

COVER SHEET

SEC Registration Number

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COMPANY NAME

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B	S	I	D	I	A	R	I	E	S																				

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

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A	n	n	e	x		B	u	i	l	d	i	n	g	,		C	o	r	a	l		W	a	y		c	o	r	.
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Form Type

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Department requiring the report

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Secondary License Type, If Applicable

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COMPANY INFORMATION

Company's Email Address

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Company's Telephone Number

8	3	1	-	1	0	0
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Mobile Number

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No. of Stockholders

2	,4	2	9
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Annual Meeting
Month/Day

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Fiscal Year
Month/Day

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CONTACT PERSON INFORMATION

The designated contact person **MUST** be an Officer of the Corporation

Name of Contact Person

Mr. John Nai Peng C. Ong

Email Address

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Telephone Number/s

8	3	1	-	1	0	0
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Mobile Number

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CONTACT PERSON'S ADDRESS

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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.

SM Prime Holdings, Inc.
and Subsidiaries

Unaudited Interim Condensed Consolidated
Financial Statements
As at September 30, 2017
and for the Three-Month and Nine-Month
Periods Ended September 30, 2017 and 2016
(with Comparative Audited Consolidated
Balance Sheet as at December 31, 2016)

SM PRIME HOLDINGS, INC. AND SUBSIDIARIES**INTERIM CONSOLIDATED BALANCE SHEET****September 30, 2017****(With Comparative Audited Figures as at December 31, 2016)***(Amounts in Thousands)*

	September 30, 2017 (Unaudited)	December 31, 2016 (Audited)
ASSETS		
Current Assets		
Cash and cash equivalents (Notes 6, 20 and 24)	₱39,486,323	₱25,200,982
Investments held for trading (Notes 7, 20, 24 and 25)	990,399	918,702
Receivables (Notes 8, 20, 24 and 25)	32,819,820	32,833,330
Condominium and residential units for sale (Note 9)	7,065,072	5,205,511
Land and development (Note 10)	30,942,058	27,228,525
Available-for-sale investments (Notes 11, 24 and 25)	656,076	664,606
Prepaid expenses and other current assets (Notes 12 and 20)	12,576,488	11,898,900
Total Current Assets	124,536,236	103,950,556
Noncurrent Assets		
Investments in associates and joint ventures (Note 14)	24,269,341	22,833,079
Available-for-sale investments - net of current portion (Notes 11, 20, 24 and 25)	26,903,380	20,548,119
Investment properties - net (Note 13)	266,617,775	251,499,064
Land and development - net of current portion (Note 10)	32,372,503	19,472,641
Derivative assets (Notes 24 and 25)	3,789,343	5,102,735
Deferred tax assets – net	1,230,083	1,137,729
Other noncurrent assets – net (Notes 15, 20, 24 and 25)	42,215,170	41,016,209
Total Noncurrent Assets	397,397,595	361,609,576
	₱521,933,831	₱465,560,132
LIABILITIES AND EQUITY		
Current Liabilities		
Loans payable (Notes 16, 20, 24 and 25)	₱705,000	₱840,000
Accounts payable and other current liabilities (Notes 17, 20, 24 and 25)	47,083,989	40,324,504
Current portion of long-term debt (Notes 18, 20, 24 and 25)	26,277,140	7,154,151
Income tax payable	888,133	1,102,621
Total Current Liabilities	74,954,262	49,421,276
Noncurrent Liabilities		
Long-term debt - net of current portion (Notes 18, 20, 24 and 25)	162,886,391	156,383,534
Tenants' and customers' deposits (Notes 17, 24 and 25)	18,125,450	14,812,280
Liability for purchased land - net of current portion (Notes 17, 24 and 25)	61,998	1,211,658
Deferred tax liabilities – net	2,892,390	2,552,812
Derivative liabilities (Notes 24 and 25)	262,236	–
Other noncurrent liabilities (Notes 17, 24 and 25)	10,679,429	5,815,028
Total Noncurrent Liabilities	194,907,894	180,775,312
Total Liabilities (Carried Forward)	269,862,156	230,196,588

	September 30, 2017 (Unaudited)	December 31, 2016 (Audited)
Total Liabilities (Brought Forward)	₱269,862,156	₱230,196,588
Equity Attributable to Equity Holders of the Parent		
Capital stock (Notes 19 and 26)	33,166,300	33,166,300
Additional paid-in capital - net	39,567,866	39,545,625
Cumulative translation adjustment	2,100,160	1,400,373
Net unrealized gain on available-for-sale investments (Note 11)	21,945,267	17,502,410
Net fair value changes on cash flow hedges	(123,841)	811,625
Remeasurement gain on defined benefit obligation	39,687	39,687
Retained earnings (Note 19):		
Appropriated	42,200,000	42,200,000
Unappropriated	112,540,743	100,170,486
Treasury stock (Notes 19 and 26)	(3,355,474)	(3,355,474)
Total Equity Attributable to Equity Holders of the Parent	248,080,708	231,481,032
Non-controlling Interests	3,990,967	3,882,512
Total Equity	252,071,675	235,363,544
	₱521,933,831	₱465,560,132

See accompanying Notes to Interim Condensed Consolidated Financial Statements.

SM PRIME HOLDINGS, INC. AND SUBSIDIARIES
UNAUDITED INTERIM CONSOLIDATED STATEMENTS OF INCOME
(Amounts in Thousands, Except Per Share Data)

	Nine-Month Periods Ended September 30	
	2017	2016
REVENUE		
Rent (Note 20)	₱37,352,031	₱33,112,274
Sales:		
Real estate	20,033,152	18,351,345
Cinema and event ticket	3,343,391	3,436,084
Others (Notes 20 and 21)	3,960,123	2,879,721
	64,688,697	57,779,424
COSTS AND EXPENSES (Note 22)	34,550,711	31,906,951
INCOME FROM OPERATIONS	30,137,986	25,872,473
OTHER INCOME (CHARGES)		
Interest expense (Notes 20 and 23)	(3,648,381)	(3,146,688)
Interest and dividend income (Notes 7, 11, 20 and 23)	903,596	760,086
Others - net (Notes 7 and 18)	(1,099,083)	(712,984)
	(3,843,868)	(3,099,586)
INCOME BEFORE INCOME TAX	26,294,118	22,772,887
PROVISION FOR INCOME TAX		
Current	5,569,874	4,760,830
Deferred	225,307	116,766
	5,795,181	4,877,596
NET INCOME	₱20,498,937	₱17,895,291
Attributable to		
Equity holders of the Parent (Notes 19 and 26)	₱20,046,995	₱17,453,287
Non-controlling interests (Note 19)	451,942	442,004
	₱20,498,937	₱17,895,291
Basic/Diluted earnings per share (Note 26)	₱0.695	₱0.605

See accompanying Notes to Unaudited Interim Consolidated Financial Statements.

SM PRIME HOLDINGS, INC. AND SUBSIDIARIES
UNAUDITED INTERIM CONSOLIDATED STATEMENTS OF
COMPREHENSIVE INCOME

(Amounts in Thousands)

	Nine-Month Periods Ended September 30	
	2017	2016
NET INCOME	₱20,498,937	₱17,895,291
OTHER COMPREHENSIVE INCOME (LOSS)		
Other comprehensive income (loss) to be reclassified to profit or loss in subsequent periods:		
Unrealized gain due to changes in fair value in available-for-sale investments (Note 11)	4,442,857	1,644,564
Net fair value changes on cash flow hedges	(935,466)	(726,935)
Cumulative translation adjustment	699,787	(123,794)
	4,207,178	793,835
TOTAL COMPREHENSIVE INCOME	₱24,706,115	₱18,689,126
Attributable to		
Equity holders of the Parent (Notes 19 and 26)	₱24,254,173	₱ 18,247,122
Non-controlling interests (Note 19)	451,942	442,004
	₱24,706,115	₱18,689,126

See accompanying Notes to Unaudited Interim Consolidated Financial Statements.

SM PRIME HOLDINGS, INC. AND SUBSIDIARIES
UNAUDITED INTERIM CONSOLIDATED STATEMENTS OF INCOME
(Amounts in Thousands, Except Per Share Data)

	Three-Month Periods Ended September 30	
	2017	2016
REVENUE		
Rent (Note 20)	₱12,679,738	₱11,157,843
Sales:		
Real estate	6,402,008	5,322,729
Cinema and event ticket	989,042	1,060,020
Others (Notes 20 and 21)	1,366,920	1,007,080
	21,437,708	18,547,672
COSTS AND EXPENSES (Note 22)	11,413,583	10,520,366
INCOME FROM OPERATIONS	10,024,125	8,027,306
OTHER INCOME (CHARGES)		
Interest expense (Notes 20 and 23)	(1,459,604)	(1,195,001)
Interest and dividend income (Notes 7, 11, 20 and 23)	296,550	231,658
Others - net (Notes 7 and 18)	(1,187,696)	(467,237)
	(2,350,750)	(1,430,580)
INCOME BEFORE INCOME TAX	7,673,375	6,596,726
PROVISION FOR INCOME TAX		
Current	1,865,591	1,531,115
Deferred	14,882	58,519
	1,880,473	1,589,634
NET INCOME	₱5,792,902	₱5,007,092
Attributable to		
Equity holders of the Parent (Notes 19 and 26)	₱5,660,100	₱4,863,268
Non-controlling interests (Note 19)	132,802	143,824
	₱5,792,902	₱5,007,092
Basic/Diluted earnings per share (Note 26)	₱0.196	₱0.169

See accompanying Notes to Unaudited Interim Consolidated Financial Statements.

SM PRIME HOLDINGS, INC. AND SUBSIDIARIES
UNAUDITED INTERIM CONSOLIDATED STATEMENTS OF
COMPREHENSIVE INCOME

(Amounts in Thousands)

	Three-Month Periods Ended September 30	
	2017	2016
NET INCOME	₱5,792,902	₱5,007,092
OTHER COMPREHENSIVE INCOME (LOSS)		
Other comprehensive income (loss) to be reclassified to profit or loss in subsequent periods:		
Unrealized gain due to changes in fair value in available-for-sale investments (Note 11)	1,438,192	(395,177)
Net fair value changes on cash flow hedges	(30,722)	(258,695)
Cumulative translation adjustment	283,934	116,716
	1,691,404	(537,156)
TOTAL COMPREHENSIVE INCOME	₱7,484,306	₱4,469,936
Attributable to		
Equity holders of the Parent (Notes 19 and 26)	₱7,351,504	₱4,326,112
Non-controlling interests (Note 19)	132,802	143,824
	₱7,484,306	₱4,469,936

See accompanying Notes to Unaudited Interim Consolidated Financial Statements.

