A.9.1.2 + A.9.1.3 + A.9.1.4)		
A.9.1.1		
A.9.1.2		
A.9.1.3		
A.9.1.4		
A.9.2 From foreign entities, specify (A.9.2.1 + A.9.2.2 + A.9.2.3 + A.9.2.4)		
A.9.2.1		
A.9.2.2		
A.9.2.3		
A.9.2.4		
A.9.3 Allowance for doubtful accounts, net of current portion (negative entry)		
A.10 Other Assets (A.10.1 + A.10.2 + A.10.3 + A.10.4 + A.10.5)		
A.10.1 Deferred charges - net of amortization		
A.10.2 Deferred Income Tax		
A.10.3 Advance/Miscellaneous deposits		
A.10.4 Others, specify (A.10.4.1 + A.10.4.2 + A.10.4.3 + A.10.4.4)		
A.10.4.1 Deferred Tax Asset		
A.10.4.2		
A.10.4.3		
A.10.4.4		
A.10.5 Allowance for write-down of deferred charges/bad accounts (negative entry)		
B. LIABILITIES (B.1 + B.2 + B.3 + B.4 + B.5)	47,638,048	47,740,559
B.1 Current Liabilities (B.1.1 + B.1.2 + B.1.3 + B.1.4 + B.1.5 + B.1.6 + B.1.7)	47,638,048	47,740,559
B.1.1 Trade and Other Payables to Domestic Entities	47,635,360	47,512,794
B.1.1.1 Loans/Notes Payables		
B.1.1.2 Trade Payables	8,881	9,240
B.1.1.3 Payables to Related Parties, specify (B.1.1.3.1 + B.1.1.3.2 + B.1.1.3.3)	47,271,600	47,271,600
B.1.1.3.1 Due to shareholders	47,271,600	47,271,600
B.1.1.3.2		
B.1.1.3.3		
B.1.1.4 Others, specify (B.1.1.4.1 + B.1.1.4.2 + B.1.1.4.3)	354,879	231,954
B.1.1.4.1 Deferred output VAT	2,618	4,284
B.1.1.4.2 Accrued Expenses	352,261	227,670
B.1.1.4.3		
B.1.2 Trade and Other Payables to Foreign Entities (specify) (B.1.2.1 + B.1.2.2 + B.1.2.3 + B.1.2.4)		
B.1.2.1		
B.1.2.2		
B.1.2.3		
B.1.2.4		
B.1.3 Provisions		
B.1.4 Financial Liabilities (excluding Trade and Other Payables and Provisions)		
(B.1.4.1 + B.1.4.2 + B.1.4.3)		
B.1.4.1		
B.1.4.2		
B.1.4.3		
B.1.4.4		
B.1.5 Liabilities for Current Tax	269	-
B.1.6 Deferred Tax Liabilities		227,765
B.1.7 Others, specify (If material, state separately; indicate if the item is payable to public/private or financial/non-financial institutions)	2,419	-
B.1.7.1 Dividends declared and not paid at balance sheet date	2,419	
B.1.7.2 Acceptances Payable		
B.1.7.3 Liabilities under Trust Receipts		
B.1.7.4 Portion of Long-term Debt Due within one year		
B.1.7.5 Deferred Income		
B.1.7.6 Any other current liability in excess of 5% of Total Current Liabilities, specify:		
(B.1.7.6.1 + B.1.7.6.2 + B.1.7.6.3 + B.1.7.6.4)		
B.1.7.6.1		
B.1.7.6.2		
B.1.7.6.3		
B.1.7.6.4		

Control No.: CS200602356

Form Type: GFFS (rev 2006)

## GENERAL FORM FOR FINANCIAL STATEMENTS

NAME OF CORPORATION: GMA HOLDINGS, INC.

CURRENT ADDRESS: 5D Tower One, One McKinley Place, New Bonifacio Global City, Taguig City

TEL. NO.: 982-7777 loc 8001/8889

FAX NO.:

COMPANY TYPE: Holding Company

PSIC:

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Table 1. Balance Sheet

FINANCIAL DATA	2015	2014
	(In Philippine Peso)	
B.2 Long-term Debt - Non-current Interest-bearing Liabilities (B.2.1 + B.2.2 + B.2.3 + B.2.4 + B.2.5)	-	-
B.2.1 Domestic Public Financial Institutions		
B.2.2 Domestic Public Non-Financial Institutions		
B.2.3 Domestic Private Financial Institutions		
B.2.4 Domestic Private Non-Financial Institutions		
B.2.5 Foreign Financial Institutions		
B.3 Indebtedness to Affiliates and Related Parties (Non-Current)	-	-
B.4 Liabilities Included in the Disposal Groups Classified as Held for Sale	-	-
B.5 Other Liabilities (B.5.1 + B.5.2)	-	-
B.5.1 Deferred Income Tax		
B.5.2 Others, specify (B.5.2.1 + B.5.2.2 + B.5.2.3 + B.5.2.4)		
B.5.2.1		
B.5.2.2		
B.5.2.3		
B.5.2.4		
C. EQUITY (C.3 + C.4 + C.5 + C.6 + C.7 + C.8 + C.9 + C.10)	580,530	1,171,265
C.1 Authorized Capital Stock (no. of shares, par value and total value; show details) (C.1.1 + C.1.2 + C.1.3)	100,000	100,000
C.1.1 Common shares 10,000 shares par value of P10	100,000	100,000
C.1.2 Preferred Shares		
C.1.3 Others		
C.2 Subscribed Capital Stock (no. of shares, par value and total value) (C.2.1 + C.2.2 + C.2.3)	100,000	100,000
C.2.1 Common shares 10,000 shares par value of P10	100,000	100,000
C.2.2 Preferred Shares		
C.2.3 Others		
C.3 Paid-up Capital Stock (C.3.1 + C.3.2)	100,000	100,000
C.3.1 Common shares 10,000 shares par value of P10	100,000	100,000
C.3.2 Preferred Shares		
C.4 Additional Paid-in Capital / Capital in excess of par value / Paid-in Surplus	-	-
C.5 Minority Interest	-	-
C.6 Others, specify (C.6.1 + C.6.2 + C.6.3 + C.6.4 + C.6.5)	675,007	539,814
C.6.1 Other comprehensive income	675,007	539,814
C.6.2		
C.6.3		
C.6.4		
C.6.5		
C.7 Appraisal Surplus/Revaluation Increment in Property/Revaluation Surplus	-	-
C.8 Retained Earnings (C.8.1 + C.8.2)	(194,477)	531,451
C.8.1 Appropriated		
C.8.2 Unappropriated	(194,477)	531,451
C.9 Head / Home Office Account (for Foreign Branches only)	-	-
C.10 Cost of Stocks Held in Treasury (negative entry)	-	-
D. TOTAL LIABILITIES AND EQUITY (B + C)	48,218,578	48,911,824

Control No.: CS200602356

Form Type: GFFS (rev 2006)**GENERAL FORM FOR FINANCIAL STATEMENTS**NAME OF CORPORATION: GMA HOLDINGS, INC.CURRENT ADDRESS: 5D Tower One, One McKinley Place, New Bonifacio Global City, Taguig CityTEL. NO.: 982-7777 loc 8001/8889

FAX NO.: \_\_\_\_\_

COMPANY TYPE: Holding Company

PSIC: \_\_\_\_\_

*If these are based on consolidated financial statements, please so indicate in the caption.***Table 2. Income Statement**

FINANCIAL DATA		2015	2014	2013
		(In Philippine Peso)		
<b>A. REVENUE / INCOME (A.1 + A.2 + A.3+A.4)</b>		<b>2,141,960</b>	<b>1,651,958</b>	<b>1,205,493</b>
A.1 Net Sales or Revenue / Receipts from Operations (manufacturing, mining, utilities, trade, services, etc.) (from Primary Activity)		89,103	409,143	-
A.2 Share in the Profit or Loss of Associates and Joint Ventures accounted for using the		-	-	-
A.3 Other Revenue (A.3.1 + A.3.2 + A.3.3 + A.3.4 + A.3.5)		-	-	-
A.3.1 Rental Income from Land and Buildings				
A.3.2 Receipts from Sale of Merchandise (trading) (from Secondary Activity)				
A.3.3 Sale of Real Estate or other Property and Equipment				
A.3.4 Royalties, Franchise Fees, Copyrights (books, films, records, etc.)				
A.3.5 Others, specify (A.3.5.1 + A.3.5.2 + A.3.5.3 + A.3.5.4 + A.3.5.5 + A.3.5.6 + A.3.5.7)				
A.3.5.1 Rental Income, Equipment				
A.3.5.2				
A.3.5.3				
A.3.5.4				
A.3.5.5				
A.3.5.6				
A.3.5.7				
A.4 Other Income (non-operating) (A.4.1 + A.4.2 + A.4.3 + A.4.4)		2,052,857	1,242,815	1,205,493
A.4.1 Interest Income		2,052,857	1,242,815	1,205,493
A.4.2 Dividend Income				
A.4.3 Gain / (Loss) from selling of Assets, specify (A.4.3.1 + A.4.3.2 + A.4.3.3 + A.4.3.4 + A.4.3.5 + A.4.3.6 + A.4.3.7)				
A.4.3.1				
A.4.3.2				
A.4.3.3				
A.4.3.4				
A.4.4 Gain / (Loss) on Foreign Exchange (A.4.4.1 + A.4.4.2 + A.4.4.3 + A.4.4.4)				
A.4.4.1				
A.4.4.2				
A.4.4.3				
A.4.4.4				
<b>B. COST OF GOODS SOLD (B.1 + B.2 + B.3)</b>				
B.1 Cost of Goods Manufactured (B.1.1 + B.1.2 + B.1.3 + B.1.4 + B.1.5)				
B.1.1 Direct Material Used				
B.1.2 Direct Labor				
B.1.3 Other Manufacturing Cost / Overhead				
B.1.4 Goods in Process, Beginning				
B.1.5 Goods in Process, End (negative entry)				
B.2 Finished Goods, Beginning				
B.3 Finished Goods, End (negative entry)				
<b>C. COST OF SALES (C.1 + C.2 + C.3)</b>				
C.1 Purchases				
C.2 Merchandise Inventory, Beginning				
C.3 Merchandise Inventory, End (negative entry)				
<b>D. COST OF SERVICES, SPECIFY (D.1 + D.2 + D.3 + D.4 + D.5 + D.6)</b>				
D.1				
D.2				
D.3				
D.4				
D.5				
D.6				

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TEL. NO.: 982-7777 loc 8001/8889

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Table 2. Income Statement

FINANCIAL DATA	2015	2014	2013
	(in Philippine Peso)		
E. OTHER DIRECT COSTS, SPECIFY (E.1 + E.2 + E.3 + E.4 + E.5 + E.6)	-	-	-
E.1			
E.2			
E.3			
E.4			
E.5			
E.6			
F. GROSS PROFIT (A - B - C - D - E)	2,141,960	1,651,958	1,205,493
G. OPERATING EXPENSES (G.1 + G.2 + G.3 + G.4)	1,094,413	1,045,026	1,344,184
G.1 Selling or Marketing Expenses			
G.2 Administrative Expenses	1,094,413	1,045,026	1,344,184
G.3 General Expenses			
G.4 Other Expenses, specify (G.4.1 + G.4.2 + G.4.3 + G.4.4 + G.4.5 + G.4.6)	-	-	-
G.4.1 Interest Expense and Bank Charges	-	-	-
G.4.2			
G.4.3			
G.4.4			
G.4.5			
G.4.6			
H. FINANCE COSTS	-	-	-
I. NET INCOME (LOSS) BEFORE TAX (F - G - H)	1,047,547	606,932	(138,691)
J. INCOME TAX EXPENSE (negative entry)	(412,354)	(256,746)	(241,099)
K. INCOME (LOSS) AFTER TAX	635,193	350,186	(379,790)
L. Amount of (i) Post-Tax Profit or Loss of Discontinued Operations; and (ii) Post-Tax Gain or Loss Recognized on the Measurement of Fair Value less Cost to Sell or on the Disposal of the Assets or Disposal Group(s) constituting the Discontinued Operation (if any)			
L.1			
L.2			
M. Profit or Loss Attributable to Minority Interest			
N. Profit or Loss Attributable to Equity Holders of the Parent			

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## GENERAL FORM FOR FINANCIAL STATEMENTS

NAME OF CORPORATION: GMA HOLDINGS, INC.

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TEL. NO.: 982-7777 loc 8001/8889

FAX NO.:

COMPANY TYPE: Holding Company

PSIC:

If these are based on consolidated financial statements, please so indicate in the caption.

