SEC No. 133653
File Number: ______

**ASIAN TERMINALS, INC.**
(Company's Full Name)

**A. Bonifacio Drive, Port Area Manila, Philippines**
(Company's Address)

**(632) 528-6000**
(Telephone Number)

**December 31**
**Calendar Year Ending**
(Month & Day)

**SEC Form 20-IS**
**Definitive Information Statement**
Form Type

**Not applicable**
Amendment Designation (if applicable)

**December 31, 2014**
Period Ended Date

________________________________________
(Secondary License Type and File Number)

**ASIAN TERMINALS, INC.**
**ATI Head Office, A. Bonifacio Drive, Port Area, Manila**
**Tel. No. 528-6000**

# NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

To the Stockholders of Asian Terminals, Inc.:

Notice is hereby given that the Annual Meeting of the Stockholders of ASIAN TERMINALS, INC. (ATI) will be held on April 23, 2015, 2:00 p.m., at the Diamond Ballroom, Diamond Hotel, Dr. J. Quintos Street, Manila, Philippines, to consider and take action upon the following matters:

1. Call to Order
2. Proof of Notice and Quorum
3. Approval of the Minutes of the Annual Stockholders' Meeting held on April 24, 2014
4. Chairman's Address
5. Election of Directors
6. Approval of the Audited Financial Statements for the Year Ended December 31, 2014
7. Appointment of Independent Auditors
8. Approval and Ratification of the Acts of the Board and the Management during the year 2014
9. Other Matters
10. Adjournment

Registration will start at 1:00pm and will end at exactly 2:00pm.

All stockholders of record at the close of business on March 24, 2015 are entitled to notice and to vote at the annual meeting and at any adjournment thereof. The stock and transfer books of the Company will be closed from March 24 up to April 23, 2015.

If you cannot attend the meeting personally, you may designate a representative by submitting a PROXY instrument in accordance with Section 58 of the Corporation Code to the office of the Stock Transfer Agent at the address below. Proxies will be validated on April 17, 2015 at the said address.

Rizal Commercial Banking Corporation
Stock Transfer Department
Ground Floor West Wing, 221
GPL (Grepalife) Building, Sen. Gil Puyat Avenue,
Makati City

Manila, Philippines, March 11, 2015.

**RODOLFO G. CORVITE, JR.**
**Corporate Secretary**

Information Statement Pursuant to Section 20 of the Securities Regulation Code

1. Check the appropriate box:

[ ] Preliminary Information Statement
[X] Definitive Information Statement

2. Name of Registrant as Specified in its Charter : ASIAN TERMINALS, INC.

3. Province, Country or other jurisdiction of Incorporation or organization : Manila, Philippines

4. SEC Identification Number : 133653

5. BIR Tax Identification Code : 000-132-413

6. Address of Principal Office : A. Bonifacio Drive
Port Area, Manila 1018

7. Registrant's telephone number : (632) 528-6000

8. Date, time and place of the meeting of security holders : April 23, 2015, 2:00 p.m.
Diamond Ballroom,
Diamond Hotel,
Manila

9. Approximate date on which the Information Statement is first to be sent or given to security holders : March 25, 2015

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

| Title of Each Class | Number of Shares of Common Stock Outstanding or Amount of Debt Outstanding |
|---|---|
| Common | 2,000,000,000 shares |

11. Are any or all of registrant's securities listed on a stock exchange?

Yes [ X ]  No [ ]

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

Philippine Stock Exchange, Inc.; common shares

## A. GENERAL INFORMATION

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

| | | |
|---|---|---|
| a) | Date of Meeting<br>Time of Meeting | April 23, 2015<br>2:00 p.m. |
| | Place of Meeting | Diamond Ballroom,<br>Diamond Hotel,<br>Manila |
| | Registrant's Mailing Address | ATI Head Office<br>A. Bonifacio Drive, Port Area<br>Manila, Philippines 1018<br>P.O. Box 3021, Manila |
| b) | Approximate date on which the Information Statement is first to be sent or given to security holders | March 25, 2015 |

**Item 2. Dissenter's Right of Appraisal**

There are no corporate matters or actions that will entitle dissenting stockholders to exercise their right of appraisal as provided in Title X of the Corporation Code.[1]

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

a) The incumbent Directors and Executive Officers and their associates have no substantial interest in any matter to be acted upon other than election to the office.

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

[1] The right of appraisal means the right of a dissenting stockholder to demand payment of the fair market value of his shares, in the instances provided under the Corporation Code. In such instances, the right may be exercised by any stockholder who shall have voted against the proposed action by making a written demand to the Corporation within 30 days after the date on which the vote was taken for payment of the fair market value of his shares. Failure to make the demand shall be deemed a waiver of such right.

## B. CONTROL AND COMPENSATION INFORMATION

### Item 4. Voting Securities and Principal Holders Thereof

a) As of February 28, 2015, the Company has 2,000,000,000 issued and outstanding common and unclassified shares, where 1,223,430,350 or 61.17% locally-owned and 776,569,650 or 38.83% are foreign-owned. All of these 2 billion shares are entitled to vote at one vote per share.

b) Only stockholders of record at the close of business on March 24, 2015 are entitled to notice and to vote at the Annual Stockholders' Meeting.

c) Cumulative voting is allowed for election of members of the board in a stock corporation. Every stockholder entitled to vote shall have the right to vote in person or by proxy the number of shares of stock standing in his own name on the stock transfer books of the Company. Each stockholder may vote such number of shares for as many persons as there are directors to be elected; or he may cumulate his shares and give one candidate as many votes as the number of directors to be elected multiplied by the number of his shares shall equal; or he may distribute these shares on the same principle among as many candidates as he shall see fit; provided that the total number of votes cast by him shall not exceed the number of shares owned by him as shown in the books of the Company multiplied by the total number of directors to be elected.

d) Security Ownership of Certain Record and Beneficial Owners and Management

1. Security Ownership of Certain Record and Beneficial Owners

As of February 28, 2015, the Company knows of no one who owns in excess of 5% of its common stock except as set forth in the table below:

| Title of Class | Name and Address of Record Owner and Relationship with Issuer | Name of Beneficial Owner and Relationship with Record Owner | Citizenship | Amount of Record Ownership | % of Class |
|---|---|---|---|---|---|
| Common | DP World Australia (POAL) Limited Level 21 400 George St., Sydney NSW 2000, GPO Box 4084, Sydney NSW 2001 Australia (Stockholder) | DP World Australia (POAL) Limited | Australian | 346,466,600 | 17.32% |
| Common | ATI Holdings, Inc.[2] 3rd Floor SSHG Law Centre, 105 Paseo de Roxas Makati City (Stockholder) | ATI Holdings, Inc. | Australian | 291,371,230 | 14.57% |

[2] Please refer to Item 5 (a) (5).

| | | | | | |
|---|---|---|---|---|---|
| Common | PCD Nominee Corp. (Filipino.)*<br>G/F MKSE Bldg.<br>6767 Ayala Ave., Makati City | (Beneficial Owners unknown to Issuer)<br><br>*(**AsiaSec Equities, Inc.** 8/F Chatham House 116 Valero cor. V. A. Rufino Sts. Salcedo Village, Makati City)* | Filipino | 205,853,234<br><br>*(116,731,033)* | 10.29%<br><br>*(5.84%)* |
| Common | Pecard Group Holdings, Inc.<br>3rd Floor SSHG Law Centre, 105 Paseo de Roxas Makati City<br>(Stockholder) | Pecard Group Holdings, Inc. | Filipino | 198,203,968 | 9.91% |
| Common | Philippine Seaport, Inc.<br>3rd Floor SSHG Law Centre, 105 Paseo de Roxas Makati City<br>(Stockholder) | Philippine Seaport, Inc. | Filipino | 196,911,524 | 9.85% |
| Common | Daven Holdings<br>7th Floor, Philfirst Building, 6764 Ayala Avenue, Makati City<br>(Stockholder) | Daven Holdings | Filipino | 155,906,071 | 7.80% |
| Common | PCD Nominee Corp. (Non-Fil.)*<br>G/F MKSE Bldg.<br>6767 Ayala Ave., Makati City | (Beneficial Owners unknown to Issuer)<br><br>*(**The Hongkong and Shanghai Banking Corp., Ltd.** HSBC Securities Services, 12th Flr, The Enterprise Center, Tower I 6766 Ayala Ave. cor. Paseo de Roxas, Makati City)* | Non-Filipino | 137,302,345<br><br>*(125,603,300)* | 6.87%<br><br>*(6.28%)* |
| Common | SG Holdings Inc.<br>7th Floor, Philfirst Building, 6764 Ayala Avenue, Makati City<br>(Stockholder) | SG Holdings, Inc | Filipino | 130,000,000 | 6.50% |
| Common | Morray Holdings, Inc.<br>7th Floor, Philfirst Building, 6764 Ayala Avenue, Makati City<br>(Stockholder) | Morray Holdings, Inc. | Filipino | 100,000,000 | 5.00% |

**As of the filing of the Definitive Information Statement, the Company has no knowledge on the name of the beneficial owners and their respective representatives.*

The Board of Directors generally has the power to vote on behalf of their respective corporations. A proxy is usually designated to cast the vote for each corporation.[3]

2. Security Ownership of Management

Owners of record of ATI shares among Management as of February 28, 2015, are as follows:

| Title of Class | Name of Beneficial/Record Owner | Amount and Nature of Beneficial Ownership | Citizenship | % of Class |
|---|---|---|---|---|
| Common | Suhail Al Banna | 1/direct | UAE | .00 % |
| -do- | Felino A. Palafox, Jr. | 15,300/direct | Filipino | .00% |
| -d0- | Monico V. Jacob | 1/direct | Filipino | .00% |
| -do- | Kwok Leung Law | 1/direct | Chinese | .00% |
| -do- | Flemming Dalgaard | 1/direct | Danish | .00% |
| -do- | Rashed Ali Hassan Abdulla | 1/direct | UAE | .00% |
| -do- | Eusebio H. Tanco | 15,257,663/ direct<br>26,627,884/indirect | Filipino | 2.11% |
| -do- | Arsenio N. Tanco | 133,333/direct<br>3,338,667/indirect | Filipino | .17% |
| -do- | Artemio V. Panganiban (independent director) | 1/direct | Filipino | .00% |
| -do- | Teodoro L. Locsin, Jr. (independent director) | 1/direct | Filipino | .00% |
| --do- | Rodolfo G. Corvite, Jr. | 222,398/direct | Filipino | .01% |
| | TOTAL | 45,595,252 | | 2.28% |

To the best knowledge of the Company, the above list of share ownership includes the shares beneficially owned by the foregoing officers and directors.

3. There are no voting trusts or similar agreements with respect to any portion of the outstanding shares, nor any agreement which may result in a change in control of the Company.

4. There was no change in control of the registrant during the year.

[3] As of the filing of the Definitive Information Statement, the Company has no knowledge on who will represent the corporations.

## Item 5. Directors and Executive Officers

a) 1. The following persons are the incumbent Directors[4], Executive Officers and key personnel of the Company (brief description of their respective business experience for the past five (5) years included):

**Rashed Ali Hassan Abdulla,** 43**,** UAE national, is the Chairman of the Board of Directors of Asian Terminals, Inc. and the Senior Vice-President and Managing Director of DP World Asia Pacific since November 2013. His main responsibility is managing several business units in China, Korea, HK and SE Asia. Mr. Abdulla previously held the position of Senior Vice President Global Operations DP World Head Office (from 2011 to 2013). He joined DP World as a graduate trainee in 1995 and has risen rapidly through ranks. He was executed an international assignment in Romania-Constanta from 2004 to 2007, as Manager - Container Terminal. Upon his return to Dubai in 2007, he was promoted to Director of Jebel Ali's brand new Terminal 2. From 2009 to 2011 he was appointed as Chief Operating Officer of all Jebel Ali operations and Business Units, including Containers Terminals, General Cargo, Marine, Safety and Security. Mr. Abdulla graduated from UAE University in 1995 with a Bachelor's degree in Geography. He earned a Diploma in Maritime and Port Management from National University of Singapore in 2002 and Managing Terminal Operations in P & O Institute, Cardiff, UK (2006). He joined the Board in January 15, 2013.

**Eusebio H. Tanco**, 66, Filipino, is the President of the Company from 1995 to 2001 and 2007 to present. He is the Chairman of STI Education Systems Holdings, Inc. (formerly JTH Davies Holdings, Inc., since 2010), West Negros University (since 2013) , Mactan Electric Company (since 1988), DLS-STI College (since 2003), Insurance Builders Inc. (since 1979), Rescom Developers, Inc (since 1983), Agatha Builders Corp. (since 1982), Mar-Bay Homes Inc. (since 1980), Capital Managers and Advisors, Inc. (since 1995), STI Investments (since 2007), Cement Center, Inc. and First Optima Realty Corporation, and the executive committee chairman of STI Education Services Group, Inc. (since 2003). He is also the president of Philippines First Insurance Co. (since 1973), Prime Power Holdings (since 1999), Global Resource for Outsourced Workers, Inc. (GROW, Inc.) (since 2002), GROW Vite (since 2014), STMI Logistics, Inc (since 1988), Total Consolidated Asset Management Inc. (TCAMI) (since 2006), Eujo Philippines, Inc. (since 1986), Optima Financing Corporation (since 1977), Classic Finance, Inc. (since 2004). In addition, he is a Director of Venture Securities, Inc.(since 1980), PhilPlans First, Inc. (since 2009), Philhealthcare Inc. (since 2009), Philippine Life Financial Assurance (formerly Asian Life Financial Assurance, since 2012), United Coconut Chemicals, Inc.(since 1995), J & P Coats Manila Bay (since 1980), M.B. Paseo (since 1980), Philippine Racing Club (since 2011), Leisure & Resorts World Corporation (since 2011) and Philippine Stock Exchange (since 2007). His professional associations include the Philippines-Thailand Business Council, Philippines-UAE Business Council, and the Philippine Chamber of Commerce and Industry. He obtained his Master of Science in Economics from the London School of Economics and Political Science. He has been a member of the ATI Board since 1993.

[4] The Directors are elected annually and each Director holds office until the next annual meeting held after his election and until his successor has been elected and has qualified, or until his death or until he resigns or has been removed. (Sec. 2, Article IV, By-laws)

**Suhail Al Banna, 57,** UAE national, was formerly the Company's Executive Vice-President - Technical from February 2007 to June 2008. He was a part of the world of information technology for more than 20 years and brings with him a wealth of experience and knowledge of the latest technology trends and developments, vis-à-vis the management and control of ports and terminals. A graduate of San Diego State University, USA, he also enhanced his management proficiency and expertise through participation in Executive Training and General Management Programmes at well-reputed institutions, viz. Kellog Business School and Harvard Business School, respectively. While he continues to function as a Board Member of ATI, his involvement in DP World's present and future business development is now more global. Since 2008, he is the Senior Vice President - Government Relations, DP World and is based at the organization's Head Office in Dubai. He is a Member of the Board of DP World Dakar in Senegal (since 2008), Chairman of the Board of Tejari Solution (since 2012), a JV company established between Tejari World and Bravo Solution. Since 2013, he is the Senior Vice President and Managing Director of DP World Middle East and Africa Region, the Chairman of Maputo Container Terminal, DP World Jeddah South Container Terminals and Director of DP World Algiers, Djen Djen Container Terminal and Sukhna Container Terminal (Egypt). He joined the Board in 2007.

**Monico Jacob**, 69, Filipino, is presently the President and CEO of the STI Education Services Group (since 2003), and STI Education Systems Holdings Inc. (since 2011). He is the Chairman of PhilPlans First Inc. and Philippine Life Financial Assurance, Inc. (PhilPlans and PhilLife, respectively, since 2012). He is also the Chairman of Global Resource for Outsourced Workers, Inc. (GROW, Inc., since 2000), Total Consolidated Asset Management Inc. (since 2006), and GROW-Vite (since 2014). He is currently a director of Information and Communications Technology Academy, Inc. (iACADEMY, since 2010) and Philhealthcare, Inc. (PhilCare, since 2012). He is also an independent director of Jollibee Foods, Inc. (since 2001), Phoenix Petroleum Philippines (since 2008) and Century Properties Group, Inc. (since 2010). Prior to his current engagements, he was the General Manager of the National Housing Authority (NHA) (from 1989 to 1991); Chairman and CEO of Petron Corporation from 1991 to 1998 and Philippine National Oil Company (PNOC) and all of its subsidiaries from 1991 to 1994; and CEO of the Home Development Mutual Fund (PAG-IBIG Fund) from 1988 to 1989. Mr. Jacob also served as an Associate Commissioner for the Securities and Exchange Commission in 1986. He is a member of the Integrated Bar of the Philippines and the Management Association of the Philippines (MAP) and served as its President in 1998. Mr. Jacob finished his Bachelor of Arts degree with a Major in Liberal Arts from the Ateneo de Naga University in 1966 and his Bachelor of Laws degree from the Ateneo de Manila University in 1971. He joined the Board in 2009.

**Felino A. Palafox, Jr.,** 65, Filipino**,** has 42 years of experience in the field of architecture and 40 years in planning. He is the Principal Architect-Urban Planner and Founder of Palafox Associates which was founded in 1989. For more than 25 years, he led and managed his firm in carrying out the planning of more than 16 billion square meters of land area and the architecture of more than 12 million square meters of building floor area in 38 countries. Palafox Associates ranks 89$^{th}$ in the London–based/ BD World architecture magazine's list of world's top architectural firms and also cited Top 8 in the world for Leisure projects. He is the President of FIABCI (International Real Estate Federation) Philippines for 2015. He is also an international associate of the American Institute of Architects, country leader of the Council on Tall Buildings and Urban Habitat, member of the U.S. Green Building, Urban Land Institute, Congress for the New Urbanism, American Planning Association, and the International Council of Shopping Centers, all U.S.-based. He is the past President of the Philippine Institute of Environmental Planners and the Management Association of the Philippines. He finished his Bachelor of Science in Architecture in 1972 from the University of Santo Tomas, Manila, and his Master in Environmental Planning from the University of the Philippines as a scholar of the United Nations Development Program (UNDP), in 1974. He took up Advanced Management Development Program for Real Estate in 2003, and 6 other continuing education courses, from the Harvard University. Architect Palafox is a registered APEC Architect and a recipient of several local and international awards. He joined the Board in 2009.

**Arsenio Tanco,** 86, Filipino, is the President of Coats Manila Bay, Inc. (since 2000) and Manila Bay Spinning Mills, Inc (since 1993). He is currently a director of Philippines First Insurance Co., Inc. (since 1973), Philippine Belt Manufacturing Corporation (since 1971), Manila Bay Hosiery Mills, Inc.(since 1950) Federation of Philippine Industries, Inc.(since 2002). Since 2006, he serves as director of Total Consolidated Asset Management Inc. He was the Chairman of Federation of Philippine Textile Industries from 2003 to 2007 and a member of the Board of Trustees of Philippine Employer-Labor Social Partners, Inc. since 2007. He holds a Bachelor's degree in Mechanical Engineering from Mapua Institute of Technology and BS Textiles and MS Textile Manufacturing from North Carolina State University where he graduated with High Honors. He joined the Board in 2009.

**Kwok Leung Law,** 51, Chinese, is the Director, Finance and Business Development, DP World Asia Pacific since 2013. He was the Finance Director of DP World Southeast Asia from 2010 to 2013, Finance Director for Saigon Premier Container Terminal (DP World) in HCMC, Vietnam from 2008 to 2010. In 2003, he became the Chief Operating Officer/General Manager Finance of ATL Logistics Centre Hong Kong Limited and the Financial Controller of Sea-Land in Hong Kong in 1996. He is a Fellow Member of Chartered Association of Certified Accountants and an Associate Member of Hong Kong Institute of Certified Public Accountants. Mr. Law is a holder of Bachelor's Degree in Business Administration from National Chung Hsing University in Taiwan and holds a Master's Degree in Business Administration from the Chinese University of Hong Kong. He joined the Board in February 18, 2010.

**Flemming Dalgaard,** 50, is from Denmark and is currently Senior Vice President responsible for DP World global strategy. He has held this position since January 2014. Prior to this position he was Senior Vice President and Managing Director for Europe and Russia for DP World (since March 2008). He received his education in Denmark and commenced his professional career with the A.P. Moller-Maersk Group as a management trainee in 1986 and obtained his shipping degree from the company's International Shipping Academy. He has a broad international experience in shipping, logistics and port developments and has held senior positions all over the world including China, Germany, South Africa, Denmark, Kenya and Dubai. Mr. Dalgaard has supplemented his shipping degree with various executive programs at Wharton, INSEAD, London Business School and university of Columbia in New York. He is a member of the Board of Directors for DP World Southampton and Rotterdam World Gateway. He is also a Chartered Director (CDIR) of the IOD as well as a Chartered Fellow at the UK Institute for Logistics and Transport. He joined the Board in November 21, 2013.

**Artemio V. Panganiban**, 78, Filipino, He served as Chief Justice of the Supreme Court from 2005 to 2006 and as Associate Justice from 1995 to 2005. Prior to his appointment to the Supreme Court, he was a senior partner at Panganiban Benitez Parlade Africa and Barinaga Law Offices from 1963 to 1995. He is a recipient of over 250 prestigious awards and recognitions from various associations and groups for his role as a jurist, lawyer, civic leader, Catholic lay worker, entrepreneur and youth leader. Among such awards is the "Renaissance Jurist of the 21st Century" given by the Supreme Court of the Philippines upon his retirement in 2006. Chief Justice Panganiban holds a Bachelor's Degree in Law from the Far Eastern University where he graduated *cum laude*. He was a 6th placer in the 1960 Bar Examinations. He was also conferred Doctor of Laws (*Honoris Causa)* by several universities. At present, he writes a column for the Philippine Daily Inquirer since 2007 to present. He sits as an independent director in following listed companies, aside from Asian Terminals, Inc., GMA Network, Inc., (2007-present);First Philippine Holdings Corp., (2007-present);Metro Pacific Investments Corp. (2007-present);Manila Electric Company, (2008-present);Robinsons Land Corp., (2008-present);GMA Holdings, Inc., (2009-present);Bank of the Philippine Islands (2010-present);Petron Corporation (2010-present);Philippine Long Distance Telephone Company (2013-present). He is also a non-executive Director at Jollibee Foods Corporation (2012- present), Senior Adviser, Metrobank (2007 to present), and Adviser, DoubleDragon Properties Corp. (2014). He is a member of the Company's Compensation Committee and Nomination Committee. He serves as an independent director of Asian Terminals, Inc. since April 22, 2010.

**Teodoro Locsin, Jr., 66,** Filipino**.** He served as member of the House of Representatives from 2001 to 2010. Since 2005, he is an independent director of The Medical City, and a member of the Board of Governors of iAcademy. He is an editor, publisher, television host and speechwriter of former presidents Corazon Aquino, Joseph Ejercito Estrada and Gloria Arroyo. He also served as a Minister of Information during President Aquino's term. Atty. Locsin, Jr., worked as an associate at Angara Abello Concepcion Regala and Cruz Law Offices. He also worked as an executive assistant to the Chairman of Ayala Corporation, Enrique Zobel. He obtained his Bachelor of Law from the Ateneo de Manila University and Master of Laws from Harvard University. Atty. Locsin, Jr. is the Chairman of the Audit Committee and is a member of the Executive Committee. He serves as an independent director of Asian Terminals, Inc. since April 22, 2010.

**Andrew R. Hoa**d, **48**, British, is the Executive Vice President. He held various positions with P & O Group and CSX World Terminals since 1988. He became the General Manager for DPWorld Sales Asia based in Hongkong from 2004 to 2005. Thereafter, he was assigned to Dubai and the Far East as Commercial Director for Asia and Indian Subcontinent from 2005 to 2008. Prior to joining ATI, he was the CEO of DPWorld Caucedo Container Terminal In the Dominican Republic from 2008 to 2011 and CEO of DP World Callao Container terminal in Peru in 2011. Mr. Hoad holds both Bachelor and Masters degrees in History and Economic History from Pembroke College, Cambridge University. He joined ATI in 2012.

**Jose Tristan P. Carpio, 46,** Filipino, is the Vice-President for Finance and Chief Financial Officer (CFO) of the Company since July 2012. He joined ATI in 2000 as Assistant Vice President for Treasury and Special Projects. Prior to joining ATI, he was the Assistant Vice President for Capital Markets of All Asia Capital & Trust Corporation from 1997 to 2000. Mr. Carpio obtained his degree in B.S. Management Engineering from Ateneo de Manila University.

**Rodolfo G. Corvite, Jr.**, **55,** Filipino, is the Corporate Secretary since 1997 and the Vice President for Business Support Services. He held various positions in the Company handling Administration, Legal, Human Resources, Procurement, Industrial Relations, HSES, Insurance and Claims, Risk Management and Corporate Communications. He was a Law Partner of Diaz, Corvite and Associates. He is a member of the Integrated Bar of the Philippines. He obtained his Bachelor of Laws from the Ateneo de Manila University. He has been with the Company since 1989.

**Sean James L. Perez**, **50**, Filipino, is the Vice-President for Marketing and Commercial. He was the Vice-President for Marketing, Commercial and MGT from October 2008 to January 2010, Vice President for Domestic and Outports from January 2007 to September 2008, Vice-President for Domestic/Marketing and Commercial Services (2004-2006). He has held various positions in the Company from the position of being the Terminal Manager of Batangas, Container Division and General Stevedoring Division for South Harbor to Vice-President for Operations, Marketing and Outports. He obtained his degree in Bachelor of Arts, Major in Economics from the University of Santo Tomas. He has been with the Company since 1996**.**

**Bastiaan W. Hokke, 52**, Dutch, is ATI's Vice President for Group Operations. When he joined ATI in April 2011, he was the Vice President for ATI Batangas, Batangas Container Terminal and Inland Clearance Depot until September 2012. Prior to joining ATI, he worked at Port of Tanjung Pelepas in Malaysia as General Manager for Operations from 2005 to 2007. In 2007, he worked as Chief Operating Officer at Salalah Port services in Oman. From 2009 to 2011, he was appointed as Chief Services Officer in the said port. Mr. Hokke attended Erasmus University, Faculty of Law in Rotterdam. He also took up Account Management in the said university.

**Christopher Joe Styles, 45**, British, joined ATI in December 2013 as Vice President for Engineering. Prior to joining ATI, he worked at APM Terminals from September 2008 to November 2013 holding various positions in its terminals in Bahrain and Jordan. His last position was General Manager for Technical Services in Bahrain. Mr. Styles graduated in 2009 from University of Leicester with a Masters degree in Business Administration and in 1990 at the Lackham College with a Bachelor's Degree in Mechanical Engineering. He also holds a Greenbelt in Lean Six Sigma.

Note: The Securities Regulation Code requires any corporation with a class of equity shares listed for trading in an Exchange to have at least two (2) independent directors.

The nomination, pre-screening and election of independent directors were made in accordance with Section 38 of the Securities and Regulation Code, SRC Rule 38 (as amended), Article IV, Section 3 of the By-laws of the Corporation (as amended) and the Company's Revised Nominating Committee Guidelines.[5] The nominated independent directors have signified their acceptance of the nominations. The independent directors are nominated by a stockholder. The Company's Nomination Committee passes upon the qualifications of the nominee for independent director and ascertains that the nominee does not possess any of the disqualifications.

[5] The composition of the Nomination Committee is as follows: Rashed Ali Hassan Abdulla (Chairman), Eusebio H. Tanco, Felino A. Palafox, Jr., Artemio V. Panganiban and Kwok Leung Law. (Members).