SM PRIME HOLDINGS, INC. AND SUBSIDIARIES

INTERIM CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

FOR THE NINE-MONTH PERIODS ENDED SEPTEMBER 30, 2017 AND 2016

(Amounts in Thousands)

Equity Attributable to Equity Holders of the Parent (Notes 19 and 26)												
	Capital Stock (Notes 19 and 26)	Additional Paid-in Capital - Net	Cumulative Translation Adjustment	Net Unrealized Gain on Available- for-Sale Investments (Note 11)	Net Fair Value Changes on Cash Flow Hedges	Remeasurement Gain (Loss) on Defined Benefit Obligation	Retained Earnings (Note 19)		Treasury Stock (Notes 19 and 26)	Non-controlling Interests	Total Equity	
							Appropriated	Unappropriated		Total		
At December 31, 2016 (Audited)	P33,166,300	P39,545,625	P1,400,373	P17,502,410	P811,625	P39,687	P42,200,000	P100,170,486	(P3,355,474)	P231,481,032	P3,882,512	P235,363,544
Net income for the period	-	-	-	-	-	-	-	20,046,995	-	20,046,995	451,942	20,498,937
Other comprehensive income (loss)	-	-	699,787	4,442,857	(935,466)	-	-	-	-	4,207,178	-	4,207,178
Total comprehensive income (loss) for the period	-	-	699,787	4,442,857	(935,466)	-	-	20,046,995	-	24,254,173	451,942	24,706,115
Cash dividends	-	-	-	-	-	-	-	(7,688,600)	-	(7,688,600)	-	(7,688,600)
Cash dividends received by a subsidiary	-	-	-	-	-	-	-	11,862	-	11,862	-	11,862
Cash dividends received by non-controlling interests	-	-	-	-	-	-	-	-	-	-	(575,791)	(575,791)
Acquisition of subsidiary	-	-	-	-	-	-	-	-	-	-	409,736	409,736
Sale (acquisition) of non-controlling interest	-	22,241	-	-	-	-	-	-	-	22,241	(177,432)	(155,191)
At September 30, 2017 (Unaudited)	P33,166,300	P39,567,866	P2,100,160	P21,945,267	(P123,841)	P39,687	P42,200,000	P112,540,743	(P3,355,474)	P248,080,708	P3,990,967	P252,071,675
At December 31, 2015 (Audited)	P33,166,300	P39,304,027	P1,005,978	P16,621,547	P428,799	(P50,458)	P42,200,000	P83,168,103	(P3,355,474)	P212,488,822	P3,354,025	P215,842,847
Net income for the period	-	-	-	-	-	-	-	17,453,287	-	17,453,287	442,004	17,895,291
Other comprehensive loss	-	-	(123,794)	1,644,564	(726,935)	-	-	-	-	793,835	-	793,835
Total comprehensive income (loss) for the period	-	-	(123,794)	1,644,564	(726,935)	-	-	17,453,287	-	18,247,122	442,004	18,689,126
Cash dividends	-	-	-	-	-	-	-	(6,642,223)	-	(6,642,223)	-	(6,642,223)
Cash dividends received by a subsidiary	-	-	-	-	-	-	-	10,493	-	10,493	-	10,493
Cash dividends received by non-controlling interests	-	-	-	-	-	-	-	-	-	-	(485,291)	(485,291)
At September 30, 2016 (Unaudited)	P33,166,300	P39,304,027	P882,184	P18,266,111	(P298,136)	(P50,458)	P42,200,000	P93,989,660	(P3,355,474)	P224,104,214	P3,310,738	P227,414,952

See accompanying Notes to Interim Condensed Consolidated Financial Statements.

SM PRIME HOLDINGS, INC. AND SUBSIDIARIES
UNAUDITED INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS
(Amounts in Thousands)

	Nine-Month Periods Ended September 30	
	2017	2016
CASH FLOWS FROM OPERATING ACTIVITIES		
Income before income tax	₱26,294,118	₱22,772,887
Adjustments for:		
Depreciation and amortization (Notes 13, 15 and 22)	6,625,634	5,751,983
Interest expense (Note 23)	3,648,381	3,146,688
Interest and dividend income (Notes 7, 11 and 23)	(903,596)	(760,086)
Equity in net earnings of associates and joint ventures (Note 14)	(679,893)	(551,999)
Loss (gain) on:		
Unrealized foreign exchange	(4,353)	203,750
Mark-to-market on investments held for trading (Note 7)	26,172	(58,209)
Disposal of investments held for trading (Note 7)	649	-
Operating income before working capital changes	35,007,112	30,505,014
Decrease (increase) in:		
Receivables	101,924	(537,864)
Condominium and residential units for sale	2,410,769	4,979,837
Land and development	(18,051,789)	(6,587,426)
Prepaid expenses and other current assets	(664,855)	(552,842)
Increase in:		
Accounts payable and other current liabilities	9,993,930	1,215,544
Tenants' and customers' deposits	3,232,160	1,048,021
Cash generated from operations	32,029,251	30,070,284
Income tax paid	(5,792,490)	(4,060,204)
Cash provided by operating activities	26,236,761	26,010,080
CASH FLOWS FROM INVESTING ACTIVITIES		
Proceeds from sale of :		
Investments held for trading (Note 7)	30,000	-
Available-for-sale investments (Note 11)	-	849
Interest received	502,349	413,835
Dividends received	438,815	365,147
Additions to:		
Investment properties (Note 13)	(21,367,532)	(21,387,234)
Available-for-sale investments (Note 11)	(1,903,873)	-
Investments held for trading (Note 7)	(122,660)	-
Increase in investments in associates and joint ventures (Note 14)	(775,500)	(81,000)
Increase in other noncurrent assets	(870,902)	(1,752,982)
Net cash used in investing activities	(24,069,303)	(22,441,385)

(Forward)

	Nine-Month Periods Ended September 30	
	2017	2016
CASH FLOWS FROM FINANCING ACTIVITIES		
Availments of bank loans and long-term debt (Notes 16 and 18)	₱32,597,271	₱33,480,323
Payments of:		
Dividends (Note 19)	(8,252,529)	(7,117,021)
Bank loans (Note 16)	(4,735,000)	(4,265,000)
Long-term debt (Note 18)	(4,344,237)	(21,501,349)
Interest (Notes 17 and 23)	(3,133,565)	(3,018,141)
Net cash provided by (used in) financing activities	12,131,940	(2,421,188)
EFFECT OF EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS		
	(14,057)	22,321
NET INCREASE IN CASH AND CASH EQUIVALENTS		
	14,285,341	1,169,828
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD		
	25,200,982	25,869,908
CASH AND CASH EQUIVALENTS AT END OF PERIOD		
	₱39,486,323	₱27,039,736

See accompanying Notes to Interim Condensed Consolidated Financial Statements.

SM PRIME HOLDINGS, INC. AND SUBSIDIARIES
NOTES TO INTERIM CONDENSED CONSOLIDATED
FINANCIAL STATEMENTS

1. Corporate Information

SM Prime Holdings, Inc. (SMPH or the Parent Company) was incorporated in the Philippines and registered with the Securities and Exchange Commission (SEC) on January 6, 1994. SMPH and its subsidiaries (collectively known as “the Company”) are incorporated to acquire by purchase, exchange, assignment, gift or otherwise, and to own, use, improve, subdivide, operate, enjoy, sell, assign, transfer, exchange, lease, let, develop, mortgage, pledge, traffic, deal in and hold for investment or otherwise, including but not limited to real estate and the right to receive, collect and dispose of, any and all rentals, dividends, interest and income derived therefrom; the right to vote on any proprietary or other interest on any shares of stock, and upon any bonds, debentures, or other securities; and the right to develop, conduct, operate and maintain modernized commercial shopping centers and all the businesses appurtenant thereto, such as but not limited to the conduct, operation and maintenance of shopping center spaces for rent, amusement centers, movie or cinema theatres within the compound or premises of the shopping centers, to construct, erect, manage and administer buildings such as condominium, apartments, hotels, restaurants, stores or other structures for mixed use purposes.

SMPH’s shares of stock are publicly traded in the Philippine Stock Exchange (PSE).

As at September 30, 2017, SMPH is 49.70% and 25.83% directly-owned by SM Investments Corporation (SMIC) and the Sy Family, respectively. SMIC, the ultimate parent company, is a Philippine corporation which listed its common shares with the PSE in 2005. SMIC and all its subsidiaries are herein referred to as the “SM Group”.

The registered office and principal place of business of the Parent Company is at 10th Floor, Mall of Asia Arena Annex Building, Coral Way cor. J.W. Diokno Blvd., Mall of Asia Complex, Brgy. 76, Zone 10, CBP-1A, Pasay City 1300.

2. Basis of Preparation

The accompanying interim condensed consolidated financial statements have been prepared on a historical cost basis, except for derivative financial instruments, investments held for trading and available-for-sale (AFS) investments which have been measured at fair value.

Statement of Compliance

The interim condensed consolidated financial statements have been prepared in accordance with Philippine Accounting Standard (PAS) 34, *Interim Financial Reporting*. The interim condensed consolidated financial statements are presented in Philippine peso, which is the Parent Company’s functional and presentation currency under Philippine Financial Reporting Standards (PFRS). All values are rounded to the nearest thousand peso, except when otherwise indicated.

The interim condensed consolidated financial statements do not include all the information and disclosures required in the annual consolidated financial statements, and should be read in conjunction with the Company’s annual audited consolidated financial statements as at December 31, 2016.

Basis of Consolidation

The interim condensed consolidated financial statements include the accounts of the Parent Company and all of its subsidiaries. As at September 30, 2017, there were no significant changes in the composition of the Company and in the Parent Company's ownership interests in its subsidiaries.

Significant Accounting Judgments, Estimates and Assumptions

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

Except as otherwise stated, there were no significant changes in the significant accounting judgments, estimates, and assumptions used by the Company for the nine-month period ended September 30, 2017.

3. Summary of Significant Accounting and Financial Reporting Policies

Changes in Accounting Policies and Disclosures

The accounting policies and method of computation adopted in the preparation of the interim condensed consolidated financial statements are consistent with those followed in the preparation of the Company's annual consolidated financial statements for the year ended December 31, 2016, except for the following amendments which the Company has adopted starting January 1, 2017:

- Amendment to PFRS 12, *Clarification of the Scope of the Standard* (Part of *Annual Improvements to PFRS 2014–2016 Cycle*), clarify that the disclosure requirements in PFRS 12, other than those relating to summarized financial information, apply to an entity's interest in a subsidiary, a joint venture or an associate (or a portion of its interest in a joint venture or an associate) that is classified (or included in a disposal group that is classified) as held for sale. The amendments did not have any impact on the Company's consolidated financial statements.
- Amendments to PAS 7, *Statement of Cash Flows, Disclosure Initiative*, require an entity to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes (such as foreign exchange gains or losses). On initial application of the amendments, entities are not required to provide comparative information for preceding periods. Early application of the amendments is permitted. The Company is currently assessing the impact of adopting this standard.
- Amendments to PAS 12, *Income Taxes, Recognition of Deferred Tax Assets for Unrealized Losses*, clarify that an entity needs to consider whether tax law restricts the sources of taxable profits against which it may make deductions on the reversal of that deductible temporary difference. Furthermore, the amendments provide guidance on how an entity should determine future taxable profits and explain the circumstances in which taxable profit may include the recovery of some assets for more than their carrying amount.

Entities are required to apply the amendments retrospectively. However, on initial application of the amendments, the change in the opening equity of the earliest comparative period may be recognized in opening retained earnings (or in another component of equity, as

appropriate), without allocating the change between opening retained earnings and other components of equity. Entities applying this relief must disclose that fact. Early application of the amendments is permitted. The amendments did not have any impact on the Company's consolidated financial statements.