Table 3. Cash Flow Statements

FINANCIAL DATA		2015	2014	2013
		(In Philippine Peso)		
CASH FLOWS FROM OPERATING ACTIVITIES				
Net Income (Loss) Before Tax and Extraordinary Items		1,047,547	606,932	(138,691)
Adjustments to Reconcile Net Income to Net Cash Provided by Operating Activities				
Depreciation				
Amortization, specify:				
Others, specify:				
Interest income		(2,052,857)	(1,242,815)	(1,205,493)
Interest expense and bank charges		-	-	-
Interest received		2,021,179	1,172,087	1,162,885
Interest paid				
Income taxes paid		(410,958)	(256,745)	(241,099)
Write-down of Property, Plant, and Equipment				
Changes in Assets and Liabilities:				
Decrease (Increase) in:				
Receivables		15,550	40,650	142,730
Prepaid Tax		(64,126)	(96,512)	(98,382)
Others, specify:				
Increase (Decrease) in:				
Accounts payable and accrued expenses		124,580	(488,364)	246,485
Withholding taxes payable			-	-
Others, specify: Due to shareholders		-	-	-
A. Net Cash Provided by (Used in) Operating Activities (sum of above rows)		680,915	(264,767)	(131,565)
CASH FLOWS FROM INVESTING ACTIVITIES				
(Increase) Decrease in Long-Term Receivables				
(Increase) Decrease in Investment				
Reductions/(Additions) to Property, Plant, and Equipment				
Others, specify:				
B. Net Cash Provided by (Used in) investing Activities (sum of above rows)		-	-	-
CASH FLOWS FROM FINANCING ACTIVITIES				
Proceeds from:				
Loans				
Long-term Debt				
Issuance of Securities				
Others, specify: Payment of available-for-sale investment		-	(21,000,000)	-
Payments of:				
(Loans)				
(Long-term Debt)				
(Stock Subscriptions)				
Others, specify (negative entry):				
Payment of cash dividends		(499,595)	-	-
C. Net Cash Provided by (Used in) Financing Activities (sum of above rows)		(499,595)	(21,000,000)	-
NET INCREASE IN CASH AND CASH EQUIVALENTS (A + B + C)		181,320	(21,264,767)	(131,565)
Cash and Cash Equivalents				
Beginning of year		26,665,221	47,929,988	48,061,553
End of year		26,846,541	26,665,221	47,929,988

# GENERAL FORM FOR FINANCIAL STATEMENTS

NAME OF CORPORATION: **GMA HOLDINGS, INC.**  
CURRENT ADDRESS: **5D Tower One, One McKinley Place, New Bonifacio Global City, Taguig City**  
TEL. NO.: **982-7777 local 8001/8889** FAX NO.:  
COMPANY TYPE: **Holding Company** PSIC:

If these are based on consolidated financial statements, please so indicate in the caption.

Table 4. Statement of Changes in Equity

FINANCIAL DATA	(in Philippine Peso)						
	Capital Stock	Additional Paid in Capital	Revaluation Increment	Translation Differences	Unrealized Gain on AFS Investment - Net of Tax	Retained Earnings	TOTAL
<b>A. Balance, 2013</b>	100,000					189,626	289,626
A.1 Correction of Error(s)							
A.2 Changes in Accounting Policy							
<b>B. Restated Balance</b>							
<b>C. Surplus</b>							
C.1 Surplus (Deficit) on Revaluation of Properties							
C.2 Surplus (Deficit) on Revaluation of Investments							
C.3 Currency Translation Differences							
C.4 Other Surplus (specify)							
C.4.1 Other comprehensive income					531,451		
C.4.2							
C.4.3							
C.4.4							
C.4.5							
<b>D. Net Income (Loss) for the Period</b>						350,186	350,186
<b>E. Dividends (negative entry)</b>							
<b>F. Appropriation for (specify)</b>							
F.1							
F.2							
F.3							
F.4							
F.5							
<b>G. Issuance of Capital Stock</b>							
G.1 Common Stock							
G.2 Preferred Stock							
G.3 Others							
<b>H. Balance, 2014</b>	100,000				531,451	539,814	1,171,265
H.1 Correction of Error(s)							
H.2 Changes in Accounting Policy							
<b>I. Restated Balance</b>							
<b>J. Surplus</b>							
J.1 Surplus (Deficit) on Revaluation of Properties							
J.2 Surplus (Deficit) on Revaluation of Investments							
J.3 Currency Translation Differences							
J.4 Other Surplus (specify)							
J.4.1 Other comprehensive loss					(725,928)		(725,928)
J.4.2							
J.4.3							
J.4.4							
J.4.5							
<b>K. Net Income (Loss) for the Period</b>						635,193	635,193
<b>L. Dividends (negative entry)</b>						(500,000)	
<b>M. Appropriation for (specify)</b>							
M.1							
M.2							
M.3							
M.4							
M.5							
<b>N. Issuance of Capital Stock</b>							
N.1 Common Stock							
N.2 Preferred Stock							
N.3 Others							
<b>O. Balance, 2015</b>	100,000				(194,477)	675,007	580,530

# COVER SHEET

for  
AUDITED FINANCIAL STATEMENTS

SEC Registration Number:

C S 2 0 0 6 0 2 3 5 6

## COMPANY NAME

G M A H O L D I N G S , I N C .

## PRINCIPAL OFFICE( No. / Street / Barangay / City / Town / Province )

S D T o w e r O n e , O n e M c K i n l e y P l a  
c e , N e w G l o b a l B o n i f a c i o C i t y ,  
F o r t B o n i f a c i o , T a g u i g C i t y

Form Type

A A F S

Department requiring the report

-

Secondary License Type, If Applicable

Not Applicable

## COMPANY INFORMATION

Company's Email Address

-

Company's Telephone Number

982-7777

Mobile Number

-

No. of Stockholders

7

Annual Meeting (Month / Day)

8/13

Fiscal Year (Month / Day)

12/31

## CONTACT PERSON INFORMATION

The designated contact person MUST be an Officer of the Corporation

Name of Contact Person

Mr. Ronaldo P. Mastrili

Email Address

rpmastriili@gmanetwork.com

Telephone Number/s

982-7777

Mobile Number

-

## CONTACT PERSON'S ADDRESS

GMA Network Center, Timog Avenue corner EDSA, Quezon City

NOTE 1 : In case of death, resignation or cessation of office of the officer designated as contact person, such incident shall be reported to the Commission within thirty (30) calendar days from the occurrence thereof with information and complete contact details of the new contact person designated.

2 : All Boxes must be properly and completely filled-up. Failure to do so shall cause the delay in updating the corporation's records with the Commission and/or non-receipt of Notice of Deficiencies. Further, non-receipt of Notice of Deficiencies shall not excuse the corporation from liability for its deficiencies.



## INDEPENDENT AUDITORS' REPORT

The Stockholders and the Board of Directors  
GMA Holdings, Inc.  
5D Tower One, One McKinley Place  
New Global Bonifacio City  
Fort Bonifacio, Taguig City

### Report on the Financial Statements

We have audited the accompanying financial statements of GMA Holdings, Inc., which comprise the statements of financial position as at December 31, 2015 and 2014, and the statements of comprehensive income, statements of changes in equity and statements of cash flows for each of the three years in the period ended December 31, 2015, and a summary of significant accounting policies and other explanatory information.

### *Management's Responsibility for the Financial Statements*

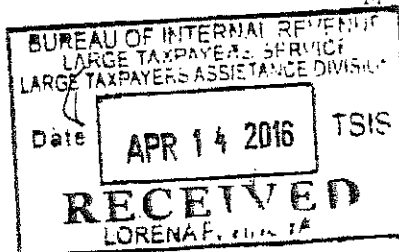
Management is responsible for the preparation and fair presentation of these financial statements in accordance with Philippine Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

### *Auditors' Responsibility*

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with Philippine Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.







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working world

- 2 -

### *Opinion*

In our opinion, the financial statements present fairly, in all material respects, the financial position of GMA Holdings, Inc. as at December 31, 2015 and 2014, and its financial performance and cash flows for each of the three years in the period ended December 31, 2015 in accordance with Philippine Financial Reporting Standards.

### **Report on the Supplementary Information Required Under Revenue Regulations 15-2010**

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplementary information required under Revenue Regulations 15-2010 in Note 17 to the financial statements is presented for purposes of filing with the Bureau of Internal Revenue and is not a required part of the basic financial statements. Such information is the responsibility of the management of GMA Holdings, Inc. The information has been subjected to the auditing procedures applied in our audit of the basic financial statements. In our opinion, the information is fairly stated, in all material respects, in relation to the basic financial statements taken as a whole.

SYCIP GORRES VELAYO & CO.

*Maricris N. Barbano*

Maricris N. Barbano

Partner

CPA Certificate No. 97101

SEC Accreditation No. 1513-A (Group A),

October 6, 2015, valid until October 5, 2018

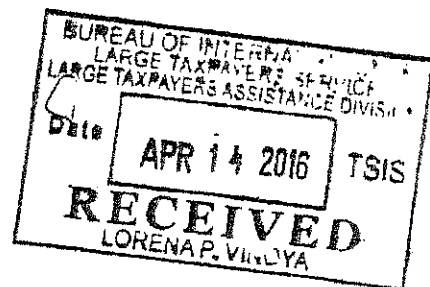
Tax Identification No. 202-065-716

BIR Accreditation No. 08-001998-108-2015,

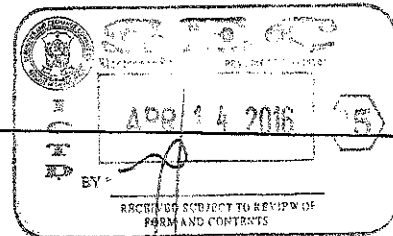
March 4, 2015, valid until March 3, 2018

PTR No. 5321611, January 4, 2016, Makati City

April 8, 2016

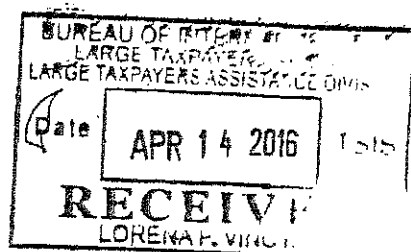


**GMA HOLDINGS, INC.**  
**STATEMENTS OF FINANCIAL POSITION**



	December 31	
	2015	2014
<b>ASSETS</b>		
<b>Current Assets</b>		
Cash and cash equivalents (Notes 6, 13 and 14)	₱26,846,541	₱26,665,221
Accounts receivable (Notes 13 and 14)	199,515	183,387
Other current assets	366,999	304,000
Total Current Assets	27,413,055	27,152,608
<b>Noncurrent Asset</b>		
Available-for-sale investment (Notes 7, 13 and 14)	20,805,523	21,759,216
	₱48,218,578	₱48,911,824
<b>LIABILITIES AND EQUITY</b>		
<b>Current Liabilities</b>		
Accounts payable and other current liabilities (Notes 8, 13 and 14)	₱366,179	₱241,194
Due to shareholders (Notes 12, 13 and 14)	47,271,600	47,271,600
Income tax payable	269	-
Total Current Liabilities	47,638,048	47,512,794
<b>Noncurrent Liability</b>		
Deferred income tax liability (Note 11)	-	227,765
Total Liabilities	47,638,048	47,740,559
<b>Equity (Note 9)</b>		
Capital stock	100,000	100,000
Retained earnings	675,007	539,814
Unrealized gain (loss) on available-for-sale investment - net of tax (Note 7)	(194,477)	531,451
Total Equity	580,530	1,171,265
	₱48,218,578	₱48,911,824

See accompanying Notes to Financial Statements.

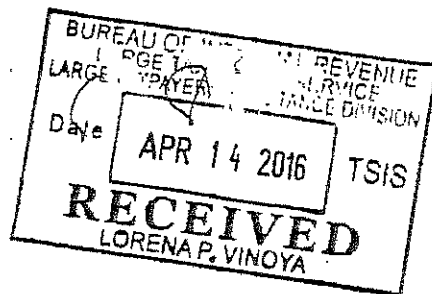


**GMA HOLDINGS, INC.**

**STATEMENTS OF COMPREHENSIVE INCOME**

	Years Ended December 31		
	2015	2014	2013
<b>REVENUE</b>			
Interest income (Notes 6 and 7)	₱2,052,857	₱1,242,815	₱1,205,493
Exercise fees (Note 5)	89,103	409,143	-
	2,141,960	1,651,958	1,205,493
<b>OPERATING EXPENSES</b> (Note 10)	1,094,413	1,045,026	1,344,184
<b>INCOME (LOSS) BEFORE INCOME TAX</b>	1,047,547	606,932	(138,691)
<b>PROVISION FOR INCOME TAX</b> (Note 11)	412,354	256,746	241,099
<b>NET INCOME (LOSS)</b>	635,193	350,186	(379,790)
<b>OTHER COMPREHENSIVE INCOME (LOSS)</b>			
<i>Item to be reclassified to profit or loss in subsequent periods -</i>			
Unrealized gain (loss) on available-for-sale investment - net of tax (Note 7)	(725,928)	531,451	-
<b>TOTAL COMPREHENSIVE INCOME (LOSS)</b>	(₱90,735)	₱881,637	(₱379,790)
<b>Basic/Diluted Earnings (Loss) Per Share</b> (Note 15)	₱63.52	₱35.02	(₱37.98)

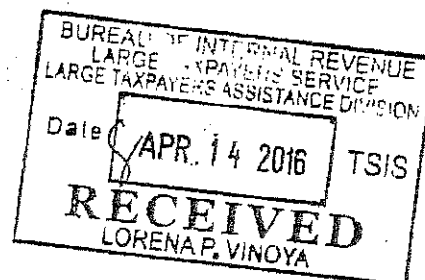
See accompanying Notes to Financial Statements.