As determined by the Company's Nomination Committee, the following are the qualified nominees for election to the Board of Directors[6] at the forthcoming Annual Stockholders' Meeting:

| Name | Age | Citizenship |
|---|---|---|
| 1. Suhail Al Banna | 56 | UAE |
| 2. Rashed Ali Hassan Abdulla | 43 | UAE |
| 3. Monico V. Jacob | 69 | Filipino |
| 4. Kwok Leung Law | 51 | Chinese |
| 5. Felino A. Palafox, Jr. | 64 | Filipino |
| 6. Arsenio N. Tanco | 86 | Filipino |
| 7. Eusebio H. Tanco | 66 | Filipino |
| 8. Flemming Dalgaard | 50 | Danish |
| 9. Teodoro L. Locsin, Jr.[7] *(Independent Director)* | 66 | Filipino |
| 10. Artemio V. Panganiban[8] *(Independent Director)* | 78 | Filipino |

2. Significant Employees

   All employees are expected to make reasonable contribution to the success of the business of the Company. There is no "significant employee" as defined in Part IV (A) (2) of SRC Rule 12 (i.e., a person who is not an executive officer of the registrant but who is expected to make a significant contribution to the business).

3. Family Relationships

   Mr. Arsenio N. Tanco, a director, is the uncle of Mr. Eusebio H. Tanco, President and Director.

   Except for the disclosure made above, there are no other family relationships among the directors and officers listed.

4. Pending Legal Proceedings

   The Company has no knowledge that the current members of its Board of Directors or its executive officers have been involved during the last five years up to the present in any

[6] The first eight (8) nominees for regular director receiving the highest number of votes and the first two (2) nominees for independent director receiving the highest number of votes shall be deemed elected.
[7] Stockholder Kwok Leung Law nominated Atty. Teodoro Locsin Jr. Atty. Locsin, Jr. is not related to the stockholder who nominated him.
[8] Stockholder ATI Holdings, Inc., through Mr. Kwok Leung Law nominated Justice Artemio Panganiban (ret.). Justice Panganiban is not related to the stockholder who nominated him.

legal case affecting/involving themselves and/or their properties before any court of law or administrative body in the Philippines or elsewhere, which are material to an evaluation of the ability or integrity of any of the said directors or executive officers. Also, the said persons have not been convicted by final judgment during the last five years up to the present of any offense punishable by the laws of the Philippines or of the laws of any other country.

5. Certain Relationships and Related Transactions

a) The Company renewed the management agreement with P & O Management Services, Phils., Inc. (POMS) for a period of five years from September 1, 2010 until August 31, 2015. Forty percent (40%) of the outstanding capital stock of POMS is owned by DP World Australia (POAL) Limited. As of February 28, 2015, POAL owns 17.32% of the total outstanding capital stock of ATI. In addition, POAL owns 100% of ATI Holdings, Inc. which owns 14.57% (as of February 28, 2015) of the outstanding capital stock of ATI. Other expenses are further discussed in Note 19 of the Audited Consolidated Financial Statements.

The Company avails of leases from Insurance Builders and Mar-Bay Homes, Inc. where Mr. Eusebio H. Tanco is Chairman, and Eujo Philippines, Inc. and Southern Textile Mills, Inc. where Mr. Tanco is the President. Insurance and health care services were also availed from Philippines First Insurance Co. and PhilCare where Mr. Eusebio H. Tanco is President and Mr. Arsenio N. Tanco is a Director.

Since February 2010, ATI has engaged Global Resource for Outsourced Workers, Inc. (now named GROW Vite Staffing Services, Inc. or Grow Vite), to provide manpower services for the Company. In November 2012, ATI Batangas has also engaged then GROW (now Grow Vite) for manpower services. Atty. Monico V. Jacob is the President of GROW Vite and Mr. Eusebio Tanco is its Chairman.

b) There is no director who has declined to stand for re-election to the Board of Directors since the date of the last annual meeting of stockholders because of disagreement with the Company on matters relating to operations, policies and practices.

## Item 6. Compensation of Directors and Executive Officers

1) The total annual compensation of the Company's President and the most highly compensated officers amounted to P64 million in 2014 and P58 million in 2013. The projected annual compensation in 2015 is P71 million.

The total annual compensation of all other officers and directors in 2014 amounted to P105 million and in 2013 amounted to P82 million. The projected annual compensation in 2015 is P118 million.

| | | (in millions of pesos) | | | |
|---|---|---|---|---|---|
| **Name and Principal Position** | **Year** | **Salary** | **Bonus** | **Other Annual Compensation** | **Total** |
| Eusebio H. Tanco<br>President/CEO | | | | | |
| Andrew R. Hoad<br>Executive Vice President | | | | | |
| Bastiaan W. Hokke<br>Vice President for Group Operations | | | | | |
| Rodolfo G. Corvite, Jr.<br>Vice President for Business Support Services | | | | | |
| Christopher Joe Styles<br>Vice President for Engineering | | | | | |
| CEO and most highly compensated officers | 2015 (Projected) | 58 | 13 | 0 | 71 |
| All other officers* and directors as a group unnamed | 2015 (Projected) | 95 | 23 | 0 | 118 |

**Managers and above*

| | | (in millions of pesos) | | | |
|---|---|---|---|---|---|
| **Name and Principal Position** | **Year** | **Salary** | **Bonus** | **Other Annual Compensation** | **Total** |
| Eusebio H. Tanco<br>President | | | | | |
| Andrew R. Hoad<br>Executive Vice President | | | | | |
| Rodolfo G. Corvite, Jr.<br>Vice President for Business Support Services | | | | | |
| Sean Perez<br>Vice President for Marketing and Commercial | | | | | |
| Bastiaan W. Hokke<br>Vice President for Group Operations | | | | | |
| CEO and most highly compensated officers | 2014 (Actual) | 53 | 11 | 0 | 64 |
| All other officers* and directors as a group unnamed | 2014 (Actual) | 84 | 21 | 0 | 105 |

**Managers and above*

| Name and Principal Position | Year | (in millions of pesos) | | | |
|---|---|---|---|---|---|
| | | Salary | Bonus | Other Annual Compensation | Total |
| Eusebio H. Tanco<br>President | | | | | |
| Andrew R. Hoad<br>Executive Vice President | | | | | |
| Rodolfo G. Corvite, Jr.<br>Vice President for HR,HSES and Administration | | | | | |
| Sean Perez<br>Vice President for Marketing and Commercial | | | | | |
| Bastiaan W. Hokke<br>Vice President for ATI Batangas, BCT and ICD | | | | | |
| CEO and most highly compensated officers | 2013 (Actual) | 50 | 8 | 0 | 58 |
| All other officers* and directors as a group unnamed | 2013 (Actual) | 71 | 11 | 0 | 82 |

**Managers and above*

2) The Directors do not receive compensation for services provided as a director other than reasonable per diems[9] for attendance at meetings of the Board and the Board Committees. This is in accordance with Article IV, Section 14 of the Company's By-Laws which states that "Except for reasonable per diems, directors, as such shall be entitled to receive only such compensation as may be granted to them by the vote of the stockholders representing at least two-thirds (2/3) of the outstanding capital stock at a regular or a special meeting of the stockholders. In no case shall the total yearly compensation of the directors, as such, exceed ten percent (10%) of the net income before income tax of the Company during the preceding year.

   The Board of Directors specified the duties and responsibilities of the elected Company officers. Other officers, whose duties and responsibilities are set by the Management, are considered regular employees of the Company.

3) There is no bonus, profit sharing, stock options, warrants, rights or other compensation plans or arrangements with directors and officers that will result from their resignation, retirement, termination of employment, or change in the control of the Company.

## Item 7. Independent Public Accountants

The accounting firm R. G. Manabat & Co.[10] served as the Company's external auditors for the last fiscal year. There was no change in or disagreement with the external auditors on accounting and financial disclosures. In 2013, Mr. Enrico Baluyut became the signing partner for ATI.

[9] Directors' per diem amounted to Php 2,725,000,000 (for 2014) and Php3,040,000.00 (for 2013). The Chairman receives Php60,000.00 per diem, for every board meeting attended, while members of the Board receive Php50,000.00. The President does not receive any per diem.
[10] In 2014, Manabat Sanagustin & Co. changed its name to R. G. Manabat & Co..

In accordance with the Company's Manual on Corporate Governance, the Audit Committee recommends the appointment of external auditors. The Audit Committee is composed of Atty. Teodoro L. Locsin, Jr. (independent director) as Chairman, Atty. Monico V. Jacob and Mr. Kwok Leung Law as members. The Board approved the Audit Committee's recommendation for the appointment of R.G. Manabat & Co. as external auditors and resolved to submit the approval of the appointment to the stockholders during the annual stockholders' meeting.

Representatives of R.G. Manabat & Co. will be present during the scheduled stockholders' meeting and will be given the opportunity to make a statement if they desire to do so. It is also expected that the attending representatives will be able to respond to appropriate questions.

**Items 8 to 14**
Not Applicable

## D. OTHER MATTERS

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

a) The approval of the minutes of the annual stockholders' meeting held on April 24, 2014 will be taken up during the meeting. No matters arising from the said minutes of meetings shall be taken up during the April 23, 2015 annual meeting.

The matters taken up during the April 24, 2014 annual stockholders' meeting were as follows:

1. Call to Order
2. Proof of Notice and Quorum
3. Approval of the Minutes of the Annual Stockholders' Meeting held on April 25, 2013
4. Chairman's Address
5. Election of Directors
6. Approval of the Audited Financial Statements for the Year Ended December 31, 2013
7. Appointment of Independent Auditors
8. Amendment of the Articles of Incorporation
9. Approval and Ratification of the Acts of the Board and the Management during the year 2013
10. Other Matters

10 Adjournment

SUMMARY OF THE MINUTES OF THE19th ANNUAL STOCKHOLDERS' MEETING OF ASIAN TERMINALS, INC.
(April 24, 2014, 2:00pm)
Diamond Ballroom, Diamond Hotel
Manila

Upon the request of the Chairman, the Company President, Mr. Eusebio H. Tanco presided and called the meeting to order at 2:00 p.m. The Corporate Secretary, Atty. Rodolfo Corvite, Jr. certified that written notices were sent to all stockholders in accordance with the By-Laws and that there was quorum, for which stockholders representing shares 1,656,966,526 or 82.85% of the outstanding capital stock of the company were present either in person or represented by proxy.

The Minutes of the Annual Stockholders' Meeting held on April 25, 2013 were approved.

The Chairman, Mr. Rashed Ali Hassan Abdulla delivered his yearly message where he reported that year 2013 ushered a remarkable period of growth and resiliency for the Philippines. Year 2013 emphasized the fundamental strength of Asian Terminals' diverse business base and operated against the backdrop of contrasting international and local trade environments. This was reflected in the robust flow of domestic and general cargoes as compared to the more conservative international container segment, a trend shared throughout the Port of Manila.

ATI delivered a solid and respectable full year performance in 2013 while maintaining a steady course towards long-term growth and operational sustainability. The Chairman reported that ATI capped 2013 with total revenues growing by 5.6 percent to Php6.6 billion. While net income reached Php1.2 billion which declined by 29 percent from 2012, on account of a change in accounting policy in relation to the fixed concession fees with government. Excluding the impact of such change, net income grew to Php1.7 billion.

The Chairman further reported that despite the significant increase in concession fees that was a new cost factor in 2013, ATI was able to avoid a backward step in earnings while delivering the extended concession period that sets the stage for continuous large-scale investments that would ensure service reliability and sustainability for our business in the long-term.

In 2013, the Company's traded stocks at the local bourse rose 39 percent to Php12.72 from Php9.14 the previous year. This translates to ATI's capacity to grow shareholder value and consistently provide robust dividends to the stockholders, capped by releases of Php700 million in 2013.

The Chairman announced that in the Board of Directors meeting earlier held, the Board approved to declare a cash dividend of **35 CENTAVOS** per share or a total of **700 MILLION PESOS**, payable on June 6, 2014 to stockholders of record as of May 13, 2014.

The Chairman further reported that ATI will make capital investments of Php6.6 billion over the next three years. For 2014, ATI shall spend a minimum of Php2.2 billion to ensure that vital economic assets within and outside Manila deliver the service efficiency needed by the expanding Philippine economy.

While fortifying the current port portfolio, ATI is exploring new opportunities and growth frontiers for ATI, locally or overseas.

The Chairman expressed gratitude to the customers, stockholders, hardworking colleagues on the Board, highly skilled employees and to the port authorities, industry federations and other stakeholders for continued support.

After the Chairman's Message, the meeting proceeded with the election of the ten (10) nominees to the Board, Messrs. Rashed Ali Hassan Abdulla, Eusebio H. Tanco, Suhail Al Banna, Kwok Leung Law, Flemming Dalgaard, Monico V. Jacob, Arsenio N. Tanco and Felino A. Palafox, Jr. Messrs. Teodoro L. Locsin Jr. and Artemio V. Panganiban were elected as independent directors.

Thereafter, the stockholders approved the audited financial statements for the year ended December 31, 2013 and the appointment of R.G. Manabat & Co. as the Company's independent auditors.

The stockholders further approved the amendment to the Articles of Incorporation consisting of:
a) Second Article of the Primary Purpose which allows ATI to expand and engage in business, local or overseas.
b) Third Article pursuant to the requirement of SEC Memorandum Circular No. 6 series of 2014[11] amending the principal office address of ATI.

Lastly, the stockholders approved and ratified the acts of the Board and the Management for 2013.

There being no further questions or business to discuss, and upon motion duly made and seconded, the meeting was adjourned at 2:30 p.m.

b) The approval of the audited financial statements and supplementary schedules to such financial statements will also be taken up during the meeting.

c) The Management seeks the approval and ratification by the stockholders of all the acts of the Board and the Management during the year 2014. These are reflected in the minutes of the meetings of the Board of Directors, in the reports to the Philippines Stock Exchange and the Securities and Exchange Commission. The affirmative vote of a majority of the stockholders is necessary for the ratification of all acts of the Board and the Management, which are as follows:

**February 24, 2014**

Approval of the minutes of the previous meeting; Setting of the date, time, venue and agenda of the 2014 Annual Stockholders' Meeting and record date, closing of stock and transfer book; Approval of 2013 audited financial statements; Re-appointment of R.G.Manabat & Co. as independent auditors for 2014; Approval of capital expenditures; Amendment of Second Article on Primary Purpose of the Articles of Incorporation which allows ATI to expand and engage in business whether local or overseas; and cancellation or replacement of corporate nominee in club membership.

[11] SEC Memorandum Circular No. 6 series of 2014 pertains to the Amendment of the Principal Office of registered corporations.

**April 24, 2014**

Approval of the minutes of the previous meeting; Approval of capital expenditures; Declaration of cash dividends, setting of record and payment dates; Approval of the amendment to the Third Article of the Articles of Incorporation pursuant to the requirement of SEC Memorandum Circular No. 6 series of 2014 amending the principal office address of ATI; Authorities given to a) additional signatories to the Consortium Project in the Tibar Bay Port Project, b) officers to engage external counsel outside the Philippines relative to the Tibar Bay Project, c) officers to represent ATI, transact, sign, execute and deliver documents on BIR Accreditation, d) cancel and replace corporate nominee in club membership, to sell one share and authorize signatories, e) apply a credit line in New World Hotel and designating signatories thereto.

**June 4, 2014**

Designation of signatory to the Verification and Certification of a Petition for Review on certiorari filed in the Supreme Court where ATI is a party.

**August 28, 2014**

Approval of the minutes of the previous meetings; Approval of the capital expenditures; Authorities given to a) officers as signatories to sign verification and forum shopping certification in civil, labor or criminal cases filed by or against ATI in any court or quasi judicial agency at any stage of the proceedings, b) to renew the Client Profile Registration System (CPRS) E2M and designating signatories, c) appointment of Mr. Simon Waterman as Assistant Vice President for BCT Operations and HSES subject to compliance with requirements of the Department of Labor and Employment (DOLE) and the Bureau of Immigration (BoI), c) designated officer to transact, sign and deliver document and papers relative to application or renewal of alien work permits and visa requirements as may be required by DOLE and BoI .

**November 25, 2014**

Approval of the minutes of the previous meeting; Approval of authority to proceed with the Corporate Responsibility initiative or the Cribs Orphanage Construction and to release the amount of Php15.5M in relation to the project and designating the officers authorized to transact, represent and sign for the corporation; Approval of the recommendations of the Compensation Committee; Approval of capital expenditures; Approval and ratification of the authority to enter into agreement with Southern Textile Mills, Inc. as an additional empty handling facility and the authorities of the designated officers who signed for the company; Cancellation and replacement of corporate nominee in club membership.

**December 19, 2014**

Review and approval of the 2015 Budget; approval of the amendments to the ATI Manual on Corporate Governance.

**Items 16**
Not applicable.

**Items 17. Amendment of Charter, Bylaws or Other Documents**
Not applicable.

**Item 18**
Not applicable.

**Item 19. Voting Procedures**

a) Voting requirement for approval or election

Article III Section 7 of the By-Laws of the Company provides that at all meetings of the stockholders, all elections and all questions shall be decided by the majority vote of the stockholders present in person or by proxy and entitled to vote thereat, a quorum being present, except in cases otherwise provided by statute.

Each stockholder shall have one vote for each share of stock entitled to vote and recorded in his name in the books of the Company.

b) The method by which the votes will be counted.

Votes shall be counted in accordance with the provisions of Article III Section 7 of the By-Laws of the Corporation:

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

The auditors from R.G. Manabat & Co. will assist in the counting of votes.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information statement set forth in this report is true, complete and correct. This report is signed in the City of Manila on 24 March 2015.

**RODOLFO G. CORVITE, JR.**
Corporate Secretary and Compliance Officer

**MANAGEMENT REPORT**
**(UNDER RULE 20.4, AMENDED IRR OF THE SRC)**

## Management's Discussion and Analysis

Revenues for the year ended December 31, 2014 of P8,241.1 million grew by 25.4% from P6,573.5 million in 2013. Revenues were higher than last year due to the following: 1) higher international containerized cargo volumes in Batangas Container Terminal, up by 762.5% from last year; 2) higher volumes handled in Port of Batangas; and 3) higher revenues from Inland Clearance Depot. On the other hand, revenues from South Harbor international non-containerized cargo decreased by P1.4 million or 0.4% due to lower volume.

Cost and expenses in 2014 totaled P5,253.4 million, 29.0% higher than the P4,070.9 million in 2013. Port authorities' share in gross revenues increased by 48.4% to P1,655.2 million in 2014 from P1,115.6 million in 2013 following higher revenues. Labor costs went up by 12.6% to P978.9 million in 2014 from P869.1 million in 2013 due to increased manpower requirements to support higher volumes handled and salary rate increases. Depreciation and amortization in 2014 of P862.0 million were higher by 10.9% compared to P776.9 million in 2013 on account of additions to intangible assets and property and equipment. Equipment running costs grew by 12.8% to P541.6 million in 2014 from P480.1 million in 2013 due to higher repairs and maintenance and parts replacement costs for cargo handling equipment and higher fuel costs brought about by truck ban port congestion. Taxes and licenses of P215.6 million in 2014 went up by 27.6% from P169.0 million in 2013 due to higher realty tax on account of increased real property (land) valuation (Ordinance No. 8330), declaration of additional areas and equipment and higher tax rate. Security, health, environment and safety costs in 2014 increased by 57.1% to P152.4 million from P97.0 million in 2013 due to additional security posts for additional areas as part of expansion, truck ban port congestion management and increased industrial safety focus. Rentals of P171.0 million in 2014 rose by 85.1% from P92.4 million in 2013 due to higher equipment rentals relative to higher volumes and additional space rentals. Management fees in 2014 of P115.9 million were higher by 36.1% compared to P85.2 million in 2013 following higher net income. Facilities-related expenses in 2014 went up by 13.0% to P159.8 million from P141.5 million in 2013 due to higher utilities, lightings and building maintenance expenses, and higher IT costs. Professional fees in 2014 of P52.4 million were higher by 93.3% compared to P27.1 million in 2013 on account of higher consultancy and recruitment fees. Other expenses in 2014 totaled P227.7 million, up by 153.0% from P90.0 million last year, as last year included reversal of excess provisions for claims relating to cargo, labor, and civil cases and this year included higher expenses related to corporate responsibility and provisions for obsolescence.

On the other hand, Insurance in 2014 amounted to P74.9 million, 4.5% down from P78.5 million in 2013 due to lower property insurance premiums. General transport costs declined by 5.8% to P41.8 million in 2014 from P44.3 million in 2013 on account of lower trucking costs in Sta. Mesa Empty Depot.

Finance costs in 2014 increased by 14.8% to P540.5 million from P470.8 million in 2013 mainly due to higher interest expense on port concession rights payable. Finance income decreased by 39.7% to P32.2 million in 2014 from P53.4 million in 2013 due to lower interest rates for money market placements. Others-net amounted to P181.3 million while in 2013, Others-net amounted to negative P426.8 million. This account includes unrealized forex gains of P121.8 million in 2014 and unrealized forex losses of P524.9 million in 2013 resulting from revaluation of dollar-denominated concession rights payable. Also, this account includes fair value losses on a cash flow hedge, which commenced on July 1, 2014.

Income before income tax amounted to P2,660.7 million in 2014, 60.4% higher than P1,658.3 million in 2013. Provision for income tax in 2014 increased by 67.7% to P759.3 million from P452.8 million in 2013.

Net income for the year ended December 31, 2013 of P1,901.3 million was 57.7% above the P1,205.5 million last year. Earnings per share was up to P0.95 in 2014 from P0.60 in 2013. Without the foreign exchange impact – as per accounting rules brought in from 2013 – net income would have been P1,846.1 million, up 17.8% from P1,567.5 million in 2013 on a like-for-like basis.

**Plans for 2015**

Asian Terminals Inc. is continuously upgrading the efficiencies and capabilities of its containerized cargo, non-containerized cargo and passenger handling facilities in Manila and Batangas as it keeps these vital port assets responsive to the needs of major industries and supportive of the growth of Philippine economy.

At the core of this is ATI's programmed capital investments worth Php2.8 billion for 2015 with planned acquisition of more container-handling equipment, rehabilitation of piers, upgrade of port systems and technologies and development of new container storage areas within the Manila South Harbor expanded port zone. All these form part of ATI's investments commitments with the Philippine Ports Authority.

Aside from these, efforts in promoting the Batangas Container Terminal as the best alternative gateway to Manila ports will be continued, with keen focus on encouraging carriers to deploy network tonnage with a frequency required by shippers and appending market share in the Cavite, Laguna, Batangas, Rizal and Quezon (Calabarzon) region, for which the port was primarily built to serve.

Further, ATI is keeping its eyes open for more business growth drivers, including exploring new port operations locally or overseas, given the right opportunity. ATI shall continue to maximize its resources, its expertise and management capabilities in bringing its competencies where the growth potential is promising and where it could deliver greater value to its customers and stakeholders.

**Consolidated Financial Condition**

Total assets as of December 31, 2014 grew by 6.5% to P19,870.7 million from P18,649.3 million as of December 31, 2013. Total current assets as of December 31, 2014 increased by 27.5% to P4,723.2 million from P3,705.4 million as of December 31, 2013. Cash and cash equivalents of P3,606.9 million as of December 31, 2013 were higher by 31.2% compared to P2,750.1 million as of December 31, 2013. Trade and other receivables-net as of December 31, 2014 rose by 31.2% to P478.8 million from P365.0 million as of December 31, 2013 on account of higher revenues for the period. Spare parts and supplies-net as of December 31, 2014 of P194.3 million went up by 3.2% from P188.2 million as of December 31, 2013 in support of operational requirements and equipment maintenance program. Prepaid expenses of P443.2 million as of December 31, 2014 increased by 10.2% from P402.2 million as of December 31, 2013.

Total non-current assets amounted to P15,147.5 million as of December 31, 2014, 1.4% higher compared to P14,943.9 million as of December 31, 2013. Property and equipment-net grew by 33.3% to P455.6 million as of December 31, 2014 from P341.7 million as of December 31, 2013. Additions to property and equipment which were not subject of the service concession arrangement totaled P163.5 million. Intangible assets-net increased by 0.2% to P14,175.4 million as of December 31, 2014 from P14,153.2 million as of December 31, 2013. Acquisitions of intangible assets which consisted of civil works and cargo handling equipment that were subject of the service concession arrangement amounted to P853.0 million in 2014, which was partly offset by amortization for the period. Deferred tax assets-net went up by 26.6% to P386.9 million as of December 31, 2014 from P305.7 million as of

December 31, 2013 resulting from the additional deferred tax on concession rights payable. Other noncurrent assets as of December 31, 2014 decreased by 18.0% to P70.2 million from P85.5 million as of December 31, 2013 due to amortization of input taxes on additions to property and equipment and intangible assets.

Total liabilities increased by 1.4% to P9,873.3 million as of December 31, 2014 from P9,734.0 million as of December 31, 2013. Trade and other payables as of December 31, 2014 totaled P1,861.7 million, 6.2% higher than P1,752.2 million as of December 31, 2013. Trade and other payables are covered by agreed payment schedules. Provision for claims went down by 2.5% to P50.8 million as of December 31, 2014 from P52.1 million as of December 31, 2013 due to settlement of claims. Income and other taxes payable went up by 23.9% to P209.6 million as of December 31, 2014 from P169.1 million as of December 31, 2013 on account of income tax for the period. Port concession rights payable (current and noncurrent) as of December 31, 2014 totaled P7,629.4 million, 0.8% below the P7,694.7 million as of December 31, 2013 due to payments of PPA fixed fees. Pension liability as of December 31, 2014 of P121.8 million were higher by 84.7% compared to P66.0 million as of December 31, 2013.

**Consolidated Cash Flows**

Net cash provided by operating activities amounted to P3,133.5 million in 2014, higher by 9.6% vs. P2,858.2 million in 2013 due to higher operating income.

Net cash used in investing activities in 2014 of P963.0 million were lower by 49.4% compared to P1,902.7 million in 2013. Last year included the initial recording of the concession rights asset (intangibles) following the change in accounting policy in relation to fixed concession fees.

Cash used in financing activities in 2014 of P1,309.6 million were 6.8% higher than the P1,226.4 million in 2013 mainly due to payments of PPA fixed fees for the period. Cash dividends paid in 2014 amounted to P700.0 million, the same amount paid in 2013.

**Adoption of New or Revised Standards, Amendments to Standards and Interpretation**

Except as otherwise indicated, the adoption of the amendments to standards did not have any significant impact on the Group's consolidated financial statements.

- *Offsetting Financial Assets and Financial Liabilities (Amendments to* PAS 32*).* These amendments clarify that: (a) an entity currently has a legally enforceable right to set-off if that right is not contingent on a future event and enforceable both in the normal course of business and in the event of default, insolvency or bankruptcy of the entity and all counterparties; and (b) gross settlement is equivalent to net settlement if and only if the gross settlement mechanism has features that eliminate or result in insignificant credit and liquidity risk and process receivables and payables in a single settlement process or cycle.
- *Recoverable Amount Disclosures for Non-Financial Assets (Amendments to* PAS 36*).* These narrow-scope amendments to PAS 36 address the disclosure of information about the recoverable amount of impaired assets if that amount is based on fair value less costs of disposal. The amendments clarified that the scope of those disclosures is limited to the recoverable amount of impaired assets that is based on fair value less costs of disposal.
- *Novation of Derivatives and Continuation of Hedge Accounting (Amendments to* PAS 39*).* The amendments allow hedge accounting to continue in a situation where a derivative, which has been designated as a hedging instrument, is novated to effect clearing with a central counterparty as a result of laws or regulation, if specific conditions are met (in this context, a novation indicates that parties to a contract agree to replace their original counterparty with a new one).

- *Philippine Interpretation* IFRIC 21 *Levies*. This interpretation provides guidance on accounting for levies in accordance with the requirements of PAS 37 *Provisions, Contingent Liabilities and Contingent Assets*. The interpretation confirms that an entity recognizes a liability for a levy when, and only when, the triggering event specified in the legislation occurs. An entity does not recognize a liability at an earlier date even if it has no realistic opportunity to avoid the triggering event. Other standards should be applied to determine whether the debit side is an asset or expense. Outflows within the scope of PAS 12 *Income Taxes*, fines and penalties, and liabilities arising from emission trading schemes are explicitly excluded from the scope.