4. Segment Information

For management purposes, the Company is organized into business units based on their products and services, and has four reportable operating segments as follows: mall, residential, commercial and hotels and convention centers.

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

Residential and commercial segments are involved in the development and transformation of major residential, commercial, entertainment and tourism districts through sustained capital investments in buildings and infrastructure.

Hotels and convention centers segment engages in and carry on the business of hotel and convention centers and operates and maintains any and all services and facilities incident thereto.

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

The amount of segment assets and liabilities and segment profit or loss are based on measurement principles that are similar to those used in measuring the assets and liabilities and profit or loss in the interim condensed consolidated financial statements, which is in accordance with PFRS.

Inter-segment Transactions

Inter-segment transactions are eliminated in the interim condensed consolidated financial statements.

Business Segment Data

Nine-month period ended September 30, 2017 (Unaudited)						
	Mall	Residential	Commercial	Hotels and Convention Centers	Eliminations/ Adjustments	Consolidated Balances
<i>(In Thousands)</i>						
Revenue:						
External customers	P38,487,303	P20,496,954	P2,232,183	P3,472,257	P-	P64,688,697
Inter-segment	88,778	-	40,622	13,089	(142,489)	-
	P38,576,081	P20,496,954	P2,272,805	P3,485,346	(P142,489)	P64,688,697
Segment results:						
Income before income tax	P17,982,119	P5,676,246	P1,858,038	P853,507	(P75,792)	P26,294,118
Provision for income tax	(4,495,162)	(757,179)	(337,156)	(205,684)	-	(5,795,181)
Net income	P13,486,957	P4,919,067	P1,520,882	P647,823	(75,792)	P20,498,937
Net income attributable to:						
Equity holders of the Parent	P13,036,757	P4,917,325	P1,520,882	P647,823	(P75,792)	P20,046,995
Non-controlling interests	450,200	1,742	-	-	-	451,942
Other information:						
Capital expenditures	P16,508,664	P27,370,057	P2,840,433	P646,272	P-	P47,365,426
Depreciation and amortization	5,773,973	143,152	298,072	410,437	-	6,625,634
Nine-month period ended September 30, 2016 (Unaudited)						
	Mall	Residential	Commercial	Hotels and Convention Centers	Eliminations/ Adjustments	Consolidated Balances
<i>(In Thousands)</i>						
Revenue:						
External customers	P35,052,334	P18,662,693	P1,928,681	P2,135,716	P-	P57,779,424
Inter-segment	21,757	-	51,513	14,177	(87,447)	-
	P35,074,091	P18,662,693	P1,980,194	P2,149,893	(P87,447)	P57,779,424
Segment results:						
Income before income tax	P15,904,581	P4,838,703	P1,525,216	P354,834	P149,553	P22,772,887
Provision for income tax	(3,923,736)	(584,186)	(270,917)	(98,757)	-	(4,877,596)
Net income	P11,980,845	P4,254,517	P1,254,299	P256,077	P149,553	P17,895,291
Net income attributable to:						
Equity holders of the Parent	P11,538,841	P4,254,517	P1,254,299	P256,077	P149,553	P17,453,287
Non-controlling interests	442,004	-	-	-	-	442,004
Other information:						
Capital expenditures	P15,818,388	P12,072,701	P2,800,754	P1,028,002	P-	P31,719,845
Depreciation and amortization	5,071,017	131,445	280,674	268,847	-	5,751,983
September 30, 2017 (Unaudited)						
	Mall	Residential	Commercial	Hotels and Convention Centers	Eliminations	Consolidated Balances
<i>(In Thousands)</i>						
Segment assets	P342,633,227	P132,171,657	P35,523,636	P13,146,203	(P1,540,892)	P521,933,831
Segment liabilities	P201,577,729	P66,288,035	P2,303,101	P1,234,183	(P1,540,892)	P269,862,156
December 31, 2016 (Audited)						
	Mall	Residential	Commercial	Hotels and Convention Centers	Eliminations	Consolidated Balances
<i>(In Thousands)</i>						
Segment assets	P311,310,987	P110,461,400	P33,195,556	P11,748,400	(P1,156,211)	P465,560,132
Segment liabilities	P176,037,532	P52,504,057	P2,190,109	P621,101	(P1,156,211)	P230,196,588

For the nine-month periods ended September 30, 2017 and 2016, there were no revenue transactions with a single external customer which accounted for 10% or more of the consolidated revenue from external customers.

5. Business Combination

Common Control Business Acquisitions

In December 2016, the Parent Company, through its subsidiary Prime Commercial Property Management Corp., acquired 90% each of the outstanding common stock of Shopping Center Management Corporation and SM Lifestyle Entertainment Inc. The companies involved are all under the common control by the Sy Family. Thus, the acquisitions were considered as common control business combinations and were accounted for using the pooling of interest method. Assets, liabilities and equity of the acquired businesses are included in the consolidated financial statements at their carrying amounts. No restatement of prior period was made as a result of the acquisitions due to immateriality. The excess of the cost of business combination over the net carrying amounts amounting to P242 million is included under “Additional paid-in capital - net” account in the equity section of the consolidated balance sheets.

6. Cash and Cash Equivalents

Cash and cash equivalents comprised the following:

	September 30, 2017 (Unaudited)	December 31, 2016 (Audited)
	<i>(In Thousands)</i>	
Cash on hand and in banks (see Note 20)	P2,769,373	P1,657,565
Temporary investments (see Note 20)	36,716,950	23,543,417
	P39,486,323	P25,200,982

Interest income earned from cash in banks and temporary investments amounted to P468 million and P321 million for the nine-month periods ended September 30, 2017 and 2016, respectively (see Note 23).

7. Investments Held for Trading

This account consists of investments in Philippine and United States (U.S.) corporate bonds and listed common shares. The Philippine government and corporate bonds have yields ranging from 2.58% to 7.22% as at September 30, 2017 and December 31, 2016. The Philippine-denominated and U.S. dollar-denominated corporate bonds will mature in 2017.

The movements in this account are as follows:

	September 30, 2017 (Nine Months) (Unaudited)	December 31, 2016 (One Year) (Audited)
	<i>(In Thousands)</i>	
At beginning of the period	P918,702	P843,256
Additions – net	92,012	–
Unrealized foreign exchange gain	5,857	14,022
Mark-to-market gain (loss) during the period	(26,172)	61,424
At end of the period	P990,399	P918,702

Mark-to-market gain (loss) on changes in fair value of investments held for trading are included under “Others - net” account in the interim consolidated statements of income.

Interest income earned from investments held for trading amounted to ₱13 million for the nine-month periods ended September 30, 2017 and 2016 (see Note 23).

Dividend income earned from investments held for trading amounted to ₱16 million and ₱15 million for the nine-month periods ended September 30, 2017 and 2016, respectively.

8. Receivables

This account consists of:

	September 30, 2017 (Unaudited)	December 31, 2016 (Audited)
	<i>(In Thousands)</i>	
Trade:		
Sale of real estate	₱38,451,941	₱34,390,089
Rent:		
Third parties	4,499,185	4,553,363
Related parties (see Note 20)	2,026,149	2,495,732
Others	77,965	143,754
Receivable from a co-investor	285,251	267,390
Accrued interest (see Note 20)	174,500	115,680
Nontrade	24,308	19,145
Due from related parties (see Note 20)	20,934	166,818
Others (see Note 20)	2,086,040	2,174,413
	47,646,273	44,326,384
Less allowance for impairment	1,060,010	966,427
	46,586,263	43,359,957
Less noncurrent portion of receivables from sale of real estate (see Note 15)	13,766,443	10,526,627
	₱32,819,820	₱32,833,330

Receivables, except for those that are impaired, are assessed by the Company’s management as not impaired, good and collectible.

Interest income earned from receivables amounted to ₱43 million and ₱40 million for the nine-month periods ended September 30, 2017 and 2016, respectively (see Note 23).

The movements in the allowance for impairment related to receivables from sale of real estate and other receivables are as follows:

	September 30, 2017 (Nine Months) (Unaudited)	December 31, 2016 (One Year) (Audited)
	<i>(In Thousands)</i>	
At beginning of the period	₱966,427	₱965,859
Provision for impairment - net	93,583	568
At end of the period	₱1,060,010	₱966,427

9. Condominium and Residential Units for Sale

This account consists of:

	September 30, 2017 (Unaudited)	December 31, 2016 (Audited)
	<i>(In Thousands)</i>	
Condominium units for sale	₱6,850,645	₱4,923,079
Residential units and subdivision lots	214,427	282,432
	₱7,065,072	₱5,205,511

The movements in "Condominium units for sale" account are as follows:

	September 30, 2017 (Nine Months) (Unaudited)	December 31, 2016 (One Year) (Audited)
	<i>(In Thousands)</i>	
At beginning of the period	₱4,923,079	₱7,780,550
Transfer from land and development (see Note 10)	4,241,770	3,484,149
Cost of real estate sold (see Note 22)	(2,314,204)	(6,341,620)
At end of the period	₱6,850,645	₱4,923,079

Condominium units for sale pertain to the completed projects of SM Development Corporation (SMDC), Highlands Prime, Inc. and Costa Del Hamilo, Inc. These are stated at cost as at September 30, 2017 and December 31, 2016.

The movements in “Residential units and subdivision lots” account are as follows:

	September 30, 2017 (Nine Months) (Unaudited)	December 31, 2016 (One Year) (Audited)
	<i>(In Thousands)</i>	
At beginning of the period	₱282,432	₱384,431
Transfer from land and development (see Note 10)	28,560	32,300
Cost of real estate sold (see Note 22)	(96,565)	(134,299)
At end of the period	₱214,427	₱282,432

Residential units and subdivision lots for sale are stated at cost as at September 30, 2017 and December 31, 2016.

10. Land and Development

This account consists of:

	September 30, 2017 (Unaudited)	December 31, 2016 (Audited)
	<i>(In Thousands)</i>	
Land and development	₱61,766,807	₱44,855,411
Land held for future development	1,547,754	1,845,755
	63,314,561	46,701,166
Less noncurrent portion	32,372,503	19,472,641
	₱30,942,058	₱27,228,525

The movements in “Land and development” account are as follows:

	September 30, 2017 (Nine Months) (Unaudited)	December 31, 2016 (One Year) (Audited)
	<i>(In Thousands)</i>	
At beginning of the period	₱44,855,411	₱41,053,508
Development cost incurred	13,487,251	12,709,974
Land acquisitions	13,818,658	1,119,820
Capitalized borrowing cost	463,868	37,060
Cost of real estate sold (see Note 22)	(7,894,609)	(6,641,222)
Transfer to condominium and residential units for sale (see Note 9)	(4,270,330)	(3,516,449)
Reclassified from investment properties (see Note 13)	716,434	-
Others	590,124	92,720
At end of the period	₱61,766,807	₱44,855,411

Land and development include land and cost of ongoing residential projects.

The movements in “Land held for future development” are as follows:

	September 30, 2017 (Nine Months) (Unaudited)	December 31, 2016 (One Year) (Audited)
	<i>(In Thousands)</i>	
At beginning of the period	₱1,845,755	₱1,866,660
Acquisition and transferred-in costs and others	(298,001)	(20,905)
At end of the period	₱1,547,754	₱1,845,755

The average rates used to determine the amount of borrowing costs eligible for capitalization range from 3.07% to 4.68% and 3.52% to 4.25% for the periods ended September 30, 2017 and December 31, 2016, respectively.