**GMA HOLDINGS, INC.**  
**STATEMENTS OF CHANGES IN EQUITY**

	Capital Stock (Note 9)	Retained Earnings (Note 9)	Unrealized Gain (Loss) on Available-for-sale Investment - Net of Tax (Note 7)	Total Equity
Balances as at January 1, 2015	P100,000	P539,814	P531,451	P1,171,265
Net income	-	635,193	-	635,193
Other comprehensive loss	-	-	(725,928)	(725,928)
Total comprehensive income (loss)	-	635,193	(725,928)	(90,735)
Cash dividends (Note 9)	-	(500,000)	-	(500,000)
Balances as at December 31, 2015	P100,000	P675,007	(P194,477)	P580,530
Balances as at January 1, 2014	P100,000	P189,628	P-	P289,628
Net income	-	350,186	-	350,186
Other comprehensive income	-	-	531,451	531,451
Total comprehensive income	-	350,186	531,451	881,637
Balances as at December 31, 2014	P100,000	P539,814	P531,451	P1,171,265
Balances as at January 1, 2013	P100,000	P569,418	P-	P669,418
Total comprehensive loss	-	(379,790)	-	(379,790)
Balances as at December 31, 2013	P100,000	P189,628	P-	P289,628

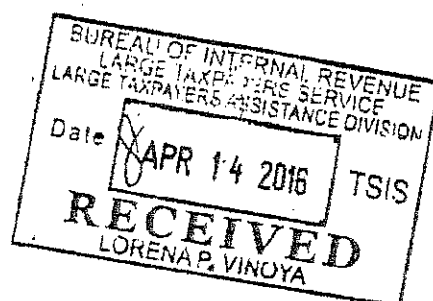
See accompanying Notes to Financial Statements.



**GMA HOLDINGS, INC.**  
**STATEMENTS OF CASH FLOWS**

	Years Ended December 31		
	2015	2014	2013
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>			
Income (loss) before income tax	₱1,047,547	₱606,932	(₱138,691)
Adjustment for interest income (Notes 6 and 7)	(2,052,857)	(1,242,815)	(1,205,493)
Operating loss before working capital changes	(1,005,310)	(635,883)	(1,344,184)
Decrease (increase) in:			
Accounts receivable	15,550	40,650	142,730
Other current assets	(64,126)	(96,512)	(98,382)
Increase (decrease) in accounts payable and other current liabilities	124,580	(488,364)	246,485
Cash flows used in operations	(929,306)	(1,180,109)	(1,053,351)
Interest received	2,021,179	1,172,087	1,162,885
Income taxes paid	(410,958)	(256,745)	(241,099)
Net cash provided by (used in) operating activities	680,915	(264,767)	(131,565)
<b>CASH FLOW FROM INVESTING ACTIVITY</b>			
Purchase of available-for-sale investment (Note 7)	—	(21,000,000)	—
<b>CASH FLOW FROM FINANCING ACTIVITY</b>			
Payment of cash dividends (Note 9)	(499,595)	—	—
<b>NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS</b>	181,320	(21,264,767)	(131,565)
<b>CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR</b>	26,665,221	47,929,988	48,061,553
<b>CASH AND CASH EQUIVALENTS AT END OF YEAR (Note 6)</b>	₱26,846,541	₱26,665,221	₱47,929,988

See accompanying Notes to Financial Statements.



**GMA HOLDINGS, INC.**  
**NOTES TO FINANCIAL STATEMENTS**

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**1. Corporate Information**

GMA Holdings, Inc. (the Company) is incorporated in the Philippines to invest in, purchase or otherwise acquire and own, hold, use, sell, assign, transfer, mortgage, pledge, exchange or otherwise dispose real and personal property of every kind and description. The registered office address of the Company is 5D Tower One, One McKinley Place, New Global Bonifacio City, Fort Bonifacio, Taguig City. The Company was registered with the Securities and Exchange Commission (SEC) on February 15, 2006.

The accounting and administrative functions of the Company are undertaken by GMA Network, Inc. (GMA), an affiliate.

In 2007, the Company issued Philippine Deposit Receipts (PDRs), which were listed and traded in The Philippine Stock Exchange, Inc. (PSE) (see Note 5).

The Company will not engage in any business or purpose other than in connection with the issuance of the PDRs, the performance of the obligations under the PDRs and the acquisition and holding of the underlying shares of GMA in respect of the PDRs issued. This includes maintaining the Company's listing with the PSE and maintaining its status as a Philippine person for as long as the Philippine law prohibits ownership of GMA's shares by non-Philippine person.

No reportable segment information is presented as the Company's limited operations are adequately presented in the statements of comprehensive income.

The accompanying financial statements of the Company were approved and authorized for issuance in accordance with a resolution of the Board of Directors (BOD) on April 8, 2016.

**2. Basis of Preparation and Changes in Accounting Policies and Disclosures**

Basis of Preparation

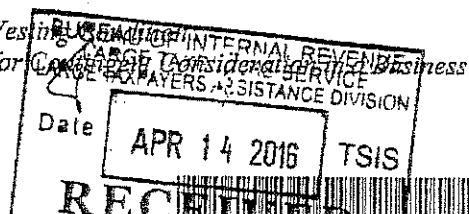
The Company's financial statements have been prepared in accordance with Philippine Financial Reporting Standards (PFRS).

The financial statements of the Company have been prepared on a historical cost basis, except for available-for-sale (AFS) investment, which is measured at fair value. The financial statements are presented in Philippine peso, which is the Company's functional and presentation currency. All values are rounded to the nearest peso, except when otherwise indicated.

Changes in Accounting Policies and Disclosures

The accounting policies adopted are consistent with those of the previous financial year, except for the adoption of following amendments and improvements to PFRS and Philippine Accounting Standards (PAS) which the Company adopted during the year:

- PAS 19, *Employee Benefits - Defined Benefit Plans: Employee Contributions* (Amendments)
- Annual Improvements to PFRS (2010-2012 cycle)
  - PFRS 2, *Share-based Payment - Definition of Vesting Conditions*
  - PFRS 3, *Business Combinations - Accounting for Business Combination*



- PFRS 8, *Operating Segments - Aggregation of Operating Segments and Reconciliation of the Total of the Reportable Segment's Assets to the Entity's Assets*
- PAS 16, *Property, Plant and Equipment*, and PAS 38, *Intangible Assets - Revaluation Method - Proportionate Restatement of Accumulated Amortization and Depreciation*
- PAS 24, *Related Party Disclosures - Key Management Personnel*
- Annual Improvements to PFRS (2011 - 2013 cycle)
  - PFRS 3, *Business Combinations - Scope Exceptions for Joint Arrangements*
  - PFRS 13, *Fair Value Measurement - Portfolio Exception*
  - PAS 40, *Investment Property - Ancillary Services*

The adoption of these standards did not have any impact on the financial statements of the Company.

#### Future Changes in Accounting Policies

The Company will adopt the following PFRS when these become effective. Except as otherwise indicated, the Company does not expect the adoption of these new and amended PFRS to have a significant impact on its financial statements.

#### *Effective January 1, 2016*

- PFRS 10, *Consolidated Financial Statements*, and PAS 28, *Investments in Associates and Joint Ventures - Investment Entities: Applying the Consolidation Exception* (Amendments). These amendments clarify that the exemption in PFRS 10 from presenting consolidated financial statements applies to a parent entity that is a subsidiary of an investment entity that measures all of its subsidiaries at fair value and that only a subsidiary of an investment entity that is not an investment entity itself and that provides support services to the investment entity parent is consolidated. The amendments also allow an investor (that is not an investment entity and has an investment entity associate or joint venture), when applying the equity method, to retain the fair value measurement applied by the investment entity associate or joint venture to its interests in subsidiaries.
- PFRS 11, *Joint Arrangements - Accounting for Acquisitions of Interests in Joint Operations* (Amendments). The amendments to PFRS 11 require a joint operator accounting for the acquisition of an interest in a joint operation, in which the activity of the joint operation constitutes a business (as defined by PFRS 3), to apply the relevant PFRS 3 principles for business combinations accounting. The amendments also clarify that a previously held interest in a joint operation is not remeasured on the acquisition of an additional interest in the same joint operation while joint control is retained. In addition, scope exclusion has been added to PFRS 11 to specify that the amendments do not apply when the parties sharing joint control, including the reporting entity, are under common control of the same ultimate controlling party.

The amendments apply to both the acquisition of the initial interest in a joint operation and the acquisition of any additional interests in the same joint operation and are prospectively effective for annual periods beginning on or after January 1, 2016, with early adoption permitted.



- PFRS 14, *Regulatory Deferral Account*. PFRS 14 is an optional standard that allows an entity, whose activities are subject to rate-regulation, to continue applying most of its existing accounting policies for regulatory deferral account balances upon its first-time adoption of PFRS. Entities that adopt PFRS 14 must present the regulatory deferral accounts as separate line item on the statement of financial position and present movements in these account balances as separate line items in the statement of profit or loss and other comprehensive income (OCI). The standard requires disclosures on the nature of, and risks associated with, the entity's rate-regulation and the effects of that rate-regulation on its financial statements.
- PAS 1, *Presentation of Financial Statements - Disclosure Initiative* (Amendments). The amendments are intended to assist entities in applying judgment when meeting the presentation and disclosure requirements in PFRS. Following are the clarifications:
  - That entities shall not reduce the understandability of their financial statements by either obscuring material information with immaterial information; or aggregating material items that have different natures or functions;
  - That specific line items in the statement of income and OCI and the statement of financial position may be disaggregated;
  - That entities have flexibility as to the order in which they present the notes to financial statements; and
  - That the share of OCI of associates and joint ventures accounted for using the equity method must be presented in aggregate as a single line item, and classified between those items that will or will not be subsequently reclassified to profit or loss.

Early application is permitted and entities do not need to disclose that fact as the amendments are considered to be clarifications that do not affect an entity's accounting policies or accounting estimates.

- PAS 16 and PAS 41, *Agriculture - Bearer Plants* (Amendments). The amendments change the accounting requirements for biological assets that meet the definition of bearer plants. Under the amendments, biological assets that meet the definition of bearer plants will no longer be within the scope of PAS 41, *Agriculture*. Instead, PAS 16 will apply. After initial recognition, bearer plants will be measured under PAS 16 at accumulated cost (before maturity) and using either the cost model or revaluation model (after maturity). The amendments also require that produce that grows on bearer plants will remain in the scope of PAS 41 measured at fair value less costs to sell. For government grants related to bearer plants, PAS 20, *Accounting for Government Grants and Disclosure of Government Assistance*, will apply. The amendments are retrospectively effective for annual periods beginning on or after January 1, 2016, with early adoption permitted.
- PAS 16 and PAS 38, *Intangible Assets - Clarification of Acceptable Methods of Depreciation and Amortization* (Amendments). The amendments clarify the principle in PAS 16 and PAS 38 that revenue reflects a pattern of economic benefits that are generated from operating a business (of which the asset is part) rather than the economic benefits that are consumed through use of the asset. As a result, a revenue-based method cannot be used to depreciate property, plant and equipment and may only be used in very limited circumstances to amortize intangible assets. The amendments are effective prospectively for annual periods beginning on or after January 1, 2016, with early adoption permitted.