**New or Revised Standards and Amendments to Standards Not Yet Adopted**

A number of new standards and amendments to standards are effective for annual periods beginning after January 1, 2014. However, the Group has not applied the following new standard in preparing these consolidated financial statements. PFRS 9 is not expected to have a significant impact on the Group's consolidated financial statements.

- PFRS 9 *Financial Instruments*. PFRS 9, published in July 2014, replaces the existing guidance in PAS 39 *Financial Instruments: Recognition and Measurement*. PFRS 9 includes revised guidance on the classification and measurement of financial instruments, including a new expected credit loss model for calculating impairment on financial assets, and the new general hedge accounting requirements. It also carries forward the guidance on recognition and derecognition of financial instruments from PAS 39. PFRS is effective for annual reporting periods beginning on or after January 1, 2018, with early adoption permitted.

The following new or amended standards are not expected to have a significant impact on the Group's consolidated financial statements:

- *Clarification of Acceptable Methods of Depreciation and Amortization* (Amendments to PAS 16 and PAS 38).
- *Annual Improvements to* PFRSs 2010-2012 Cycle.
- *Annual Improvements to* PFRSs 2011-2013 Cycle.

**Other information:**

- The Company's businesses are affected by the local and global trade environment. Factors that could cause actual results of the Company to differ materially include, but are not limited to:
    - material adverse change in the Philippine and global economic and industry conditions;
    - natural events (earthquake, typhoons and other major calamities); and
    - material changes in exchange rates.
- There was no known trend, event or uncertainty that had or may have a material impact on liquidity and on revenues or income from continuing operations. There was no known event that may cause a material change in the relationships between costs and revenues.
- There was no seasonal factor that had a material effect on the financial condition and results of operations.
- There was no event that will trigger direct or contingent financial obligation that is material to the Company, including any default or acceleration of an obligation.
- Except for the commitments and contingencies mentioned in Note 22 of the consolidated financial statements, the Company has no knowledge of any material off-balance sheet (statement of financial position) transactions, arrangements, obligations and other relationships of the Company with unconsolidated entities or other persons created during the reporting period that would address the past and would have material impact on future operations.
- Projected capital expenditures for 2015 is P2.8 billion, which includes yard and berth development as well as equipment acquisition. The capital expenditure will strengthen

the Company's operations and capability to handle growth and will be sourced from internal funds.

**Key Performance Indicators (KPIs)**

KPIs discussed below were based on consolidated amounts as portions pertaining to the Company's subsidiary, ATI Batangas, Inc. (ATIB) were not material. As of end 2014:

- ATIB's total assets were only 4.2% of the consolidated total assets
- Income before other income and expense from ATIB was only 9.0% of consolidated income before other income and expense*. [1]

| Consolidated KPI | Manner of Calculation | 2014 | 2013 | Discussion |
|---|---|---|---|---|
| Return on Capital Employed | Percentage of income before interest and tax over capital employed | 17.4% | 15.3% | Increase resulted from higher income before other income (expense) during the period. |
| Return on Equity attributable to equity holders of the parent | Percentage of net income over equity attributable to equity holders of the parent | 20.1% | 13.9% | Increase due to higher net income. |
| Current ratio | Ratio of current assets over current liabilities | 2.09 : 1.00 | 1.77 : 1.00 | Increase due to higher current asset. |
| Asset to equity ratio | Ratio of total assets over equity attributable to equity holders of the parent | 1.99 : 1.00 | 2.09 : 1.00 | Decrease due to higher equity. |
| Debt to equity ratio | Ratio of total liabilities over equity attributable to equity holders of the parent | 0.99 : 1.00 | 1.09 : 1.00 | Decrease due to higher equity. |
| Days Sales in Receivables (DSR) | Gross trade receivables over revenues multiplied by number of days | 12 days | 15 days | Due to improved collection efforts. |
| *Reportable Injury Frequency Rate (RIFR)[2] | Number of reportable injuries within a given accounting period relative to the total number of hours worked in the same accounting period. | 1.95 | 2.24 | Improved as a result of extensive safety campaign and strict implementation of policy on health, safety and environment. |

[1] Income before other income and expense is defined as income before net financing costs, net gains on derivative instruments and others.

[2] RIFR is the new KPI for injuries introduced in 2014 to replace LTIFR. RIFR is a more stringent KPI as it covers not only Lost Time Injuries (LTIs) but also Medical Treatment Injuries (MTIs) and Fatalities incidents.

**Summary of Selected Financial Data (in millions)**

| *Description* | *Year ended December 31, 2014* | *Year ended December 31, 2013* |
|---|---|---|
| *Revenues* | *P 8,241.1* | *P 6,573.5* |
| *Net income* | *1,901.3* | *1,205.5* |
| *Total assets* | *19,870.7* | *18,649.3* |
| *Total liabilities* | *9,873.3* | *9,734.0* |

**Years ended December 31, 2013 and 2012**

Revenues for the year ended December 31, 2013 of P6,573.5 million went up by 5.6% from P6,227.7 million last year. Revenues from South Harbor international containerized cargo grew by P304.2 million or 6.0% brought about by higher vessel related and cargo-related revenues per unit of cargo. Revenues from South Harbor international non-containerized cargo increased by P79.2 million or 32.7% due to higher volume and higher cargo-related revenues per unit. Revenues from Port of Batangas were higher by P64.4 million or 13.8% due to higher volumes. Revenues from Batangas Container Terminal increased by P43.2 million or 382.8% due to volume growth of 35% and additional rental income. On the other hand, revenues from South Harbor domestic terminal operations and Inland Clearance Depot declined by P113.7 million or 33.1% and P30.8 million or 37.6% due to lower volumes.

Cost and expenses went up by 5.9% to P4,070.9 million in 2013 from P3,845.9 million in 2012. Port authorities' share in gross revenues increased by 14.7% to P1,115.6 million in 2013 from P972.5 million in 2012 following higher revenues and higher percentage share. Labor costs in 2013 amounted to P869.1 million, 1.5% higher compared to P856.1 million in 2012 due to rate increases. Depreciation and amortization in 2013 of P776.9 million were higher by 7.8% compared to P720.5 million in 2012 on account of amortization of additional concession rights and intangible assets. Equipment running costs were up by 1.0% to P480.1 million in 2013 from P475.1 million in 2012 due to higher repairs and maintenance and parts replacement costs for quay cranes (QCs) and rubber-tired gantries (RTGs) mitigated by lower fuel and electricity costs. Taxes and licenses of P169.0 million in 2013 were up by 17.1% from P144.3 million in 2012 due to higher business taxes. Security, health, environment and safety costs in 2013 rose by 22.2% to P97.0 million from P79.4 million in 2012 due to higher security costs brought about by rate increases, additional security posts and higher safety costs resulting from the enhancement of safety requirements. Rentals of P92.4 million in 2013 grew by 47.6% from P62.6 million in 2012 on account of higher forklift and space rentals. Professional fees in 2013 increased by 14.6% to P27.1 million from P23.7 million in 2012 on account of higher surveyors' costs and recruitment fees.

On the other hand, Management fees in 2013 of P85.2 million were lower by 16.8% compared to P102.4 million in 2012 on account of lower net income. Insurance in 2013 of P78.5 million decreased by 6.2% from P83.6 million in 2012 due to savings in insurance premiums. Facilities-related expenses of P141.5 million in 2013 went down by 9.1% from P155.5 million in 2012 due to lower maintenance costs for pavements and lightings. General transport costs declined by 13.0% to P44.3 million in 2013 from P51.0 million in 2012 on account of lower trucking costs. Other expenses in 2013 totaled P90.0 million, 21.5% below than P114.6 million in 2012, due to reversal of excess provisions for claims relating to cargo, labor, and civil cases.

Finance costs in 2013 increased by 95.9% to P470.8 million from P240.3 million in 2012 mainly due to additional interest cost on port concession rights payable brought about by the new concession rights in South Harbor in 2013. Finance income decreased by 22.2% to P53.4 million in 2013 from P68.7 million in 2012 due to lower average balance of cash and cash equivalents and lower interest income rates. In 2013, Other expenses-net amounted to P426.8 million, while in 2012, Other income-net totaled P178.7 million. Due to a change in accounting policy, included in these amounts were unrealized foreign exchange losses of P517.1 million in 2013 and unrealized foreign exchange gains of P145.0 million in 2012 resulting from the revaluation of outstanding port concession rights payable.

Income before income tax in 2013 of P1,658.3 million were lower by 30.6% vs. P2,388.9 million in 2012 and is attributable to higher financing charges and unrealized foreign exchange losses in relation to the change in accounting policy for fixed fees paid to the grantor. Provision for income tax in 2013 decreased by 33.8% to P452.8 million from P683.8 million in 2012.

The Company's net income for the year ended December 31, 2013 of P1,205.5 million was lower by 29.3% compared to P1,705.1 million last year. Excluding the impact of change in accounting policy for fixed fees paid to the grantor, net income would have been increased by 1.1% from P1,678.3 million in 2012 to P1,696.6 million in 2013 (see discussion on Changes in Accounting Policies). Further, the Company had to absorb a significant increase in Port authorities' share in 2013. Without the impact of this increase, net income would have grown by 11.0%. Earnings per share was down to P0.60 in 2013 from P0.85 in 2012.

**Consolidated Financial Condition**

Total assets as of December 31, 2013 totaled P18,649.3 million, 58.5% higher than P11,768.3 million as of December 31, 2012 mainly due to increase in Intangible assets-net brought about by additional port concession rights asset and investments in port infrastructure and equipment in South Harbor. Total current assets as of December 31, 2013 decreased by 0.4% to P3,705.4 million from P3,719.7 million as of December 31, 2012. Cash and cash equivalents of P2,750.1 million as of December 31, 2013 were lower by 8.9% compared to P3,019.2 million as of December 31, 2012 due to acquisitions of property and equipment and intangibles and higher amortization of port concession rights payable following the increase in fixed fees paid to the grantor. Trade and other receivables-net as of December 31, 2013 increased by 28.4% to P365.0 million from P284.3 million as of December 31, 2012 on account of higher revenues. Spare parts and supplies-net as of December 31, 2013 of P188.2 million went down by 2.3% from P192.6 million as of December 31, 2012. Prepaid expenses of P402.2 million as of December 31, 2013 were up by 79.9% from P223.6 million as of December 31, 2012 due to unamortized portion of prepaid real property and business taxes and unapplied input taxes.

Total non-current assets amounted to P14,943.9 million as of December 31, 2013, 85.7% up from P8,048.7 million as of December 31, 2012. Property and equipment-net decreased by 21.6% to P341.7 million as of December 31, 2013 from P435.8 million as of December 31, 2012 following a reclassification to Intangibles-net of computer equipment identified as part of the concession arrangement with PPA amounting to P207.8 million. Intangible assets-net grew by 93.7% to P14,153.2 million as of December 31, 2013 from P7,306.2 million as of December 31, 2012 due to additional port concession rights following the change in accounting policy for fixed fees paid to the grantor. Also, acquisitions of intangible assets which consisted of civil works and cargo handling equipment that were subject of the service concession arrangement amounted to P1,615.0 million in 2013. Deferred tax assets-net increased by 113.6% to P305.7 million as of December 31, 2013 from P143.1 million as of December 31, 2012 mainly due to impact of change in accounting policy for fixed fees paid to grantor. Other noncurrent assets as of December 31, 2013 went down by 12.3% to P85.5 million from P97.5 million as of December 31, 2012 due to lower noncurrent input taxes.

Total liabilities went up by 185.0% to P9,734.0 million as of December 31, 2013 from P3,414.8 million as of December 31, 2012 due to increase in port concession rights payable.

Trade and other payables of P1,752.2 million as of December 31, 2013 were higher by 45.4% compared to P1,204.9 million as of December 31, 2012. Trade and other payables are covered by agreed payment schedules. Provision for claims declined by 36.4% to P52.1 million as of December 31, 2013 from P81.9 million as of December 31, 2012 due to reversal of excess provisions for claims relating to cargo, labor, and civil cases. Income and other taxes payable went down by 3.7% to P169.1 million as of December 31, 2013 from P175.6 million as of December 31, 2012.

**Consolidated Cash Flows**

Net cash provided by operating activities amounted to P2,858.2 million in 2013, up by 23.0% from P2,323.9 million in 2012.

Net cash used in investing activities increased by 117.5% to P1,902.7 million in 2013 from P874.8 million in 2012. Funds used in acquisitions of property and equipment and intangible assets totaled P1,979.6 million in 2013, 116.2% higher against P874.8 million in 2012.

Cash used in financing activities in 2013 of P1,226.4 million were 31.1% higher than P935.7 million in 2012. Cash dividends paid were P700 million and P600 million in 2013 and 2012, respectively.

**Changes in Accounting Policies**

Except as otherwise indicated, the adoption of the amendments to standards and interpretations did not have any significant impact on the Group's consolidated financial statements.

- *Presentation of Items of Other Comprehensive Income (Amendments to PAS 1).* The amendments: (a) require that an entity present separately the items of other comprehensive income that would be reclassified to profit or loss in the future if certain conditions are met from those that would never be reclassified to profit or loss; (b) do not change the existing option to present profit or loss and other comprehensive income in two statements; and, (c) change the title of the statement of comprehensive income to the statement of profit or loss and other comprehensive income. However, an entity is still allowed to use other titles. The amendments do not address which items are presented in other comprehensive income or which items need to be reclassified. The requirements of other PFRSs continue to apply in this regard.

  As a result of the amendments to PAS 1, the Group has modified the presentation of Other Comprehensive Income in its consolidated statements of comprehensive income to present separately items that would be reclassified to profit or loss from those items that would never be reclassified to profit or loss. Comparative information has been represented accordingly.

- *Disclosures: Offsetting Financial Assets and Financial Liabilities (Amendments to PFRS 7)*. These amendments include minimum disclosure requirements related to financial assets and financial liabilities that are: (a) offset in the statement of financial position; or (b) subject to enforceable master netting arrangements or similar agreements. They include a tabular reconciliation of gross and net amounts of financial assets and financial liabilities, separately showing amounts offset and not offset in the statement of financial position.

- PFRS 10, *Consolidated Financial Statements.* PFRS 10 introduces a new approach to determining which investees should be consolidated and provides a single model to be applied in the control analysis for all investees. An investor controls an investee when: (a) it is exposed or has rights to variable returns from its involvement with that investee; (b) it has the ability to affect those returns through its power over that investee; and (c) there is a link between power and returns. Control is reassessed as facts and circumstances change. PFRS 10 supersedes PAS 27 (2008), *Consolidated and Separate Financial*

*Statements* and Philippine Interpretation SIC-12, *Consolidation - Special Purpose Entities.*

The Group concluded that it has control over ATIB as its subsidiary and therefore has continuously consolidated its account, while the Group remains to account SCIPSI as its associate using the equity method.

- PFRS 12, *Disclosure of Interests in Other Entities.* PFRS 12 contains the disclosure requirements for entities that have interests in subsidiaries, joint arrangements (i.e., joint operations or joint ventures), associates and/or unconsolidated structured entities, aiming to provide information to enable users to evaluate the nature of, and risks associated with, an entity's interests in other entities; and the effects of those interests on the entity's financial position, financial performance and cash flows.

- *Consolidated Financial Statements, Joint Arrangements and Disclosure of Interests in Other Entities: Transition Guidance (Amendments to PFRS 10, PFRS 11, and PFRS 12).* The amendments simplify the process of adopting PFRSs 10 and 11, and provide relief from the disclosures in respect of unconsolidated structured entities. Depending on the extent of comparative information provided in the financial statements, the amendments simplify the transition and provide additional relief from the disclosures that could have been onerous. The amendments limit the restatement of comparatives to the immediately preceding period; this applies to the full suite of standards. Entities that provide comparatives for more than one period have the option of leaving additional comparative periods unchanged. In addition, the date of initial application is now defined in PFRS 10 as the beginning of the annual reporting period in which the standard is applied for the first time. At this date, an entity tests whether there is a change in the consolidation conclusion for its investees.

- PFRS 13, *Fair Value Measurement.* PFRS 13 replaces the fair value measurement guidance contained in individual PFRSs with a single source of fair value measurement guidance. It defines fair value, establishes a framework for measuring fair value and sets out disclosure requirements for fair value measurements. It explains how to measure fair value when it is required or permitted by other PFRSs. It does not introduce new requirements to measure assets or liabilities at fair value nor does it eliminate the practicability exceptions to fair value measurements that currently exist in certain standards.

  In accordance with the transitional provisions of PFRS 13, the Group has applied the new fair value measurement guidance prospectively and has not presented comparative information for new disclosures.

- PAS 28, *Investments in Associates and Joint Ventures* (2011). PAS 28 (2011) supersedes PAS 28 (2008), *Investments in Associates*. PAS 28 (2011) makes the following amendments: (a) PFRS 5, *Non-current Assets Held for Sale and Discontinued Operations* applies to an investment, or a portion of an investment, in an associate or a joint venture that meets the criteria to be classified as held for sale; and, (b) on cessation of significant influence or joint control, even if an investment in an associate becomes an investment in a joint venture or vice versa, the entity does not remeasure the retained interest.

- *Annual Improvements to PFRSs 2009 - 2011 Cycle - various standards* contain amendments to 5 standards with consequential amendments to other standards and interpretations. The following are the said improvements or amendments to PFRSs:

  - PAS 1 *Presentation of Financial Statements - Comparative Information beyond Minimum Requirements.* This is amended to clarify that only one comparative period - which is the preceding period - is required for a complete set of financial statements. If an entity presents additional comparative information, then that additional information need not be in the form of a complete set of financial statements. However, such information should be accompanied by related notes and should be in accordance with PFRSs. For example, if an entity elects to present a third statement of comprehensive income, then this additional statement should be accompanied by all related notes, and all such additional information should be in accordance with PFRSs. However, the entity need not present other primary statements for that additional comparative period, such as a third statement of cash flows or the notes related to these other primary statements.

- PAS 1 - *Presentation of the Opening Statement of Financial Position and Related Notes.* This is amended to clarify that: (a) the opening statement of financial position is required only if: a change in accounting policy, a retrospective restatement or a reclassification has a material effect upon the information in that statement of financial position; (b) except for the disclosures required under PAS 8, notes related to the opening statement of financial position are no longer required; and (c) the appropriate date for the opening statement of financial position is the beginning of the preceding period, rather than the beginning of the earliest comparative period presented. This is regardless of whether an entity provides additional comparative information beyond the minimum comparative information requirements. The amendment explains that the requirements for the presentation of notes related to additional comparative information and those related to the opening statement of financial statements are different, because the underlying objectives are different.
- PAS 16, *Property, Plant and Equipment - Classification of Servicing Equipment.* The amendment is to clarify the accounting of spare parts, stand-by equipment and servicing equipment. The definition of 'property, plant and equipment' in PAS 16 is now considered in determining whether these items should be accounted for under that standard. If these items do not meet the definition, then they are accounted for using PAS 2, Inventories.

▪ PAS 19, *Employee Benefits* (Amended 2011), includes the following requirements: (a) actuarial gains and losses are recognized immediately in other comprehensive income; this change will remove the corridor method and eliminate the ability for entities to recognize all changes in the defined benefit obligation and in plan assets in profit or loss, which is currently allowed under PAS 19; and (b) interest income on plan assets recognized in profit or loss is calculated based on the rate used to discount the defined benefit obligation.

As a result of the adoption of PAS 19 (2011), the Group has changed its accounting policy with respect to the basis for determining the income or expense related to its defined benefit plans. Prior to the effectivity of PAS 19 (2011), the Group has already adopted the policy of recognizing all actuarial gain and loss in other comprehensive income.

The change in accounting policy resulted to recognizing net interest expense on the net defined benefit obligation for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the then net defined benefit obligation, taking into account any changes in the net defined benefit obligation during the period as a result of contributions and benefit payments. Consequently, the net interest on the net defined benefit obligation will now comprise interest cost on the defined benefit obligation and the interest income on the plan assets. Previously, the Group determined interest income on plan assets based on their long-term rate of expected return. The impact of the change is not significant to the Group.

Comparatives have been restated and the effects are summarized in the Summary of Quantitative Impact of Changes in Accounting Policies in Note 4 of the consolidated financial statements.

<u>Change in Accounting Policy for Fixed Fees Paid to the Grantor</u>

The Group as the operator, makes payments to PPA as the Grantor, at the inception of the service concession arrangement and/or over the concession period. The fixed fees paid to PPA were previously accounted for on an "as incurred" basis, that is, they were recognized as expense as they were incurred. As a result of the change in accounting policy, the Group includes the fair value of the fixed element of such payments in the cost of the intangible asset (port concession rights) and recognizes a corresponding financial liability at inception of the agreement. The Group believes that such accounting treatment provides more relevant information about the financial performance of the intangible asset along with the risks associated with this asset and is consistent with industry practice in relation to this type of asset.

Comparatives have been restated and the effects are summarized in the Summary of

Quantitative Impact of Changes in Accounting Policies in Note 4 of the consolidated financial statements.

Excluding the changes in accounting policies, the consolidated statements of income and EPS are as follows:

**ASIAN TERMINALS, INC. AND A SUBSIDIARY**
**CONSOLIDATED STATEMENTS OF INCOME**
*(In Thousands, Except Per Share Data)*

| | Year Ended December 31 | | |
|---|---|---|---|
| | **2013** | 2012 | 2011 |
| **REVENUES** | **P4,886,364** | P4,858,659 | P4,390,611 |
| **COSTS AND EXPENSES** | **(2,675,068)** | (2,613,650) | (2,359,862) |
| **OTHER INCOME AND EXPENSES** | | | |
| Finance cost | **(560)** | (1,988) | (61,734) |
| Finance income | **58,750** | 73,837 | 83,168 |
| Others - net | **90,296** | 33,763 | 85,503 |
| **INCOME BEFORE INCOME TAX** | **2,359,782** | 2,350,621 | 2,137,686 |
| **INCOME TAX EXPENSE** | | | |
| Current | **645,878** | 668,256 | 629,810 |
| Deferred | **17,339** | 4,070 | (12,601) |
| | **663,217** | 672,326 | 617,209 |
| **NET INCOME** | **P1,696,565** | P1,678,295 | P1,520,477 |
| **Attributable To:** | | | |
| Owners of the Parent Company | **P1,694,578** | P1,676,675 | P1,519,397 |
| Non - controlling interest | **1,987** | 1,620 | 1,080 |
| | **P1,696,565** | P1,678,295 | P1,520,477 |
| **Basic/Diluted Earnings Per Share Attributable to Owners of the Parent Company** | **P0.85** | P0.84 | P0.76 |

**Other information:**

- The Company's businesses are affected by the local and global trade environment. Factors that could cause actual results of the Company to differ materially include, but are not limited to:
  - material adverse change in the Philippine and global economic and industry conditions;
  - natural events (earthquake, typhoons and other major calamities); and
  - material changes in exchange rates.

- There was no known trend, event or uncertainty that had or may have a material impact on liquidity and on revenues or income from continuing operations. There was no known event that may cause a material change in the relationships between costs and revenues.
- There was no seasonal factor that had a material effect on the financial condition and results of operations.
- There was no event that will trigger direct or contingent financial obligation that is material to the Company, including any default or acceleration of an obligation.
- Except for the commitments and contingencies mentioned in Note 22 of the consolidated financial statements, the Company has no knowledge of any material off-balance sheet (statement of financial position) transactions, arrangements, obligations and other relationships of the Company with unconsolidated entities or other persons created during the reporting period that would address the past and would have material impact on future operations.
- Projected capital expenditures for 2014 is P2.2 billion, which includes yard and berth development as well as equipment acquisition. The capital expenditure will strengthen the Company's operations and capability to handle growth and will be sourced from internal funds.

**Key Performance Indicators (KPIs)**

KPIs discussed below were based on consolidated amounts as portions pertaining to the Company's subsidiary, ATI Batangas, Inc. (ATIB) were not material. As of end 2013:

- ATIB's total assets were only 3.1% of the consolidated total assets
- Income before other income and expense from ATIB was only 9.1% of consolidated income before other income and expense[3].

| Consolidated KPI | Manner of Calculation | 2013 | 2012 | Discussion |
|---|---|---|---|---|
| Return on Capital Employed | Percentage of income before interest and tax over capital employed | 15.3% | 23.5% | Lower due to increase in total assets primarily from change in accounting policies and additional investments in port infrastructure and equipment resulting in higher capital employed. |
| Return on Equity attributable to equity holders of the parent | Percentage of net income over equity attributable to equity holders of the parent | 13.9% | 21.8% | Decrease due to lower net income. |
| Current ratio | Ratio of current assets over current liabilities | 1.77 : 1.00 | 2.39 : 1.00 | Lower due to increase in current liabilities. |

[3] Income before other income and expense is defined as income before net financing costs, net gains on derivative instruments and others.

| | | | | |
|---|---|---|---|---|
| Asset to equity ratio | Ratio of total assets over equity attributable to equity holders of the parent | 2.09 : 1.00 | 1.41 : 1.00 | Higher due to increase in total assets. |
| Debt to equity ratio | Ratio of total liabilities over equity attributable to equity holders of the parent | 1.09 : 1.00 | 0.41 : 1.00 | Increase resulting from increase in liabilities and stockholders' equity. |
| Days Sales in Receivables (DSR) | Gross trade receivables over revenues multiplied by number of days | 15 days | 12 days | Increase due to higher revenues. |
| Lost Time Injury Frequency Rate (LTIFR)[4] | Number of lost time from injuries per standard manhours | 0.41 | 0.44 | Improved as a result of extensive safety campaign and strict implementation of policy on health, safety and environment. |

**Summary of Selected Financial Data (in millions)**

| *Description* | *Year ended December 31, 2013* | *Year ended December 31, 2012* |
|---|---|---|
| *Revenues* | *P 6,573.5* | *P 6,227.7* |
| *Net income* | *1,205.5* | *1,705.1* |
| *Total assets* | *18,649.3* | *11,768.3* |
| *Total liabilities* | *9,734.0* | *3,414.8* |

**Years ended December 31, 2012 and 2011**

The Company's net income for the year ended December 31, 2012 went up by 20.2% to P1,705.1 million from P1,418.8 million in 2011. Earnings per share was up to P0.85 in 2012 from P0.71 in 2011.

Revenues for the year ended December 31, 2012 of P6,227.7 million grew by 12.1% from P5,554.6 million in 2011. Revenues from South Harbor international containerized cargo increased by P642.5 million or 14.5% on account of higher volume and tariff increase on vessel-related charges and cargo-related charges. Pursuant to PPA Memorandum Circular No. 13-2011, tariffs on vessel-related services for foreign containerized cargoes at South Harbor were increased by 17.0%, 6.0% effective on November 18, 2011 and 11.0% effective on May 18, 2012. Further, pursuant to PPA Memorandum Circular No. 7-2012, cargo-related tariff for foreign containerized and non-containerized cargoes at South Harbor were increased by 15%, 8% effective on July 15, 2012 and 7% on January 15, 2013. Revenues from South Harbor international non-containerized cargo and the Port of Batangas were higher by P25.1 million or 11.5% and P104.3 million or 28.7%, respectively, due to higher volumes. On the

[4] Lost Time Injury Frequency Rate (LTIFR) Number of Lost Time Injuries (LTI) within a given accounting period relative to the total number of hours worked in the same accounting period.

other hand, revenues from South Harbor domestic terminal operations dropped by P62.6 million or 15.4% due to lower volumes.