Land and development is stated at cost as at September 30, 2017 and December 31, 2016. There is no allowance for inventory write down as at September 30, 2017 and December 31, 2016.

11. Available-for-sale Investments

This account consists of investments in:

	September 30, 2017 (Unaudited)	December 31, 2016 (Audited)
	<i>(In Thousands)</i>	
Shares of stock:		
Listed (see Note 20)	₱27,549,785	₱21,202,713
Unlisted	9,671	10,012
	27,559,456	21,212,725
Less noncurrent portion	26,903,380	20,548,119
	₱656,076	₱664,606

Dividend income from investments in listed and unlisted shares of stock amounted to ₱326 million and ₱328 million for the nine-month periods ended September 30, 2017 and 2016, respectively.

Unrealized gain on changes in fair value amounting to ₱4,443 million and ₱1,645 million for the nine-month period ended September 30, 2017 and 2016, respectively were included under other comprehensive income.

12. Prepaid Expenses and Other Current Assets

This account consists of:

	September 30, 2017 (Unaudited)	December 31, 2016 (Audited)
	<i>(In Thousands)</i>	
Advances and deposits	₱5,930,086	₱5,429,448
Input and creditable withholding taxes	4,325,847	3,292,430
Prepaid taxes and other prepayments	1,899,091	2,478,393
Supplies and inventories	371,967	478,415
Cash in escrow (see Note 20)	41,779	209,974
Others	7,718	10,240
	₱12,576,488	₱11,898,900

13. Investment Properties

The movements in this account are as follows:

	Land and Improvements	Buildings and Improvements	Building Equipment, Furniture and Others	Construction in Progress	Total
	<i>(In Thousands)</i>				
Cost					
Balance as at December 31, 2015	₱59,205,015	₱161,396,681	₱29,014,566	₱31,964,876	₱281,581,138
Effect of common control business combination (Note 2)	34,819	-	102,634	-	137,453
Additions	5,638,320	7,002,148	3,580,221	13,212,070	29,432,759
Reclassifications (see Note 15)	(1,523,350)	21,476,766	354,248	(20,575,261)	(267,597)
Translation adjustment	(18,575)	(271,994)	(30,712)	(162,890)	(484,171)
Disposals	(173,291)	(10,535)	(29,063)	-	(212,889)
Balance as at December 31, 2016	63,162,938	189,593,066	32,991,894	24,438,795	310,186,693
Additions	3,076,008	6,341,302	1,903,990	8,671,199	19,992,499
Reclassifications (see Note 10)	1,254,971	2,914,219	(25,666)	(4,860,871)	(717,347)
Translation adjustment	70,372	2,286,589	180,199	200,748	2,737,908
Disposals	(11,484)	(125,691)	(21,932)	-	(159,107)
Balance as at September 30, 2017	₱67,552,805	₱201,009,485	₱35,028,485	₱28,449,871	₱332,040,646
Accumulated Depreciation and Amortization					
Balance as at December 31, 2015	₱1,625,432	₱32,894,247	₱16,721,060	₱-	₱51,240,739
Effect of common control business combination (Note 2)	20,972	89,402	-	-	110,374
Depreciation and amortization (see Note 22)	192,761	4,891,150	2,465,397	-	7,549,308
Reclassifications (see Note 15)	(53,910)	82,369	(67,651)	-	(39,192)
Translation adjustment	(5,838)	(42,625)	(13,615)	-	(62,078)
Disposals	(78,986)	(10,535)	(22,001)	-	(111,522)
Balance as at December 31, 2016	1,700,431	37,904,008	19,083,190	-	58,687,629
Depreciation and amortization (see Note 22)	150,959	4,313,166	1,960,325	-	6,424,450
Translation adjustment	34,790	301,869	88,228	-	424,887
Disposals	(11,484)	(83,028)	(19,583)	-	(114,095)
Balance as at September 30, 2017	₱1,874,696	₱42,436,015	₱21,112,160	₱-	₱65,422,871
Net Book Value					
As at December 31, 2016	₱61,462,507	₱151,689,058	₱13,908,704	₱24,438,795	₱251,499,064
As at September 30, 2017	65,678,109	158,573,470	13,916,325	28,449,871	266,617,775

In 2017, shopping mall complex under construction mainly pertains to cost incurred for the development of SM Center Tuguegarao Downtown, SM Olongapo 2, SM Lemery and SM Pulilan, SM Urdaneta Purido, SM Legazpi, SM Dagupan Arellano, Three Ecom Center, Four Ecom Center and the ongoing redevelopment of SM Mall of Asia.

Construction contracts with various contractors related to the construction of the on-going projects amounted to ₱44,598 million and ₱39,206 million as at September 30, 2017 and December 31,

2016, respectively, inclusive of overhead, cost of labor and materials and all other costs necessary for the proper execution of the works. The outstanding contracts are valued at ₱12,996 million and ₱14,610 million as at September 30, 2017 and December 31, 2016, respectively.

Interest capitalized to the construction of investment properties amounted to ₱1,928 million and ₱2,921 million and capitalization rates used range from 2.35% to 4.14% and from 2.35% to 4.82%, for the periods ended September 30, 2017 and December 31, 2016, respectively.

The fair value of investment properties amounted to ₱800,445 million as at December 31, 2015 as determined by an independent appraiser who holds a recognized and relevant professional qualification. The valuation of investment properties was based on market values using income approach. The fair value represents the amount at which the assets can be exchanged between a knowledgeable, willing seller and a knowledgeable, willing buyer in an arm's length transaction at the date of valuation, in accordance with International Valuation Standards as set out by the International Valuation Standards Committee.

Below are the significant assumptions used in the valuation:

Discount rate	8.00%–11.00%
Capitalization rate	5.75%–8.50%
Average growth rate	2.34%–12.08%

Investment properties are categorized under Level 3 fair value measurement.

While fair value of the investment properties was not determined as at September 30, 2017, the Company's management believes that there were no conditions present in 2016 and 2017 that would significantly reduce the fair value of the investment properties from that determined on December 31, 2015.

The Company has no restriction on the realizability of its investment properties and no obligation to either purchase, construct or develop or for repairs, maintenance and enhancements.

14. Investments in Associates and Joint Ventures

Investments in Associates

This pertains mainly to investments in the following companies:

- OCLP Holdings, Inc. (OHI)
- Fei Hua Real Estate Company (FHREC)

On May 7, 2015, SMPH acquired 39.96% collective ownership interest in OHI, through acquisition of 100% interest in six (6) holding entities, for a total consideration of ₱15,433 million, which approximates the proportionate share of SMPH in the fair values of the identifiable net assets of OHI based on the provisional amounts. OHI owns strategic residential, commercial and landbank areas in key cities in Metro Manila.

As at September 30, 2017, OHI's total assets, total liabilities and total equity amounted to ₱24,979 million, ₱19,930 million and ₱5,049 million, respectively, and the carrying value of investment in OHI amounted to ₱15,985 million, which consists of its proportionate share in the net assets of OHI amounting to ₱1,661 million and fair value adjustments and others totaling ₱14,324 million. The share in profit and total comprehensive income amounted to ₱380 million and ₱362 million for the nine-month periods ended September 30, 2017 and 2016, respectively.

The carrying value of investment in FHREC amounted to ₱1,234 million and ₱1,156 million as at September 30, 2017 and December 31, 2016, respectively, with cumulative equity in net earnings amounting to ₱942 million and ₱882 million as at September 30, 2017 and December 31, 2016, respectively.

Investment in Joint Ventures

This significantly pertains to the 51% ownership interest of the Company in Waltermart. Waltermart is involved in shopping mall operations and currently owns 24 malls across Metro Manila and Luzon.

The aggregate carrying values of investments in Waltermart amounted to ₱5,983 million and ₱5,773 million as at September 30, 2017 and December 31, 2016, respectively. These consist of the acquisition costs totaling ₱5,145 million and cumulative equity in net earnings and dividend totaling ₱838 million and ₱628 million as at September 30, 2017 and December 31, 2016, respectively. The aggregate share in profit and total comprehensive income, net of dividend received, amounted to ₱210 million and ₱169 million for the nine-month periods ended September 30, 2017 and 2016, respectively.

In June 2016, SMDC entered into a shareholder's agreement through ST 6747 Resources Corporation (STRC) for the development of a high-end luxury residential project. Under the provisions of the agreement, each party shall have 50% ownership interest and is required to maintain each party's equal equity interest in STRC.

As at September 30, 2017 the development of the high-end luxury residential project has not yet started. The carrying value of investment in STRC amounted to ₱1,000 million and ₱250 million as at September 30, 2017 and December 31, 2016, respectively.

Investments in associates and joint ventures are accounted for using the equity method.

The Company has no outstanding contingent liabilities or capital commitments related to its investments in associates and joint ventures as at September 30, 2017 and December 31, 2016.

15. Other Noncurrent Assets

This account consists of:

	September 30, 2017 (Unaudited)	December 31, 2016 (Audited)
	<i>(In Thousands)</i>	
Receivables from sale of real estate - net of current portion (see Note 8)	₱13,766,443	₱10,526,627
Land use rights (see Note 13)	10,444,865	9,727,575
Bonds and deposits	9,036,237	11,757,626
Time deposits (see Note 20)	3,799,280	3,955,706
Deferred input tax	2,014,429	1,793,284
Property and equipment – net	1,517,526	1,619,601
Others	1,636,390	1,635,790
	₱42,215,170	₱41,016,209

Interest income earned from time deposits amounted to ₱35 million and ₱40 million for the nine-month periods ended September 30, 2017 and 2016, respectively (see Note 23).

Property and equipment is net of accumulated depreciation of ₱1,490 million and ₱1,449 million as of September 30, 2017 and December 31, 2016, respectively.

16. Loans Payable

This account consists of unsecured Philippine peso-denominated loans obtained from local banks amounting to ₱705 million and ₱840 million as at September 30, 2017 and December 31, 2016, respectively, with due dates of less than one year. These loans bear interest rates of 3.00% to 3.20% in 2017 and 2.50% to 3.00% in 2016.

Interest expense incurred from loans payable amounted to ₱47 million and ₱19 million for the nine-month periods ended September 30, 2017 and 2016, respectively (see Note 23).