- PAS 27, *Separate Financial Statements - Equity Method in Separate Financial Statements (Amendments)*. The amendments will allow entities to use the equity method to account for investments in subsidiaries, joint ventures and associates in their separate financial statements. Entities already applying PFRS and electing to change to the equity method in its separate financial statements will have to apply that change retrospectively. The amendments are effective for annual periods beginning on or after January 1, 2016, with early adoption permitted.
- Annual Improvements to PFRS (2012-2014 cycle)
  - PFRS 5, *Non-current Assets Held for Sale and Discontinued Operations - Changes in Methods of Disposal*. The amendment is applied prospectively and clarifies that changing from a disposal through sale to a disposal through distribution to owners and vice-versa should not be considered to be a new plan of disposal, rather it is a continuation of the original plan. There is, therefore, no interruption of the application of the requirements in PFRS 5. The amendment also clarifies that changing the disposal method does not change the date of classification.
  - PFRS 7, *Financial Instruments: Disclosures - Servicing Contracts*. PFRS 7 requires an entity to provide disclosures for any continuing involvement in a transferred asset that is derecognized in its entirety. The amendment clarifies that a servicing contract that includes a fee can constitute continuing involvement in a financial asset. An entity must assess the nature of the fee and arrangement against the guidance in PFRS 7 in order to assess whether the disclosures are required. The amendment is to be applied such that the assessment of which servicing contracts constitute continuing involvement will need to be done retrospectively. However, comparative disclosures are not required to be provided for any period beginning before the annual period in which the entity first applies the amendments.
  - PFRS 7, *Applicability of the Amendments to PFRS 7 to Condensed Interim Financial Statements*. This amendment is applied retrospectively and clarifies that the disclosures on offsetting of financial assets and financial liabilities are not required in the condensed interim financial report unless these provide a significant update to the information reported in the most recent annual report.
  - PAS 19, *Employee Benefits - Regional Market Issue Regarding Discount Rate*. This amendment is applied prospectively and clarifies that market depth of high quality corporate bonds is assessed based on the currency in which the obligation is denominated, rather than the country where the obligation is located. When there is no deep market for high quality corporate bonds in that currency, government bond rates must be used.
  - PAS 34, *Interim Financial Reporting - Disclosure of Information 'Elsewhere in the Interim Financial Report'*. The amendment is applied retrospectively and clarifies that the required interim disclosures must either be in the interim financial statements or incorporated by cross-reference between the interim financial statements and wherever these are included within the greater interim financial report (e.g., in the management commentary or risk report).



*Effective January 1, 2018*

- **PFRS 9, *Financial Instruments*.** In July 2014, the International Accounting Standards Board (IASB) issued the final version of International Financial Reporting Standard (IFRS) 9, *Financial Instruments*. The new standard (renamed PFRS 9) reflects all phases of the financial instruments project and replaces PAS 39, *Financial Instruments: Recognition and Measurement*, and all previous versions of PFRS 9. The standard introduces new requirements for classification and measurement, impairment, and hedge accounting. PFRS 9 is effective for annual periods beginning on or after January 1, 2018, with early application permitted. Retrospective application is required, but providing comparative information is not compulsory. For hedge accounting, the requirements are generally applied prospectively, with some limited exceptions. Early application of previous versions of PFRS 9 (2009, 2010 and 2013) is permitted if the date of initial application is before February 1, 2015.
- **IFRS 15, *Revenue from Contracts with Customers*.** IFRS 15 was issued in May 2014 by the IASB and establishes a new five-step model that will apply to revenue arising from contracts with customers. Under IFRS 15, revenue is recognized at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer. The principles in IFRS 15 provide a more structured approach to measuring and recognizing revenue.

The new revenue standard is applicable to all entities and will supersede all current revenue recognition requirements under IFRS. Either a full or modified retrospective application is required for annual periods beginning on or after January 1, 2018. Early adoption permitted.

*Effective January 1, 2019*

- **IFRS 16, *Leases*.** On January 13, 2016, the IASB issued its new standard, IFRS 16, *Leases*, which replaces International Accounting Standard (IAS) 17, the current leases standard, and the related Interpretations.

Under the new standard, lessees will no longer classify their leases as either operating or finance leases in accordance with IAS 17. Rather, lessees will apply the single-asset model. Under this model, lessees will recognize the assets and related liabilities for most leases on their balance sheets, and subsequently, will depreciate the lease assets and recognize interest on the lease liabilities in profit or loss. Leases with a term of 12 months or less or for which the underlying asset is of low value are exempted from these requirements.

The accounting by lessors is substantially unchanged as the new standard carries forward the principles of lessor accounting under IAS 17. Lessors, however, will be required to disclose more information in their financial statements, particularly on the risk exposure to residual value.

The new standard is effective for annual periods beginning on or after January 1, 2019. Entities may early adopt IFRS 16 but only if they have also adopted IFRS 15. When adopting IFRS 16, an entity is permitted to use either a full retrospective or a modified retrospective approach, with options to use certain transition reliefs.



*With Deferred Effective Date*

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

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### 3. Summary of Significant Accounting Policies

#### Current versus Noncurrent Classification

The Company presents assets and liabilities in statement of financial position based on current/noncurrent classification.

An asset as current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realized within twelve months after the reporting period; or
- Cash and cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

A liability is current when:

- It is expected to be settled in normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the reporting period; or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other assets and liabilities as noncurrent.

#### Fair Value Measurement

Fair value is the estimated 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 measurement 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 absence of a principal market, in the most advantageous market for the asset or liability.



The principal or the most advantageous market must be accessible to the Company.

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

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company 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.

Assets and liabilities for which fair value is measured or disclosed in the Company's 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 (unadjusted) market prices in active markets for identical assets or liabilities;
- Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable; and
- Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognized in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by reassessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting date.

The Company determines the policies and procedures for both recurring and non-recurring fair value measurements. For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy.

Details as to how the fair value of assets and liabilities are measured are provided in Note 14.

#### Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity and a financial liability or equity instruments of another entity.

*Date of Recognition.* The Company recognizes a financial asset or a financial liability in the statements of financial position when it becomes a party to the contractual provisions of the instrument. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognized on the trade date, i.e. the date that the Company commits to purchase or sell the asset.

*Initial Recognition and Measurement.* Financial assets are classified, at initial recognition, as financial assets at fair value through profit or loss (FVPL), loans and receivables, held-to-maturity (HTM) investments, AFS investments, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. All financial assets are recognized initially at fair value plus, in



the case of financial assets not recorded at FVPL, transaction costs that are attributable to the acquisition of the financial assets.

Financial liabilities are classified, at initial recognition, as financial liabilities at FVPL, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company has no financial asset and financial liabilities at FVPL, HTM investments and derivatives designated as hedging instruments in an effective hedge as at December 31, 2015 and 2014.

*Subsequent Measurement.* The subsequent measurement of financial assets and liabilities depends on their classification as follows:

*Loans and Receivables.* Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate (EIR) method, less impairment. Amortized cost is calculated by taking into account any discount or premium on acquisition and fee or costs that are an integral part of the EIR. The EIR amortization and the losses arising from impairment are recognized in profit or loss.

This category includes cash and cash equivalents and accounts receivable.

*AFS Investments.* AFS financial assets include equity investments and debt securities. Equity investments classified as AFS are those that are neither classified as held for trading nor designated at FVPL. Debt securities in this category are those that are intended to be held for an indefinite period of time and that may be sold in response to needs for liquidity or in response to changes in the market conditions.

After initial measurement, AFS financial assets are subsequently measured at fair value with unrealized gains or losses recognized in OCI and credited in the AFS reserve until the investment is derecognized, at which time the cumulative gain or loss is recognized in the statement of comprehensive income, or the investment is determined to be impaired, when the cumulative loss is reclassified from the AFS reserve to the statement of comprehensive income. Interest earned whilst holding AFS financial assets is reported as interest income using the EIR method.

The Company's AFS investment in 2015 and 2014 consists of unquoted debt securities.

*Other Financial Liabilities.* This category pertains to financial liabilities that are not held for trading or not designated as at FVPL upon the inception of the liability. These include liabilities arising from operations or borrowings. Other financial liabilities are recognized initially at fair value and are subsequently carried at amortized cost, taking into account the impact of applying the EIR method of amortization (or accretion) for any related premium, discount and any directly attributable transaction costs. Gains and losses are recognized in profit or loss when the liabilities are derecognized as well as through the EIR amortization process.

This category includes accounts payable and other current liabilities (excluding statutory payables), due to shareholders and dividends payable.



### Derecognition of Financial Assets and Liabilities

*Financial Asset.* A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognized (i.e., removed from the Company's statement of financial position) when:

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

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognize the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognizes an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

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

Under the "pass-through" test, the Company is deemed to have transferred substantially the risks and rewards of the related investment in GMA. Accordingly, the investment in GMA and the related PDR liabilities have been derecognized under PAS 39, *Financial Instruments: Recognition and Measurement* (see Note 5).

*Financial Liabilities.* A financial liability is derecognized when the obligation under the liability is discharged or cancelled or has expired. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such 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.

### Impairment of Financial Assets

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

*Assets Carried at Amortized Cost.* The Company first assesses whether impairment exists individually for financial assets that are individually significant, and individually or collectively for financial assets that are not individually significant. If the Company determines that no



objective evidence of impairment exists for an individually assessed financial asset, whether significant or not, the asset is included in a group of financial assets with similar credit risk characteristics and that group of financial assets is collectively assessed for impairment. Assets that are individually assessed for impairment and for which an impairment loss is, or continues to be, recognized are no longer included in a collective assessment of impairment.

The amount of any impairment loss identified is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future expected credit losses that have not yet been incurred). The present value of the estimated future cash flows is discounted at the financial asset's original EIR.

The carrying amount of the asset is reduced through the use of an allowance account and the loss is recognized in the statement of profit or loss. Interest income to be accrued on the reduced carrying amount and is accrued using the rate of interest used to discount the future cash flows for the purpose of measuring the impairment loss. Loans together with the associated allowance are written off when there is no realistic prospect of future recovery and all collateral has been realized or has been transferred to the Company. If, in a subsequent year, the amount of the estimated impairment loss increases or decreases because of an event occurring after the impairment was recognized, the previously recognized impairment loss is increased or reduced by adjusting the allowance account. If a write-off is later recovered, the recovery is credited to interest expense in profit or loss.

*AFS Investments.* For AFS financial assets, the Company assesses at each reporting date whether there is objective evidence that an investment or a group of investments is impaired.

In the case of debt instruments classified as AFS, the impairment is assessed based on the same criteria as financial assets carried at amortized cost. However, the amount recorded for impairment is the cumulative loss measured as the difference between the amortized cost and the current fair value, less any impairment loss on that investment previously recognized in profit or loss.

Future interest income continues to be accrued based on the reduced carrying amount of the asset, using the rate of interest used to discount the future cash flows for the purpose of measuring the impairment loss. The interest is recorded as part of interest income. If, in a subsequent year, the fair value of a debt instrument increases and the increase can be objectively related to an event occurring after the impairment loss was recognized in profit or loss, the impairment loss is reversed through profit or loss.

*'Day 1 Difference'.* Where the transaction price in a non-active market is different from the fair value based on other observable current market transactions in the same instrument or based on a valuation technique whose variables include only data from observable market, the Company recognizes the difference between the transaction price and fair value (a 'Day 1 difference') in profit or loss unless it qualifies for recognition as some other type of asset. In cases where unobservable data is used, the difference between the transaction price and model value is recognized in profit or loss only when the inputs become observable or when the instrument is derecognized. For each transaction, the Company determines the appropriate method of recognizing the 'Day 1 difference' amount.

#### Offsetting of Financial Instruments

Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position 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 assets and settle the liabilities



simultaneously. The Company assesses that it has a currently enforceable right of offset if the right is not contingent on a future event, and is legally enforceable in the normal course of business, event of default, and event of insolvency or bankruptcy of the Company and all of the counterparties

#### Cash and Cash Equivalents

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

#### Other Current Assets

Other current assets includes prepaid taxes which represents prior year's excess tax credits from taxes withheld which are deductible from the Company's income tax payable, and input value-added tax (VAT).

#### Equity

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

#### Revenue

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the amount can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duty. The Company assesses its revenue arrangements against specific criteria in order to determine if it is acting as principal or agent. The Company has concluded that it is acting as a principal in all its revenue arrangements. The following specific recognition criteria must also be met before revenue is recognized:

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

*Exercise Fees.* Revenue is recognized upon conversion of PDRs to common shares.

#### Expenses

Expenses presented as "Operating expenses" account in the statements of comprehensive income are recognized as incurred.

#### Taxes

*Current Income Tax.* Current income tax assets and liabilities for the current period are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantially enacted at reporting date.

Current income tax relating to items recognized directly in equity is recognized in equity and not in profit or loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.





*Deferred Income Tax.* Deferred income tax is provided using the balance sheet liability method on all temporary differences at reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred income tax assets are recognized for all deductible temporary differences, carryforward benefits of excess minimum corporate income tax (MCIT) over regular corporate income tax (RCIT) and net operating loss carryover (NOLCO), to the extent that it is probable that taxable income will be available against which the deductible temporary differences, and the carryforward benefits of excess MCIT over RCIT and NOLCO can be utilized except:

- where the deferred income 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 income nor taxable profit or loss; and
- in respect of deductible temporary differences associated with investments in subsidiaries and associates and interest in joint arrangements, deferred income tax assets are recognized only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable income will be available against which the temporary differences can be utilized.

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

Deferred income tax liabilities are recognized for all taxable temporary differences, except:

- Where the deferred income tax liability arises from the initial recognition of goodwill or 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
- In respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, when 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 income tax assets and liabilities are measured at the tax rates applicable to the year when the asset is realized or the liability is settled, based on tax rates and tax laws that have been to be enacted or substantively enacted at the reporting date.