Cost and expenses in 2012 amounted to P3,845.9 million, 12.1% higher than P3,429.9 million in 2011. Labor costs in 2012 of P856.1 million were higher by 7.3% compared to P798.2 million in 2011 due to higher volumes handled. Equipment running costs increased by 19.5% to P475.1 million in 2012 from P397.7 million in 2011 brought about by higher electricity, higher cost of replacement parts of equipment and higher fuel price and consumption. Depreciation and amortization in 2012 went up by 6.0% to P720.5 million from P679.7 million in 2011 due to additions to intangible assets. Taxes and licenses of P144.3 million in 2012 were higher by 6.8% from P135.1 million in 2011 due to increase in realty tax rate from 2% to 3% for certain real properties. Management fees grew by 9.2% to P102.4 million in 2012 from P93.8 million in 2011, on account of higher net income. Insurance in 2012 of P83.6 million increased by 15.3% from P72.5 million in 2011 due to higher insurance premiums and additional insurance coverage. Security, health, environment and safety costs in 2012 were up by 8.6% to P79.4 million from P73.1 million in 2011 due to higher waste water treatment costs and security costs. Facilities-related expenses of P155.5 million in 2012 increased by 26.6% from P122.9 million in 2011 due to higher maintenance costs for pavements and lightings. Rentals of P62.6 million in 2012 rose by 18.6% from P52.8 million in 2011 on account of higher rentals for equipment, forklifts, and tugboats. Professional fees in 2012 went up by 28.2% to P23.7 million from P18.5 million in 2011 on account of consultancy, survey and legal fees. Other expenses this year totaled P114.6 million, 1.3% higher compared to P113.2 million last year, due to higher travel costs, processing-related expenses (brokerage, wharfage, etc.), and office expenses, among others. On the other hand, General transport costs decreased by 11.6% to P51.0 million in 2012 from P57.6 million in 2011 on account of lower trucking costs.

Finance costs in 2012 of P240.3 million were lower by 22.4% compared to P309.8 million in 2011 as it included interest costs from loans of P300 million. Finance income decreased by 17.8% to P68.7 million in 2012 from P83.5 million in 2011 due to lower interest income rate. Others-net increased by 90.0% to P178.7 million in 2012 from P94.1 million in 2011 due to foreign exchange gains resulting from revaluation of foreign currency denominated port concession rights payable.

Income before income tax in 2012 increased by 19.9% to P2,388.9 million from P1,992.5 million for 2011. Provision for income tax of P683.8 million in 2012 was 19.2% higher than P573.6 million in 2011.

**Consolidated Financial Condition**

Total assets as of December 31, 2012 of P11,768.3 million were 4.0% higher than P11,310.8 million as of December 31, 2011. Total current assets as of December 31, 2012 increased by 8.8% to P3,719.7 million from P3,419.9 million as of December 31, 2011. Cash and cash equivalents were up by 20.1% to P3,019.2 million as of December 31, 2012 from P2,513.0 million as of December 31, 2011 mainly due to lower dividend payments. Trade and other receivables-net as of December 31, 2012 decreased by 21.2% to P284.3 million from P361.0 million as of December 31, 2011 on account of improved collection efforts. Spare parts and supplies-net as of December 31, 2012 of P192.6 million were 12.1% higher compared to P171.8 million as of December 31, 2011 in support of operational requirements. Prepaid expenses of P223.6 million as of December 31, 2012 were 40.2% lower than P374.2 million as of December 31, 2011 mainly due to reduction in advances to contractors.

Total non-current assets amounted to P8,048.7 million as of December 31, 2012, 2.0% higher compared to P7,890.8 million as of December 31, 2011. Property and equipment-net went up by 9.5% to P435.8 million as of December 31, 2012 from P397.9 million as of December 31, 2011. Acquisitions of property and equipment which were not subject of the service concession arrangement totaled P92.1 million in 2012. Intangible assets-net grew by 1.8% to P7,306.2 million as of December 31, 2012 from P7,177.8 million as of December 31, 2011. Acquisitions of intangible assets which consisted of civil works and cargo handling equipment that were subject of the service concession arrangement amounted to P823.7 million in 2012.

Deferred tax assets-net as of December 31, 2012 amounted to P143.1 million, 5.3% higher than P135.9 million as of December 31, 2011 as a result of movements in underlying transactions related to pension. Other noncurrent assets as of December 31, 2012 went down by 18.0% to P97.5 million from P118.9 million as of December 31, 2011 due to lower input taxes on asset acquisitions.

As of December 31, 2012, total liabilities of P3,414.8 million were 14.8% lower compared to P4,008.3 million as of December 31, 2011. Trade and other payables decreased by 25.2% to P1,204.9 million as of December 31, 2012 from P1,609.8 million as of December 31, 2011 as 2011 included dividends payable of P500 million already paid in 2012. Trade and other payables are covered by agreed payment schedules. Provision for claims were down by 7.0% to P81.9 million as of December 31, 2012 from P88.0 million as of December 31, 2011 on account of settlement of claims. Income and other taxes payable went up by 5.7% to P175.6 million as of December 31, 2012 from P166.0 million as of December 31, 2011 due to lower value added taxes payable.

**Consolidated Cash Flows**

Net cash provided by operating activities of P2,323.9 million in 2012 was lower by 3.6% compared to P2,409.6 million in 2011 due to working capital changes.

Net cash used in investing activities increased by 62.4% to P874.8 million in 2012 from P538.7 million in 2011. Funds used in acquisitions of property and equipment and intangible assets totaled P915.8 million this year, 81.7% higher against P503.9 million last year.

Cash used in financing activities in 2012 of P935.6 million were lower by 43.8% than P1,665.2 million in 2011. Cash dividends paid were P600 million and P1,100 million in 2012 and 2011, respectively. The remaining long-term debt of P300.0 million was pre-terminated in 2011.

**Changes in Accounting Policies**

The Company has adopted the following amendments to standard starting January 1, 2012 and accordingly, changed its accounting policies. The adoption of this amendments to standard did not have any significant impact on the Company's consolidated financial statements.

> *Disclosures - Transfers of Financial Assets (Amendments to PFRS 7)*, require additional disclosures about transfers of financial assets. The amendments require disclosure of information that enables users of financial statements to understand the relationship between transferred financial assets that are not derecognized in their entirety and the associated liabilities; and to evaluate the nature of, and risks associated with, the entity's continuing involvement in derecognized financial assets.

**Other information:**

- The Company's businesses are affected by the local and global trade environment. Factors that could cause actual results of the Company to differ materially include, but are not limited to:
  - material adverse change in the Philippine and global economic and industry conditions;
  - natural events (earthquake, typhoons and other major calamities); and
  - material changes in exchange rates.
- There was no known trend, event or uncertainty that had or may have a material impact on liquidity and on revenues or income from continuing operations. There was no known event that may cause a material change in the relationships between costs and revenues.
- There was no seasonal factor that had a material effect on the financial condition and results of operations.

- There was no event that will trigger direct or contingent financial obligation that is material to the Company, including any default or acceleration of an obligation.
- Except for the commitments and contingencies mentioned in Note 27 of the consolidated financial statements, the Company has no knowledge of any material off-balance sheet (statement of financial position) transactions, arrangements, obligations and other relationships of the Company with unconsolidated entities or other persons created during the reporting period that would address the past and would have material impact on future operations.
- Projected capital expenditures for 2013 is P1.8 billion, which includes yard and berth development as well as equipment acquisition. The capital expenditure will strengthen the Company's operations and capability to handle growth and will be sourced from internal funds.

**Key Performance Indicators (KPI)**

KPIs discussed below were based on consolidated amounts as portions pertaining to the Company's subsidiary, ATI Batangas, Inc. (ATIB) were not material. As of end 2012:

- ATIB's total assets were only 4.7% of the consolidated total assets
- Income before other income and expense from ATIB was only 9.0% of consolidated income before other income and expense[5].

| Consolidated KPI | Manner of Calculation | 2012 | 2011 | Discussion |
|---|---|---|---|---|
| Return on Capital Employed | Percentage of income before interest and tax over capital employed | 23.5% | 23.3% | Increase due to slightly higher income before interest and tax. |
| Return on Equity attributable to equity holders of the parent | Percentage of net income over equity attributable to equity holders of the parent | 21.8% | 19.8% | Increase on account of higher net income. |
| Current ratio | Ratio of current assets over current liabilities | 2.39 : 1.00 | 1.68 : 1.00 | Increase due to lower current liabilities. |
| Asset to equity ratio | Ratio of total assets over equity attributable to equity holders of the parent | 1.41 : 1.00 | 1.55 : 1.00 | Decrease due to higher equity. |
| Debt to equity ratio | Ratio of total liabilities over equity attributable to equity holders of the parent | 0.41 : 1.00 | 0.55 : 1.00 | Decrease due to payments of interest-bearing loans and higher stockholders' equity. |

*5* Income before other income and expense is defined as income before net financing costs, net gains on derivative instruments and others.

| | | | | |
|---|---|---|---|---|
| Days Sales in Receivables (DSR) | Gross trade receivables over revenues multiplied by number of days | 12 days | 14 days | Lower due to improved collection efforts. |
| Lost Time Injury Frequency Rate (LTIFR) | Number of lost time from injuries per standard manhours | 0.44 | 0.88 | Improved as a result of extensive safety campaign and strict implementation of policy on health, safety and environment. |

**Summary of Selected Financial Data (in millions)**

| *Description* | *Year ended December 31, 2012* | *Year ended December 31, 2011* |
|---|---|---|
| *Revenues* | *P 6,227.7* | *P 5,554.6* |
| *Net income* | *1,705.1* | *1,418.8* |
| *Total assets* | *11,768.3* | *11,310.8* |
| *Total liabilities* | *3,414.8* | *4,008.3* |

**Information on Independent Accountant and External Audit Fees**

The appointment of R.G. Manabat & Co. as the external auditors of Asian Terminals, Inc. for 2014 was approved by the shareholders during the annual meeting held on April 24, 2014. The same external auditors are being recommended for re-election at the scheduled annual meeting of the Stockholders.

In compliance with Securities Regulation Code Rule 68, Mr. Enrico E. Baluyut has been the Partner-in Charge for not more than five years.

The aggregate fees for audit services rendered were as follows:

| | 2014 (P'000) | 2013 (P'000) |
|---|---|---|
| Audit Fees | 2,762.5 | 3,250.0 |

*Audit Fees* are for professional services rendered in connection with the audit of our annual financial statements and services provided by the external auditors in connection with statutory and regulatory filings or engagements.

There was no engagement for tax or other services with R.G. Manabat & Co. in 2014 and 2013.

## Audit Committee Pre-Approval Policy

The Audit Committee pre-approves and recommends to the Board of Directors all audit and non-audit services to be rendered by the external auditors as well as the engagement fees and other compensation to be paid. When deciding whether to approve these items, the Audit Committee takes into account whether the provision of any non-audit service is compatible with the independence standards under the guidelines of the SEC. To assist in this undertaking, the Audit Committee actively engages in a dialogue with the external auditors with respect to any disclosed relationships or services that may impact their objectivity and independence and, if appropriate, recommends that the Board take appropriate action to ensure their independence.

## Financial Statements

The audited consolidated financial statements are herein attached as Exhibit 1.

## Changes in and Disagreements with Accountants on Accounting and Financial Disclosures

There was no change in or disagreement with external auditors on accounting and financial disclosures.

# Description of the General Nature and Scope of the Business

## Corporate Background

**Asian Terminals, Inc. (ATI)**, formerly known as Marina Port Services, Inc. (MPSI), was incorporated on July 9, 1986 to provide general services with respect to the operation and management of port terminals in the Philippines. In August 1990, a consortium of local and foreign companies acquired all the issued and outstanding capital stock of ATI.

## South Harbor

ATI manages and operates the South Harbor pursuant to a Third Supplement to the Contract for Cargo Handling Services and Related Services granted by the Philippine Ports Authority (PPA) extending ATI's current contract for twenty five (25) years or until May 2038.

The Container Terminal Division handles stevedoring, arrastre, warehousing, storage, cranage, container freight station (CFS) and other port-related services for international shipping lines. ATI has a 5-year lease contract commencing in 2011 over two parcels of land located in Sta. Mesa, City of Manila. This land is being exclusively used as an off-dock container depot. In December 2014, a parcel of land belonging to Southern Textile Mills, Inc. located in Lawa, Laguna was leased for a period of 1.5 years, to serve as additional empty handling facility.

In December 2013, the management upon the approval of the Board dedicated Pier 15 to General Stevedoring operations which provide arrastre, stevedoring and storage services to international shipping lines.

The ATI South Harbor facility has been certified with the International Ship and Port Facility Security (ISPS) Code issued by the Office for Transportation Security, DOTC valid until December 2019.

The ATI South Harbor facility is certified for ISO 14001:2004 (EMS) and OSHAS 18001:2007. The certificate is valid until December 2016.

The ATI South Harbor is re-certified for ISO 28001:2007 (Supply Chain Security Management System). The certificate is valid until January 2016.

## Inland Clearance Depot

The Inland Clearance Depot (ICD) was established pursuant to Customs Memorandum Order No. 11-97 which designated ICD as an extension of the Port of Manila and as a customs bonded facility. This permits the immediate transfer of cargoes to the facility while still being cleared by customs in Manila. This provides savings in storage charges and efficient just in time delivery for clients in the CALABARZON area. The facility provides storage, trucking, just-in-time delivery, brokerage and maintenance and repair services for its clients.

The ICD also serves as an empty container depot for shipping lines. This provides greater operational efficiency and minimizes locators' costs.

The facility is equipped with CCTV cameras for security monitoring.

ICD is certified for ISO 14001:2004 Environmental Management System. Their certificate is valid until December 2016.

## Port of Batangas

ATI Batangas, Inc. (ATIB), a 98.8%-owned subsidiary of ATI, is the sole cargo handling contractor operating at the Port of Batangas. ATI provides management services to ATIB relating to operations, marketing, training and administration.

ATIB has an existing 10-year Cargo Handling Contract in Phase 1 of the Port of Batangas effective until October 2015, under which it provides arrastre, stevedoring, storage and related cargo handling services. By virtue of the same contract, ATIB was also given the right to manage and operate the Fastcraft Passenger Terminal and to provide specific services and amenities to all passengers, both for fastcraft and RO-RO vessels.

A Lease Agreement for the management and operation of additional assets and facilities in Phase 1 was signed by ATIB effective August 1, 2009 and co-terminous with the above-mentioned 10-year agreement. Pursuant to this Lease Agreement, the Passenger Terminal Building 2 was turned over to ATIB in May 2010.

On January 18, 2010, the PPA issued to ATI the Notice to Proceed to Award the Contract for the Management, Operation, Maintenance, Development and Promotion of the Container Terminal "A-1", Phase II of the Port of Batangas for a period of 25 years. The contract was signed on March 25, 2010 and is effective for a term of 25 years. The Notice to Proceed dated June 16, 2010 allowed ATI to start and commence operations at the Terminal on 1 July 2010.

The container terminal handles stevedoring, arrastre, storage, container freight station (CFS) and other port related activities for domestic and international shipping lines. Other special services include ship's husbanding, maintenance and repair services, and trucking.

ATI has a 5-year lease agreement with PPA effective 3 April 2012 covering a land adjacent to the CFS area of the Container Terminal "A-1". This area is being utilized for a fee by ATI's client CEVA Logistics Philippines for the latter's pre-delivery inspection facility for completely built units of vehicles.

ATIB is certified for ISO 14001:2004 valid until October 2017, OHSAS 18001:2007 valid until February 2018 and ISO 9001:2008 valid until December 2017.

ATIB and Batangas Container Terminal been certified with the International Ship and Port Facility Security (ISPS) Code issued by the Office for Transportation Security, DOTC valid until October 2017 and July 2017 respectively.

## Batangas Supply Base

On February 13, 2007, ATIB entered into a contract to lease the Main Passenger Terminal Building for the purpose of operating a supply base for companies engaged in oil and gas exploration. The contract was effective for five (5) years, and has been renewed to be effective until 19 October 2015.

ATI operates and manages the Batangas Supply Base within the Port of Batangas under a contract with Shell Philippines Exploration B.V. (SPEX). The Supply Base provides logistics support to the Malampaya Gas-to-Power-Project which includes cargo-handling, crane and equipment hire, transport, labor, vessel agency and waste management. The negotiations for the renewal of the SPEX contract are ongoing. The life of the Malampaya Gas field is approximately 20 years. Its other major client is GALOC Production Company (GALOC).

The Batangas Supply Base is certified for ISO 14001:2004 valid until October 2017, OHSAS 18001:2007 valid until February 2018 and ISO 9001:2008 valid until December 2017.

**South Cotabato Integrated Port Services, Inc.**

ATI owns 35.71% of the issued and outstanding capital stock of South Cotabato Integrated Port Services, Inc. (SCIPSI).

SCIPSI is the existing cargo handling operator at the Makar Wharf in the Port of General Santos, General Santos City. It is located near the business center of the city and caters to the needs of local businesses (which are engaged mainly in agriculture, fisheries, livestock and poultry) as well as importers and exporters.

The services provided by SCIPSI include container terminal handling, arrastre, stevedoring, bagging, domestic cargo handling and equipment services.

SCIPSI is ISO 14001:2004, OHSAS 18001:2007 and ISO 9001:2008 certified since 2004. It is Investors in People (IiP) certified beginning June 16, 2009. In September 2012, SCIPSI reached the IiP – Bronze level.

The Port of General Santos is certified complaint with the International Ship and Port Facility Security Code issued by the Office of Transport Security (OTS) valid until October 8, 2017.

## Directors and Executive Officers

Please refer to the write-ups under Item 5 of the Information Statement.

## Market Price and Dividends

### *Stock Prices*

The Company's common equity is traded at the Philippine Stock Exchange. Following are the high and low prices sales prices for each quarter within the last two fiscal years:

| 2013 | High | Low |
|---|---|---|
| First Quarter (Jan. – Mar.) | 15.80 | 9.64 |
| Second Quarter (Apr. – June) | 13.50 | 11.70 |
| Third Quarter (July – Sept.) | 12.90 | 10.50 |
| Fourth Quarter (Oct. - Dec.) | 12.46 | 10.50 |
| **2014** | **High** | **Low** |
| First Quarter (Jan. – Mar.) | 11.90 | 10.00 |
| Second Quarter (Apr. – June) | 11.50 | 10.32 |
| Third Quarter (July – Sept.) | 11.46 | 10.52 |
| Fourth Quarter (Oct. - Dec.) | 12.54 | 11,00 |

As of February 28, 2015, ATI shares were traded at its highest for the price of Php12.70, lowest for Php12.52 and closed at Php12.52.

***Cash Dividends***

The Company declared cash dividends for the last two fiscal years, as follows:

| Date | Dividend Per Share | Record Date |
|---|---|---|
| April 26, 2012 | 0.30 | May 14, 2012 |
| April 25, 2013 | 0.35 | May 17, 2013 |
| April 24, 2014 | 0.35 | May 13, 2015 |

Except for the availability of sufficient retained earnings, there is no restriction on the payment of dividend on common shares.

***Holders***

The following are the Top 20 Stockholders of ATI as of February 28, 2015:

| Name | No. of Shares | % to Total |
|---|---|---|
| DP World Australia (POAL) Ltd. | 346,466,600 | 17.32 |
| ATI Holdings, Inc. | 291,371,230 | 14.57 |
| PCD Nominee Corporation (Filipino) | 205,853,234 | 10.29 |
| Pecard Holdings, Inc. | 198,203,968 | 9.91 |
| Philippine Seaport Inc. | 196,911,524 | 9.85 |
| Daven Holdings, Inc | 155,906,071 | 7.80 |
| PCD Nominee Corporation (Non-Filipino) | 137,302,345 | 6.87 |
| SG Holdings, Inc. | 130,000,000 | 6.50 |
| Morray Holdings Inc. | 100,000,000 | 5.00 |
| Harbourside Holding Corp. | 80,000,000 | 4.00 |
| Aberlour Holding Co. Inc. | 71,517,463 | 3.58 |
| Rescom Developers, Inc. | 26,627,884 | 1.33 |
| Agatha Builders Corp. | 20,761,899 | 1.04 |
| Tanco, Eusebio, H. | 15,257,663 | 0.76 |
| Southern Textile Mills, Inc.. | 4,470,335 | 0.22 |
| Saw, Nancy | 3,926,000 | 0.20 |
| Granite Realty Corporation | 1,000,000 | 0.05 |
| Luym, Douglas | 800,000 | 0.04 |
| Tanco, Joseph Luym | 795,000 | 0.04 |
| Oben, Reginaldo Oben &/or Teresa | 784,266 | 0.04 |
| TOTAL | 1,987,955,482 | 99.40 |

***Recent Sale of Unregistered Securities***
None.

**Compliance on Corporate Governance**

The Company has substantially complied with the provisions of its Manual on Corporate Governance which was adopted in August 30, 2002 and amended on February 25, 2011. On December 19, 2014, the Board in its special meeting amended the Manual of Corporate Governance in compliance with the provisions of SEC Memorandum Circular No. 9 series of 2014.

The Company commits to the principles and best practices of good governance to attain its goals and objectives. Its principal officers and directors have attended Corporate Governance seminars or orientation in compliance with the provisions of its Manual of Corporate Governance and provisions of the SEC Memorandum Circular No. 20 series of 2013. The seminars were given by accredited providers such as the Institute of Corporate Directors, Philippine Securities Consultancy Corporation and SGV.

The Company has not deviated from its Manual since the time of the self-rating process previously conducted and reported to the Securities and Exchange Commission on July 31, 2003. Formulation of evaluation system to determine level of compliance of the Board and top level management is under process.

Continuous monitoring and compliance with the Corporate Governance Manual and other corporate standards are ensured through the Board and the board committees, Compliance Officer, President, Chief Financial Officer and the Internal and External Auditors.

## UNDERTAKING

**A copy of the Company's annual report in SEC Form 17-A shall be provided free of charge to any stockholder upon his/her written request addressed to the Office of the Corporate Secretary, Asian Terminals, Inc., P.O. Box 3021, Manila.**

**CERTIFICATION**

I, **RODOLFO G. CORVITE, JR.**, Corporate Secretary of Asian Terminals, Inc. (ATI), a corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines, with principal office at ATI Head Office, A. Bonifacio Drive, Port Area, Manila, do hereby certify that based on my personal knowledge, none of the directors or officers of ATI are connected with any government agencies or instrumentalities.

IN WITNESS WHEREOF, I have hereunto set my hand this 24th day of March 2015 at Manila, Philippines.

**RODOLFO G. CORVITE, JR.**
**Corporate Secretary**

MAR 2 4 2015

SUBSCRIBED AND SWORN to before me this ___ day of March 2015, affiant exhibiting to me his Passport Number EB3806967 issued on October 6, 2011 in Manila.

ATTY. AGUSTIN B. CABREDO
NOTARY PUBLIC
NOTARY PUBLIC FOR MANILA
UNTIL DECEMBER 31, 2016
RM. 409, FIRST UNITED BLDG., CO.,
ESCOLTA, MANILA
ROLL NO. 26047
PTR NO. 3734071 / 1-5-15 / MANILA
IBP LIFETIME MEMBER 05097

Doc. No. 524;
Page No. 106;
Book No. I;
Series of 2015.

ASIAN TERMINALS INCORPORATED
ISO 28000, ISO 14001 & OHSAS 18001 certified
Delivering reliable and consistent services

**Asian Terminals Inc. Head Office**
A. Bonifacio Drive, Port Area, Manila
1018 Philippines
P.O. Box 3021, Manila, Philippines
Tel. No. (+632) 528-6000
Fax (+632) 527-2467

## STATEMENT OF MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL STATEMENTS

The management of ASIAN TERMINALS, INC. AND A SUBSIDIARY (the "Group") is responsible for the preparation and fair presentation of the consolidated financial statements as at December 31, 2014 and 2013 and for each of the three years in the period ended December 31, 2014, including the additional components attached therein, in accordance with the prescribed financial reporting framework indicated therein. This responsibility includes designing and implementing internal controls relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error, selecting and applying appropriate accounting policies, and making accounting estimates that are reasonable in the circumstances.

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

R.G. Manabat & Co., the independent auditors, appointed by the stockholders has audited the consolidated financial statements of the Group in accordance with Philippine Standards on Auditing, and in its report to the stockholders, has expressed its opinion on the fairness of presentation upon completion of such audit.

**RASHED ALI HASSAN ABDULLA**
**Chairman of the Board**

**EUSEBIO H. TANCO**
**President**

**JOSE TRISTAN P. CARPIO**
**Chief Financial Officer**

**Signed this 10th of March, 2015**

SUBSCRIBED AND SWORN TO before me this MAR 10 2015 day of _____ 2015, the signatories exhibiting to me their respective Passports/Driver's License Nos., as follows:

| Name | Passport Nos. | Date/Place Issued |
|---|---|---|
| 1. Rashed Ali Hassan Abdulla | LY6118219 | 2/15/15; Dubai |
| 2. Eusebio H. Tanco | EC2037045 | 9/4/14; Manila |
| 3. Jose Tristan P. Carpio | EC2215520 | 9/26/14; Manila |

Notary Public

Doc. No. 209
Page No. 42
Book No. III;
Series of 2015.

JEFF L. MARTINEZ
Notary Public, Until Dec. 31, 2015
PTR No. 3051490, 1/6/2015, Manila
IBP No. 955539, 1/5/2014, Manila IV (for 2015)
Roll of Attorney No. 60458
MCLE COMP. No. IV 0021365, 1/7/2013
2nd Floor, Casa Maritima
651 Gen. Luna St., Intramuros, Manila

# ASIAN TERMINALS, INC. AND A SUBSIDIARY

## CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2014, 2013, and 2012

## REPORT OF INDEPENDENT AUDITORS

The Stockholders and Board of Directors
Asian Terminals, Inc.

We have audited the accompanying consolidated financial statements of Asian Terminals, Inc. and a Subsidiary, which comprise the consolidated statements of financial position as at December 31, 2014 and 2013, and the consolidated statements of income, consolidated statements of comprehensive income, consolidated statements of changes in equity and consolidated statements of cash flows for each of the three years in the period ended December 31, 2014, and notes, comprising a summary of significant accounting policies and other explanatory information.

*Management's Responsibility for the Consolidated Financial Statements*

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

*Auditors' Responsibility*

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

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

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

*Opinion*

In our opinion, the consolidated financial statements present fairly, in all material respects, the consolidated financial position of Asian Terminals, Inc. and a Subsidiary as at December 31, 2014 and 2013, and its consolidated financial performance and its consolidated cash flows for each of the three years in the period ended December 31, 2014, in accordance with Philippine Financial Reporting Standards.

R.G. Manabat & Co.

March 10, 2015
Makati City, Metro Manila

KPMG

**R.G. Manabat & Co.**
The KPMG Center, 9/F
6787 Ayala Avenue
Makati City 1226, Metro Manila, Philippines

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Fax +63 (2) 894 1985
Internet www.kpmg.com.ph
E-Mail ph-inquiry@kpmg.com

Branches: Subic · Cebu · Bacolod · Iloilo

# REPORT OF INDEPENDENT AUDITORS

The Stockholders and Board of Directors
Asian Terminals, Inc.
A. Bonifacio Drive
Port Area, Manila

We have audited the accompanying consolidated financial statements of Asian Terminals, Inc. and a Subsidiary, which comprise the consolidated statements of financial position as at December 31, 2014 and 2013, and the consolidated statements of income, consolidated statements of comprehensive income, consolidated statements of changes in equity and consolidated statements of cash flows for each of the three years in the period ended December 31, 2014, and notes, comprising a summary of significant accounting policies and other explanatory information.

*Management's Responsibility for the Consolidated Financial Statements*

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

*Auditors' Responsibility*

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

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

*Opinion*

In our opinion, the consolidated financial statements present fairly, in all material respects, the consolidated financial position of Asian Terminals, Inc. and a Subsidiary as at December 31, 2014 and 2013, and its consolidated financial performance and its consolidated cash flows for each of the three years in the period ended December 31, 2014, in accordance with Philippine Financial Reporting Standards.