17. Accounts Payable and Other Current Liabilities

This account consists of:

	September 30, 2017 (Unaudited)	December 31, 2016 (Audited)
<i>(In Thousands)</i>		
Trade:		
Third parties	₱21,400,993	₱18,307,072
Related parties (see Note 20)	158,998	66,577
Tenants' and customers' deposits	23,788,515	20,751,201
Accrued operating expenses:		
Third parties	9,989,322	9,546,512
Related parties (see Note 20)	574,093	574,278
Liability for purchased land	4,710,299	4,279,327
Deferred output VAT	2,143,673	1,426,140
Accrued interest (see Note 20)	1,603,601	1,118,214
Payable to government agencies	405,205	570,947
Nontrade	376,221	370,827
Due to related parties (see Note 20)	-	66,356
Others	1,901,862	541,007
	67,052,782	57,618,458
Less noncurrent portion	19,968,793	17,293,954
	₱47,083,989	₱40,324,504

Accrued operating expenses - third parties consist of:

	September 30, 2017 (Unaudited)	December 31, 2016 (Audited)
	<i>(In Thousands)</i>	
Utilities	₱3,962,760	₱4,572,637
Marketing and advertising	569,222	581,957
Payable to contractors and others	5,457,340	4,391,918
	₱9,989,322	₱9,546,512

18. Long-term Debt

This account consists of:

	Availment Date	Maturity Date	Interest Rate	Condition	Outstanding Balance	
					September 30, 2017	December 31, 2016
<i>(In Thousands)</i>						
Parent Company						
U.S. dollar-denominated loans	December 7, 2012 – September 3, 2013	August 30, 2017 – March 25, 2018	LIBOR + spread; semi-annual	Unsecured	P25,407,500	P27,346,000
Philippine peso-denominated loans	January 12, 2012 – May 18, 2017	January 13, 2017 – July 26, 2026	Floating PDST-R2 + margin; 4.20% – 6.74%	Unsecured	93,023,000	77,201,000
Subsidiaries						
U.S. dollar-denominated loans	April 23, 2014 – May 8, 2017	April 14, 2019 – March 27, 2022	LIBOR + spread; semi-annual	Unsecured	31,720,675	27,895,172
Philippine peso-denominated loans	June 3, 2013 – September 11, 2017	December 18, 2018 – September 11, 2024	Floating PDST-R2 + margin; 3.15% – 5.88%	Unsecured	38,954,753	31,612,567
China yuan renminbi-denominated loans	July 28, 2015 – June 7, 2017	December 31, 2019 – June 1, 2020	CBC rate less 10%; quarterly	Secured	1,066,331	524,743
					190,172,259	164,579,482
Less debt issue cost					1,008,728	1,041,797
					189,163,531	163,537,685
Less current portion					26,277,140	7,154,151
					P162,886,391	P156,383,534

LIBOR – London Interbank Offered Rate

PDST-R2 – Philippine Treasury Reference Rates – PM

CBC – Central Bank of China

Debt issue cost pertaining to the loan availments amounted to ₱237 million. Amortization of debt issue cost for the nine-month periods ended September 30, 2017 and 2016 amounted to ₱290 million and ₱314 million, respectively.

The loan agreements of the Company provide certain restrictions and requirements principally with respect to maintenance of required financial ratios (i.e., current ratio of not less than 1.00:1.00, debt to equity ratio of not more than 0.70:0.30 to 0.75:0.25 and interest coverage ratio of not less than 2.50:1.00) and material change in ownership or control. As at September 30, 2017 and December 31, 2016, the Company is in compliance with the terms of its loan covenants.

Repayment Schedule

The repayments of long-term debt are scheduled as follows:

	Gross Loan	Debt Issue Cost	Net
	<i>(In Thousands)</i>		
Within 1 year	₱26,277,140	(₱114,596)	₱26,162,544
More than 1 year to 5 years	92,312,520	(738,771)	91,573,749
More than 5 years	71,582,599	(155,361)	71,427,238
	<u>₱190,172,259</u>	<u>(₱1,008,728)</u>	<u>₱189,163,531</u>

Interest expense incurred from long-term debt amounted to ₱3,506 million and ₱3,115 million for the nine-month periods ended September 30, 2017 and 2016, respectively (see Note 23).

19. Equity

Capital Stock

As at September 30, 2017 and December 31, 2016, the Company has an authorized capital stock of 40,000 million with a par value of ₱1 a share, of which 33,166 million shares were issued.

As at September 30, 2017 and December 31, 2016, the Company has 28,834 million outstanding shares.

Retained Earnings

In 2017, the BOD approved the declaration of cash dividend of ₱0.26 per share or ₱7,509 million to stockholders of record as of May 12, 2017, ₱12 million of which was received by SMDC. This was paid on May 25, 2017.

In 2016, the BOD approved the declaration of cash dividend of ₱0.23 per share or ₱6,642 million to stockholders of record as of April 29, 2016, ₱10 million of which was received by SMDC. This was paid on May 12, 2016.

As at September 30, 2017 and December 31, 2016, the amount of retained earnings appropriated for the continuous corporate and mall expansions amounted to ₱42,200 million. This represents a continuing appropriation for land banking activities and planned construction projects. The appropriation is being fully utilized to cover part of the annual capital expenditure requirement of the Company.

For the year 2017, the Company expects to incur capital expenditures of at least ₱60 billion.

The retained earnings account is restricted for the payment of dividends to the extent of ₱64,751 million and ₱56,724 million as at September 30, 2017 and December 31, 2016, respectively, representing the cost of shares held in treasury amounting to ₱3,355 million as at September 30, 2017 and December 31, 2016 and accumulated equity in net earnings of SMPH subsidiaries, associates and joint ventures totaling ₱61,396 million and ₱53,369 million as at September 30, 2017 and December 31, 2016, respectively. The accumulated equity in net earnings of subsidiaries, associates and joint ventures is not available for dividend distribution until such time that the Parent Company receives the dividends from its subsidiaries, associates and joint ventures.

Treasury Stock

This includes reacquired capital stock and shares held by a subsidiary totaling 4,333 million shares, stated at acquisition cost of ₱3,355 million as at September 30, 2017 and December 31, 2016.

20. Related Party Transactions

The significant related party transactions entered into by the Company with SMIC, banking and retail group and other related parties and the amounts included in the accompanying interim condensed consolidated financial statements with respect to these transactions follow:

	Amount of Transactions		Outstanding Amount		Terms	Conditions
	September 30, 2017 (Unaudited)	September 30, 2016 (Unaudited)	September 30, 2017 (Unaudited)	December 31, 2016 (Audited)		
<i>(In Thousands)</i>						
Ultimate Parent						
Rent income	₱43,875	₱36,748	₱-	₱-	Noninterest-bearing	Unsecured; not impaired
Rent receivable	-	-	4,128	57,942	Noninterest-bearing	Unsecured; not impaired
Service Income	36,000	-	-	-	Noninterest-bearing	Unsecured; not impaired
Service fee receivable	-	-	4,497	35,827	Noninterest-bearing	Unsecured; not impaired
Rent expense	74,797	69,358	-	-	Noninterest-bearing	Unsecured
Accrued rent payable	-	-	(350)	(236)	Noninterest-bearing	Unsecured
Trade payable	4,003	-	(8,317)	(4,314)	Noninterest-bearing	Unsecured
AFS investments	-	-	129,010	95,698	Noninterest-bearing	Unsecured; not impaired
Dividend income	1,135	1,035	-	-	Noninterest-bearing	Unsecured
Banking and Retail Group						
Cash and cash equivalents	149,167,425	252,882,669	25,123,564	17,172,824	Interest bearing based on prevailing rates	Unsecured; not impaired
Investments held for trading	122,660	-	718,594	622,106	Noninterest-bearing	Unsecured; not impaired
Rent income	10,369,793	9,911,509	-	-	Noninterest-bearing	Unsecured; not impaired
Rent receivable	-	-	1,960,017	2,410,997	Noninterest-bearing	Unsecured; not impaired
Service income	29,721	1,038	-	-	Noninterest-bearing	Unsecured; not impaired
Service Receivable	-	-	2,524	-	Noninterest-bearing	Unsecured; not impaired
Management fee income	74	3,819	-	-	Noninterest-bearing	Unsecured; not impaired
Management fee receivable	-	-	28,558	28,893	Noninterest-bearing	Unsecured; not impaired
Interest income	242,274	125,716	-	-	Interest-bearing	Unsecured; not impaired
Accrued interest receivable	-	-	71,706	50,482	Noninterest-bearing	Unsecured; not impaired
Due from related parties	11,965	7,287	12,076	111	On demand; noninterest-bearing	Unsecured; not impaired
Time deposits	-	-	3,707,723	3,923,002	Interest-bearing	Unsecured
Loans payable and long-term debt	386	467,500	(868,553)	(1,068,167)	Interest-bearing	Combination of secured and unsecured
Interest expense	29,795	18,794	-	-	Interest-bearing; fixed and floating interest rates	Combination of secured and unsecured
Accrued interest payable	-	-	(1,138)	(4,404)	Noninterest-bearing	Unsecured
Rent expense	749	911	-	-	Noninterest-bearing	Unsecured
Trade payable	34,801	16,855	(87,270)	(52,469)	Noninterest-bearing	Unsecured
Due to related parties	-	-	-	-	Noninterest-bearing	Unsecured

	Amount of Transactions		Outstanding Amount		Terms	Conditions
	September 30, 2017 (Unaudited)	September 30, 2016 (Unaudited)	September 30, 2017 (Unaudited)	December 31, 2016 (Audited)		
	<i>(In Thousands)</i>					
Management fee expense	₱2,141	₱1,918	₱-	₱-	Noninterest-bearing	Unsecured
Accrued management fee	-	-	(551)	(850)	Noninterest-bearing	Unsecured
AFS investments	-	-	15,674,481	11,819,503	Noninterest-bearing	Unsecured; not impaired
Cash in escrow	-	-	41,779	209,974	Interest bearing based on prevailing rates	Unsecured; not impaired
Dividend income	185,732	215,813	-	-	Noninterest-bearing	Unsecured
Other Related Parties						
Rent income	87,294	46,162	-	-	Noninterest-bearing	Unsecured; not impaired
Rent receivable	-	-	61,992	26,793	Noninterest-bearing	Unsecured; not impaired
Service income	47,809	5,095	-	-	Noninterest-bearing	Unsecured; not impaired
Due from related parties	-	64,575	8,858	166,707	On demand; noninterest-bearing	Unsecured; not impaired
Management fee income	2,286	-	-	-	Noninterest-bearing	Unsecured; not impaired
Management fee receivable	-	-	8,015	7,993	Noninterest-bearing	Unsecured; not impaired
Rent expense	4,013	3,855	-	-	Noninterest-bearing	Unsecured; not impaired
Due to related parties	-	14,068	-	(66,356)	Noninterest-bearing	Unsecured
Accrued expenses	-	-	(573,192)	(573,192)	Noninterest-bearing	Unsecured
Management fee expense	-	939,468	-	-	Noninterest-bearing	Unsecured; not impaired
Trade payable	53,618	-	(63,412)	(9,794)	Noninterest-bearing	Unsecured
AFS investments	-	-	2,765,680	2,353,772	Noninterest-bearing	Unsecured; not impaired
Dividend income	87,885	69,878	-	-	Noninterest-bearing	Unsecured

Compensation of Key Management Personnel

The aggregate compensation and benefits related to key management personnel for the nine-month periods ended September 30, 2017 and 2016 consist of short-term employee benefits amounting to ₱608 million and ₱338 million, respectively, and post-employment benefits (pension benefits) amounting to ₱138 million and ₱47 million in both periods.

21. Other Revenue

This account consists of:

	September 30, 2017 (Unaudited)	September 30, 2016 (Unaudited)
	<i>(In Thousands)</i>	
Food and beverages	₱1,154,219	₱751,431
Amusement and others	592,536	537,992
Net merchandise sales	544,185	542,815
Bowling and ice skating fees	159,179	187,529
Advertising and others (see Note 20)	1,510,004	859,954
	₱3,960,123	₱2,879,721

Others include service fees, parking terminal, sponsorships, commissions and membership revenue.