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

Income tax relating to OCI is recognized in OCI section of the statements of comprehensive income.

*VAT.* Revenue, expenses and assets are recognized net of the amount of VAT. The net amount of VAT recoverable from, or payable to, the taxation authority is included as part of "Other current



assets" or "Accounts payable and other current liabilities" accounts in the statements of financial position.

#### Earnings Per Share (EPS)

Basic EPS amounts are calculated by dividing net income for the year by the weighted average number of ordinary shares outstanding during the year. The Company has no dilutive potential common shares outstanding, therefore, basic EPS is the same as diluted EPS.

#### Provisions

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

#### Contingencies

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

#### Events after the Reporting Date

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

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#### **4. Summary of Significant Accounting Judgments, Estimates and Assumptions**

The preparation of the financial statements in compliance with PFRS requires the Company to make estimates and assumptions that affect the reported amounts of assets, liabilities, income and expenses and disclosure of contingent assets and liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

Estimates are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be determinable under the circumstances.

The key estimates and assumptions concerning the future and other key sources of estimation uncertainty at reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are discussed below. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments however, may change due to market changes or circumstances arising beyond the control of the Company. Such changes are reflected in the assumptions when these occur.



*Determining Fair Value of AFS Investment.* The Company has no intention of selling its AFS investment in the near term. It is being held indefinitely and may be sold in response to liquidity requirements or changes in market condition.

The Company carries AFS investment at fair value. Since AFS investment cannot be derived from active markets, the fair value is determined using appropriate valuation technique, which is discounted cash flow methodology. The inputs to the model are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair value.

The fair value of AFS investment is discussed in Note 14.

*Impairment of AFS Investment.* The Company follows the guidance of PAS 39 to determine when an available-for-sale investment is impaired. Judgment by management is required in the estimation of the amount and timing of future cash flows when determining if allowance is required. Such estimates are based on assumptions about a number of factors and actual results may differ. Allowance may be based on any deterioration in the internal rating of the investment since it was acquired. These internal ratings take into consideration factors such as any deterioration in risk, industry, and the financial health and near-term business outlook of the issuer, as well as identified structural weaknesses or deterioration in cash flows.

There was no provision for impairment losses in 2015 and 2014. The carrying value of AFS investment amounted to ₱20.81 million and ₱21.76 million as at December 31, 2015 and 2014, respectively (see Note 7).

*Estimating Realizability of Deferred Income Tax Assets.* The Company's assessment on the recognition of deferred income tax assets on nondeductible temporary differences and carryforward benefits of NOLCO and excess MCIT is based upon the likely timing and level of forecasted taxable income in the subsequent periods. This forecast is based on the Company's future expectations on revenue and expenses.

The Company did not recognize deferred income tax assets amounting to ₱0.96 million and ₱0.87 million as at December 31, 2015 and 2014, respectively as management believes that sufficient taxable profit will not be available against which the deductible temporary differences can be utilized (see Note 11).

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## 5. Philippine Deposit Receipts

On July 30, 2007 and August 21, 2007, the Company issued 822,115,000 and 123,317,000 PDRs relating to GMA shares, respectively. Total number of issued PDRs is 945,432,000 for a consideration of ₱8.50 per share or ₱8,036,172,000.

Each PDR grants the holders, upon payment of the exercise price and subject to certain other conditions, the delivery of one GMA share or the sale of and delivery of the proceeds of such sale of one GMA share. The Company remains to be the registered owner of the GMA shares covered by the PDRs. The Company also retains the voting rights over the GMA shares.

The GMA shares are still subject to ownership restrictions on shares of corporations engaged in mass media and GMA may reject the transfer of shares to persons other than Philippine nationals. The PDRs were listed in the PSE on July 30, 2007, and the same may be exercised at any time from said date. Any cash dividends or other cash distributions in respect of GMA shares received



by the Company shall be applied toward the operating expenses of the Company for the current and preceding years. A further amount equal to the operating expenses in the preceding year shall be set aside to meet operating or other expenses for the succeeding years. Any amount in excess of the aggregate of the operating expenses paid and the operating fund for such period shall be distributed to PDR holders pro-rata on the first business day after such cash dividends are received by the Company.

Upon exercise of the PDRs, an exercise price of ₱0.05 (VAT inclusive) per share shall be paid by the PDR holders. The exercise price is shown as "Exercise fees" account in the statements of profit or loss. Exercise fees amounted to ₱0.09 million, ₱0.41 million and nil in 2015, 2014 and 2013, respectively.

Immediately prior to the closing of the PDR offering and additional issuances described above, GMA, to which the Company is affiliated, transferred 945,432,000 GMA shares to the Company in relation to which the PDRs were issued. For as long as the PDRs are not exercised, the shares underlying the PDRs will continue to be registered in the name of, and owned by the Company, and all rights pertaining to these shares, including voting rights, shall be exercised by the Company. The obligations of the Company to deliver the GMA shares on exercise of the right contained in the PDRs are secured by the Pledge of Shares in favor of the Pledge Trustee acting on behalf of each holder of a PDR over the GMA shares.

At any time after the PDR offering, a shareholder may, at his option and from time to time, deliver shares to the Company in exchange for an equal number of PDRs. The exchange is based on prevailing traded value of GMA shares at the time of transaction with the corresponding PDR option price.

As discussed above, the Company retains the rights to receive the cash flows from its investment in GMA and assumes a contractual obligation to pay those cash flows to the PDR holders, net of operating expenses (a "pass-through" arrangement). The "pass-through" test is met because the Company (a) has no obligation to the PDR holders unless it collects equivalent amounts from its investment in GMA, (b) is contractually prohibited from selling or pledging its investment in GMA other than as security to the PDR holders for the obligation to pay the cash flows, and (c) has an obligation to remit any cash flows from the investment in GMA to the PDR holders without material delay.

Under the "pass-through" test, the Company is deemed to have transferred substantially the risks and rewards of its investment in GMA. Accordingly, the investment in GMA and the liabilities related to the issuance of the PDRs are not recognized by the Company.

The following are the details and movements of the PDRs and the underlying GMA shares for the years ended December 31:

	PDRs		Number of Shares	
	2015	2014	2015	2014
Balance at beginning of year	₱7,210,932,500	₱7,288,833,300	848,345,000	857,509,800
Exercise of PDRs	(16,965,150)	(77,900,800)	(1,995,900)	(9,164,800)
Balance at end of year	₱7,193,967,350	₱7,210,932,500	846,349,100	848,345,000

On March 30, 2015, the Company approved a cash distribution to PDR holders of ₱0.25 per share, in relation to dividends declared by GMA, totaling to ₱211.75 million to all shareholders of record as at April 24, 2015.



On April 17, 2015, the BOD approved a resolution to pass on the entire amount of the cash dividends received from GMA without deducting the Company's 2015 projected operating expenses. Such expenses shall be covered by the interest income from the Company's cash and cash equivalents and AFS investment.

The cash dividends were remitted to PDR holders on May 19, 2015.

The Company retains the right to receive cash flows from its investments in GMA but it also assumes a contractual obligation to pay those cash flows to the PDR holders which is considered a "pass-through" arrangement. Thus, the Company did not recognize the dividend income received from GMA arising from the acquisition and holding of the underlying shares of GMA in its financial statements.

As discussed in Note 16, on April 8, 2016, the BOD approved a cash distribution to PDR holders in relation to dividends declared by GMA.

#### 6. Cash and Cash Equivalents

	2015	2014
Cash on hand and in banks	₱722,018	₱1,240,820
Short-term deposits	26,124,523	25,424,401
	<u>₱26,846,541</u>	<u>₱26,665,221</u>

Cash in banks earn interest at the respective bank deposit rates. Short-term deposits are made for varying periods of up to three months depending on the immediate cash requirements of the Company, and earn interest at the respective short-term deposit rates.

Interest income earned from cash in banks and short-term deposits amounted to ₱0.92 million, ₱1.12 million, and ₱1.21 million in 2015, 2014 and 2013, respectively.

#### 7. Available-for-Sale Investment

In 2014, the Company purchased at par a ten-year UBP Tier Note with a face value of ₱21.00 million bearing a fixed interest rate of 5.38%. The maturity date of this note is on February 20, 2025.

Interest income earned on the UBP Tier Note amounted to ₱1.13 million and ₱0.12 million in 2015 and 2014, respectively.

The movement in AFS investment is as follows:

	2015	2014
Balance at beginning of year	₱21,759,216	₱—
Additions	—	21,000,000
Change in fair value	(953,693)	759,216
Balance at end of year	<u>₱20,805,523</u>	<u>₱21,759,216</u>



Movement of net unrealized gain on AFS investment is as follows:

	2015	2014
Balance at beginning of year	₱531,451	₱-
Gain (loss) due to changes in fair value of AFS investment	(953,693)	759,216
Tax effect of the changes in fair values	227,765	(227,765)
Balance at end of year	(₱194,477)	₱531,451

#### 8. Accounts Payable and Other Current Liabilities

	2015	2014
Accounts payable	₱8,881	₱7,226
Accrued expenses:		
Professional and trust fees	350,000	225,910
Others	2,261	1,760
Deferred output VAT	2,618	4,284
Dividends payable	2,419	2,014
	₱366,179	₱241,194

Accounts payable and accrued expenses are noninterest-bearing and are normally settled within the next financial year. Accrued expenses represent audit fees, retainer fees and miscellaneous expenses.

#### 9. Equity

##### a. Capital Stock

The Company has 10,000 authorized, subscribed and issued common shares with ₱10.00 par value per share.

The following summarizes the information on the Company's registration of securities with the SEC as required by Securities Regulation Code Rule 68, As Amended (2011):

Date of SEC Approval	Authorized Number of Shares	Number of Issued Shares	Issue/ Offer Price
July 30, 2007	945,432,000	945,432,000	₱8.50

##### b. Retained Earnings

On March 30, 2015, the BOD approved the Company's declaration and distribution of cash dividends amounting to ₱0.50 million to all stockholders of record as at December 31, 2014.

On April 8, 2016, cash dividends amounting to ₱0.60 million was declared by the BOD (see Note 16).



# 10. Operating Expenses

	2015	2014	2013
Listing fees	₱576,046	₱690,295	₱799,199
Professional fees	475,291	280,085	479,835
Taxes and licenses	20,382	42,788	33,168
Others	22,694	31,858	31,982
	₱1,094,413	₱1,045,026	₱1,344,184

# 11. Income Taxes

## Current Income Tax

The components of the Company's provision for current income tax are as follows:

	2015	2014	2013
Final tax interest	₱410,572	₱248,563	₱241,099
MCIT	1,782	8,183	-
	₱412,354	₱256,746	₱241,099

The reconciliation of the provision for income tax computed at statutory income tax rate and the provision for income tax as shown in the statements of comprehensive income is summarized as follows:

	2015	2014	2013
Income tax computed at statutory income tax rate	₱314,264	₱182,080	(₱41,607)
Income tax effect of:			
Interest income subjected to final tax	(205,285)	(124,282)	(120,549)
Movement in unrecognized deferred income tax assets	36,306	(181,061)	326,965
Expired NOLCO and MCIT	267,069	380,009	76,290
	₱412,354	₱256,746	₱241,099

## Deferred Income Tax

The components of unrecognized deferred income tax assets are as follows:

	2015	2014
NOLCO	₱895,613	₱856,638
Unrealized loss on AFS investment	58,343	-
MCIT	9,965	12,634
	₱963,921	₱869,272



As at December 31, 2015, NOLCO and MCIT that can be claimed as deduction from future taxable income and RCIT due, respectively, are as follows:

Date Paid/Incurred	Carryforward Benefit Up To	NOLCO	MCIT
December 31, 2013	December 31, 2016	₱1,344,184	₱-
December 31, 2014	December 31, 2017	635,883	8,183
December 31, 2015	December 31, 2018	1,005,310	1,782
		₱2,985,377	₱9,965

The movements in NOLCO and MCIT follow:

	2015	2014
<b>NOLCO:</b>		
Balance at beginning of year	₱2,855,461	₱3,486,273
Additions	1,005,310	635,883
Expired NOLCO	(875,394)	(1,266,695)
Balance at end of year	₱2,985,377	₱2,855,461
<b>MCIT:</b>		
Balance at beginning of year	₱12,634	₱4,451
Additions	1,782	8,183
Expired MCIT	(4,451)	-
Balance at end of year	₱9,965	₱12,634

In 2015, deferred income tax asset amounting to ₱0.23 million was partially recognized to offset against deferred income tax liability of the same amount arising from unrealized gain on AFS investment. As at December 31, 2015 and 2014, deferred income tax liability amounting to nil and ₱0.23 million, respectively, is presented under equity in the statements of financial position.