**R.G. MANABAT & CO.**

ENRICO E. BALUYUT
Partner
CPA License No. 065537
SEC Accreditation No. 1177-A, Group A, valid until March 31, 2015
Tax Identification No. 131-029-752
BIR Accreditation No. 08-001987-26-2014
Issued September 26, 2014; valid until September 25, 2017
PTR No. 4748099MC
Issued January 5, 2015 at Makati City

March 10, 2015
Makati City, Metro Manila

## ASIAN TERMINALS, INC. AND A SUBSIDIARY
## CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
(In Thousands)

| | Note | December 31 2014 | 2013 |
|---|---|---|---|
| **ASSETS** | | | |
| **Current Assets** | | | |
| Cash and cash equivalents | *6, 24* | **P3,606,926** | P2,750,116 |
| Trade and other receivables - net | *7, 24* | **478,795** | 364,982 |
| Spare parts and supplies | | **194,263** | 188,155 |
| Prepaid expenses | *8* | **443,250** | 402,152 |
| **Total Current Assets** | | **4,723,234** | 3,705,405 |
| **Noncurrent Assets** | | | |
| Investment in an associate | *9* | **59,374** | 57,713 |
| Property and equipment - net | *10* | **455,625** | 341,718 |
| Intangible assets - net and goodwill | *11* | **14,175,435** | 14,153,233 |
| Deferred tax assets - net | *13* | **386,883** | 305,681 |
| Other noncurrent assets | *12* | **70,179** | 85,548 |
| **Total Noncurrent Assets** | | **15,147,496** | 14,943,893 |
| | | **P19,870,730** | P18,649,298 |
| **LIABILITIES AND EQUITY** | | | |
| **Current Liabilities** | | | |
| Trade and other payables | *14, 19* | **P1,861,686** | P1,752,178 |
| Provisions for claims | *15* | **50,750** | 52,060 |
| Port concession rights payable - current portion | *24* | **134,029** | 124,782 |
| Income and other taxes payable | | **209,567** | 169,080 |
| **Total Current Liabilities** | | **2,256,032** | 2,098,100 |
| **Noncurrent Liabilities** | | | |
| Port concession rights payable - net of current portion | *24* | **7,495,409** | 7,569,891 |
| Pension liability | *20* | **121,829** | 65,974 |
| **Total Noncurrent Liabilities** | | **7,617,238** | 7,635,865 |
| | | **9,873,270** | 9,733,965 |

*Forward*

| | | December 31 | |
|---|---|---|---|
| | *Note* | **2014** | 2013 |
| **Equity** | | | |
| **Equity Attributable to Equity Holders of the Parent Company** | *16* | | |
| Capital stock | | **P2,000,000** | P2,000,000 |
| Additional paid-in capital | | **264,300** | 264,300 |
| Retained earnings | | **7,841,267** | 6,653,749 |
| Hedging reserve | | **(106,838)** | - |
| Fair value reserve | | **(5,820)** | (5,820) |
| | | **9,992,909** | 8,912,229 |
| **Non-controlling Interest** | | **4,551** | 3,104 |
| **Total Equity** | | **9,997,460** | 8,915,333 |
| | | **P19,870,730** | P18,649,298 |

*See Notes to the Consolidated Financial Statements.*

## ASIAN TERMINALS, INC. AND A SUBSIDIARY
## CONSOLIDATED STATEMENTS OF INCOME
(In Thousands, Except Per Share Data)

| | | Years Ended December 31 | | |
|---|---|---|---|---|
| | *Note* | **2014** | 2013 | 2012 |
| **REVENUES FROM OPERATIONS** | *2* | **P8,241,095** | P6,573,492 | P6,227,660 |
| **COSTS AND EXPENSES** | *17, 19, 20* | **(5,253,420)** | (4,070,918) | (3,845,896) |
| **OTHER INCOME AND EXPENSES** | | | | |
| Finance cost | *18* | **(540,493)** | (470,845) | (240,303) |
| Finance income | *18* | **32,217** | 53,408 | 68,660 |
| Others - net | *18* | **181,270** | (426,847) | 178,744 |
| | | **(327,006)** | (844,284) | 7,101 |
| **CONSTRUCTION REVENUES** | *11* | **853,046** | 1,614,984 | 823,714 |
| **CONSTRUCTION COSTS** | *11* | **(853,046)** | (1,614,984) | (823,714) |
| | | **-** | - | - |
| **INCOME BEFORE INCOME TAX** | | **2,660,669** | 1,658,290 | 2,388,865 |
| **INCOME TAX EXPENSE** | *13* | | | |
| Current | | **789,823** | 645,878 | 668,256 |
| Deferred | | **(30,475)** | (193,109) | 15,543 |
| | | **759,348** | 452,769 | 683,799 |
| **NET INCOME** | | **P1,901,321** | P1,205,521 | P1,705,066 |
| **Income Attributable to** | | | | |
| Equity Holders of the Parent Company | | **P1,899,055** | P1,203,539 | P1,703,447 |
| Non-controlling interest | | **2,266** | 1,982 | 1,619 |
| | | **P1,901,321** | P1,205,521 | P1,705,066 |
| **Basic/Diluted Earnings per Share Attributable to Equity Holders of the Parent Company** | *21* | **P0.95** | P0.60 | P0.85 |

*See Notes to the Consolidated Financial Statements.*

## ASIAN TERMINALS, INC. AND A SUBSIDIARY
## CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(In Thousands)

| | | Years Ended December 31 | | |
|---|---|---|---|---|
| | *Note* | **2014** | 2013 | 2012 |
| **NET INCOME FOR THE YEAR** | | **P1,901,321** | P1,205,521 | P1,705,066 |
| **OTHER COMPREHENSIVE INCOME** | | | | |
| **Item that will never be reclassified to profit or loss** | | | | |
| Remeasurement of pension liability (asset) | *20* | **(16,466)** | 101,848 | (75,982) |
| Tax on item taken directly to equity | *13* | **4,940** | (30,554) | 22,795 |
| | | **(11,526)** | 71,294 | (53,187) |
| **Items that are or may be reclassified to profit or loss** | | | | |
| Cash flow hedge - effective portion | | **(167,881)** | - | - |
| Cash flow hedge - reclassified to profit or loss | | **15,256** | - | - |
| Tax on items taken directly to equity | | **45,787** | - | - |
| | *16* | **(106,838)** | - | - |
| **OTHER COMPREHENSIVE INCOME FOR THE YEAR -** Net of tax | | **(118,364)** | 71,294 | (53,187) |
| **TOTAL COMPREHENSIVE INCOME** | | **P1,782,957** | P1,276,815 | P1,651,879 |
| **Total Comprehensive Income Attributable to** | | | | |
| Equity Holders of the Parent Company | | **P1,780,680** | P1,274,787 | P1,650,278 |
| Non-controlling interest | | **2,277** | 2,028 | 1,601 |
| | | **P1,782,957** | P1,276,815 | P1,651,879 |

*See Notes to the Consolidated Financial Statements.*

## ASIAN TERMINALS, INC. AND A SUBSIDIARY
## CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
(In Thousands, Except Per Share Data)

**Years Ended December 31**

| | | Attributable to Equity Holders of the Parent Company | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Retained Earnings | | | | | | |
| | *Note* | Capital Stock | Additional Paid-in Capital | Appropriated for Port Development | Unappropriated | Hedging Reserve | Fair Value Reserve | Total | Non-controlling Interest | Total Equity |
| **Balance at January 1, 2014** | | **P2,000,000** | **P264,300** | **P4,700,000** | **P1,953,749** | **P -** | **(P5,820)** | **P8,912,229** | **P3,104** | **P8,915,333** |
| Cash dividends - P0.35 a share for ATI | *16* | - | - | - | (700,000) | - | - | (700,000) | (830) | (700,830) |
| Appropriations during the year | *16* | - | - | - | - | - | - | - | - | - |
| Net income for the year | | - | - | - | 1,899,055 | - | - | 1,899,055 | 2,266 | 1,901,321 |
| Other comprehensive income | | | | | | | | | | |
| Actuarial loss - net of tax | | - | - | - | (11,537) | - | - | (11,537) | 11 | (11,526) |
| Cash flow hedge - effective portion - net of tax | *16* | - | - | - | - | (117,517) | - | (117,517) | - | (117,517) |
| Cash flow hedge - reclassified to profit or loss - net of tax | *16* | - | - | - | - | 10,679 | - | 10,679 | - | 10,679 |
| **Balance at December 31, 2014** | | **P2,000,000** | **P264,300** | **P4,700,000** | **P3,141,267** | **(P106,838)** | **(P5,820)** | **P9,992,909** | **P4,551** | **P9,997,460** |
| Balance at January 1, 2013 | | P2,000,000 | P264,300 | P1,000,000 | P5,093,143 | P - | (P5,820) | P8,351,623 | P1,906 | P8,353,529 |
| Prior period adjustments | | - | - | - | (14,181) | - | - | (14,181) | - | (14,181) |
| Cash dividends - P0.35 a share for ATI | *16* | - | - | - | (700,000) | - | - | (700,000) | (830) | (700,830) |
| Appropriations during the year | *16* | - | - | 3,700,000 | (3,700,000) | - | - | - | - | - |
| Net income for the year | | - | - | - | 1,203,539 | - | - | 1,203,539 | 1,982 | 1,205,521 |
| Other comprehensive income | | | | | | | | | | |
| Actuarial gain - net of tax | | - | - | - | 71,248 | - | - | 71,248 | 46 | 71,294 |
| Balance at December 31, 2013 | | P2,000,000 | P264,300 | P4,700,000 | P1,953,749 | P - | (P5,820) | P8,912,229 | P3,104 | P8,915,333 |

*Forward*

## Years Ended December 31

| | Attributable to Equity Holders of the Parent Company | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| | | | Retained Earnings | | | | | |
| | Capital Stock | Additional Paid-in Capital | Appropriated for Port Development | Unappropriated | Fair Value Reserve | Total | Non-controlling Interest | Total Equity |
| Balance at January 1, 2012 | P2,000,000 | P264,300 | P1,000,000 | P4,042,865 | (P5,820) | P7,301,345 | P1,135 | P7,302,480 |
| Cash dividends - P0.30 a share for ATI | - | - | - | (600,000) | - | (600,000) | (830) | (600,830) |
| Net income for the year | - | - | - | 1,703,447 | - | 1,703,447 | 1,619 | 1,705,066 |
| Other comprehensive income | | | | | | | | |
| Actuarial loss - net of tax | - | - | - | (53,169) | - | (53,169) | (18) | (53,187) |
| Balance at December 31, 2012 | P2,000,000 | P264,300 | P1,000,000 | P5,093,143 | (P5,820) | P8,351,623 | P1,906 | P8,353,529 |

*See Notes to the Consolidated Financial Statements.*

## ASIAN TERMINALS, INC. AND A SUBSIDIARY
## CONSOLIDATED STATEMENTS OF CASH FLOWS
(In Thousands)

| | | Years Ended December 31 | | |
|---|---|---|---|---|
| | *Note* | **2014** | 2013 | 2012 |
| **CASH FLOWS FROM OPERATING ACTIVITIES** | | | | |
| Income before income tax | | **P2,660,669** | P1,658,290 | P2,388,865 |
| Adjustments for: | | | | |
| Depreciation and amortization | *10, 11* | **861,976** | 776,926 | 720,506 |
| Finance cost | *18* | **540,493** | 470,845 | 240,303 |
| Finance income | *18* | **(32,217)** | (53,408) | (68,660) |
| Contributions to retirement funds | *20* | **-** | (28,036) | (2,597) |
| Net unrealized foreign exchange (gains) losses | | **(117,726)** | 523,061 | (128,752) |
| Equity in net earnings of an associate | *9* | **(34,618)** | (29,333) | (23,568) |
| Gain on disposals of: | | | | |
| Property and equipment | | **(2,279)** | (7,288) | (625) |
| Intangible assets | | **(1,588)** | - | 51 |
| Loss on retirement of intangible assets | | **17,273** | - | - |
| Amortization of noncurrent prepaid rental | | **984** | 984 | 984 |
| Provisions for inventory obsolescence | | **10,434** | - | - |
| Operating income before working capital changes | | **3,903,401** | 3,312,041 | 3,126,507 |
| Decrease (increase) in: | | | | |
| Trade and other receivables | *7* | **(111,788)** | (81,931) | 76,660 |
| Spare parts and supplies | | **(16,542)** | 4,476 | (21,952) |
| Prepaid expenses | *8* | **(41,098)** | (178,577) | 150,637 |
| Increase (decrease) in: | | | | |
| Trade and other payables | *14* | **150,568** | 498,396 | (341,074) |
| Provisions for claims | *15* | **(1,310)** | (29,808) | (6,161) |
| Income and other taxes payable | | **(3,778)** | (8,359) | (5,002) |
| Cash generated from operations | | **3,879,453** | 3,516,238 | 2,979,615 |
| Finance income received | | **29,053** | 53,664 | 67,826 |
| Finance cost paid | | **(382)** | (14,045) | (1,988) |
| Income tax paid | | **(745,558)** | (644,001) | (653,743) |
| Net cash provided by operating activities | | **3,162,566** | 2,911,856 | 2,391,710 |

*Forward*

| | | Years Ended December 31 | | |
|---|---|---|---|---|
| | *Note* | **2014** | 2013 | 2012 |
| **CASH FLOWS FROM INVESTING ACTIVITIES** | | | | |
| Acquisitions of: | | | | |
| Property and equipment | *10* | **(P163,471)** | (P82,619) | (P92,070) |
| Intangible assets | *11* | **(853,046)** | (1,896,984) | (823,714) |
| Decrease (increase) in other noncurrent assets | | **20,457** | 12,801 | 23,129 |
| Proceeds from disposals of: | | | | |
| Property and equipment | | **2,332** | 27,334 | 625 |
| Intangible assets | | **2,694** | - | 1,162 |
| Increase in deposits | | **(4,933)** | (835) | (1,876) |
| Dividends received | | **32,957** | 37,614 | 17,911 |
| Net cash used in investing activities | | **(963,010)** | (1,902,689) | (874,833) |
| **CASH FLOWS FROM FINANCING ACTIVITIES** | | | | |
| Payments of: | | | | |
| Cash dividends | *16* | **(700,000)** | (700,000) | (600,000) |
| Cash dividends to non-controlling interest | | **(830)** | (830) | (830) |
| Port concession rights payable | | **(637,801)** | (579,275) | (402,651) |
| Net cash used in financing activities | | **(1,338,631)** | (1,280,105) | (1,003,481) |
| **NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS** | | **860,925** | (270,938) | 513,396 |
| **EFFECT OF FOREIGN EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS** | | **(4,115)** | 1,864 | (7,181) |
| **CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR** | *6* | **2,750,116** | 3,019,190 | 2,512,975 |
| **CASH AND CASH EQUIVALENTS AT END OF YEAR** | *6* | **P3,606,926** | P2,750,116 | P3,019,190 |

*See Notes to the Consolidated Financial Statements.*

## 1. Reporting Entity

Asian Terminals, Inc. (ATI or the "Parent Company") was incorporated in the Philippines and registered with the Philippine Securities and Exchange Commission (SEC) on July 9, 1986. The accompanying consolidated financial statements comprise the financial statements of the Parent Company and its Subsidiary, ATI Batangas, Inc. (ATIB), (collectively referred to as the "Group"). The Parent Company is a public company under Section 17.2 of the Securities Regulation Code and its shares are listed on the Philippine Stock Exchange (PSE). The Group operates and manages the South Harbor Port of Manila and the Port of Batangas in Batangas City. The registered office address of the Parent Company is A. Bonifacio Drive, Port Area, Manila.

P & O Management Services Phils., Inc. (POMS) manages ATI by virtue of a management agreement (see Note 19). Forty percent of the outstanding capital stock of POMS is owned by DP World Australia (POAL) Limited. POAL directly owns 17.32% of the total outstanding capital stock of ATI.

## 2. Operating Contracts

Following are the Group's operating contracts:

a. South Harbor, Port of Manila

   ATI's exclusive right to manage, operate and develop South Harbor was renewed for a period of 25 years from May 19, 2013 to May 18, 2038 pursuant to the Third Supplement to the Contract for Cargo Handling and Related Services with the Philippine Ports Authority (PPA) dated October 19, 2007.

b. Port of Batangas

   ATIB's exclusive right to manage and render arrastre, stevedoring, storage and related cargo handling services at the Port of Batangas for Phase I was renewed on October 20, 2005 for a period of 10 years until October 19, 2015, renewable for another 10 years upon mutual agreement of PPA and ATIB. The contract with the PPA includes cargo handling and operation and management of the Fast Craft Passenger Terminal.

   A Lease Agreement for the management and operation of additional assets and facilities in Phase I was signed with PPA effective August 1, 2009 until October 20, 2015. Pursuant to this Lease Agreement, the Passenger Terminal Building 2 was turned over to ATIB in May 2010.

   On January 18, 2010, the PPA issued to ATI the Notice to Award the Contract for the Management, Operation, Maintenance, Development and Promotion of the Container Terminal "A-1", Phase II of the Port of Batangas for a period of 25 years. The Contract was signed on March 25, 2010. The Notice to Proceed dated June 16, 2010 allowed ATI to start and commence operations at the Terminal on July 1, 2010.

## 3. Basis of Preparation

Statement of Compliance
The consolidated financial statements have been prepared in compliance with Philippine Financial Reporting Standards (PFRSs). PFRSs are based on International Financial Reporting Standards (IFRSs) issued by the International Accounting Standards Board (IASB). PFRSs consist of PFRSs, Philippine Accounting Standards (PASs), and Philippine Interpretations issued by the Philippine Financial Reporting Standards Council (FRSC).

The accompanying consolidated financial statements were authorized for issue by the Board of Directors (BOD) on March 10, 2015.

Basis of Measurement
The consolidated financial statements of the Group have been prepared on a historical cost basis except for the following items, which are measured on an alternative basis on each reporting date:

- available-for-sale (AFS) financial assets measured at fair value; and

- net pension (asset) liability measured at the fair value of plan assets less the present value of the defined benefit obligation.

Functional and Presentation Currency
The consolidated financial statements are presented in Philippine peso, which is the Parent Company's functional currency. All amounts have been rounded to the nearest thousand pesos (P000), except when otherwise indicated.

Basis of Consolidation
The consolidated financial statements comprise the financial statements of ATI and ATIB as at December 31, 2014 and 2013. ATIB is a 98.82% owned subsidiary. The financial statements of ATIB are prepared for the same financial reporting year as ATI, using uniform accounting policies for like transactions and other events in similar circumstances.

All intra-group balances, transactions, income and expenses resulting from intra-group transactions are eliminated in full.

ATIB is fully consolidated from the date of acquisition, being the date when ATI obtained control, and continues to be consolidated until the date that such control ceases.

Non-controlling interest represents the portion of profit and loss and net assets in ATIB not held by ATI and are presented separately in the consolidated statements of income, consolidated statements of comprehensive income, consolidated statements of changes in equity, and within equity in the consolidated statements of financial position.

## 4. Significant Accounting Policies

The Group has consistently applied the accounting policies to all periods presented in these consolidated financial statements.

The Group has adopted amendments to standards and interpretations, including any consequential amendments to other standards, with date of initial application of January 1, 2014.

Adoption of New or Revised Standards, Amendments to Standards and Interpretation
The adoption of the following amendments to standards and interpretation did not have any impact on the Group's financial statements.

- *Offsetting Financial Assets and Financial Liabilities (Amendments to* PAS 32*)*. These amendments clarify that: (a) an entity currently has a legally enforceable right to set-off if that right is not contingent on a future event and enforceable both in the normal course of business and in the event of default, insolvency or bankruptcy of the entity and all counterparties; and (b) gross settlement is equivalent to net settlement if and only if the gross settlement mechanism has features that eliminate or result in insignificant credit and liquidity risk and process receivables and payables in a single settlement process or cycle.

- *Recoverable Amount Disclosures for Non-Financial Assets (Amendments to* PAS 36*)*. These narrow-scope amendments to PAS 36 address the disclosure of information about the recoverable amount of impaired assets if that amount is based on fair value less costs of disposal. The amendments clarified that the scope of those disclosures is limited to the recoverable amount of impaired assets that is based on fair value less costs of disposal.

- *Novation of Derivatives and Continuation of Hedge Accounting (Amendments to* PAS 39*)*. The amendments allow hedge accounting to continue in a situation where a derivative, which has been designated as a hedging instrument, is novated to effect clearing with a central counterparty as a result of laws or regulation, if specific conditions are met (in this context, a novation indicates that parties to a contract agree to replace their original counterparty with a new one).

- *Philippine Interpretation* IFRIC 21 *Levies*. This interpretation provides guidance on accounting for levies in accordance with the requirements of PAS 37, *Provisions, Contingent Liabilities and Contingent Assets*. The interpretation confirms that an entity recognizes a liability for a levy when, and only when, the triggering event specified in the legislation occurs. An entity does not recognize a liability at an earlier date even if it has no realistic opportunity to avoid the triggering event. Other standards should be applied to determine whether the debit side is an asset or expense. Outflows within the scope of PAS 12, *Income Taxes*, fines and penalties, and liabilities arising from emission trading schemes are explicitly excluded from the scope.

*New or Revised Standards and Amendments to Standards Not Yet Adopted*
A number of new standards and amendments to standards are effective for annual periods beginning after January 1, 2014. However, the Group has not applied the following new standard in preparing these consolidated financial statements. PFRS 9 is not expected to have a significant impact on the Group's financial statements.

- PFRS 9, *Financial Instruments*. PFRS 9, published in July 2014, replaces the existing guidance in PAS 39, *Financial Instruments: Recognition and Measurement*. PFRS 9 includes revised guidance on the classification and measurement of financial instruments, including a new expected credit loss model for calculating impairment on financial assets, and the new general hedge accounting requirements. It also carries forward the guidance on recognition and derecognition of financial instruments from PAS 39. PFRS is effective for annual reporting periods beginning on or after January 1, 2018, with early adoption permitted.

The following new or amended standards are not expected to have a significant impact on the Group's financial statements:

- *Clarification of Acceptable Methods of Depreciation and Amortization* (Amendments to PAS 16 and PAS 38).
- *Annual Improvements to* PFRSs 2010-2012 Cycle.
- *Annual Improvements to* PFRSs 2011-2013 Cycle.
- *Annual Improvements to* PFRSs 2012-2014 Cycle.

Financial Assets and Financial Liabilities
*Date of Recognition.* The Group recognizes a financial asset or a financial liability in the consolidated statements of financial position when it becomes a party to the contractual provisions of the instrument. In the case of a regular way purchase or sale of financial assets, recognition is done using settlement date accounting.

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

Financial assets are classified into the following categories: financial assets at FVPL, loans and receivable, held-to-maturity (HTM) investments, and AFS financial assets. Financial liabilities are classified as either financial liabilities at FVPL or other financial liabilities. The Group determines the classification of financial instruments at initial recognition and, where allowed and appropriate, re-evaluates this designation at every reporting date.

The Group does not have HTM investments and financial assets and liabilities at FVPL.

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

Subsequent to initial measurement, loans and receivables are carried at amortized cost using the effective interest method, less any impairment in value. Any interest earned on loans and receivables shall be recognized as part of "Finance income" in the consolidated statements of income on an accrual basis. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees that are integral part of the effective interest rate. The periodic amortization is also included as part of "Finance income" in the consolidated statements of income. Gains or losses are recognized in profit or loss when loans and receivables are derecognized or impaired.

Cash includes cash on hand and in banks which are stated at face value. Cash equivalents are short-term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of change in value.

The Group's cash and cash equivalents, trade and other receivables and deposits are included in this category (see Notes 6, 7, 12 and 24).

The combined carrying amounts of financial assets under this category amounted to P4.1 billion and P3.1 billion as at December 31, 2014 and 2013, respectively (see Note 24).

*AFS Financial Assets.* AFS financial assets are non-derivative financial assets that are either designated in this category or not classified in any of the other financial asset categories. Subsequent to initial recognition, AFS financial assets are measured at fair value and changes therein, other than impairment losses and foreign currency differences on AFS debt instruments, are recognized in other comprehensive income and presented in the "Fair value reserve" in equity. Dividends earned on holding AFS equity securities are recognized as dividend income when the right to receive payment has been established. When individual AFS financial assets are either derecognized or impaired, the related accumulated unrealized gains or losses previously reported in equity are transferred to and recognized in profit or loss.

AFS financial assets also include unquoted equity instruments with fair values which cannot be reliably determined. These instruments are carried at cost less impairment in value, if any.

The Group's investments in quoted and unquoted shares are included under "AFS financial assets" account classified under this category (see Note 12).

The carrying amount of financial assets under this category amounted to P2.7 million as at December 31, 2014 and 2013 (see Note 24).

Financial Liabilities

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

Included in this category is the Group's trade and other payables and port concession rights payable (see Notes 14 and 24).

The combined carrying amounts of financial liabilities under this category amounted to P9.5 billion and P9.4 billion as at December 31, 2014 and 2013, respectively (see Note 24).

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

- the right to receive cash flows from the asset has expired; or

- the Group retains the right to receive cash flows from the asset, but has assumed an obligation to pay them in full without material delay to a third party under a "pass-through" arrangement; or

- the Group has transferred its rights to receive cash flows from the asset and either: (a) has transferred substantially all the risks and rewards of the asset, or (b) has neither transferred nor retained substantially all the risks and rewards of the asset but has transferred the control of the asset.

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

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

Impairment of Financial Assets
The Group assesses at each reporting date whether a financial asset or group of financial assets is impaired.

A financial asset or a group of financial assets is deemed to be impaired if, and only if, there is objective evidence of impairment as a result of one or more events that have occurred after the initial recognition of the asset (an incurred loss event) and that loss event has an impact on the estimated future cash flows of the financial asset or the group of financial assets that can be reliably estimated.

*Assets Carried at Amortized Cost.* For assets carried at amortized cost such as loans and receivables, the Group first assesses whether objective evidence of impairment exists individually for financial assets that are individually significant, or collectively for financial assets that are not individually significant. If no objective evidence of impairment has been identified for a particular financial asset that was individually assessed, the Group includes the asset as part of a group of financial assets pooled according to their credit risk characteristics and collectively assesses the group for impairment. Assets that are individually assessed for impairment and for which an impairment loss is, or continues to be, recognized are not included in the collective impairment assessment.

Evidence of impairment for specific impairment purposes may include indications that the borrower or a group of borrowers is experiencing financial difficulty, default or delinquency in principal or interest payments, or may enter into bankruptcy or other form of financial reorganization intended to alleviate the financial condition of the borrower.

For collective impairment purposes, evidence of impairment may include observable data on existing economic conditions or industry-wide developments indicating that there is a measurable decrease in the estimated future cash flows of the related assets.

If there is objective evidence of impairment, the amount of loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses) discounted at the financial asset's original effective interest rate (i.e., the effective interest rate computed at initial recognition). Time value is generally not considered when the effect of discounting the cash flows is not material. If a loan or receivable has a variable rate, the discount rate for measuring any impairment loss is the current effective interest rate, adjusted for the original credit risk premium. For collective impairment purposes, impairment loss is computed based on their respective default and historical loss experience.

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

*Assets Carried at Cost.* If there is objective evidence that an impairment loss on an unquoted equity instrument that is not carried at fair value because its fair value cannot be reliably measured, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the current market rate of return for a similar financial asset.

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

Offsetting Financial Instruments

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

Spare Parts and Supplies

Spare parts and supplies are stated at the lower of cost and net realizable value (selling price less cost to complete and sell). Cost is determined using the weighted average method and includes all expenditures incurred in acquiring and bringing them to their existing location and condition.