22. Costs and Expenses

This account consists of:

	September 30, 2017	September 30, 2016
	(Unaudited)	(Unaudited)
	<i>(In Thousands)</i>	
Cost of real estate sold (see Notes 9 and 10)	₱10,305,378	₱9,629,616
Administrative	7,166,573	6,429,200
Depreciation and amortization (see Notes 13 and 15)	6,625,634	5,751,983
Marketing and selling expenses	3,051,410	3,219,738
Business taxes and licenses	2,960,806	2,706,158
Film rentals	1,816,169	1,869,233
Rent (see Note 20)	1,165,171	1,023,499
Insurance	354,465	326,427
Others	1,105,105	951,097
	₱34,550,711	₱31,906,951

Others include bank charges, donations, dues and subscriptions, services fees and transportation and travel.

23. Interest Income and Interest Expense

The details of the sources of interest income and interest expense follow:

	September 30, 2017	September 30, 2016
	(Unaudited)	(Unaudited)
	<i>(In Thousands)</i>	
Interest income on:		
Cash and cash equivalents (see Note 6)	₱467,992	₱321,334
Time deposits (see Note 15)	35,100	40,060
Investments held for trading (see Note 7)	13,489	12,967
Others (see Note 8)	44,589	43,009
	₱561,170	₱417,370
Interest expense on:		
Long-term debt (see Note 18)	₱3,505,991	₱3,114,667
Loans payable (see Note 16)	46,981	19,131
Others	95,409	12,890
	₱3,648,381	₱3,146,688

24. Financial Risk Management Objectives and Policies

The Company's principal financial instruments, other than derivatives, comprise of cash and cash equivalents, investments held for trading, accrued interest and other receivables, AFS investments and bank loans. The main purpose of these financial instruments is to finance the Company's

operations. The Company has other financial assets and liabilities such as trade receivables and trade payables, which arise directly from its operations.

The Company also enters into derivative transactions, principally, cross currency swaps and principal only swaps. The purpose is to manage the interest rate and foreign currency risks arising from the Company's operations and its sources of finance (see Note 25).

The main risks arising from the Company's financial instruments are interest rate risk, foreign currency risk, liquidity risk, credit risk and equity price risk. The Company's BOD and management review and agree on the policies for managing each of these risks.

Interest Rate Risk

The Company's policy is to manage its interest cost using a mix of fixed and floating rate debts. To manage this mix in a cost-efficient manner, it enters into interest rate swaps, in which the Company agrees to exchange, at specified intervals, the difference between fixed and floating rate interest amounts calculated by reference to an agreed-upon notional principal amount. These swaps are designated to economically hedge underlying debt obligations. As at September 30, 2017 and December 31, 2016, after taking into account the effect of interest rate swaps, approximately 77% of its long-term borrowings are at a fixed rate of interest.

Foreign Currency Risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates.

The Company's exposure to foreign currency risk arises mainly from its debt issuances which are denominated in U.S. dollars. To manage its foreign currency risk, the Company enters into foreign currency swap contracts, cross-currency swaps, foreign currency call options, non-deliverable forwards and foreign currency range options aimed at reducing and/or managing the adverse impact of changes in foreign exchange rates on financial performance and cash flow.

The Company's foreign currency-denominated monetary assets amounted to US\$50 million (₱2,560 million) as at September 30, 2017 and US\$45 million (₱2,242 million) as at December 31, 2016. The Company's foreign currency-denominated monetary liabilities amounted to US\$302 million (₱15,370 million) as at September 30, 2017, and US\$391 million (₱19,460 million) as at December 31, 2016.

In translating the foreign currency-denominated monetary assets and liabilities to peso amounts, the exchange rates used were ₱50.815 to US\$1.00 and ₱49.720 to US\$1.00, the Philippine peso to U.S. dollar exchange rate as at September 30, 2017 and December 31, 2016, respectively.

Liquidity Risk

Liquidity risk arises from the possibility that the Company may encounter difficulties in raising funds to meet commitments from financial instruments or that a market for derivatives may not exist in some circumstance.

The Company seeks to manage its liquidity profile to be able to finance capital expenditures and service maturing debts. To cover its financing requirements, the Company intends to use internally generated funds and proceeds from debt and equity issues.

As part of its liquidity risk management program, the Company regularly evaluates its projected and actual cash flow information and continuously assesses conditions in the financial markets for opportunities to pursue fund-raising initiatives. These initiatives may include bank loans, export credit agency-guaranteed facilities and debt capital and equity market issues.

Credit Risk

The Company trades only with recognized, creditworthy related and third parties. It is the Company's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on a regular basis which aims to reduce the Company's exposure to bad debts at a minimum level. Given the Company's diverse base of customers, it is not exposed to large concentrations of credit risk.

Equity Price Risk

The Company's exposure to equity price pertains to its investments in quoted equity shares which are classified as AFS investments in the interim consolidated balance sheets. Equity price risk arises from the changes in the levels of equity indices and the value of individual stocks traded in the stock exchange.

As a policy, management monitors the equity securities in its investment portfolio based on market expectations. Material equity investments within the portfolio are managed on an individual basis and all buy and sell decisions are approved by management.

Capital Management

Capital includes equity attributable to the owners of the Parent.

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, pay-off existing debts, return capital to shareholders or issue new shares.

25. Financial Instruments

Fair Values

The following table sets forth the carrying values and estimated fair values of financial assets and liabilities, by category and by class, other than those whose carrying values are reasonable approximations of fair values:

	September 30, 2017 (Unaudited)		December 31, 2016 (Audited)	
	Carrying Value	Fair Value	Carrying Value	Fair Value
	<i>(In Thousands)</i>			
Financial Assets				
Financial assets at FVPL:				
Investments held for trading	₱990,399	₱990,399	₱18,702	₱18,702
Derivative assets	3,789,343	3,789,343	5,102,735	5,102,735
	4,779,742	4,779,742	6,021,437	6,021,437
Loans and receivables:				
Noncurrent portion of receivables from sale of real estate	13,766,443	13,299,717	10,526,627	10,150,249
Time deposits (included under "Other noncurrent assets")	3,799,280	3,670,473	3,955,706	3,814,271
AFS Investments -				
Shares of stocks	27,559,456	27,559,456	21,212,725	21,212,725
	₱49,904,921	₱49,309,388	₱41,716,495	₱41,198,682

	September 30, 2017 (Unaudited)		December 31, 2016 (Audited)	
	Carrying Value	Fair Value	Carrying Value	Fair Value
	<i>(In Thousands)</i>			
Financial Liabilities				
Financial Liabilities at FVPL -				
Derivative liabilities	P262,236	P262,236	P-	P-
Other financial liabilities:				
Liability for purchased land - net of current portion	61,998	59,896	1,211,658	1,168,296
Long-term debt - net of current portion	162,886,391	163,080,687	156,383,534	156,560,822
Tenants' and customers' deposits	18,125,450	17,510,950	14,812,280	14,282,675
Other noncurrent liabilities*	8,520,105	8,231,247	4,190,112	4,040,296
	189,593,944	188,882,780	176,597,584	176,052,089
	P189,856,180	P189,145,016	P176,597,584	P176,052,089

*Excluding nonfinancial liabilities amounting to P2,159 million and P1,625 million as at September 30, 2017 and December 31, 2016, respectively.

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

Investments Held for Trading. The fair values are based on the quoted market prices of the instruments.

Derivative Instruments. The fair values are based on quotes obtained from counterparties.

Noncurrent Portion of Receivable from Sale of Real Estate. The estimated fair value of the noncurrent portion of receivables from real estate buyers is based on the discounted value of future cash flows using the prevailing interest rates on sales of the Company's accounts receivable. Average discount rates used is 4.34% and 4.39% as at September 30, 2017 and December 31, 2016, respectively.

AFS Investments. The fair value of investments that are actively traded in organized financial markets is determined by reference to quoted market bid prices at the close of business.

Long-term Debt. Fair value is based on the following:

Debt Type	Fair Value Assumptions
Fixed Rate Loans	Estimated fair value is based on the discounted value of future cash flows using the applicable rates for similar types of loans. Discount rates used range from 2.90% to 5.65% and 2.49% to 5.92% as at September 30, 2017 and December 31, 2016, respectively.
Variable Rate Loans	For variable rate loans that re-price every three months, the carrying value approximates the fair value because of recent and regular repricing based on current market rates. For variable rate loans that re-price every six months, the fair value is determined by discounting the principal amount plus the next interest payment amount using the prevailing market rate for the period up to the next repricing date. Discount rates used was 3.21% to 4.70% and 2.33% to 4.55% as at September 30, 2017 and December 31, 2016, respectively.

Tenants' and Customers' Deposits, Liability for Purchased Land and Other Noncurrent Liabilities. The estimated fair value is based on the discounted value of future cash flows using the applicable rates. The discount rates used range from 3.86% to 4.82% and 3.79% to 4.98% as at September 30, 2017 and December 31, 2016, respectively.

The Company assessed that the carrying values of cash and cash equivalents, cash in escrow, bank loans and accounts payable and other current liabilities approximate their fair values due to the short-term nature and maturities of these financial instruments. For AFS investments related to unlisted equity securities, these are carried at cost less allowance for impairment loss since there are no quoted prices and due to the unpredictable nature of future cash flows and lack of suitable methods for arriving at reliable fair value.

There were no financial instruments subject to an enforceable master netting arrangement that were not set-off in the interim consolidated balance sheets.

Fair Value Hierarchy

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1: Quoted prices in active markets for identical assets or liabilities, except for related embedded derivatives which are either classified as Level 2 or 3;

Level 2: Those measured using inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (as prices) or indirectly (derived from prices); and,

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

The following tables show the fair value hierarchy of Company's financial instruments as at:

	September 30, 2017 (Unaudited)		
	Level 1	Level 2	Level 3
	<i>(In Thousands)</i>		
Financial Assets			
Financial assets at FVPL:			
Investments held-for-trading:			
Bonds	₱271,805	₱-	₱-
Shares	718,594	-	-
Derivative assets	-	3,789,343	-
	990,399	3,789,343	-
Loans and receivables:			
Noncurrent portion of receivables from sale of real estate	-	-	13,299,717
Time deposits (included under "Other noncurrent assets")	-	3,670,473	-
AFS Investments -			
Shares of stocks	27,549,785	-	9,671
	₱28,540,184	₱7,459,816	₱13,309,388

Financial Liabilities

Financial liabilities at FVPL -			
Derivative liabilities	P-	P262,236	P-
Other financial liabilities:			
Liability for purchased land - net of current portion	-	-	59,896
Long-term debt - net of current portion	-	-	163,080,687
Tenants' and customers' deposits	-	-	17,510,950
Other noncurrent liabilities*	-	-	8,231,247
	-	-	188,882,780
	P-	P262,236	P188,882,780

*Excluding nonfinancial liabilities amounting to P2,159 million as at September 30, 2017.