## 12. Related Party Disclosures

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

### Terms and Conditions of Transactions with Related Parties

Transactions with related parties have been entered into at terms no less favorable than could have been obtained if the transactions were entered into with unrelated parties. The Company's financial statements include the following amounts resulting from the transactions with related parties as at December 31:

Category	Year	Amount/Volume of Transactions	Outstanding Payable	Terms	Conditions
<b>Shareholders</b>					
Portion of proceeds retained from issuance of PDRs	2015	₱-	₱47,271,600	Upon demand,	Unsecured
	2014	-	47,271,600	noninterest-bearing	
<b>Belo, Gozon, Elma Law Firm</b>	2015	109,091	200,000	Upon demand,	Unsecured
	2014	341,915	90,909	noninterest-bearing	





The outstanding balance of "Due to shareholders" account in the statements of financial position pertains to ₱0.05 per PDR portion of the original proceeds retained by the Company, as the PDR issuer, in consideration for the rights granted under the PDRs. This amount will be used for the liquidation of expenses related to the issuance of the PDRs. Any excess is to be remitted to the selling shareholders.

The Company's key management personnel are employed by GMA and no part of their salaries was allocated to the Company.

### 13. Financial Risk Management Objectives and Policies

The Company's principal financial instruments include cash and cash equivalents and AFS investment. The main purpose of these financial instruments is to finance the Company's operations. The Company has other financial assets and liabilities such as accounts receivable, accounts payable and other current liabilities (excluding statutory payables) and due to shareholders, which arise directly from its operations.

The main risks arising from the Company's financial statements are as follows:

- *Liquidity risk.* Liquidity risk arises from the possibility that the Company may encounter difficulties in raising funds to meet commitments from financial instruments.
- *Interest rate risk.* Fixed rate financial instrument is subject to fair value interest rate risk.
- *Credit risk.* Credit risk arises from default of the counterparty.

The BOD reviews and approves the Company's objectives and policies.

#### Liquidity Risk

The Company's objective in liquidity management is to ensure that the Company has sufficient liquidity to meet obligations under normal and adverse circumstances and is able to take advantage of investment opportunities as they arise.

The Company manages its liquidity risk by using its cash and cash equivalents from operations and interest income from AFS investment to meet its short-term liquidity needs. The Company likewise regularly evaluates other financing instruments and arrangements to broaden the Company's range of financing sources.

The table below summarizes the maturity profile of the Company's financial assets used for liquidity risk management purposes and financial liabilities based on contractual undiscounted payments as at December 31:

	As at December 31, 2015			
	On Demand	3 to 12 Months	More than 1 year	Total
<b>Financial Assets</b>				
Cash and cash equivalents	₱26,846,541	₱-	₱-	₱26,846,541
Accounts receivable	-	190,135	9,380	199,515
AFS investment	-	-	28,206,396	28,206,396
	₱26,846,541	₱190,135	₱28,215,776	₱55,252,452
<b>Financial Liabilities</b>				
Accounts payable and other current liabilities*	₱363,561	₱-	₱-	₱363,561
Due to shareholders	47,271,600	-	-	47,271,600
	₱47,635,161	₱-	₱-	₱47,635,161

\*Excluding deferred output VAT amounting to ₱2,618 as at December 31, 2015.



As at December 31, 2014				
	On Demand	3 to 12 Months	More than 1 year	Total
<b>Financial Assets</b>				
Cash and cash equivalents	₱26,665,221	₱—	₱—	₱26,665,221
Accounts receivable		183,387	—	183,387
AFS investment	—	—	28,515,941	28,515,941
	₱26,665,221	₱183,387	₱28,515,941	₱55,364,549
<b>Financial Liabilities</b>				
Accounts payable and other current liabilities*	₱236,910	₱—	₱—	₱236,910
Due to shareholders	47,271,600	—	—	47,271,600
	₱47,508,510	₱—	₱—	₱47,508,510

\*Excluding deferred output VAT amounting to ₱4,284 as at December 31, 2014.

### Interest Rate Risk

The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's AFS investment which are subject to fair value interest rate risk.

*Fair Value Interest Rate Risk.* Fixed rate financial instruments are subject to this risk. The Company's AFS investment earns interest at a fixed rate of 5.38% throughout the period of investment. The following table below demonstrates the sensitivity of fair value changes due to possible change in interest rates with all other variables held constant (through the impact on other comprehensive income).

	Increase (Decrease) in Basis Points	Effect on Equity	
		2015	2014
AFS investment	50	(₱931,494)	(₱804,227)
	(50)	577,078	843,111

### Credit Risk

Credit risk arising from cash and cash equivalents and AFS investment, the Company's exposure to credit risk arises from default of the counterparty, with a maximum exposure equal to the carrying amount of the instruments. It is the Company's policy to enter into transactions with a diversity of creditworthy parties to mitigate any significant concentration of credit risk. The Company has an internal mechanism to monitor the granting of credit and management of credit exposures. The Company has made provisions, where necessary, for potential losses on credits extended. The Company does not require any collateral for its financial assets.

As at December 31, 2015 and 2014, the financial assets are generally viewed by management as good and collectible considering the credit history of the counterparties. Past due or impaired financial assets are very minimal in relation to the Company's total financial assets.

### Credit Quality of Financial Assets

The credit quality of financial assets is managed by the Company using high grade and standard grade as internal credit ratings.

*High Grade.* This pertains to a counterparty who is not expected by the Company to default in settling its obligations, thus, credit risk exposure is minimal. This normally includes large prime financial institutions and related parties.

*Standard Grade.* Other financial assets not classified as high grade are included in this category.



The Company classified its cash and cash equivalents (excluding cash on hand) and AFS investment as high grade financial assets as at December 31, 2015 and 2014.

#### Capital Management

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

The Company manages its capital structure and makes adjustments to it, in the light of changes in economic conditions. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, payoff existing debts, return capital to shareholders or issue new shares.

No changes were made in the objectives, policies or processes for the three years ended December 31, 2015, 2014 and 2013.

The Company's capital management is undertaken by GMA. The Company's capital includes the total equity, before other comprehensive income, which amounted to ₱0.78 million and ₱0.64 million as at December 31, 2015 and 2014, respectively.

### **13. Financial Assets and Liabilities**

The following methods and assumptions are used to estimate the fair value of each financial instrument for which it is practicable to estimate such value:

#### Cash and Cash Equivalents, Accounts Receivable, Accounts Payable and Other Current Liabilities (excluding Statutory Payables), Due to Shareholders and Dividends Payable

The carrying amounts of these financial instruments approximate their fair values due to the short-term maturities of these financial instruments.

#### AFS Investment

The estimated fair value of AFS debt investment is based on the discounted values of future cash flows. The discount rates used are based on the spot yield curve calculated from the market yields plus counterparty's credit spread. The fair value is under level 3 of the fair value hierarchy.

The following table below demonstrates the sensitivity of credit spread (through the impact on other comprehensive income).

	Increase (Decrease) in Basis Points	Effect on Equity	
		2015	2014
AFS investment	50	(₱592,292)	(₱655,026)
	(50)	614,393	681,848



# 15. Basic/Diluted Earnings (Loss) Per Share Computation

Basic/diluted EPS is computed as follows:

	2015	2014	2013
Net income attributable to equity holders (a)	₱635,193	₱350,186	(₱379,790)
Common shares issued at beginning and end of year (b)	10,000	10,000	10,000
Basic/diluted earnings (loss) per share (a/b)	₱63.52	₱35.02	(₱37.98)

The Company has no dilutive potential common shares outstanding therefore basic EPS is same as diluted EPS.

# 16. Events after the Reporting Date

On April 8, 2016, the Company's BOD approved a cash distribution to PDR holders of ₱0.40 per share, in relation to dividends declared by GMA to all shareholders of record as at April 25, 2016 and will be paid on May 17, 2016.

On the same date, the BOD approved a resolution to pass on the entire amount of the cash dividends received from GMA without deducting its operating expenses and approved the use of the interest income from its cash and cash equivalents and AFS investment to cover for these expenses.

Further, the BOD approved the Company's declaration and distribution of cash dividends amounting to ₱0.60 million to all stockholders of record as at April 29, 2016.

# 17. Supplementary Information Required by Revenue Regulations (RR) 15-2010

## RR 15-2010

The Company reported and/or paid the following types of taxes in 2015:

## Value added Tax (VAT)

The Company's sales are subject to output VAT while its purchases from other VAT-registered individuals or corporations are subject to input VAT. The VAT rate is 12.0%.

### a. Net sales/receipts and output VAT declared in the Company's VAT returns

The Company's sales that are subject to output VAT are reported under "Exercise fee" account in the statement of comprehensive income.

The Company's taxable sales from services amounted to ₱102,987 with corresponding output VAT of ₱12,358.



b. Input VAT

Balance at January 1	₱347,686
Current year's domestic purchases for services	31,671
Total input VAT	379,357
Applied against output VAT	(12,358)
Balance at December 31	₱366,999

Other Taxes and Licenses

All other local and national taxes paid for the year ended December 31, 2015 consist of:

Local taxes and license fees	₱19,882
Registration fees	500
	₱20,382

Withholding Taxes

Withholding taxes paid and/or withheld for the year ended December 31, 2015 consist of:

Final withholding tax	₱27,458,037
Expanded withholding tax	11,641
	₱27,469,678

Tax Assessments and Cases

As at December 31, 2015, the Company has no ongoing tax assessments and cases with the Bureau of Internal Revenue (BIR). Likewise, the Company has no other pending tax cases outside the administration of the BIR as at December 31, 2015.





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BOA/PRC Reg. No. 0001,  
December 14, 2015, valid until December 31, 2018  
SEC Accreditation No. 0012-FR-4 (Group A),  
November 10, 2015, valid until November 9, 2018

## INDEPENDENT AUDITORS' REPORT ON SUPPLEMENTARY SCHEDULES

The Stockholders and the Board of Directors  
GMA Holdings, Inc.  
5D Tower One, One McKinley Place  
New Global Bonifacio City  
Fort Bonifacio, Taguig City

We have audited in accordance with Philippine Standards on Auditing, the financial statements of GMA Holdings, Inc. as at December 31, 2015 and 2014 and for each of the three years in the period ended December 31, 2015 included in this Form 17-A, and have issued our report thereon dated April 8, 2016. Our audits were made for the purpose of forming an opinion on the basic financial statements taken as a whole. The schedules listed in the Index to Financial Statements and Supplementary Schedules are the responsibility of the Company's management. These schedules are presented for purposes of complying with Securities Regulation Code Rule 68, As Amended (2011), and are not part of the basic financial statements. These schedules have been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, fairly state, in all material respects, the information required to be set forth therein in relation to the basic financial statements taken as a whole.

SYCIP GORRES VELAYO & CO.

*Mariecris N. Barbaso*

Mariecris N. Barbaso

Partner

CPA Certificate No. 97101

SBC Accreditation No. 1513-A (Group A),

October 6, 2015, valid until October 5, 2018

Tax Identification No. 202-065-716

BIR Accreditation No. 08-001998-108-2015,

March 4, 2015, valid until March 3, 2018

PTR No. 5321611, January 4, 2016, Makati City

April 8, 2016



**GMA HOLDINGS, INC.**

**INDEX TO THE FINANCIAL STATEMENTS AND SUPPLEMENTARY  
SCHEDULES AS AT DECEMBER 31, 2015**

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I.	Supplemental Schedules Required by Annex 68-E	
A.	Financial Assets	Attached
B.	Amounts Receivable from Directors, Officers, Employees, Related Parties and Principal Stockholders (Other Than Related Parties)	Not applicable
C.	Amounts of Receivables and Payable from/to Related Parties which are Eliminated during Consolidation Process of Financial Statements	Not applicable
D.	Intangible Assets - Other Assets	Not applicable
E.	Long-term Debt	Not applicable
F.	Indebtedness to Related Parties (Long-term Loans from Related Parties)	Not applicable
G.	Guarantees of Securities of Other Issuers	Not applicable
H.	Capital Stock	Attached
II.	Schedule of All the Effective Standards and Interpretations	Attached
III.	Reconciliation of Retained Earnings Available for Dividend Declaration	Attached
IV.	Schedule of Financial Ratios	Attached

**GMA HOLDINGS, INC.****I. SUPPLEMENTAL SCHEDULES REQUIRED BY ANNEX 68-E  
AS AT DECEMBER 31, 2015****Schedule A. Financial Assets**

Name of issuing entity and association of each issue	Amount shown in the statements of financial position	Income received and accrued
<b>Cash and cash equivalents</b>		
Cash on hand	P5,000	P-
Cash in banks:		
Union Bank of the Philippines	528,625	7,828
Deutsche Bank	103,068	1,401
Banco De Oro	85,325	130
	722,018	9,359
Cash equivalents - Unicapital, Inc.	26,124,523	914,748
	<b>P26,846,541</b>	<b>P924,107</b>
<b>Available-for-sale investment</b>	<b>P20,805,523</b>	<b>P1,128,750</b>

**Schedule B. Amounts Receivable from Directors, Officers, Employees, Related Parties and  
Principal Stockholders (Other Than Related Parties)**

Name and designation	Balance as at January 1, 2015	Additions	Deductions		Current	Noncurrent	Balance as at December 31, 2015
			Amount collected	Amount written off			

Not Applicable: The Company has no receivable from directors, officer, employees, related parties and principal stockholders as at December 31, 2015.