Investment in a Subsidiary

A subsidiary is an entity controlled by the Group. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of the subsidiary are included in the consolidated financial statements from the date on which control commences until the date on which control ceases.

*Non-controlling Interest*

Non-controlling interest (NCI) is measured at its proportionate share of the acquiree's identifiable net assets at the acquisition date. Changes in the Group's interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions.

*Loss of Control*

When the Group loses control over a subsidiary, it derecognizes the assets and liabilities of the subsidiary, and any related NCI and other components of equity. Any resulting gain or loss is recognized in profit or loss. Any interest retained in the former subsidiary is measured at fair value when control is lost.

Investment in an Associate

The Group's 35.71% investment in its associate, South Cotabato Integrated Port Services, Inc. (SCIPSI), is accounted for under the equity method of accounting. An associate is an entity in which the Group has significant influence but not control or joint control, over the financial and operating policies. Significant influence is presumed to exist when the Group holds between 20 and 50 percent of the voting power of another entity.

Under the equity method, the investment in the associate is initially recognized at cost and the carrying amount is increased or decreased to recognize the Group's share of the profit or loss of the associate after the date of acquisition. The Group's share in the profit or loss of the associate is recognized in the Group's statement of income. Dividends received from the associate reduce the carrying amount of the investment. Adjustment to the carrying amount, may also be necessary for changes in the Group's proportionate interest in the associate arising from changes in the associate's other comprehensive income.

Goodwill relating to an associate is included in the carrying amount of the investment and is not amortized.

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

Property and Equipment

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

The initial cost of property and equipment comprises its construction cost or purchase price, including import duties, taxes and any directly attributable costs in bringing the asset to its working condition and location for its intended use. Cost also includes interest incurred during the construction period on funds borrowed to finance the construction of the projects. Expenditures incurred after the asset has been put into operation, such as repairs, maintenance and overhaul costs, are normally recognized as expense in the period the costs are incurred. Major repairs are capitalized as part of property and equipment only when it is probable that future economic benefits associated with the items will flow to the Group and the cost of the items can be measured reliably.

Port facilities and equipment include spare parts that the Group expects to use for more than one year. These are not depreciated until ready for its intended use. However, these are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of the spare parts may not be recoverable.

Construction in progress represents structures under construction and is stated at cost. This includes the costs of construction and other direct costs. Borrowing costs that are directly attributable to the construction of property and equipment are capitalized during the construction period. Construction in progress is not depreciated until such time that the relevant assets are substantially completed and ready for its intended use.

Depreciation and amortization are computed using the straight-line method over the following estimated useful lives of the assets:

| | Number of Years |
|---|---|
| Port facilities and equipment | 2 - 25 years or life of the operating contract, whichever is shorter |
| Leasehold improvements | 2 - 40 years or term of the lease, whichever is shorter |
| Furniture, fixtures and equipment | 5 years |
| Transportation and other equipment | 4 - 5 years |

The remaining useful lives, residual values, depreciation and amortization method are reviewed and adjusted periodically, if appropriate, to ensure that such periods and method of depreciation and amortization are consistent with the expected pattern of economic benefits from the items of property and equipment.

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

Fully depreciated assets are retained in the accounts until they are no longer in use and no further depreciation and amortization are recognized in profit or loss.

An item of property and equipment is derecognized when either it has been disposed of or when it is permanently withdrawn from use and no future economic benefits are expected from its use or disposal. Any gain or loss arising on the retirement and disposal of an item of property and equipment (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the period of retirement or disposal.

Intangible Assets

Intangible assets acquired separately are measured on initial recognition at cost. Subsequent to initial recognition, intangible assets are carried at cost less any accumulated amortization and any accumulated impairment losses, if any.

The useful lives of intangible assets are assessed to be either finite or indefinite. Intangible assets with finite lives are amortized using the straight-line method over the period covered by the contract or economic lives, whichever is shorter. The amortization period and the amortization method are reviewed annually. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are treated as changes in accounting estimates. The amortization expense is recognized in profit or loss in the expense category consistent with the function of the intangible asset. Gains or losses arising from derecognition of an intangible asset are recognized in profit or loss and measured as the difference between the net disposal proceeds and the carrying amount of the asset.

*Port Concession Rights*

The Group recognizes port concession rights as intangible assets arising from a service concession arrangement in which the grantor controls or regulates the services provided and the prices charged, and also controls any significant residual interests in the infrastructure at the end of the term of the arrangement, such as property and equipment, if the infrastructure is existing infrastructure of the grantor or the infrastructure is constructed or purchased by the Group as part of the service concession arrangement.

Port concession rights consist of:

a. Upfront fees payments on the concession contracts;

b. The cost of port infrastructure constructed and port equipment purchased, which are not recognized as property and equipment of the Group but as intangible asset; and

c. Future fixed fee considerations in exchange for license or right. Fixed fees are recognized at present value using the discount rate at the inception date with a corresponding liability recognized. Interest on the unwinding of discount of the liability and foreign exchange differences arising from translations are recognized in profit or loss.

Port concession rights are determined as intangible assets with finite useful lives and are amortized using the straight-line method over the concession period or economic lives, whichever is shorter. The amortization period and the amortization method are reviewed annually. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are treated as changes in accounting estimates. The amortization expense is recognized in profit or loss in the expense category consistent with the function of the intangible asset. Gains or losses arising from derecognition of an intangible asset are recognized in profit or loss and measured as the difference between the net disposal proceeds and the carrying amount of the asset.

Port concession rights are amortized using the straight-line method over the term of service concession arrangements or economic lives ranging from 2 to 25 years.

*Goodwill*
Goodwill acquired in a business combination is initially measured at cost being the excess of the cost of the business combination over the Group's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities. Following initial recognition, goodwill is measured at cost less any accumulated impairment losses. Goodwill is reviewed for impairment, annually or more frequently if events or changes in circumstances indicate that the carrying amount may be impaired.

Impairment is determined by assessing the recoverable amount of the investment to which the goodwill relates. Where the recoverable amount is less than the carrying amount of the investment, an impairment loss is recognized. An impairment loss in respect of goodwill is not reversed. Where part of the operation within the investment is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on disposal of the operation. Goodwill disposed of in this circumstance is measured based on the relative values of the operation disposed of and the portion of the cash-generating unit retained.

Impairment of Non-financial Assets
The carrying amounts of investment in an associate, property and equipment and intangible assets are reviewed for impairment when events or changes in circumstances indicate that the carrying amount may not be recoverable. If any such indication exists, and if the carrying amount exceeds the estimated recoverable amount, the assets or cash-generating units are written down to their recoverable amounts. The recoverable amount of the asset is the greater of fair value less costs to sell or value in use. The fair value less costs to sell is the amount obtainable from the sale of an asset in an arm's-length transaction less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessment of the time value of money and the risks specific to the asset. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash-generating unit to which the asset belongs. Impairment losses of continuing operations are recognized in profit or loss in those expense categories consistent with the function of the impaired asset.

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

Provisions

Provisions are recognized when the Group has: a) a present obligation (legal or constructive) as a result of past event; (b) it is probable (i.e., more likely than not) that an outflow of resources embodying economic benefits will be required to settle the obligation; and (c) a reliable estimate can be made of the amount of the obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessment of the time value of money and those risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognized as interest expense. Where some or all of the expenditure required to settle a provision is expected to be reimbursed by another party, the reimbursement shall be recognized when, and only when, it is virtually certain that reimbursement will be received if the entity settles the obligation. The reimbursement shall be treated as a separate asset. The amount recognized for the reimbursement shall not exceed the amount of the provision. Provisions are reviewed at each reporting date and adjusted to reflect the current best estimate.

Share Capital

*Capital Stock*

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

*Additional Paid-in Capital*

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

Retained Earnings and Dividend Distribution

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

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

Other Comprehensive Income

Other comprehensive income are items of income and expense that are not recognized in profit or loss as required or permitted by the related accounting standards.

Revenue, Cost and Expense Recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured. Revenue is measured at the fair value of the consideration received, net of discounts, rebates and applicable taxes. The following are specific recognition policies of the Group:

*Revenues from Operations*

- Revenues from cargo handling operations are recognized when services are rendered.
- Passenger terminal fees are recognized upon sale of terminal tickets.
- Finance income is recognized on a time proportion basis that reflects the effective yield on the investment.

*Construction Revenues and Costs*
The Group recognizes revenue related to construction and upgrade of services under service concession arrangement based on the stage of completion of work performed in accordance with PAS 11, *Construction Contracts*. The fair value of the construction and upgrade services provided is equal to the recorded cost of the intangible asset built up from day one until the construction activity ceases.

*Cost and Expense Recognition*
Costs and expenses are recognized upon receipt of goods, utilization of services or at the date they are incurred.

Leases
The determination of whether an arrangement is, or contains, a lease is based on the substance of the arrangement and requires an assessment of whether the fulfillment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset. A reassessment is made after the inception of the lease only if one of the following applies:

(a) there is a change in contractual terms, other than a renewal or extension of the arrangement;

(b) a renewal option is exercised or extension granted, unless the term of the renewal or extension was initially included in the lease term;

(c) there is a change in the determination of whether fulfillment is dependent on a specific asset; and

(d) there is a substantial change to the asset.

Where a reassessment is made, lease accounting shall commence or cease from the date when the change in circumstances gives rise to the reassessment for scenarios (a), (c) or (d) above, and at the date of renewal or extension period for scenario (b).

*Operating Lease*
*Group as Lessee*. Leases which do not transfer to the Group substantially all the risks and benefits of ownership of the asset are classified as operating leases. Operating lease payments are recognized as an expense in profit or loss on a straight-line basis over the lease term. Associated costs such as maintenance and insurance are expensed as incurred.

Pensions
ATI and ATIB have funded, defined benefit pension plans, administered by a common pension trustee, covering their permanent employees. The cost of providing benefits under the defined benefit plans is determined separately for each plan using the projected unit credit method.

The defined benefit asset or liability comprises the present value of the defined benefit obligation less the fair value of plan assets out of which the obligation is to be settled directly. The value of any plan asset recognized is restricted to the present value of any economic benefits available in the form of refunds from the plan or reductions in the future contributions to the plan.

Remeasurements of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognized immediately in other comprehensive income.

The Group determines the net interest expense (income) on the net defined benefit liability (asset) for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the then net defined benefit liability (asset), taking into account any changes in the net defined liability (asset) during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognized in profit or loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service or the gain or loss on curtailment is recognized immediately in profit or loss. The Group recognizes gains and losses on the settlement of a defined benefit plan when the settlement occurs.

Foreign Currency Transactions

The consolidated financial statements are presented in Philippine peso, which is the Group's functional currency. Transactions in foreign currencies are translated to the functional currency at exchange rates at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies at the reporting date are retranslated to the functional currency at the exchange rate at that date. All differences are taken to the profit or loss. Foreign currency gains and losses are reported on a net basis.

Cash Flow Hedge of a Forecast Transaction Using a Non-derivative Instrument

The port concession rights payable i.e. hedging instrument is a non-derivative monetary item. A non-derivative financial instrument is permitted to be used as a hedging instrument only for hedges of foreign currency risk. The effective portion of the foreign exchange gains and losses on the hedging instrument is recognized in other comprehensive income. Any ineffective portion is recognized in profit or loss.

The spot movement of the port concession rights payable that is recognized in other comprehensive income is reclassified to profit or loss when the hedged item i.e. the highly probable forecast revenue transaction affects profit or loss. Since the impact of the hedged risk on profit or loss arising from the highly probable forecast transaction is expected to impact profit or loss over future periods, the amount recognized in the hedging reserve will remain in other comprehensive income until the hedged item affects profit or loss.

If the hedging instrument no longer meets the criteria for hedge accounting, expires, terminated or the designation is revoked, then hedge accounting is discontinued prospectively. If the forecast transaction is no longer expected to occur, then the amount accumulated in equity is reclassified to profit or loss.

Taxes

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

*Current Tax*. Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted by the end of the reporting period, and any adjustment to tax payable in respect of previous years.

*Deferred Tax*. Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax liabilities are recognized for all taxable temporary differences.

Deferred tax assets are recognized for all deductible temporary differences to the extent that it is probable that taxable profit will be available against which the deductible temporary differences can be utilized.

Deferred income tax liabilities are not provided on non-taxable temporary differences associated with investments in a domestic subsidiary and an associate.

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

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

In determining the amount of current and deferred tax, the Group takes into account the impact of uncertain tax positions and whether additional taxes and interest may be due. The Group believes that its accruals for tax liabilities are adequate for all open tax years based on its assessment of many factors, including interpretation of tax laws and prior experience. This assessment relies on estimates and assumptions and may involve a series of judgments about future events. New information may become available that causes the Group to change its judgment regarding the adequacy of existing tax liabilities; such changes to tax liabilities will impact tax expense in the period that such a determination is made.

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

Earnings Per Share (EPS)

Basic EPS is calculated by dividing the net income for the year by the weighted average number of common shares outstanding during the year after giving retroactive effect to any stock dividends declared during the year.

The Group does not have potential common shares or other instruments that may entitle the holder to common shares. Hence, diluted EPS is the same as basic EPS.

Operating Segments

The Group's operating businesses are organized and managed separately according to the lines of business: port and non-port, with each segment representing a strategic business unit that serves different markets. Management reviews segment reports on a regular basis.

The Group has a single operating reportable segment as its business has been exclusively on port operations since 2010.

The Group operates only in the Philippines which is treated as a single geographical segment.

Segment capital expenditure is the total cost incurred during the year to acquire property and equipment and intangible assets other than goodwill.

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

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

## 5. Significant Accounting Judgments, Estimates and Assumptions

The preparation of the Group's financial statements in accordance with PFRSs requires management to make judgments, estimates and assumptions that affect the application of accounting policies and amounts of assets, liabilities, income and expenses reported in the consolidated financial statements at the reporting date. However, uncertainty about these judgments, estimates and assumptions could result in an outcome that could require a material adjustment to the carrying amount of the affected asset or liability in the future.

Judgments and estimates are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Revisions are recognized in the period in which the judgments and estimates are revised and in any future periods affected.

In the process of applying the Group's accounting policies, management has made the following judgments and estimates, which have the most significant effect on the amounts recognized in the consolidated financial statements:

*Port Concession Rights.* Estimates and assumptions are required on the determination of the cost of port concession rights on service concession arrangements to determine the extent to which the Group receives a right or license to charge users of public service. In making those estimates, the management is required to determine a suitable discount rate to calculate the present value of port concessions rights. The Group believes, that, while the assumptions used are reasonable and appropriate, these estimates and assumptions can materially affect the consolidated financial statements.

*Operating Lease.* The Group has entered into various lease agreements as a lessee. The Group had determined that significant risks and rewards for properties leased from third parties are retained by the lessors.

Rent expense charged to consolidated statements of income amounted to P171.0 million, P92.4 million and P62.6 million in 2014, 2013 and 2012, respectively (see Note 17).

*Measurement of Fair values.* A number of the Group's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.

When measuring fair value of an asset or a liability, the Group uses market observable data as far as possible. Fair values are categorized into different levels in a fair value hierarchy, described as follows:

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

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

Fair values of financial instruments are discussed in Note 24 to the consolidated financial statements.

*Allowance for Impairment Losses on Trade and Other Receivables.* Provisions are made for specific and groups of accounts, where objective evidence of impairment exists. The Group evaluates these accounts on the basis of factors that affect the collectibility of the accounts. These factors include, but are not limited to, the length of the Group's relationship with the customers and counterparties, the customers' current credit status based on third party credit reports and known market forces, average age of accounts, collection experience, and historical loss experience. The amount and timing of recorded expenses for any period would differ if the Group made different judgments or utilized different methodologies. An increase in allowance for impairment losses would increase the recorded operating expenses and decrease current assets.

The allowance for impairment losses amounted to P23.6 million as at December 31, 2014 and 2013, respectively. The carrying amounts of trade and other receivables amounted to P478.8 million and P365.0 million as at December 31, 2014 and 2013, respectively (see Note 7).

*Provisions for Claims.* The Group records provisions for claims for property, equipment and cargo damage and for pending civil and labor cases when it is determined that an unfavorable outcome is probable and the amount of the claim can be reasonably estimated. The determination of the amount of reserves required, if any, is based on management's analysis of each individual issue, often with the assistance of outside legal counsel.

The carrying amounts of the provisions for claims amounted to P50.8 million and P52.1 million as at December 31, 2014 and 2013, respectively (see Note 15).

*Estimated Useful Lives of Property and Equipment and Intangible Assets with Definite Useful Lives.* The Group reviews annually the estimated useful lives of property and equipment and intangible assets with definite useful lives based on expected asset utilization, market demands and future technological developments consistent with the Group's pursuit of constant modernization of equipment fleet to ensure the availability, reliability and cost-efficiency of the equipment. It is possible that the factors mentioned may change in the future, which could cause a change in estimated useful lives. A reduction in the estimated useful lives could cause a significant increase in depreciation and amortization of property and equipment and intangible assets with definite useful lives.

The carrying amount of property and equipment amounted to P455.6 million and P341.7 million as at December 31, 2014 and 2013, respectively (see Note 10). The carrying amount of intangible assets with definite useful lives amounted to P14.1 billion as at December 31, 2014 and 2013, respectively (see Note 11).

*Asset Impairment.* The Group assesses impairment on property and equipment, intangible assets with definite useful lives and investment in an associate whenever events or changes in circumstances indicate that the carrying amount of the asset may no longer be recoverable. The factors that the Group considers important which could trigger an impairment review include the following:

- significant underperformance related to the expected or projected operating results;
- significant changes in the manner of use of the assets; and
- significant negative industry or economic trends.

The Group determined that there are no impairment indicators related to its property and equipment, intangible assets with definite useful lives and investment in an associate.

The carrying amount of investment in an associate amounted to P59.4 million and P57.7 million as at December 31, 2014 and 2013, respectively (see Note 9). There were no accumulated impairment losses as at December 31, 2014 and 2013 (see Notes 9, 10 and 11).

*Impairment of Goodwill.* The Group determines whether goodwill is impaired at least on an annual basis. This requires an estimation of the value in use of ATIB, the cash-generating unit to which the goodwill is allocated. Estimating the value in use requires the Group to make an estimate of the expected future cash flows from the cash-generating unit and also to choose a suitable discount rate in order to calculate the present value of those cash flows.

The carrying amount of goodwill amounted to P42.1 million as at December 31, 2014 and 2013 (see Note 11). There are no impairment losses as at December 31, 2014 and 2013.

*Deferred Tax Assets.* Management uses judgment in reviewing the carrying amount of deferred tax assets. Deferred tax assets are reviewed at each reporting date and reduced to the extent that is no longer probable that sufficient taxable profit will be available to allow all or part of such deferred tax assets to be utilized.

There is no unrecognized deferred tax asset as at December 31, 2014 and 2013. The carrying amounts of deferred tax assets (gross of deferred tax liabilities) amounted to P417.2 million and P337.9 million as at December 31, 2014 and 2013, respectively (see Note 13).

*Pension Cost.* The determination of the obligation and cost for pension benefits is dependent on the selection of certain assumptions used by the Group and its actuary in calculating such amounts. Those assumptions are described in Note 20 to the consolidated financial statements and included among others, discount rate, expected rate of return on plan assets and salary increase rate. While it is believed that the Group's assumptions are reasonable and appropriate, significant differences in actual experience or significant changes in assumptions may materially affect the Group's pension obligations.

Pension liability recognized by ATI as at December 31, 2014 and 2013 amounted to P112.6 million and P57.8 million, respectively. Pension liability recognized by ATIB as at December 31, 2014 and 2013 amounted to P9.2 million and P8.1 million, respectively (see Note 20).

## 6. Cash and Cash Equivalents

| | 2014 | 2013 |
|---|---|---|
| | *(In Thousands)* | |
| Cash on hand and in banks | **P293,522** | P183,326 |
| Short-term investments | **3,313,404** | 2,566,790 |
| | **P3,606,926** | P2,750,116 |

Cash in banks earns interest at floating rates based on daily bank deposit rates. Short-term investments are made for varying periods of between one and thirty days depending on the cash requirements of the Group, and earn interest at the prevailing short-term deposit rates.

## 7. Trade and Other Receivables

| | *Note* | 2014 | 2013 |
|---|---|---|---|
| | | *(In Thousands)* | |
| Trade receivables | | **P361,309** | P325,311 |
| Receivable from insurance | | **73,697** | - |
| Advances to officers and employees | | **27,140** | 24,826 |
| Receivable from escrow fund | | **13,174** | 13,174 |
| Interest receivable | | **2,952** | 927 |
| Amounts due from related parties | *19* | **8,793** | 9,838 |
| Other receivables | | **15,332** | 14,508 |
| | | **502,397** | 388,584 |
| Allowance for impairment losses | | **(23,602)** | (23,602) |
| | | **P478,795** | P364,982 |

Trade and other receivables are noninterest-bearing and are short-term in nature.

Movements in the allowance for impairment losses on trade and other receivables are as follows:

| | Individually Impaired | Collectively Impaired | Total |
|---|---|---|---|
| | | *(In Thousands)* | |
| Balance at January 1, 2013 | P3,359 | P20,644 | P24,003 |
| Write-offs during the year | (401) | - | (401) |
| Balance at December 31, 2013 | 2,958 | 20,644 | 23,602 |
| Provisions during the year | 6,297 | - | 6,297 |
| Reversals during the year | - | (6,297) | (6,297) |
| **Balance at December 31, 2014** | **P9,255** | **P14,347** | **P23,602** |

As at December 31, 2014 and 2013, the aging analysis of trade and other receivables is as follows:

**2014**

| | | Neither Past Due nor | Past Due but Not Impaired | | | | Past Due and |
|---|---|---|---|---|---|---|---|
| | **Total** | **Impaired** | **<30 Days** | **30-60 Days** | **61-90 Days** | **Over 90 Days** | **Impaired** |
| | | | | *(In Thousands)* | | | |
| Trade receivables | **P361,309** | **P331,912** | **P14,769** | **P -** | **P -** | **P -** | **P14,628** |
| Other receivables | **141,088** | **13,086** | **11,495** | **72,361** | **3,625** | **31,547** | **8,974** |
| | **P502,397** | **P344,998** | **P26,264** | **P72,361** | **P3,625** | **P31,547** | **P23,602** |

2013

| | | Neither Past Due nor | Past Due but Not Impaired | | | | Past Due and |
|---|---|---|---|---|---|---|---|
| | Total | Impaired | <30 Days | 30-60 Days | 61-90 Days | Over 90 Days | Impaired |
| | | | | *(In Thousands)* | | | |
| Trade receivables | P325,311 | P305,959 | P4,724 | P - | P - | P - | P14,628 |
| Other receivables | 63,273 | 9,719 | 6,171 | 2,252 | 4,342 | 31,815 | 8,974 |
| | P388,584 | P315,678 | P10,895 | P2,252 | P4,342 | P31,815 | P23,602 |

## 8. Prepaid Expenses

| | *Note* | **2014** | 2013 |
|---|---|---|---|
| | | *(In Thousands)* | |
| Taxes | | **P312,198** | P336,515 |
| Rental | *12* | **83,631** | 16,011 |
| Insurance | | **35,986** | 40,505 |
| Advances to contractors | | **2,718** | 160 |
| Advances to government agencies | | **2,690** | 2,408 |
| Others | | **6,027** | 6,553 |
| | | **P443,250** | P402,152 |

## 9. Investment in an Associate

ATI has a 35.71% interest in SCIPSI, which is engaged in arrastre, stevedoring and other related cargo handling services, except porterage, in Makar Wharf, General Santos City, Philippines. SCIPSI is not listed in any public exchange. The carrying amounts of investment in an associate as at December 31 are as follows:

| | *Note* | **2014** | 2013 |
|---|---|---|---|
| | | *(In Thousands)* | |
| Acquisition cost | | **P11,222** | P11,222 |
| Accumulated equity in net earnings: | | | |
| Balance at beginning of year | | **46,491** | 54,771 |
| Equity in net earnings for the year | *18* | **34,618** | 29,333 |
| Dividends received during the year | | **(32,957)** | (37,613) |
| | | **48,152** | 46,491 |
| | | **P59,374** | P57,713 |

The following table shows the summarized financial information of SCIPSI:

| | **2014*** | 2013 |
|---|---|---|
| | *(In Thousands)* | |
| Current assets | **P140,336** | P125,086 |
| Noncurrent assets | **23,098** | 37,675 |
| Total assets | **P163,434** | P162,761 |
| Current liabilities | **P16,520** | P23,902 |
| Noncurrent liabilities | **3,650** | 538 |
| Total liabilities | **P20,170** | P24,440 |
| Revenues | **P259,399** | P238,946 |
| Expenses | **162,455** | 157,223 |
| Net income | **P96,944** | P81,723 |

* *Based on unaudited financial statements*

Dividend income of P16.1 million, P7.2 million, and P9.7 million was received in March 2014, June 2014, and September 2014, respectively. Dividend income of P25.1 million and P12.5 million was received in March 2013 and October 2013, respectively.

## 10. Property and Equipment

The movements in this account are as follows:

**2014**

| | Port Facilities and Equipment | Leasehold Improvements | Furniture, Fixtures and Equipment | Transportation and Other Equipment | Construction In-progress | Total |
|---|---|---|---|---|---|---|
| | | | *(In Thousands)* | | | |
| **Cost** | | | | | | |
| Balance at beginning of year | P55,416 | P521,032 | P287,381 | P117,454 | P12,551 | P993,834 |
| Additions | 2,818 | 13,855 | 54,371 | 33,991 | 58,436 | 163,471 |
| Disposals | - | - | (2,537) | (6,211) | - | (8,748) |
| Reclassifications | 295 | - | 5,567 | 71 | (5,933) | - |
| **Balance at end of year** | 58,529 | 534,887 | 344,782 | 145,305 | 65,054 | 1,148,557 |
| **Accumulated Depreciation and Amortization** | | | | | | |
| Balance at beginning of year | 44,303 | 313,952 | 212,769 | 81,092 | - | 652,116 |
| Additions | 3,352 | 12,474 | 21,354 | 12,331 | - | 49,511 |
| Disposals | - | - | (2,484) | (6,211) | - | (8,695) |
| **Balance at end of year** | 47,655 | 326,426 | 231,639 | 87,212 | - | 692,932 |
| **Carrying amount** | P10,874 | P208,461 | P113,143 | P58,093 | P65,054 | P455,625 |

2013

| | Port Facilities and Equipment | Leasehold Improvements | Furniture, Fixtures and Equipment | Transportation and Other Equipment | Construction In-progress | Total |
|---|---|---|---|---|---|---|
| | | | *(In Thousands)* | | | |
| Cost | | | | | | |
| Balance at beginning of year | P174,532 | P521,032 | P540,922 | P115,631 | P25,677 | P1,377,794 |
| Additions | 4,216 | - | 56,946 | 8,288 | 13,169 | 82,619 |
| Disposals | (123,303) | - | (110,256) | (7,065) | - | (240,624) |
| Reclassifications | (29) | - | (182,041) | 600 | (26,295) | (207,765) |
| Retirements | - | - | (18,190) | - | - | (18,190) |
| Balance at end of year | 55,416 | 521,032 | 287,381 | 117,454 | 12,551 | 993,834 |
| Accumulated Depreciation and Amortization | | | | | | |
| Balance at beginning of year | 135,624 | 302,525 | 427,919 | 75,930 | - | 941,998 |
| Additions | 11,957 | 11,427 | 15,723 | 12,206 | - | 51,313 |
| Disposals | (103,278) | - | (110,256) | (7,044) | - | (220,578) |
| Reclassifications | - | - | (102,427) | - | - | (102,427) |
| Retirements | - | - | (18,190) | - | - | (18,190) |
| Balance at end of year | 44,303 | 313,952 | 212,769 | 81,092 | - | 652,116 |
| Carrying amount | P11,113 | P207,080 | P74,612 | P36,362 | P12,551 | P341,718 |

In 2013, the Group modified classification of some items of property and equipment that were identified as part of the concession arrangements with the Grantor. Accordingly, these items with a cost of P207.8 million are reclassified to intangible assets (see Note 11).