	December 31, 2016 (Audited)		
	Level 1	Level 2	Level 3
	(In Thousands)		
Financial Assets			
Financial assets at FVPL:			
Investments held-for-trading:			
Bonds	P296,596	P-	P-
Shares	622,106	-	-
Derivative assets	-	5,102,735	-
	918,702	5,102,735	-
Loans and receivables:			
Noncurrent portion of receivables from sale of real estate	-	-	10,150,249
Time deposits (included under "Other noncurrent assets")	-	3,814,271	-
AFS Investments -			
Shares of stocks	21,202,713	-	10,012
	P22,121,415	P8,917,006	P10,160,261

Financial Liabilities

Other financial liabilities:			
Liability for purchased land - net of current portion	P-	P-	P1,168,296
Long-term debt - net of current portion	-	-	156,560,822
Tenants' and customers' deposits	-	-	14,282,675
Other noncurrent liabilities*	-	-	4,040,296
	-	-	176,052,089
	P-	P-	P176,052,089

*Excluding nonfinancial liabilities amounting to P1,625 million as at December 31, 2016.

During the periods ended September 30, 2017 and December 31, 2016, there were no transfers between Level 1 and Level 2 fair value measurements and no transfers into and out of Level 3 fair value measurements.

Derivative Financial Instruments Accounted for as Cash Flow Hedges

Cross Currency Swaps. In 2017, SM Land (China) Limited entered into cross-currency swap transactions to hedge both the foreign currency and interest rate exposures on its U.S. dollar-denominated five-year term loans (the hedged loans) obtained on May 8, 2017 (see Note 18).

Details of the floating-to-fixed cross-currency swaps are as follows:

- Swap the face amount of the loans at US\$ for their agreed China renminbi equivalents (¥344 million for US\$50 million) with the counterparty banks and to exchange, at maturity date, the principal amount originally swapped.
- Pay fixed interest at the China renminbi notional amount and receives floating interest on the US\$ notional amount, on a quarterly basis, simultaneous with the interest payments on the hedged loans at an interest rates ranging from 4.95% to 5.43%.

The outstanding cross-currency swaps has a negative fair value of ₱115 million.

In 2013, SMPH entered into cross-currency swap transactions to hedge both the foreign currency and interest rate exposures on its U.S. dollar-denominated five-year term syndicated loans (the hedged loans) obtained on January 29, 2013 and April 16, 2013 (see Note 18).

Details of the floating-to-fixed cross-currency swaps are as follows:

- Swap the ₱8,134 million for US\$200 million and ₱6,165 million for US\$150 million.
- Pay fixed interest on a quarterly basis, simultaneous with the interest payments on the hedged loans with interest rates ranging from 3.70% to 3.90%.

Fair value of the outstanding cross-currency swaps amounted to ₱3,588 million.

Principal only Swaps. In 2016 and 2017, SM Land (China) Limited entered into principal only swap transactions to hedge the foreign currency exposures amounting to \$420 million of five-year term syndicated loans and advances obtained on January 11, 2016 to March 22, 2016 and January 11-17, 2017 (see Note 18). Under the principal only swap, it effectively converted the hedged US dollar-denominated loans and advances into China renminbi-denominated loans.

As at September 30, 2017, SM Land (China) Limited's outstanding principal only swaps were fixed to US\$:¥ exchange rates ranging from 6.458 to 6.889. The outstanding principal swaps has a negative fair value of ₱147 million.

Interest Rate Swaps. In 2017 and 2016, SM Land (China) Limited entered into US\$ interest rate swap agreement with notional amount of US\$150 million and US\$270 million, respectively. Under the agreement, SM Land (China) Limited effectively converts the floating rate U.S. dollar-denominated loan into fixed rate loan (see Note 18).

Fair value of the outstanding interest rate swaps amounted to ₱201 million.

As the terms of the swaps have been negotiated to match the terms of the hedged loans, the hedges were assessed to be highly effective. No ineffectiveness was recognized in the consolidated statement of income for the period ended September 30, 2017.

Hedge Effectiveness Results

As the terms of the swaps have been negotiated to match the terms of the hedged loan, the hedges were assessed to be highly effective. The fair value of the outstanding cross-currency swaps, principal only swaps and interest rate swaps amounting to ₱3,527 million gain and ₱5,103 million gain as at September 30, 2017 and December 31, 2016, respectively, which movement was taken to equity under other comprehensive income. No ineffectiveness was recognized in the interim consolidated statements of income for the nine-month periods ended September 30, 2017 and 2016. Foreign currency translation arising from the hedged loan recognized in the interim

consolidated statements of income amounted to ₱543 million gain and ₱994 million gain for the nine-month periods ended September 30, 2017 and 2016, respectively. Foreign exchange loss equivalent to the same amounts were recycled from equity to the interim consolidated statements of income during the same period.

26. EPS Computation

Basic/diluted EPS is computed as follows:

	September 30, 2017	September 30, 2016
	(Unaudited)	(Unaudited)
	<i>(In Thousands, Except Per Share Data)</i>	
Net income attributable to equity holders of the parent (a)	₱20,046,995	₱17,453,287
Common shares issued	33,166,300	33,166,300
Less weighted average number of treasury stock	4,332,692	4,332,692
Weighted average number of common shares outstanding (b)	28,833,608	28,833,608
Earnings per share (a/b)	₱0.695	₱0.605

SM PRIME HOLDINGS, INC. AND SUBSIDIARIES
FINANCIAL RATIOS - KEY PERFORMANCE INDICATORS
AS OF SEPTEMBER 30, 2017 and 2016

	<u>September 30, 2017</u>	<u>September 30, 2016</u>
i. Current ratio		
$\frac{\text{Total current assets}}{\text{Total current liabilities}}$	1.66	2.12
Acid - Test Ratio		
$\frac{\text{Total current assets less inventory and prepaid expenses}}{\text{Total current liabilities}}$	0.99	1.21
ii. Debt-to-equity ratio		
$\frac{\text{Total interest-bearing liabilities}}{\text{Total equity attributable to equity holders of the parent} + \text{Total interest-bearing liabilities}}$	43:57	42:58
Net debt-to-equity ratio		
$\frac{\text{Total interest-bearing liabilities less cash and cash equivalents and investment securities}}{\text{Total equity attributable to equity holders of the parent} + \text{Total interest-bearing liabilities less cash and cash equivalents and investment securities}}$	38:62	38:62
Solvency Ratio		
$\frac{\text{Total assets}}{\text{Total liabilities}}$	1.93	1.99
iii. Asset to equity ratio		
$\frac{\text{Total assets}}{\text{Total equity attributable to equity holders of the parent}}$	2.10	2.04
<i>(Annualized)</i>		
iv. Interest Service Coverage		
$\frac{\text{Earnings before interest, income taxes, depreciation and amortization (EBITDA)}}{\text{Interest expense}}$	9.95	9.91
Debt to EBITDA		
$\frac{\text{Total interest-bearing liabilities}}{\text{EBITDA}}$	3.92	3.97
v. Return on equity		
$\frac{\text{Net income attributable to equity holders of the parent}}{\text{Total average equity attributable to equity holders of the parent}}$	11%	11%
Return on investment properties		
$\frac{\text{Net income attributable to equity holders of the parent}}{\text{Total average investment properties (excluding shopping mall complex under construction)}}$	11%	11%

SM Prime Holdings, Inc. and Subsidiaries
Aging of Accounts Receivables
As at September 30, 2017
(Amounts in Thousands)

Trade:		
	Sale of real estate	₱38,451,941
	Rent:	
	Third parties	4,499,185
	Related parties	2,026,149
	Others	77,965
	Receivable from a co-investor	285,251
	Accrued interest	174,500
	Nontrade	24,308
	Due from related parties	20,934
	Others	2,086,040
		47,646,273
	Less allowance for doubtful accounts	1,060,010
		46,586,263
	Less noncurrent portion of receivables from sale of real estate	13,766,443
		₱32,819,820

The aging analyses of receivables follows:

	Neither past due nor impaired	₱38,646,108
	Past due but not impaired:	
	Less than 30 days	2,036,876
	31–90 days	1,721,532
	91–120 days	813,365
	Over 120 days	3,368,382
	Impaired	1,060,010
		₱47,646,273

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

SM Prime's Net Income up by 15% in 9M 2017 to ₱20.0 billion

Financial and Operational Highlights

(In Million Pesos, except for financial ratios and percentages)

	Third Quarter					Nine Months Ended September 30				
	2017	% to Revenues	2016	% to Revenues	% Change	2017	% to Revenues	2016	% to Revenues	% Change
Profit and Loss Data										
Revenues	21,438	100%	18,548	100%	16%	64,689	100%	57,779	100%	12%
Costs and Expenses	11,414	53%	10,520	57%	8%	34,551	53%	31,907	55%	8%
Operating Income	10,024	47%	8,027	43%	25%	30,138	47%	25,872	45%	16%
Net Income	5,660	26%	4,863	26%	16%	20,047	31%	17,453	30%	15%
EBITDA	12,156	57%	9,891	53%	23%	36,312	56%	31,183	54%	16%

	Sep 30 2017	% to Total Assets	Dec 31 2016	% to Total Assets	% Change
Balance Sheet Data					
Total Assets	521,934	100%	465,560	100%	12%
Investment Properties	266,618	51%	251,499	54%	6%
Total Debt	189,869	36%	164,378	35%	16%
Net Debt	149,392	29%	138,258	30%	8%
Total Equity	248,081	48%	231,481	50%	7%

Financial Ratios	Sep 30 2017	Dec 31 2016
Debt to Equity	0.43 : 0.57	0.42 : 0.58
Net Debt to Equity	0.38 : 0.62	0.37 : 0.63

	Sep 30 2017	Sep 30 2016
Return on Equity	0.11	0.11
Debt to EBITDA	3.92	3.97
Interest Coverage Ratio	9.95	9.91
Operating Income to Revenues	0.47	0.45
EBITDA Margin	0.56	0.54
Net Income to Revenues	0.31	0.30

Revenue

SM Prime recorded consolidated revenues of ₱64.69 billion for the first nine months of 2017, an increase of 12% from ₱57.78 billion in the same period in 2016, primarily due to the following:

Rent

SM Prime recorded consolidated revenues from rent of ₱37.35 billion in 2017, an increase of 13% from ₱33.11 billion in 2016. The increase in rental revenue was primarily due to the new malls and expansions opened in 2016 and 2017 namely, SM City San Jose Del Monte, SM City East Ortigas, SM City Trece Martires, SM CDO Downtown Premier, S Maison, SM City Iloilo Expansion and SM Center Molino Expansion with a total gross floor area of 0.58 million square meters. Out of the total rental revenues, 88% is contributed by the malls and the rest from office and hotels and convention centers. Excluding the new malls and expansions, same-store rental growth is at 7%. Room rentals from hotels and convention centers contributed to the increase due to the opening of Conrad Manila in June 2016 and the improvement in average room rates and occupancy rates.

Real Estate Sales

SM Prime recorded a 9% increase in real estate sales in 2017 from ₱18.35 billion to ₱20.03 billion primarily due to higher construction accomplishments of projects launched in 2013 up to 2016 namely Shore 2, Air, Fame, Trees Ph2, Grass Ph2 and S Residences and continued increase in sales take-up of Ready-for-Occupancy (RFO) projects due to strong demand. Actual construction of projects usually starts within twelve to eighteen months from launch date and revenues are recognized in the books based on percentage of completion.