**Schedule C. Amounts of Receivables and Payable from/to Related Parties which are Eliminated  
during Consolidation Process of Financial Statements**

Name and designation	Balance as at January 1, 2015	Additions	Deductions		Current	Noncurrent	Balance as at December 31, 2015
			Amount collected	Amount written off			

Not Applicable: The Company has no receivable from/payable to related parties which are consolidated as at December 31, 2015.

**Schedule D. Intangible Assets - Other Assets**

Description	Beginning balance	Additions at cost	Charged to cost and expenses	Other changes: additions (deductions)	Ending balance
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Not Applicable: The Company has no intangible asset as at December 31, 2015.



#### Schedule E. Long-term Debt

Title of issue and type of obligation	Amount authorized by indenture	Amount shown under caption "Current portion of long term debt" in related balance sheet	Amount shown under caption "Long-term debt" in related balance sheet
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Not Applicable: The Company has no long-term debt as at December 31, 2015.

#### Schedule F. Indebtedness to Related Parties (Long-term Loans from Related Parties)

Name of related party	Balance at January 1, 2015	Balance at December 31, 2015
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Not Applicable: The Company has no indebtedness to a related party as at December 31, 2015.

#### Schedule G. Guarantees of Securities of Other Issuers

Name of issuing entity of Securities guaranteed by the Company for which this statement is filed	Title of issue of each class of securities guaranteed	Total amount guaranteed and outstanding	Amount owned by person for which the statement is filed	Nature of guarantee
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Not Applicable: The Company has no guarantees of securities of other issuers as at December 31, 2015.

#### Schedule H. Capital Stock

Title of issue	Number of shares authorized	Number of shares issued and outstanding as shown under related balance sheet caption	Number of shares reserved for options, warrants, conversion and other rights	Number of shares held by related parties	Directors, officers, and employees	Others
Common	10,000	10,000	-	-	9,991	9

**GMA HOLDINGS, INC.**

**II. SCHEDULE OF ALL THE EFFECTIVE STANDARDS AND  
INTERPRETATIONS AS AT DECEMBER 31, 2015**

PHILIPPINE FINANCIAL REPORTING STANDARDS AND INTERPRETATIONS Effective as at December 31, 2015		Adopted	Not Adopted	Not Applicable
Framework for the Preparation and Presentation of Financial Statements Conceptual Framework Phase A: Objectives and qualitative characteristics		✓		
PFRSs Practice Statement Management Commentary				✓
Philippine Financial Reporting Standards				
PFRS 1 (Revised)	First-time Adoption of Philippine Financial Reporting Standards	✓		✓
	Amendments to PFRS 1 and PAS 27: Cost of an Investment in a Subsidiary, Jointly Controlled Entity or Associate	✓		✓
	Amendments to PFRS 1: Additional Exemptions for First-time Adopters	✓		✓
	Amendment to PFRS 1: Limited Exemption from Comparative PFRS 7 Disclosures for First-time Adopters	✓		✓
	Amendments to PFRS 1: Severe Hyperinflation and Removal of Fixed Date for First-time Adopters	✓		✓
	Amendments to PFRS 1: Government Loans	✓		✓
	Amendments to PFRS 1: Borrowing Costs	✓		✓
	Amendment to PFRS 1: Meaning of Effective PFRSs	✓		✓
PFRS 2	Share-based Payment	✓		✓
	Amendments to PFRS 2: Vesting Conditions and Cancellations	✓		✓
	Amendments to PFRS 2: Group Cash-settled Share- based Payment Transactions	✓		✓
	Amendment to PFRS 2: Definition of Vesting Condition	✓		✓
PFRS 3 (Revised)	Business Combinations	✓		✓
	Amendment to PFRS 3: Accounting for Contingent Consideration in a Business Combination	✓		✓
	Amendment to PFRS 3: Scope Exceptions for Joint Arrangements	✓		✓
PFRS 4	Insurance Contracts	✓		✓
	Amendments to PAS 39 and PFRS 4: Financial Guarantee Contracts	✓		✓
PFRS 5	Non-current Assets Held for Sale and Discontinued Operations	✓		✓

PHILIPPINE FINANCIAL REPORTING STANDARDS AND INTERPRETATIONS		Adopted	Not Adopted	Not Applicable
Effective as at December 31, 2015				
	Amendments to PFRS 5: Changes in Methods of Disposals*	Not Early Adopted		
PFRS 6	Exploration for and Evaluation of Mineral Resources	✓		✓
PFRS 7	Financial Instruments: Disclosures	✓		
	Amendments to PAS 39 and PFRS 7: Reclassification of Financial Assets	✓		✓
	Amendments to PAS 39 and PFRS 7: Reclassification of Financial Assets - Effective Date and Transition	✓		✓
	Amendments to PFRS 7: Improving Disclosures about Financial Instruments	✓		
	Amendments to PFRS 7: Disclosures - Transfers of Financial Assets	✓		✓
	Amendments to PFRS 7: Disclosures - Offsetting Financial Assets and Financial Liabilities	✓		✓
	Amendments to PFRS 7: Mandatory Effective Date of PFRS 9 and Transition Disclosures	✓		✓
	Amendments to PFRS 7: Disclosures - Servicing Contracts*	Not Early Adopted		
	Amendments to PFRS 7: Applicability of the Amendments to PFRS 7 to Condensed Interim Financial Statements*	Not Early Adopted		
PFRS 8	Operating Segments	✓		✓
	Amendments to PFRS 8: Aggregation of Operating Segments and Reconciliation of the Total of the Reportable Segments' Assets to the Entity's Assets	✓		✓
PFRS 9	Financial Instruments*	Not Early Adopted		
	Amendments to PFRS 9: Mandatory Effective Date of PFRS 9 and Transition Disclosures*	Not Early Adopted		
	Amendments to PFRS 9: Hedge accounting and amendments to PFRS 9 and PAS 39 (2013 version)*	Not Early Adopted		
	Amendments to PFRS 9 (2014 version)*	Not Early Adopted		
PFRS 10	Consolidated Financial Statements	✓		✓
	Amendments to PFRS 10, PFRS 12 and PAS 27: Investment Entities	✓		✓
	Amendments to PFRS 10 and PAS 28: Sale or Contribution of Assets between an Investor and its Associate or Joint Venture*	Not Early Adopted		
	Amendments to PFRS 10 and PAS 28: Applying the Consolidation Exception*	Not Early Adopted		
PFRS 11	Joint Arrangements	✓		✓

PHILIPPINE FINANCIAL REPORTING STANDARDS AND INTERPRETATIONS		Adopted	Not Adopted	Not Applicable
Effective as at December 31, 2015				
	Amendments to PFRS 11: Accounting for Acquisitions of Interests in Joint Operations*	Not Early Adopted		
PFRS 12	Disclosure of Interests in Other Entities	✓		✓
	Amendments to PFRS 10, PFRS 12 and PAS 27: Investment Entities	✓		✓
PFRS 13	Fair Value Measurement	✓		
	Amendment to PFRS 13: Short-term Receivables and Payables	✓		
	Amendment to PFRS 13: Portfolio Exception	✓		
PFRS 14	Regulatory Deferral Accounts*	Not Early Adopted		
Philippine Accounting Standards				
PAS 1 (Revised)	Presentation of Financial Statements	✓		
	Amendment to PAS 1: Capital Disclosures	✓		
	Amendments to PAS 32 and PAS 1: Puttable Financial Instruments and Obligations Arising on Liquidation	✓		✓
	Amendments to PAS 1: Presentation of Items of Other Comprehensive Income	✓		
	Amendments to PAS 1: Clarification of the Requirements for Comparative Information	✓		
	Amendments to PAS 1: Disclosure Initiative*	Not Early Adopted		
PAS 2	Inventories	✓		✓
PAS 7	Statement of Cash Flows	✓		
PAS 8	Accounting Policies, Changes in Accounting Estimates and Errors	✓		
PAS 10	Events after the Reporting Period	✓		
PAS 11	Construction Contracts	✓		✓
PAS 12	Income Taxes	✓		
	Amendment to PAS 12 - Deferred Tax: Recovery of Underlying Assets	✓		✓
PAS 16	Property, Plant and Equipment	✓		✓
	Amendments to PAS 16: Classification of servicing equipment	✓		✓
	Amendment to PAS 16 and PAS 38: Revaluation Method - Proportionate Restatement of Accumulated Depreciation/Amortization	✓		✓
	Amendments to PAS 16 and PAS 38: Clarification of Acceptable Methods of Depreciation and Amortization*	Not Early Adopted		
	Amendments to PAS 16 and PAS 41: Bearer Plants*	Not Early Adopted		
PAS 17	Leases	✓		✓

PHILIPPINE FINANCIAL REPORTING STANDARDS AND INTERPRETATIONS Effective as at December 31, 2015		Adopted	Not Adopted	Not Applicable
PAS 18	Revenue	✓		
PAS 19	Employee Benefits	✓		✓
	Amendments to PAS 19: Actuarial Gains and Losses, Group Plans and Disclosures	✓		✓
PAS 19 (Amended)	Employee Benefits	✓		✓
	Amendments to PAS 19: Defined Benefit Plans: Employee Contribution	✓		✓
	Amendments to PAS 19: Regional Market Issue Regarding Discount Rate*	Not Early Adopted		
PAS 20	Accounting for Government Grants and Disclosure of Government Assistance	✓		✓
PAS 21	The Effects of Changes in Foreign Exchange Rates	✓		✓
	Amendment: Net Investment in a Foreign Operation	✓		✓
PAS 23 (Revised)	Borrowing Costs	✓		✓
PAS 24 (Revised)	Related Party Disclosures	✓		
	Amendments to PAS 24: Key Management Personnel	✓		
PAS 26	Accounting and Reporting by Retirement Benefit Plans	✓		✓
PAS 27	Consolidated and Separate Financial Statements	✓		✓
PAS 27 (Amended)	Separate Financial Statements	✓		✓
	Amendments to PFRS 10, PFRS 12 and PAS 27: Investment Entities	✓		✓
	Amendments to PAS 27: Equity Method in Separate Financial Statements*	Not Early Adopted		
PAS 28	Investments in Associates	✓		✓
PAS 28 (Amended)	Investments in Associates and Joint Ventures	✓		✓
	Amendments to PFRS 10 and PAS 28: Sale or Contribution of Assets between an Investor and its Associate or Joint Venture*	Not Early Adopted		
	Amendments to PFRS 10 and PAS 28: Applying the Consolidation Exception*	Not Early Adopted		
PAS 29	Financial Reporting in Hyperinflationary Economies	✓		✓
PAS 31	Interests in Joint Ventures	✓		✓
PAS 32	Financial Instruments: Presentation	✓		
	Amendments to PAS 32 and PAS 1: Puttable Financial Instruments and Obligations Arising on Liquidation	✓		✓
	Amendment to PAS 32: Classification of Rights Issues	✓		✓
	Amendments to PAS 32: Offsetting Financial Assets and Financial Liabilities	✓		✓

PHILIPPINE FINANCIAL REPORTING STANDARDS AND INTERPRETATIONS Effective as at December 31, 2015		Adopted	Not Adopted	Not Applicable
	Amendments to PAS 32: Tax effect of distribution to holders of equity instruments	✓		✓
PAS 33	Earnings per Share	✓		
PAS 34	Interim Financial Reporting	✓		
	Amendments to PAS 34: Interim financial reporting and segment information for total assets and liabilities	✓		✓
	Amendments to PAS 34: Disclosure of Information 'Elsewhere in the Interim Financial Report'*	Not Early Adopted		
PAS 36	Impairment of Assets	✓		
	Amendments to PAS 36: Recoverable Amount Disclosures for Non-Financial Assets	✓		✓
PAS 37	Provisions, Contingent Liabilities and Contingent Assets	✓		✓
PAS 38	Intangible Assets	✓		✓
	Amendments to PAS 16 and PAS 38: Revaluation Method - Proportionate Restatement of Accumulated Amortization	✓		✓
	Amendments to PAS 16 and PAS 38: Clarification of Acceptable Methods of Depreciation and Amortization*	Not Early Adopted		
PAS 39	Financial Instruments: Recognition and Measurement	✓		
	Amendments to PAS 39: Transition and Initial Recognition of Financial Assets and Financial Liabilities	✓		
	Amendments to PAS 39: Cash Flow Hedge Accounting of Forecast Intragroup Transactions	✓		✓
	Amendments to PAS 39: The Fair Value Option	✓		✓
	Amendments to PAS 39 and PFRS 4: Financial Guarantee Contracts	✓		✓
	Amendments to PAS 39 and PFRS 7: Reclassification of Financial Assets	✓		✓
	Amendments to PAS 39 and PFRS 7: Reclassification of Financial Assets - Effective Date and Transition	✓		✓
	Amendments to Philippine Interpretation IFRIC 9 and PAS 39: Embedded Derivatives	✓		✓
	Amendment to PAS 39: Eligible Hedged Items	✓		✓
	Amendments to PAS 39: Novation of Derivatives and Continuation of Hedge Accounting	✓		✓
PAS 40	Investment Property	✓		✓