## 11. Intangible Assets and Goodwill

The movements in this account are as follows:

**2014**

| | Port Concession Rights | | | | | |
|---|---|---|---|---|---|---|
| | Upfront Fees | Fixed Fees | Port Infrastructure | Subtotal | Goodwill | Total |
| | | | *(In Thousands)* | | | |
| Cost | | | | | | |
| Balance at beginning of year | P282,000 | P8,342,270 | P11,091,944 | P19,716,214 | P42,060 | P19,758,274 |
| Additions | - | - | 853,046 | 853,046 | - | 853,046 |
| Disposals | - | - | (62,268) | (62,268) | - | (62,268) |
| Retirements | - | - | (49,690) | (49,690) | - | (49,690) |
| **Balance at end of year** | **282,000** | **8,342,270** | **11,833,032** | **20,457,302** | **42,060** | **20,499,362** |
| Accumulated Depreciation and Amortization | | | | | | |
| Balance at beginning of year | 6,974 | 1,403,844 | 4,194,223 | 5,605,041 | - | 5,605,041 |
| Additions | 11,280 | 292,853 | 508,332 | 812,465 | - | 812,465 |
| Disposals | - | - | (61,162) | (61,162) | - | (61,162) |
| Retirements | - | - | (32,417) | (32,417) | - | (32,417) |
| **Balance at end of year** | **18,254** | **1,696,697** | **4,608,976** | **6,323,927** | - | **6,323,927** |
| **Carrying amount** | **P263,746** | **P6,645,573** | **P7,224,056** | **P14,133,375** | **P42,060** | **P14,175,435** |

2013

| | Port Concession Rights | | | | | |
|---|---|---|---|---|---|---|
| | Upfront Fees | Fixed Fees | Port Infrastructure | Subtotal | Goodwill | Total |
| | | | *(In Thousands)* | | | |
| Cost | | | | | | |
| Balance at beginning of year | P - | P2,771,975 | P9,279,830 | P12,051,805 | P42,060 | P12,093,865 |
| Additions | 282,000 | 5,570,295 | 1,614,984 | 7,467,279 | - | 7,467,279 |
| Disposals | - | - | (329) | (329) | - | (329) |
| Reclassifications | - | - | 207,765 | 207,765 | - | 207,765 |
| Retirements | - | - | (10,306) | (10,306) | - | (10,306) |
| Balance at end of year | 282,000 | 8,342,270 | 11,091,944 | 19,716,214 | 42,060 | 19,758,274 |
| Accumulated Depreciation and Amortization | | | | | | |
| Balance at beginning of year | - | 1,123,628 | 3,664,008 | 4,787,636 | - | 4,787,636 |
| Additions | 6,974 | 280,216 | 438,423 | 725,613 | - | 725,613 |
| Disposals | - | - | (329) | (329) | - | (329) |
| Reclassifications | - | - | 102,427 | 102,427 | - | 102,427 |
| Retirements | - | - | (10,306) | (10,306) | - | (10,306) |
| Balance at end of year | 6,974 | 1,403,844 | 4,194,223 | 5,605,041 | - | 5,605,041 |
| Carrying amount | P275,026 | P6,938,426 | P6,897,721 | P14,111,173 | P42,060 | P14,153,233 |

No borrowing costs were capitalized in 2014 and 2013. The unamortized capitalized borrowing costs as at December 31, 2014 and 2013 amounted to P93.3 million and P98.4 million, respectively.

Goodwill

*Key Assumptions*

In testing impairment of goodwill, the recoverable amount of ATIB is the value in use, which has been determined by calculating the present value of cash flow projections from the operations of ATIB. The average revenue growth rate assumption used was 5%. The discount rate applied to cash flow projections is 5.52% in 2014 and 4.36% in 2013 based on the industry's weighted average cost of capital (WACC).

*Sensitivity to Changes in Assumptions*
The estimated recoverable amount of ATIB exceeds its carrying amount by approximately P719.5 million and P373.0 million in 2014 and 2013, respectively. Management has identified that earnings before interest and tax and discount rates are the key assumptions for which there could be a reasonably possible change that could cause the carrying amount to exceed the recoverable amount.

## 12. Other Noncurrent Assets

| | *Note* | **2014** | 2013 |
|---|---|---|---|
| | | *(In Thousands)* | |
| Deposits | *24* | **P32,874** | P26,802 |
| Taxes | | **29,402** | 49,859 |
| Rental | | **5,251** | 6,235 |
| AFS financial assets | *24* | **2,652** | 2,652 |
| | | **P70,179** | P85,548 |

Taxes pertain to noncurrent portion of the value-added input tax on capital goods exceeding P1 million.

Deposits mainly represent payments related to property leases and utilities. This account includes noninterest-bearing rental deposits on a lease agreement that was carried at fair value as of initial recognition determined based on the present value of future cash flows discounted using effective interest rate of 3.70%. The carrying amounts of these deposits at amortized cost amounted to P7.9 million and P6.8 million as at December 31, 2014 and 2013, respectively. The difference between the original amount of noninterest-bearing rental deposits and their present values at "Day 1" qualified for recognition as prepaid rental. The prepaid rental (included in current and noncurrent prepayment) amounted to P6.2 million and P7.2 million as at December 31, 2014 and 2013, respectively.

The current portion of such prepaid rental, presented under "Prepaid expenses - rental" amounted to P1.0 million as at December 31, 2014 and 2013.

AFS financial assets consist of investments in quoted and unquoted shares.

## 13. Income Tax

The components of deferred tax assets and liabilities are as follows:

| | **2014** | 2013 | 2012 |
|---|---|---|---|
| | | *(In Thousands)* | |
| Deferred tax assets: | | | |
| Port concession rights payable related to fixed fees | **P223,407** | P171,557 | P61,831 |
| Unrealized foreign exchange gain - net | **67,831** | 96,631 | 3,023 |
| Cash flow hedge | **45,787** | - | - |
| Pension liability | **38,939** | 30,205 | 63,808 |
| Provisions for claims | **15,225** | 15,618 | 24,560 |
| Excess of cost over net realizable value of spare parts and supplies | **11,469** | 8,339 | 8,339 |
| Impairment losses on receivables | **6,798** | 6,798 | 6,919 |
| Accrued operating lease | **5,645** | 6,631 | 6,685 |
| Rental deposit | **2,110** | 2,157 | 2,154 |
| | **417,211** | 337,936 | 177,319 |
| Less deferred tax liability: | | | |
| Unamortized capitalized borrowing costs and custom duties | **30,328** | 32,255 | 34,193 |
| Net deferred tax assets | **P386,883** | P305,681 | P143,126 |

Deferred income tax related to items charged directly to equity is as follows:

| | **2014** | 2013 | 2012 |
|---|---|---|---|
| | | *(In Thousands)* | |
| Actuarial gains (losses) reported in equity | **(P4,940)** | P30,554 | (P22,795) |
| Cash flow hedge reported in equity | **(45,787)** | - | - |
| | **(P50,727)** | P30,554 | (P22,795) |

A reconciliation between the statutory tax rate and the effective tax rate on income before income tax follows:

| | **2014** | 2013 | 2012 |
|---|---|---|---|
| Statutory income tax rate | **30.00%** | 30.00% | 30.00% |
| Changes in income tax rate resulting from: | | | |
| Income subjected to final tax | **(0.52)** | (1.27) | (1.12) |
| Others | **(0.94)** | (1.43) | (0.26) |
| Effective income tax rate | **28.54%** | 27.30% | 28.62% |

## 14. Trade and Other Payables

| | *Note* | 2014 | 2013 |
|---|---|---|---|
| | | *(In Thousands)* | |
| Trade | | **P115,591** | P148,126 |
| Accrued expenses: | | | |
| Finance costs | | **135,806** | 139,950 |
| Personnel costs | | **90,912** | 97,392 |
| Rental | *22* | **72,845** | 70,152 |
| Repairs and maintenance | | **33,350** | 31,845 |
| Corporate social responsibility | | **27,052** | 4,768 |
| Security expenses | | **24,931** | 13,422 |
| Utilities | | **14,416** | 9,753 |
| Professional fees | | **13,043** | 10,839 |
| Safety and environment | | **4,677** | 1,635 |
| Others | | **226,707** | 261,241 |
| Due to government agencies | *22* | **510,585** | 407,042 |
| Equipment acquisitions | | **458,555** | 457,463 |
| Shippers' and brokers' deposits | | **75,189** | 49,325 |
| Due to related parties | *19* | **8,943** | 4,788 |
| Others | | **49,084** | 44,437 |
| | | **P1,861,686** | P1,752,178 |

Following are the terms and conditions of the above liabilities:

- Trade payables are non interest-bearing and are normally settled on 30 to 60-day terms.

- Accrued finance costs are normally settled quarterly and semi-annually throughout the financial year.

- Other payables are non interest-bearing and are normally settled within twelve months from inception date.

## 15. Provisions for Claims

| | 2014 | 2013 |
|---|---|---|
| | *(In Thousands)* | |
| Balance at beginning of year | **P52,060** | P81,868 |
| Provisions (reversals) during the year | **8,485** | (26,810) |
| Payments during the year | **(9,795)** | (2,998) |
| Balance at end of year | **P50,750** | P52,060 |

Provisions relate to property, equipment and cargo damage and other claims, which were recognized in connection with services rendered during the year. It is expected that most of these provisions will be settled within the next financial year or on demand.

## 16. Equity

Pursuant to the registration statement rendered effective by the SEC and permit to sell issued by the SEC both dated April 7, 1995, 1 billion common shares of the Parent Company were registered and may be offered for sale at an offer price of P5.10 per common share. On March 26, 1999, another registration statement was rendered effective by the SEC and permit to sell issued by the SEC for 1 billion common shares of the Parent Company and may be offered for sale at an offer price of P1.00 per common share. As at December 31, 2014, the Parent Company has a total of 2 billion issued and outstanding common shares and 874 stockholders.

Capital Stock - P1 Par Value

The Parent Company has 2 billion issued and fully paid capital stock, from its 4 billion authorized common shares, as at December 31, 2014 and 2013.

Retained Earnings

The balance of the Group's retained earnings includes a subsidiary and an associate's undistributed net earnings of P435.9 million and P288.0 million as at December 31, 2014 and 2013, respectively, which are available for distribution only upon declaration of dividends by such subsidiary and associate to the Parent Company. Cash dividends are distributed yearly since 2000.

On April 24, 2014, the BOD approved the declaration of cash dividends amounting to P700 million or P0.35 per share payable on June 6, 2014 to common shareholders of record as at May 13, 2014.

On April 25, 2013, the BOD approved the declaration of cash dividends amounting to P700 million or P0.35 per share payable on June 11, 2013 to common shareholders of record as at May 17, 2013.

On December 16, 2013, the Group's BOD approved an appropriation of the retained earnings amounting to a total of P4.7 billion which include yard and berth development as well as equipment acquisition over the next 3 years. On December 19, 2014, the Group's BOD approved a budget amounting to P8.0 billion for capital expenditure which includes yard and berth development as well as construction of new facilities and equipment acquisition over the next 3 years. The capital expenditure will strengthen the Company's operations and capability to handle growth. The three-year capital expenditure will be sourced from internal funds.

Fair Value Reserve

Fair value reserve amounting to P5.8 million as at December 31, 2014 and 2013 represents unrealized loss on AFS financial assets.

Hedging Reserve

The hedging reserve includes the effective portion of the cumulative net change in the fair value of the port concession payable used as cash flow hedge against foreign currency risk.

As at December 31, 2014, the effective fair value changes of the Group's cash flow hedge that was recognized in other comprehensive income amounted to P106.8 million, net of tax.

## 17. Costs and Expenses

| | *Note* | **2014** | 2013 | 2012 |
|---|---|---|---|---|
| | | | *(In Thousands)* | |
| Port authorities' share in gross revenues | | **P1,655,234** | P1,115,635 | P972,500 |
| Labor costs | *19, 20* | **978,932** | 869,073 | 856,096 |
| Depreciation and amortization | *10, 11* | **861,976** | 776,926 | 720,506 |
| Equipment running | | **541,581** | 480,051 | 475,078 |
| Taxes and licenses | | **215,561** | 168,980 | 144,262 |
| Rental | *22* | **171,012** | 92,413 | 62,616 |
| Facilities-related expenses | | **159,847** | 141,467 | 155,548 |
| Security, health, environment and safety | | **152,429** | 97,035 | 79,409 |
| Management fees | *19* | **115,949** | 85,225 | 102,446 |
| Insurance | | **74,944** | 78,490 | 83,638 |
| Professional fees | | **52,438** | 27,134 | 23,684 |
| General transport | | **41,778** | 44,337 | 50,953 |
| Entertainment, amusement and recreation | | **3,998** | 4,134 | 4,510 |
| Others | | **227,741** | 90,018 | 114,650 |
| | | **P5,253,420** | P4,070,918 | P3,845,896 |

Port authorities' share in gross revenues pertains to port authorities share in the revenue as stipulated in the agreement between the Group and the port authorities where the Group operates (see Note 22).

Labor costs include salaries, benefits and pension expense.

Spare parts and supplies used and included under equipment running amounted to P169.0 million, P149.9 million and P130.7 million in 2014, 2013 and 2012, respectively.

## 18. Other Income and Expenses

Finance cost is broken down as follows:

| | *Note* | **2014** | 2013 | 2012 |
|---|---|---|---|---|
| | | | *(In Thousands)* | |
| Interest on port concession rights payable | | **P537,638** | P463,856 | P236,271 |
| Interest component of pension expense | *20* | **2,473** | 6,429 | 2,044 |
| Interest on bank loans/credit facilities | | **382** | 560 | 1,988 |
| | | **P540,493** | P470,845 | P240,303 |

Interest on port concession rights payable is a result of change in accounting policy on fixed fees payable to the Grantor.

Finance income is broken down as follows:

| | Note | 2014 | 2013 | 2012 |
|---|---|---|---|---|
| | | | *(In Thousands)* | |
| Interest on cash in banks and short-term investments | *6* | **P30,964** | P52,195 | P67,825 |
| Accretion of rental deposits | *22* | **1,253** | 1,213 | 835 |
| | | **P32,217** | P53,408 | P68,660 |

Others consisted of the following:

| | Note | 2014 | 2013 | 2012 |
|---|---|---|---|---|
| | | | *(In Thousands)* | |
| Foreign exchange gains (losses) - port concession rights payable | | **P98,684** | (P517,143) | P144,981 |
| Income from insurance claims | | **54,878** | 4,761 | 13,018 |
| Equity in net earnings of an associate | *9* | **34,618** | 29,333 | 23,568 |
| Management income | *19* | **6,999** | 6,418 | 5,969 |
| Lease and other income - net | | **5,485** | 38,718 | 7,679 |
| Foreign exchange gains (losses) - others | | **463** | 11,066 | (16,471) |
| Foreign exchange losses - cash flow hedge | | **(19,857)** | - | - |
| | | **P181,270** | (P426,847) | P178,744 |

Foreign exchange gains (losses) - port concession rights payable resulted from revaluation of foreign currency denominated port concession rights payable.

## 19. Related Party Transactions

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

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

A. Amount owed by SCIPSI pertains to management fees equivalent of 6% of gross revenue.

B. The Parent Company and its subsidiary have separate, noncontributory, defined benefit retirement plans covering all its regular employees, in the form of a trust being maintained by a trustee bank. The benefits are based on the employee's years of service and final plan salary. No contributions were made in 2014 and contributions made in 2013 amounted to P28.0 million (see Note 20).

C. The Parent Company's management agreement with POMS was renewed on September 1, 2010 for another five years until August 31, 2015. The terms of the agreement provide for the payment of a monthly management fee equivalent to 5% of ATI's consolidated income before income tax of the immediately preceding month.

D. Amount owed by DP World Asia Holdings Limited-Regional Operating Headquarters pertains to reimbursements for expenses paid by the Group.

| Category/ Transaction | Ref | Year | Amount of the Transaction | Outstanding Balance: Due from Related Parties | Outstanding Balance: Due to Related Parties | Terms | Conditions |
|---|---|---|---|---|---|---|---|
| | | | | *(In Thousands)* | | | |
| **Associate** | | | | | | | |
| ▪ Management income | *A* | 2014 | P6,999 | P693 | P - | Payable on demand | Unsecured; no impairment |
| | | 2013 | 6,418 | 705 | - | Payable on demand | Unsecured; no impairment |
| **Post Employment Benefit Plan** | | | | | | | |
| ▪ Retirement fund | *B* | **2014** | **30,336** | **7,798** | **-** | **Payable on demand** | **Unsecured; no impairment** |
| | | 2013 | 31,709 | 8,673 | - | Payable on demand | Unsecured; no impairment |
| **Others** | | | | | | | |
| ▪ Management fees | *C* | **2014** | **115,949** | **-** | **8,943** | **Payable within ten (10) days of the following month** | **Unsecured** |
| | | 2013 | 85,225 | - | 4,788 | Payable within ten (10) days of the following month | Unsecured |
| ▪ Advances | *D* | **2014** | **3,045** | **302** | **-** | **Payable on demand** | **Unsecured; no impairment** |
| | | 2013 | 3,888 | 460 | - | Payable on demand | Unsecured; no impairment |
| **TOTAL** | | **2014** | | **P8,793** | **P8,943** | | |
| TOTAL | | 2013 | | P9,838 | P4,788 | | |

The short-term compensation and benefits of key management personnel are as follows:

| | 2014 | 2013 |
|---|---|---|
| | *(In Thousands)* | |
| Short-term employee benefits | **P156,501** | P118,542 |
| Post-employment benefits | **8,335** | 10,383 |
| | **P164,836** | P128,925 |

## 20. Pensions

The Group's latest actuarial valuation reports are dated December 31, 2014. Valuations are obtained on a periodic basis. The following tables summarize the components of pension expense recognized in the consolidated statements of income and the funded status and amounts recognized in the consolidated statements of financial position for the plans of ATI and ATIB:

Pension Expense

| | ATI | | | ATIB | | |
|---|---|---|---|---|---|---|
| | **2014** | 2013 | 2012 | **2014** | 2013 | 2012 |
| | | | *(In Thousands)* | | | |
| Current service cost | **P34,873** | P37,768 | P28,195 | **P2,043** | P2,138 | P1,718 |
| Interest cost on defined benefit obligation | **24,781** | 29,761 | 24,940 | **1,857** | 2,170 | 2,037 |
| Interest income on plan assets | **(22,710)** | (23,954) | (23,487) | **(1,455)** | (1,548) | (1,446) |
| Net pension expense | **P36,944** | P43,575 | P29,648 | **P2,445** | P2,760 | P2,309 |

Current service cost is included in "Costs and expenses" in the consolidated statements of income. Interest cost on defined benefit obligation and interest income on plan assets are included in "Finance cost" account in the consolidated statements of income (see Note 18).

Pension Liability as at December 31

| | ATI | | ATIB | |
|---|---|---|---|---|
| | **2014** | 2013 | **2014** | 2013 |
| | | *(In Thousands)* | | |
| Present value of pension obligations | **(P573,183)** | (P534,656) | **(P39,247)** | (P38,652) |
| Fair value of plan assets | **460,559** | 476,814 | **30,042** | 30,520 |
| Pension liability | **(P112,624)** | (P57,842) | **(P9,205)** | (P8,132) |

Changes in the Present Value of Pension Obligations

| | ATI | | ATIB | |
|---|---|---|---|---|
| | **2014** | 2013 | **2014** | 2013 |
| | | *(In Thousands)* | | |
| Present value of pension obligations at beginning of year | **P534,656** | P551,040 | **P38,652** | P38,746 |
| Interest cost | **24,781** | 29,761 | **1,857** | 2,170 |
| Current service cost | **34,873** | 37,768 | **2,043** | 2,138 |
| Benefits paid | **(29,340)** | (23,159) | **(1,870)** | (1,112) |
| Actuarial (gain) loss | **8,213** | (60,754) | **(1,435)** | (3,290) |
| Present value of pension obligations at end of year | **P573,183** | P534,656 | **P39,247** | P38,652 |

Changes in the Fair Value of Plan Assets

| | ATI | | ATIB | |
|---|---|---|---|---|
| | **2014** | 2013 | **2014** | 2013 |
| | | *(In Thousands)* | | |
| Fair value of plan assets at beginning of year | **P476,814** | P414,804 | **P30,520** | P25,459 |
| Actual return on plan assets: | | | | |
| Interest income | **22,710** | 23,954 | **1,455** | 1,548 |
| Remeasurement gain (loss) on plan assets | **(9,625)** | 35,499 | **(63)** | 2,305 |
| Contributions | **-** | 25,716 | **-** | 2,320 |
| Benefits paid | **(29,340)** | (23,159) | **(1,870)** | (1,112) |
| Fair value of plan assets at end of year | **P460,559** | P476,814 | **P30,042** | P30,520 |

The components of retirement benefits recognized in other comprehensive income are as follows:

| | ATI | | ATIB | |
|---|---|---|---|---|
| | **2014** | 2013 | **2014** | 2013 |
| | | *(In Thousands)* | | |
| Actuarial gain (loss) due to increase in pension obligations | **(P8,213)** | P60,754 | **P1,435** | P3,290 |
| Remeasurement gain (loss) on plan assets | **(9,625)** | 35,499 | **(63)** | 2,305 |
| | **(P17,838)** | P96,253 | **P1,372** | P5,595 |

The cumulative amount of actuarial losses recognized in the consolidated statements of comprehensive income is P45.2 million and P28.8 million as at December 31, 2014 and 2013, respectively.

Plan Assets

The plan entitles a retired regular or full-time employee to receive a lump sum amount equivalent to one (1) month salary for every year of credited service. Period of service shall be reckoned from date of hire to date of retirement, death, permanent disability, or severance.

This defined benefit plan exposes the Group to actuarial risks, such as interest rate risk and market (investment) risk.

Contributions will be made at the start of each year based on the funding requirements and recommendations indicated in the latest actuarial valuation reports.

The Group's plan assets consist of the following:

| | ATI | | ATIB | |
|---|---|---|---|---|
| | **2014** | 2013 | **2014** | 2013 |
| | | *(In Thousands)* | | |
| Cash and cash equivalents | **P28,073** | P8,908 | **P584** | P1,672 |
| Investment in UITF | **19,848** | 26,504 | **3,788** | 4,057 |
| Equity instruments | **55,405** | 53,367 | **3,561** | 3,383 |
| Investment in government securities | **336,785** | 381,503 | **20,472** | 20,764 |
| Debt instruments | **2,252** | 2,204 | **338** | 331 |
| Other receivables | **18,196** | 4,328 | **1,299** | 313 |
| | **P460,559** | P476,814 | **P30,042** | P30,520 |

All equity instruments and government securities have quoted prices in active markets.

All government securities are issued by the Philippine government and are rated Baa3 by Moody's or BBB by Standard & Poor's.

The principal assumptions used in determining pension benefit obligations for the Group's plans are shown below:

| | ATI | | ATIB | |
|---|---|---|---|---|
| | **2014** | 2013 | **2014** | 2013 |
| Discount rate at end of year | **4.6%** | 4.9% | **4.6%** | 4.9% |
| Salary increase rate | **4.0%-6.0%** | 4.0%-6.0% | **6.0%** | 6.0% |

Assumptions for mortality rate is based on the 1994 GAM Basic Table.

The weighted average duration of defined benefit obligation is as follows:

| | ATI | | ATIB | |
|---|---|---|---|---|
| | **2014** | 2013 | **2014** | 2013 |
| Average expected future service years | **13** | 13 | **15** | 14 |

Maturity analysis of the benefit payments:

| | 2014 | | | | |
|---|---|---|---|---|---|
| | **Carrying Amount** | **Contractual Cash Flows** | **Within 1 Year** | **Within 1-5 Years** | **More than 5 Years** |
| | | | *(In Thousands)* | | |
| ATI - Pension liability | **P2,366,046** | **P2,366,046** | **P31,091** | **P167,568** | **P2,167,387** |
| ATIB - Pension liability | **224,466** | **224,466** | **2,586** | **5,916** | **215,964** |
| | **P2,590,512** | **P2,590,512** | **P33,677** | **P173,484** | **P2,383,351** |

Sensitivity Analysis

As at December 31, 2014, the reasonably possible changes to the relevant actuarial assumptions holding other assumptions constant, would have affected the defined benefit obligation by the amounts below:

| | ATI | | ATIB | |
|---|---|---|---|---|
| | 1% Increase | 1% Decrease | 1% Increase | 1% Decrease |
| Discount rate | P485,333 | P592,225 | P34,485 | P43,586 |
| Salary increase rate | 588,493 | 487,449 | 43,483 | 34,488 |

The Group expects to pay P32.8 million in contributions to defined benefit plans in 2015.

## 21. Earnings Per Share (EPS) Attributable to Equity Holders of the Parent Company

Basic EPS is computed as follows:

| | **2014** | 2013 | 2012 |
|---|---|---|---|
| (a) Net income attributable to Equity Holders of the Parent Company (in thousands) | **P1,899,055** | P1,203,539 | P1,703,447 |
| (b) Weighted average number of common shares outstanding (in thousands) | **2,000,000** | 2,000,000 | 2,000,000 |
| Basic/diluted EPS attributable to Equity Holders of the Parent Company (a/b) | **P0.95** | P0.60 | P0.85 |

The Parent Company does not have potential common shares or other instruments that may entitle the holder to common shares. Hence, diluted EPS is the same as basic EPS.

## 22. Commitments and Contingencies

Agreements within the Scope of Philippine Interpretation IFRIC 12 *Service Concession Arrangements*

a. The Parent Company is authorized by the PPA to render cargo handling services at the South Harbor until May 2013. On October 19, 2007, the cargo handling services contract was extended until May 2038 under the terms mutually agreed upon with the PPA.

   i. In accordance with the Investment Plan which was revised in December 2014 pursuant to the Third Supplement to the Cargo Handling Contract, the Parent Company has committed to invest US$385.7 million from 2010 to 2028, for the rehabilitation, development and expansion of the South Harbor facilities. The commitment is dependent on container volume. The Investment Plan is subject to joint review every two (2) years, or as often as necessary as mutually agreed, to ensure that the same conforms to actual growth levels, taking into account introduction of new technologies and allowing the Parent Company the opportunity of a fair return on investment.

ii. Fees to the PPA

- For storage operations, the Parent Company shall pay an annual fixed fee of P55 million payable quarterly and a variable fee of 30% of its annual gross storage revenue in excess of P273 million.

- For international containerized cargo operations, the Parent Company shall pay a quarterly fixed fee of US$1.15 million plus a variable fee of 8% of its total gross income, or 20% of its total quarterly gross income, whichever is higher, until May 2013. After May 2013, the Parent Company shall pay quarterly fixed fee of US$2.25 million plus a variable fee of 20% of its total gross income.

- For general cargo operations, the Parent Company shall pay 20% of its total gross income collected from arrastre services and 14% of its total gross income collected from stevedoring services for general cargoes.