Cinema and Event Ticket Sales

SM Prime cinema and event ticket sales slightly decreased to ₱3.34 billion in 2017 from ₱3.44 billion in 2016 due to fewer blockbuster movies shown in 2017 compared to 2016. The major blockbusters screened in 2017 were “Beauty and the Beast”, “Wonder Woman”, “Fast and the Furious 8”, “Spiderman: Homecoming” and “Kita Kita”, accounting for 28% of gross ticket sales. The major blockbusters shown in 2016 were “Captain America: Civil War”, “Batman vs. Superman: Dawn of Justice”, “X-Men: Apocalypse”, “Suicide Squad” and “Beauty and the Bestie” accounting for 27% of gross ticket sales.

Other Revenues

Other revenues increased by 38% to ₱3.96 billion in 2017 from ₱2.88 billion in 2016. The increase was mainly due to opening of new amusement rides, increase in sponsorship income and hotels’ food and beverages income due to the opening of Conrad Manila. This account includes amusement income from rides, bowling and ice skating operations, merchandise sales from snackbars and sale of food and beverages in hotels.

Costs and Expenses

SM Prime recorded consolidated costs and expenses of ₱34.55 billion in 2017, an increase of 8% from ₱31.91 billion in the same period in 2016, as a result of the following:

Costs of Real Estate Sold

Consolidated costs of real estate sold increased by 7% to ₱10.31 billion in 2017 from ₱9.63 billion in 2016 primarily due to costs related to higher recognized real estate sales offset by result of improving cost efficiencies, tighter monitoring and control of construction costs hence, leading to improved gross profit margin on real estate sales from 48% in 2016 to 49% in 2017.

Operating Expenses

SM Prime's consolidated operating expenses increased by 9% to ₱24.25 billion in 2017 from ₱22.28 billion in 2016. Out of the total operating expenses, 71% is contributed by the malls where same-store mall growth in operating expenses is 3%. Operating expenses include depreciation and amortization, taxes and licenses, marketing and selling expenses, film rentals and administrative expenses, and the increase is in line with related increase in revenues from same-store as well as the opening of new malls and expansions.

Other Income (Charges)

Interest Expense

SM Prime's consolidated interest expense increased by 16% to ₱3.65 billion in 2017 from ₱3.15 billion in 2016 due to the ₱10.0 billion retail bond issued in July 2016, ₱20.0 billion retail bond issued in May 2017 and new bank loans availed for working capital and capital expenditure requirements, net of the capitalized interest on proceeds spent for construction and development of investment properties.

Interest and Dividend Income

Interest and dividend income increased by 19% to ₱0.90 billion in 2017 from ₱0.76 billion in 2016. This account is mainly composed of dividend and interest income received from cash and cash equivalents, investments held for trading and AFS investments. The increase in interest income is due to higher average balance of cash and cash equivalents in 2017 as compared to same period last year.

Other income (charges) - net

Other charges – net increased to ₱1.10 billion in 2017 from ₱0.71 billion in 2016 due to decrease in unrealized marked-to-market gain on investments held for trading and increase in other incidental costs partly offset by increase in equity in net earnings of associates and joint ventures.

Provision for income tax

SM Prime's consolidated provision for income tax increased by 19% to ₱5.80 billion in 2017 from ₱4.88 billion in 2016 due to the related increase in taxable income.

Net income

SM Prime's consolidated net income for the nine months ended September 30, 2017 increased by 15% to ₱20.05 billion as compared to ₱17.45 billion in the same period last year.

Balance Sheet Accounts

SM Prime's total assets amounted to ₱521.93 billion as of September 30, 2017, an increase of 12% from ₱465.56 billion as of December 31, 2016.

Cash and cash equivalents increased by 57% from ₱25.20 billion to ₱39.49 billion as of December 31, 2016 and September 30, 2017, respectively. Part of this account still includes portion of the proceeds from the issuance of bonds in May 2017 amounting to ₱20.0 billion to finance working capital and capital expenditures requirements.

Investments held for trading increased by 8% from ₱919 million to ₱990 million as of December 31, 2016 and September 30, 2017, respectively, mainly due to exercise of stock rights.

Receivables slightly decreased from ₱32.83 billion to ₱32.82 billion as of December 31, 2016 and September 30, 2017, respectively, in spite of the increase in sales of residential projects due to collections from real estate sales and rent receivables. Out of the total receivables, 75% pertains to sale of real estate and 20% from leases of shopping mall and commercial spaces.

Condominium and residential units for sale increased by 36% from ₱5.21 billion to ₱7.07 billion as of December 31, 2016 and September 30, 2017, respectively, mainly due to completion of condominium towers in Grace, Wind, Trees, Breeze, Cool and Field Residences, net of cost of sold units.

Land and development increased by 36% from ₱46.70 billion to ₱63.31 billion as of December 31, 2016 and September 30, 2017, respectively, mainly due to landbanking and construction accomplishments for the period, net of cost of sold units and transfers of RFO units to condominium and residential units for sale.

Prepaid expenses and other current assets increased by 6% from ₱11.90 billion to ₱12.58 billion as of December 31, 2016 and September 30, 2017, respectively, mainly due to deposits and advances to contractors related to construction projects and various prepayments.

AFS investments increased by 30% from ₱21.21 billion to ₱27.56 billion as of December 31, 2016 and September 30, 2017, respectively, mainly due the exercise of stock rights and unrealized gain on changes in fair values under this portfolio.

Investment properties increased by 6% from ₱251.50 billion as of December 31, 2016 to ₱266.62 billion as of September 30, 2017 primarily because of ongoing new mall projects located in Tuguegarao, Batangas, Bulacan, Pangasinan and Albay and the ongoing expansions and renovations of SM Mall of Asia. Also, the increase is attributable to construction costs incurred for ongoing projects including the commercial group's Three E-Com and Four E-Com Centers.

Derivative assets decreased by 26% from ₱5.10 billion to ₱3.79 billion as of December 31, 2016 and September 30, 2017, respectively, mainly resulting from net fair value changes on interest rate swap transaction and cross currency swap transaction in 2013. While the ₱262 million derivative liabilities recognized during the year is from the net fair value changes on the principal only swap transaction and cross currency swap transaction entered into in 2017 and 2016.

Deferred tax assets increased by 8% from ₱1.14 billion to ₱1.23 billion as of December 31, 2016 and September 30, 2017, respectively, mainly due to NOLCO. Deferred tax liabilities increased by 13% from ₱2.55 billion to ₱2.89 billion as of December 31, 2016 and September 30, 2017, respectively, mainly due to unrealized gross profit on sale of real estate for tax purposes.

Loans payable decreased from ₱840 million to ₱705 million as of December 31, 2016 and September 30, 2017, respectively, due to payment of maturing loans.

Accounts payable and other current liabilities increased by 17% from ₱40.32 billion to ₱47.08 billion as of December 31, 2016 and September 30, 2017, respectively, mainly due to payables to contractors and suppliers related to ongoing projects.

Long-term debt increased by 16% from ₱163.54 billion to ₱189.16 billion as of December 31, 2016 and September 30, 2017, respectively, mainly due to issuance of ₱20.00 billion bonds in May 2017 to fund capital expenditures requirements.

Tenants' and customers' deposits increased by 22% from ₱14.81 billion to ₱18.13 billion as of December 31, 2016 and September 30, 2017, respectively, due to the new malls and expansions and increase in customers' deposits from residential buyers.

Liability for purchased land decreased by 95% from ₱1.21 billion to ₱0.06 billion as of December 31, 2016 and September 30, 2017, respectively, due to subsequent payments. Other noncurrent liabilities increased by 84% from ₱5.82 billion to ₱10.68 billion as of December 31, 2016 and September 30, 2017, respectively, due to increase in retention payable, output VAT on residential sales and other nontrade payables.

The Company's key performance indicators are measured in terms of the following: (1) debt to equity which measures the ratio of interest bearing liabilities to equity; (2) net debt to equity which measures the ratio of interest bearing liabilities net of cash and cash equivalents and investment held for trading to equity; (3) return on equity (ROE) which measures the ratio of net income to capital provided by stockholders; (4) earnings before interest expense, income taxes, depreciation and amortization (EBITDA); (5) debt to EBITDA which measures the ratio of EBITDA to total interest-bearing liabilities; (6) interest coverage ratio which measures the ratio of EBITDA to interest expense; (7) operating income to revenues which basically measures the gross profit ratio; (8) EBITDA margin which measures the ratio of EBITDA to gross revenues and (9) net income to revenues which measures the ratio of net income to gross revenues. The following discuss in detail the key financial indicators of the Company.

Interest-bearing debt to equity slightly increased to 0.43:0.57 as of September 30, 2017 from 0.42:0.58 as of December 31, 2016 due to additional borrowings. Likewise, net interest-bearing debt to equity slightly increased to 0.38:0.62 as of September 30, 2017 from 0.37:0.63 December 31, 2016 due to additional borrowings, net of payments, for capital expenditure and working capital requirements.

ROE remains steady at 11% as of September 30, 2017 and 2016.

Debt to EBITDA decreased to 3.92:1 as of September 30, 2017 from 3.97:1 as of September 30, 2016 due to increase in consolidated operating income. Interest coverage ratio increased to 9.95:1 as of September 30, 2017 from 9.91:1 as of September 30, 2016 due to increase in consolidated operating income. EBITDA margin improved to 56% as of September 30, 2017 from 54% as of September 30, 2016.

Consolidated operating income to revenues improved to 47% as of September 30, 2017 from 45% as of September 30, 2016. Consolidated net income to revenues likewise improved to 31% as of September 30, 2017 from 30% as of September 30, 2016.

The Company has no known direct or contingent financial obligation that is material to the Company, including any default or acceleration of an obligation. There were no contingent liabilities or assets in

the Company's balance sheet. The Company has no off-balance sheet transactions, arrangements, obligations during the reporting year as of balance sheet date.

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

For the year 2017, the Company expects to incur capital expenditures of at least ₱60 billion. This will be funded with internally generated funds and external borrowings.

SM Prime's malls business unit has sixty-four shopping malls in the Philippines with 7.9 million square meters of gross floor area and seven shopping malls in China with 1.3 million square meters of gross floor area. For the rest of 2017, SM Prime is slated to open three new malls in the Philippines. By the end of 2017, the malls business unit will have sixty-seven malls in the Philippines and seven malls in China.

SM Prime currently has thirty-five residential projects in the market, thirty of which are in Metro Manila and five are outside Metro Manila. For 2017, SM Prime is scheduled to launch 15,000 to 18,000 residential units that includes high-rise, mid-rise and single detached housing. These projects will be located in Metro Manila and other key cities in the provinces.

SM Prime's Commercial Properties Group has six office buildings with a combined gross floor area of 383,000 square meters. Three E-Com and Four E-Com Centers are currently under construction with an estimated gross floor area of 320,000 square meters and scheduled for completion in 2018 and 2020, respectively.

SM Prime's hotels and convention centers business unit currently has a portfolio of six hotels with over 1,500 rooms, four convention centers and three trade halls.

SIGNATURES

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

SM PRIME HOLDINGS, INC.
Registrant

Date: November 6, 2017



JOHN NAI PENG C. ONG
Chief Finance Officer