PHILIPPINE FINANCIAL REPORTING STANDARDS AND INTERPRETATIONS		Adopted	Not Adopted	Not Applicable
Effective as at December 31, 2015				
	Amendments to PAS 40: Clarifying the Interrelationship between PFRS 3 and PAS 40 when Classifying Property as Investment Property or Owner-Occupied Property	✓		✓
PAS 41	Agriculture	✓		✓
	Amendments to PAS 16 and PAS 41: Bearer Plants*	Not Early Adopted		
Philippine Interpretations				
IFRIC 1	Changes in Existing Decommissioning, Restoration and Similar Liabilities	✓		✓
IFRIC 2	Members' Share in Co-operative Entities and Similar Instruments	✓		✓
IFRIC 4	Determining Whether an Arrangement Contains a Lease	✓		✓
IFRIC 5	Rights to Interests arising from Decommissioning, Restoration and Environmental Rehabilitation Funds	✓		✓
IFRIC 6	Liabilities arising from Participating in a Specific Market - Waste Electrical and Electronic Equipment	✓		✓
IFRIC 7	Applying the Restatement Approach under PAS 29 Financial Reporting in Hyperinflationary Economies	✓		✓
IFRIC 8	Scope of PFRS 2	✓		✓
IFRIC 9	Reassessment of Embedded Derivatives	✓		✓
	Amendments to Philippine Interpretation IFRIC 9 and PAS 39: Embedded Derivatives	✓		✓
IFRIC 10	Interim Financial Reporting and Impairment	✓		✓
IFRIC 11	PFRS 2- Group and Treasury Share Transactions	✓		✓
IFRIC 12	Service Concession Arrangements	✓		✓
IFRIC 13	Customer Loyalty Programmes	✓		✓
IFRIC 14	The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction	✓		✓
	Amendments to Philippine Interpretations IFRIC- 14, Prepayments of a Minimum Funding Requirement	✓		✓
IFRIC 15	Agreements for the Construction of Real Estate*	Not Early Adopted		
IFRIC 16	Hedges of a Net Investment in a Foreign Operation	✓		✓
IFRIC 17	Distributions of Non-cash Assets to Owners	✓		✓
IFRIC 18	Transfers of Assets from Customers	✓		✓
IFRIC 19	Extinguishing Financial Liabilities with Equity Instruments	✓		✓
IFRIC 20	Stripping Costs in the Production Phase of a Surface Mine	✓		✓
IFRIC 21	Levies	✓		

PHILIPPINE FINANCIAL REPORTING STANDARDS AND INTERPRETATIONS		Adopted	Not Adopted	Not Applicable
Effective as at December 31, 2015				
SIC-7	Introduction of the Euro	✓		✓
SIC-10	Government Assistance - No Specific Relation to Operating Activities	✓		✓
SIC-12	Consolidation - Special Purpose Entities	✓		✓
	Amendment to SIC - 12: Scope of SIC 12	✓		✓
SIC-13	Jointly Controlled Entities - Non-Monetary Contributions by Venturers	✓		✓
SIC-15	Operating Leases - Incentives	✓		✓
SIC-25	Income Taxes - Changes in the Tax Status of an Entity or its Shareholders	✓		✓
SIC-27	Evaluating the Substance of Transactions Involving the Legal Form of a Lease	✓		✓
SIC-29	Service Concession Arrangements: Disclosures	✓		✓
SIC-31	Revenue - Barter Transactions Involving Advertising Services	✓		✓
SIC-32	Intangible Assets - Web Site Costs	✓		✓

\* Standards and interpretations which will become effective subsequent to December 31, 2015.



**GMA HOLDINGS, INC.**

**III. RECONCILIATION OF RETAINED EARNINGS  
AVAILABLE FOR DIVIDEND DECLARATION  
FOR THE YEAR ENDED DECEMBER 31, 2015**

Unappropriated retained earnings, beginning	P539,814
Net income during the year closed to retained earnings	635,193
Dividend declaration during the year	(500,000)
Retained earnings - available for dividend declaration as at December 31, 2015	P675,007

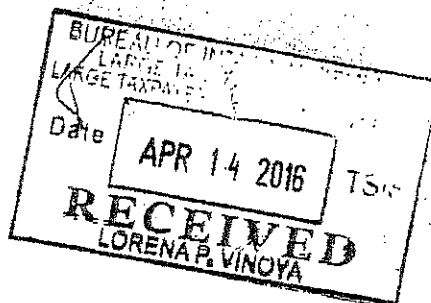
**GMA HOLDINGS, INC.**

**IV. SCHEDULE OF FINANCIAL RATIOS**

**FOR THE YEARS ENDED DECEMBER 31, 2015, 2014 and 2013**

Financial Ratios	Description	December 31	
		2015	2014
Current/liquidity ratio	Current assets over current liabilities	0.58	0.57
Asset to equity ratio	Total assets over total equity	83.06	41.76
Debt to equity ratio	Total liabilities over total equity	82.06	40.76

Financial Ratios	Description	Years ended December		
		2015	2014	2013
Return on equity	Net income over total equity	109%	30%	(131%)
Return on asset	Net income over total assets	1%	1%	(1%)
EBITDA margin	Earnings before interest, tax and depreciation and amortization over total revenue	49%	37%	(11%)

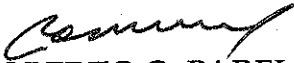


## CERTIFICATION

THIS IS TO CERTIFY that in compliance with **Article 9(B) of the 1987 Philippine Constitution**, none of the Directors, Independent Directors and Officers of **GMA Holdings, Inc.** are elected as public servants and or appointed in any government agency, local or foreign, without authority of law.

APR 21 2016

Issued this \_\_\_\_ day of \_\_\_\_\_ 2016.

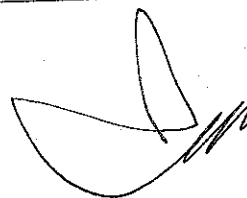
  
**ROBERTO O. PAREL**  
Compliance Officer  
GMA Holdings, Inc.

## CERTIFICATION OF INDEPENDENT DIRECTORS

I, **JAIME C. LAYA**, Filipino, of legal age, and with office address at Suite 703 Midland Mansion Condominium A. Arnaiz Avenue, Makati City, after having been duly sworn to in accordance with law, do hereby declare that:

1. I am an Independent Director of GMA Holdings, Inc.;
2. I am affiliated with the following companies or organizations:

Company/Organization	Position	Period of Service
Philippine Trust Company (Philtrust Bank)	Chairman and President	2004-present
GMA Network, Inc. and GMA Holdings, Inc.	Independent Director	2007-present
Ayala Land, Inc.	Independent Director	2010-present
Manila Water Company, Inc.	Independent Director	2014-present
Philippine AXA Life Insurance Co., Inc.	Director	2005-present
Charter Ping An Insurance Corporation	Independent Director	2016-
Escuela Taller Foundation of the Philippines, Inc.	Chairman	2013-present
Don Norberto Ty Foundation, Inc.	Chairman	2005-present
Cofradía de la Inmaculada Concepción	Trustee	1979-present
Heart Foundation of the Philippines, Inc.	Trustee	ca. 1985-present
CIBI Foundation, Inc.	Trustee	1998-present
St. Paul University – Quezon City	Trustee	2002-present
Fundación Santiago, Inc.	Trustee	2002-present
Cultural Center of the Philippines	Trustee	2003-present
Metropolitan Museum of Manila	Trustee	ca. 2004-present
Yuchengco Museum	Trustee	ca. 2007-present
Society for Cultural Enrichment, Inc.	Trustee	2009-present
Ayala Foundation, Inc.	Trustee	2013-present
Manila Polo Club	Director	2014-present
Filipinas Opera Society Foundation, Inc.	Trustee	2014-present
Various family corporations	Director	ca. 1960-present



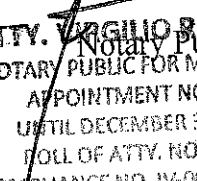
3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of GMA Holdings, Inc., as provided for in Section 38 of the Securities Regulation Code and its Implementing Rules and Regulations.
4. I shall faithfully and diligently comply with my duties and responsibilities as Independent Director under the Securities Regulation Code.
5. I shall inform the Corporate Secretary of GMA Holdings, Inc. of any changes in the above-mentioned information within five (5) days from its occurrence.

Done this 4<sup>th</sup> day of April two thousand and sixteen at Makati City.

  
**JAIME C. LAYA**  
Affiant

**MAKATI CITY**  
SUBSCRIBED AND SWORN to before me this 4<sup>th</sup> day of April, two thousand and sixteen, at Makati City, affiant personally appeared before me and exhibited to me his Passport No. EC3123777 issued at Manila on January 7, 2015.

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Page No. 95  
Book No. 715  
Series of 2016

  
**ATTY. VIRGILIO B. BATALLA**  
Notary Public  
NOTARY PUBLIC FOR MAKATI CITY  
APPOINTMENT NO. M32  
UNTIL DECEMBER 31, 2016  
ROLL OF ATTY. NO. 43343  
MCLE COMPLIANCE NO. IV-0016333/4-10-2013  
IBP O.R. No. 706762-LIFETIME MEMBER JAN. 29, 2007  
PTR No. 532-35-05- JAN 04, 2016 MAKATI CITY  
EXECUTIVE BLDG. CENTER  
MAKATI AVE., COR., JUPITER

## CERTIFICATION OF INDEPENDENT DIRECTORS

I, **ARTEMIO V. PANGANIBAN**, Filipino, of legal age, and with office address at 1203 Acacia Street, Dasmariñas Village, Makati City, after having been duly sworn to in accordance with law, do hereby declare that:

1. I am an independent director of **GMA HOLDINGS, INC.**;
2. I am affiliated with the following listed companies or organizations:

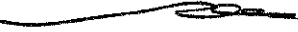
Company/Organization	Position/Relationship	Period of Service
First Philippine Holdings Corporation	Independent Director	2007 - present
Metro Pacific Investments Corporation	Independent Director	2007 - present
GMA Network, Inc.	Independent Director	2007 - present
Manila Electric Company	Independent Director	2008 - present
Robinsons Land Corporation	Independent Director	2008 - present
Asian Terminals, Inc.	Independent Director	2010 - present
Petron Corporation	Independent Director	2010 - present
Philippine Long Distance Telephone Co.	Independent Director	2013 - present
Jollibee Foods Corporation	Director	2012 - present
Metropolitan Bank and Trust Company	Senior Adviser	2007 - present
Double Dragon Properties Corporation	Adviser	2014 - present
Bank of the Philippine Islands	Member, Advisory Council	Apr. 15, 2016 - present
For my full bio-data, log on to my personal website: <a href="http://cjpanganiban.com">cjpanganiban.com</a>		

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of **GMA HOLDINGS, INC.**, as provided for in Section 38 of the Securities Regulation Code and its Implementing Rules and Regulations.

4. I shall faithfully and diligently comply with my duties and responsibilities as independent director under the Securities Regulation Code.

5. I shall inform the corporate secretary of **GMA HOLDINGS, INC.**, of any change in the abovementioned information within five (5) days from its occurrence.

Done, **APR 19 2016** day of April 2016, at Makati City.

  
**ARTEMIO V. PANGANIBAN**  
Affiant

**MAKATI CITY**  
**SUBSCRIBED AND SWORN** to before me **APR 19 2016** day of April 2016 at Makati City, affiant personally appeared before me and exhibited to me his Diplomatic Passport Number DE0013400 issued on December 15, 2015 by the DFA, Manila and will expire on December 14, 2020.

Doc. No. 4662  
Page No. 95  
Book No. 215  
Series of 2016

**ATTY. VIRGILIO R. BATALLA**  
NOTARY PUBLIC FOR MAKATI CITY  
APPOINTMENT NO. M32  
UNTIL DECEMBER 31, 2016  
ROLL OF ATTY. NO. 48343  
MCLE COMPLIANCE NO. IV-0015333/4-10-2013  
IBP O.R. No. 706752-LIFETIME MEMBER JAN. 29, 2007  
PTR No. 532-35-05- JAN 04, 2016 MAKATI CITY  
EXECUTIVE BLDG. CENTER  
MAKATI AVE., COR., JUPITER