- For domestic terminal operations, the Parent Company shall pay 10% of its total gross income derived from its domestic cargo handling and passenger terminal operations.

b. The Parent Company is authorized by the PPA to render cargo handling services at the Container Terminal "A-1", Phase 2 at the Port of Batangas for 25 years starting July 1, 2010. For arrastre operations, the Parent Company shall pay an annual fixed fee of US$2.26 million for the first 2 years, US$4.68 million for the 3rd year, US$5.08 million for the 4th-7th year, and US$5.33 million for the 8th-25th year. The Parent Company shall also pay annual variable fees based on committed yearly percentage share multiplied by whichever is higher of the projected gross income in the bid proposal or actual gross income.

c. ATIB is authorized by the PPA to render arrastre, stevedoring, storage, related cargo handling services and passenger terminal services at the Port of Batangas Phase 1 from October 20, 2005 until October 19, 2015. For domestic cargo operations, ATIB shall pay 10% of its domestic cargo revenues. For foreign cargo operations, ATIB shall pay 20% of its foreign cargo revenues. For the Fast Craft Passenger Terminal (Passenger Terminal Building 3) operation, ATIB shall pay a monthly fixed fee of P0.4 million, subject to a yearly escalation of 5%.

Agreements outside the Scope of Philippine Interpretation IFRIC 12 *Service Concession Arrangements*

d. The Parent Company has a 5-year lease agreement with PPA effective April 3, 2012 covering a land adjacent to the CFS area of the Container Terminal "A-1" with a monthly lease rental of P0.4 million, subject to a yearly escalation of 5%.

As of December 31, the Company has outstanding commitments for future minimum lease payments under the above operating lease, which fall due as follows:

| | **2014** | 2013 |
|---|---|---|
| | *(In Thousands)* | |
| Within one year | **P5,491** | P5,230 |
| After one year but not more than five years | **7,225** | 12,716 |
| | **P12,716** | P17,946 |

e. The Parent Company has a 25-year lease agreement until April 2021 covering the land in Calamba, Laguna to be used exclusively as an Inland Container Depot for which the Parent Company pays an annual rental of P10.7 million, subject to an escalation of 7% once every two years. The future minimum rentals payable under operating leases as at December 31 are as follows:

The operating lease is subject to an escalation of 7% once every two years.

| | 2014 | 2013 |
|---|---|---|
| | *(In Thousands)* | |
| Within one year | **P12,342** | P12,342 |
| After one year but not more than five years | **55,452** | 53,398 |
| After more than five years | **31,096** | 45,492 |
| | **P98,890** | P111,232 |

f. The Parent Company has a 5-year lease contract commencing on February 1, 2011 over two parcels of land located in Sta. Mesa, City of Manila with a monthly lease rental of P0.4 million, subject to an escalation of 7% once every two years. This land is being exclusively used as an off-dock container depot.

The future minimum rentals payable under operating lease as at December 31 are as follows:

| | 2014 | 2013 |
|---|---|---|
| | *(In Thousands)* | |
| Within one year | **P5,286** | P9,168 |
| After one year but not more than five years | **458** | 5,744 |
| | **P5,744** | P14,912 |

g. ATIB has a lease agreement with PPA until October 19, 2015 covering the Passenger Terminal Building 1 and an adjacent open area at the Port of Batangas Phase 1 to be used for the purpose of operating a supply base for companies engaged in oil and gas exploration, and for which ATIB pays an annual rental of P9.4 million.

As at December 31, 2014 and 2013, the Company has outstanding commitments for future minimum lease payments under the above operating lease, which fall due as follows:

| | 2014 | 2013 |
|---|---|---|
| | *(In Thousands)* | |
| Within one year | **P7,845** | P9,414 |
| After one year but not more than five years | **-** | 7,845 |
| | **P7,845** | P17,259 |

h. ATIB has 6-year agreement with PPA until October 20, 2015 for the management and operation of specified areas at the Port of Batangas Phase 1 which includes the Passenger Terminal Building 2 (PTB2), for which ATIB pays an annual fixed fee of P4 million, subject to a yearly escalation of 5%, and remits 10% of the terminal fees collected from PTB2 passengers.

As of December 31, the Company has outstanding commitments for future minimum lease payments under the above operating lease, which fall due as follows:

| | 2014 | 2013 |
|---|---|---|
| | *(In Thousands)* | |
| Within one year | **P10,710** | P5,230 |
| After one year but not more than five years | - | 12,716 |
| | **P10,710** | P17,946 |

i. The Parent Company has a 3-year lease agreement until June 30, 2017, covering the land in Lawa, Calamba, to be used exclusively for warehousing and logistics purposes with a monthly lease rental of P2.75 million.

As of December 31, the Company has outstanding commitments for future minimum lease payments under the above operating lease, which fall due as follows:

| | 2014 | 2013 |
|---|---|---|
| | *(In Thousands)* | |
| Within one year | **P33,000** | P - |
| After one year but not more than five years | **49,500** | - |
| | **P82,500** | P - |

j. The Group has contingent liabilities for lawsuits and various other matters occurring in the ordinary course of business. On the basis of information furnished by its legal counsel, management believes that none of these contingencies will materially affect the Group's financial position and financial performance.

## 23. Financial Risk and Capital Management Objectives and Policies

The Group has various financial assets and liabilities such as cash and cash equivalents, trade and other receivables, deposits and trade and other payables, which arise directly from its operations. The main purpose of these financial instruments is to raise financing for the Group's capital expenditures and operations. Other financial instruments include AFS financial assets.

The main risks arising from the Group's financial instruments are interest rate risk, liquidity risk, credit risk and foreign currency risk. The BOD reviews and agrees on policies for managing each of these risks.

Interest Rate Risk
The Group's interest rate risk management policy centers on reducing the Group's overall interest expense and exposure to changes in interest rates. Changes in market interest rates relate primarily to the Group's cash and cash equivalents.

As at December 31, 2014 and 2013, the interest rate profile of the Group's interest bearing financial instrument is as follows:

| | 2014 | 2013 |
|---|---|---|
| | *(In Thousands)* | |
| **Fixed Rate Instruments** | | |
| Cash and cash equivalents | **P3,600,303** | P2,747,890 |

*Fair Value Sensitivity Analysis for Fixed Rate Instruments*
The Group does not account for any fixed rate financial assets and liabilities at fair value through profit or loss, therefore, a change in interest rates at the reporting date would not affect profit or loss.

Liquidity Risk
The Group monitors its risk of shortage of funds using a liquidity planning tool. This tool considers the maturity of both the Group's financial investments and financial assets and projected cash flows from operations, among others. The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of bank loans.

The table below summarizes the maturity profile of the Group's financial liabilities based on contractual undiscounted payments:

| **As at December 31, 2014** | **Carrying Amount** | **Contractual Cash Flows** On Demand | **Less than 3 Months** | **3 to 12 Months** | **1 to 5 Years** | **> 5 Years** | **Total** |
|---|---|---|---|---|---|---|---|
| | | | | *(In Thousands)* | | | |
| Trade and other payables | P1,861,686 | P1,129,022 | P269,713 | P462,951 | P - | P - | P1,861,686 |
| Port concession rights payables | 7,629,438 | - | 164,415 | 493,244 | 3,339,738 | 10,379,669 | 14,377,066 |
| Total | **P9,491,124** | **P1,129,022** | **P434,128** | **P956,195** | **P3,339,738** | **P10,379,669** | **P16,238,752** |

| As at December 31, 2013 | Carrying Amount | Contractual Cash Flows On Demand | Less than 3 Months | 3 to 12 Months | 1 to 5 Years | > 5 Years | Total |
|---|---|---|---|---|---|---|---|
| | | | | *(In Thousands)* | | | |
| Trade and other payables | P1,752,178 | P1,061,036 | P58,882 | P492,681 | P - | P - | P1,612,599 |
| Port concession rights payables | 7,694,673 | - | 164,415 | 493,244 | 3,316,873 | 12,021,999 | 15,996,531 |
| Total | P9,446,851 | P1,061,036 | P223,297 | P985,925 | P3,316,873 | P12,021,999 | P17,609,130 |

Credit Risk
The Group trades only with recognized and creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis with the result that the Group's exposure to bad debts is not significant. A regular/annual review and evaluation of accounts is being executed to assess the credit standing of customers. In addition, a portion of revenues is on cash basis.

With respect to credit risk arising from the other financial assets of the Group, which comprise cash in bank and cash equivalents, trade receivables, deposits and AFS financial assets, the Group's exposure to credit risk arises from default of the counterparty, with a maximum exposure equal to the carrying amount of these instruments. Since the Group trades only with recognized third parties, there is no requirement for collateral.

Financial information on the Group's maximum exposure to credit risk as at December 31, 2014 and 2013, without considering the effects of collaterals and other risk mitigation techniques, is presented below.

| | *Note* | **2014** | 2013 |
|---|---|---|---|
| | | *(In Thousands)* | |
| Cash and cash equivalents | *6* | **P3,600,303** | P2,747,890 |
| Trade and other receivables - net | *7* | **478,795** | 364,982 |
| Deposits | *12* | **32,875** | 26,802 |
| AFS financial assets | *12* | **2,652** | 2,652 |
| | | **P4,114,625** | P3,142,326 |

There are no significant concentrations of credit risk within the Group. Of the total trade and other receivables which are neither past due nor impaired, 100% are of high grade quality instruments because there was no history of default on the agreed terms of the contract.

Foreign Currency Risk

The Group has foreign currency financial assets and liabilities arising from US dollar denominated revenues, lease payments, PPA fees, and other foreign currency-denominated purchases by operating units.

The Group's policy is to manage its foreign currency risk by using a combination of natural hedges and selling foreign currencies at spot rates where necessary to address short-term imbalances.

As part of its foreign currency risk strategy, commencing July 1, 2014, the Group hedges the spot exchange risk on the highly probable forecast US dollar revenue transactions using a non-derivative financial instrument, port concession rights payable, which is denominated in US dollar. The financial liability creates an exposure to the functional currency which offsets the foreign currency exposure on the highly probable US dollar revenue stream. This type of hedging relationship is designated as cash flow hedge.

The Group has assessed that 80% of the US dollar denominated stevedoring revenue for the designated period is highly probable. However, the Group has designated 67% of the monthly US dollar revenue as the hedged item for the next three years from the date of designation i.e. July 1, 2014.

The Group uses the port concession rights payable as a hedging instrument to hedge the spot exchange risk in the highly probable forecast transactions.

The Group's foreign currency-denominated accounts as at December 31 are as follows:

| | 2014 | 2013 |
|---|---|---|
| | *(In Thousands)* | |
| **Assets** | | |
| Cash and cash equivalents | **US$2,347** | US$1,586 |
| Trade and other receivables | **416** | 374 |
| | **2,763** | 1,960 |
| **Liabilities** | | |
| Trade and other payables | **4,775** | 2,042 |
| Port concession rights payable | **154,882** | 157,390 |
| | **159,657** | 159,432 |
| Net foreign currency-denominated liabilities | **(US$156,894)** | (US$157,472) |
| Peso equivalent | **(P7,016,300)** | (P6,991,757) |

The exchange rates applicable for US dollar as at December 31, 2014 and 2013 are P44.72 and P44.40, respectively.

The following table demonstrates the sensitivity to a reasonably possible change in the US dollar exchange rate, with all other variables held constant, of the Group's income before income tax and equity.

| Increase/Decrease in U.S. dollar Exchange Rate | | Effect on Income Before Income Tax | Effect on Equity |
|---|---|---|---|
| | | *(In Thousands, Except Percentages)* | |
| **2014** | | | |
| | **+5%** | **(P350,815)** | **(P245,570)** |
| | **-5%** | **350,815** | **245,570** |
| 2013 | | | |
| | +5% | (349,588) | (244,711) |
| | -5% | 349,588 | 244,711 |

Capital Management

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

The Group considers capital to include capital stock, additional paid-in capital, retained earnings, fair value reserve and hedging reserve. The Group manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust its capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes from prior year.

The Group is not subject to externally imposed capital requirements.

The table below shows the capital structure of the Group as at December 31:

| | *Note* | **2014** | 2013 |
|---|---|---|---|
| | | *(In Thousands)* | |
| Capital stock | | **P2,000,000** | P2,000,000 |
| Additional paid-in capital | | **264,300** | 264,300 |
| Retained earnings | | **7,841,267** | 6,653,749 |
| Hedging reserve | *16* | **(106,838)** | - |
| Fair value reserve | | **(5,820)** | (5,820) |
| Total | | **P9,992,909** | P8,912,229 |

## 24. Financial Instruments

The table below presents a comparison by category of carrying amounts and estimated fair values of all the Group's financial instruments as at December 31, 2014 and 2013.

| | | **2014** | | 2013 | |
|---|---|---|---|---|---|
| | *Note* | **Carrying Amount** | **Fair Values** | Carrying Amount | Fair Values |
| | | | *(In Thousands)* | | |
| **Financial Assets** | | | | | |
| Loans and receivables: | | | | | |
| Cash and cash equivalents | *6* | **P3,606,926** | **P3,606,926** | P2,750,116 | P2,750,116 |
| Trade and other receivables - net | *7* | **478,795** | **478,795** | 364,982 | 364,982 |
| Deposits | *12* | **32,875** | **41,368** | 26,802 | 36,147 |
| | | **4,118,596** | **4,127,089** | 3,141,900 | 3,151,245 |
| AFS financial assets | *12* | **2,652** | **2,652** | 2,652 | 2,652 |
| | | **P4,121,248** | **P4,129,741** | P3,144,552 | P3,153,897 |
| **Financial Liabilities** | | | | | |
| Other financial liabilities | | | | | |
| Trade and other payables | *14* | **P1,861,686** | **P1,861,686** | P1,752,178 | P1,752,178 |
| Port concession rights payable | | **7,629,438** | **7,629,438** | 7,694,673 | 7,694,673 |
| | | **P9,491,124** | **P9,491,124** | P9,446,851 | P9,446,851 |

Fair Value of Financial Instruments

The fair values of cash and cash equivalents, trade and other receivables, trade and other payables are approximately equal to their carrying amounts due to the short-term nature of these transactions.

*Nonderivative Financial Instruments*

Quoted market prices have been used to determine the fair values of listed AFS financial assets. The fair values of unquoted AFS financial assets are based on cost since the fair values are not readily determinable.

For noninterest-bearing deposits, the fair value is estimated as the present value of all future cash flows discounted using the prevailing market rate on interest for a similar instrument. The discount rates used are 4.0% in 2014 and 3.70% in 2013.

The fair value of port concession rights payable was estimated at the present value of all future cash flows discounted using 5.92% and 11.48% for South Harbor and Batangas Container Terminal, respectively.

Fair Value Hierarchy

The table below analyses financial instruments carried at fair value, by valuation method.

| **As at December 31, 2014** | *Note* | **Level 1** | **Level 2** | **Level 3** |
|---|---|---|---|---|
| | | | *(In Thousands)* | |
| AFS financial assets | *12* | **P933** | **P -** | **P1,719** |
| Port concession rights payable | | **-** | **7,629,438** | **-** |
| | | **P933** | **P7,629,438** | **P1,719** |

| As at December 31, 2013 | *Note* | Level 1 | Level 2 | Level 3 |
|---|---|---|---|---|
| | | | *(In Thousands)* | |
| AFS financial assets | *12* | P933 | P - | P1,719 |
| Port concession rights payable | | - | 7,694,673 | - |
| | | P933 | P7,694,673 | P1,719 |

There have been no transfers from one level to another in 2014 and 2013.

**R.G. Manabat & Co.**
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## REPORT OF INDEPENDENT AUDITORS ON SUPPLEMENTARY INFORMATION

The Stockholders and Board of Directors
Asian Terminals, Inc.
A. Bonifacio Drive
Port Area, Manila

We have audited in accordance with Philippine Standards on Auditing, the accompanying consolidated financial statements of Asian Terminals Inc.(the "Company") and a Subsidiary (collectively known as the "Group") as at December 31, 2014 and 2013 and for each of the three years in the period ended December 31, 2014, included in this Form 17-A, and have issued our report thereon dated March 10, 2015.

Our audits were made for the purpose of forming an opinion on these consolidated financial statements of the Group taken as a whole. The supplementary information included in the following accompanying additional components is the responsibility of the Group's management.

- Map of the Conglomerate
- Schedule of Philippine Financial Reporting Standards
- Supplementary Schedules of Annex 68-E

This supplementary information is presented for purposes of complying with the Securities Regulation Code Rule 68, As Amended, and is not a required part of these consolidated financial statements. Such information has been subjected to the auditing procedures applied in the audits of the consolidated financial statements and, in our opinion, is fairly stated, in all material respects, in relation to the consolidated financial statements taken as a whole.

**R.G. MANABAT & CO.**

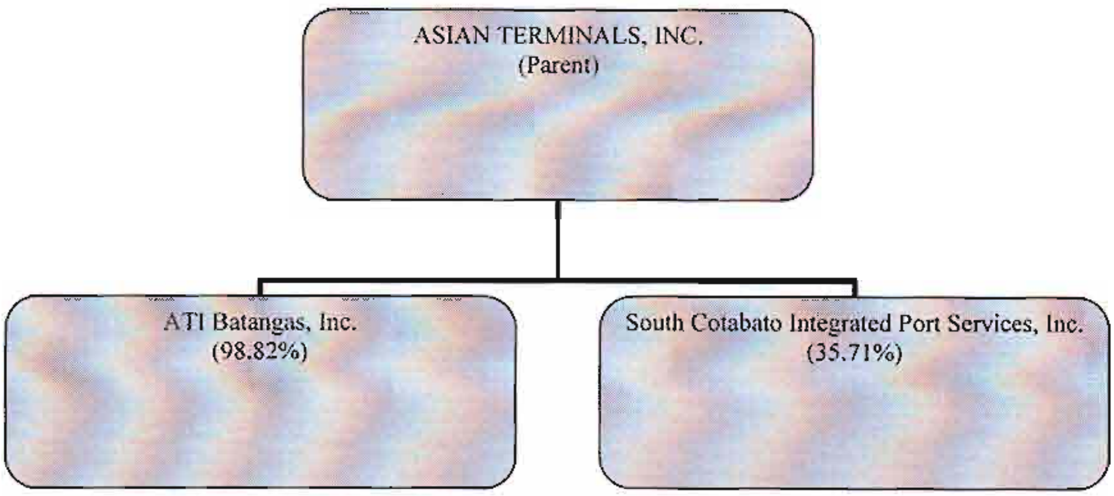
ENRICO E. BALUYUT
Partner
CPA License No. 065537
SEC Accreditation No. 1177-A, Group A, valid until March 31, 2015
Tax Identification No. 131-029-752
BIR Accreditation No. 08-001987-26-2014
Issued September 26, 2014; valid until September 25, 2017
PTR No. 4748099MC
Issued January 5, 2015 at Makati City

March 10, 2015
Makati City, Metro Manila



PRC-BOA Registration No. 0003, valid until December 31, 2016
SEC Accreditation No. 0004-FR-4, Group A, valid until November 10, 2017
IC Accreditation No. F-2014/014-R, valid until August 26, 2017

Asian Terminals, Inc.
Subsidiary and an Associate
December 31, 2014



**Asian Terminals Inc.**
**Schedule of Financial Soundness Indicators**

| Consolidated KPI | Manner of Calculation | 2014 | 2013 | 2012 | Discussion |
|---|---|---|---|---|---|
| Return on Capital Employed | Percentage of income before interest and tax over capital employed | 17.4% | 15.3% | 23.5% | Increase resulted from higher income before other income (expense) during the period. |
| Return on Equity attributable to equity holders of the parent | Percentage of net income over equity attributable to equity holders of the parent | 20.1% | 13.9% | 21.8% | Increase due to higher net income. |
| Current ratio | Ratio of current assets over current liabilities | 2.09 : 1.00 | 1.77 : 1.00 | 2.39 : 1.00 | Increase due to higher current asset. |
| Asset to equity ratio | Ratio of total assets over equity attributable to equity holders of the parent | 1.99 : 1.00 | 2.09 : 1.00 | 1.41 : 1.00 | Decrease due to higher equity. |
| Debt to equity ratio | Ratio of total liabilities over equity attributable to equity holders of the parent | 0.99 : 1.00 | 1.09 : 1.00 | 0.41 : 1.00 | Decrease due to higher equity. |
| Days Sales in Receivables (DSR) | Gross trade receivables over revenues multiplied by number of days | 12 days | 15 days | 12 days | Due to improved collection efforts. |
| *Reportable Injury Frequency Rate (RIFR) | Number of reportable injuries within a given accounting period relative to the total number of hours worked in the same accounting period. | 1.95 | 2.24 | N/A | Improved as a result of extensive safety campaign and strict implementation of policy on health, safety and environment. |

Note: Income before other income and expense is defined as income before net financing costs, net gains on derivative instruments and others.

*RIFR is the new KPI for injuries introduced in 2014 to replace LTIFR. RIFR is a more stringent KPI as it covers not only Lost Time Injuries (LTIs) but also Medical Treatment Injuries (MTIs) and Fatalities incidents.

ASIAN TERMINALS, INC. AND A SUBSIDIARY

| PHILIPPINE FINANCIAL REPORTING STANDARDS AND INTERPRETATIONS Effective as of December 31, 2014 | | Adopted | Not Adopted | Not Applicable |
|---|---|---|---|---|
| **Framework for the Preparation and Presentation of Financial Statements** Conceptual Framework Phase A: Objectives and qualitative characteristics | | ✔ | | |
| **PFRSs Practice Statement Management Commentary** | | | | ✔ |
| **Philippine Financial Reporting Standards** | | | | |
| **PFRS 1 (Revised)** | First-time Adoption of Philippine Financial Reporting Standards | | | ✔ |
| | Amendments to PFRS 1 and PAS 27: Cost of an Investment in a Subsidiary, Jointly Controlled Entity or Associate | ✔ | | |
| | Amendments to PFRS 1: Additional Exemptions for First-time Adopters | | | ✔ |
| | Amendment to PFRS 1: Limited Exemption from Comparative PFRS 7 Disclosures for First-time Adopters | | | ✔ |
| | Amendments to PFRS 1: Severe Hyperinflation and Removal of Fixed Date for First-time Adopters | | | ✔ |
| | Amendments to PFRS 1: Government Loans | | | ✔ |
| | Annual Improvements to PFRSs 2009 – 2011 Cycle: First-time Adoption of Philippine Financial Reporting Standards – Repeated Application of PFRS 1 | | | ✔ |
| | Annual Improvements to PFRSs 2009 – 2011 Cycle: Borrowing Cost Exemption | ✔ | | |
| | Annual Improvements to PFRSs 2011 – 2013 Cycle: PFRS version that a first-time adopter can apply | | | ✔ |
| **PFRS 2** | Share-based Payment | | | ✔ |
| | Amendments to PFRS 2: Vesting Conditions and Cancellations | | | ✔ |
| | Amendments to PFRS 2: Group Cash-settled Share-based Payment Transactions | | | ✔ |
| | Annual Improvements to PFRSs 2010 – 2012 Cycle: Meaning of 'vesting condition' | | | ✔ |
| **PFRS 3 (Revised)** | Business Combinations | | | ✔ |
| | Annual Improvements to PFRSs 2010 – 2012 Cycle: Classification and measurement of contingent consideration | | | ✔ |
| | Annual Improvements to PFRSs 2011 – 2013 Cycle: Scope exclusion for the formation of joint arrangements | | | ✔ |
| **PFRS 4** | Insurance Contracts | | | ✔ |
| | Amendments to PAS 39 and PFRS 4: Financial Guarantee Contracts | | | ✔ |
| **PFRS 5** | Non-current Assets Held for Sale and Discontinued Operations | ✔ | | |
| | Annual Improvements to PFRSs 2012 – 2014 Cycle: Changes in method for disposal | | | ✔ |

| PHILIPPINE FINANCIAL REPORTING STANDARDS AND INTERPRETATIONS Effective as of December 31, 2014 | | Adopted | Not Adopted | Not Applicable |
|---|---|---|---|---|
| **PFRS 6** | Exploration for and Evaluation of Mineral Resources | | | ✔ |
| **PFRS 7** | Financial Instruments: Disclosures | ✔ | | |
| | Amendments to PFRS 7: Transition | ✔ | | |
| | Amendments to PAS 39 and PFRS 7: Reclassification of Financial Assets | ✔ | | |
| | Amendments to PAS 39 and PFRS 7: Reclassification of Financial Assets - Effective Date and Transition | ✔ | | |
| | Amendments to PFRS 7: Improving Disclosures about Financial Instruments | ✔ | | |
| | Amendments to PFRS 7: Disclosures - Transfers of Financial Assets | ✔ | | |
| | Amendments to PFRS 7: Disclosures – Offsetting Financial Assets and Financial Liabilities | ✔ | | |
| | Amendments to PFRS 7: Mandatory Effective Date of PFRS 9 and Transition Disclosures | ✔ | | |
| | Annual Improvements to PFRSs 2012 – 2014 Cycle: 'Continuing involvement' for servicing contracts | ✔ | | |
| | Annual Improvements to PFRSs 2012 – 2014 Cycle: Offsetting disclosures in condensed interim financial statements | ✔ | | |
| **PFRS 8** | Operating Segments | ✔ | | |
| | Annual Improvements to PFRSs 2010 – 2012 Cycle: Disclosures on the aggregation of operating segments | ✔ | | |
| **PFRS 9** | Financial Instruments | ✔ | | |
| | Hedge Accounting and amendments to IFRS 9, IFRS 7 and IAS 39 | ✔ | | |
| **PFRS 9 (2014)** | Financial Instruments | ✔ | | |
| **PFRS 10** | Consolidated Financial Statements | ✔ | | |
| | Amendments to PFRS 10 and PAS 28: Sale or Contribution of Assets between an Investor and its Associate or Joint Venture | ✔ | | |
| **PFRS 11** | Joint Arrangements | | | ✔ |
| | Amendments to IFRS 11: Accounting for Acquisitions of Interests in Joint Operations | | | ✔ |
| **PFRS 12** | Disclosure of Interests in Other Entities | ✔ | | |
| | Amendments to PFRS 10, PFRS 11, and PFRS 12: Consolidated Financial Statements, Joint Arrangements and Disclosure of Interests in Other Entities: Transition Guidance | ✔ | | |
| | Amendments to PFRS 10, PFRS 12, and PAS 27 (2011): Investment Entities | | | ✔ |
| **PFRS 13** | Fair Value Measurement | ✔ | | |
| | Annual Improvements to PFRSs 2010 – 2012 Cycle: Measurement of short-term receivables and payables | ✔ | | |

| PHILIPPINE FINANCIAL REPORTING STANDARDS AND INTERPRETATIONS Effective as of December 31, 2014 | | Adopted | Not Adopted | Not Applicable |
|---|---|---|---|---|
| | Annual Improvements to PFRSs 2011 – 2013 Cycle: Scope of portfolio exception | ✔ | | |
| **PFRS 14** | Regulatory Deferral Accounts | | | ✔ |
| **Philippine Accounting Standards** | | | | |
| **PAS 1 (Revised)** | Presentation of Financial Statements | ✔ | | |
| | Amendment to PAS 1: Capital Disclosures | ✔ | | |
| | Amendments to PAS 32 and PAS 1: Puttable Financial Instruments and Obligations Arising on Liquidation | | | ✔ |
| | Amendments to PAS 1: Presentation of Items of Other Comprehensive Income | ✔ | | |
| | Annual Improvements to PFRSs 2009 – 2011 Cycle: Presentation of Financial Statements – Comparative Information beyond Minimum Requirements | ✔ | | |
| | Annual Improvements to PFRSs 2009 – 2011 Cycle: Presentation of the Opening Statement of Financial Position and Related Notes | ✔ | | |
| **PAS 2** | Inventories | ✔ | | |
| **PAS 7** | Statement of Cash Flows | ✔ | | |
| **PAS 8** | Accounting Policies, Changes in Accounting Estimates and Errors | ✔ | | |
| **PAS 10** | Events after the Reporting Period | ✔ | | |
| **PAS 11** | Construction Contracts | ✔ | | |
| **PAS 12** | Income Taxes | ✔ | | |
| | Amendment to PAS 12 - Deferred Tax: Recovery of Underlying Assets | | | ✔ |
| **PAS 16** | Property, Plant and Equipment | ✔ | | |
| | Annual Improvements to PFRSs 2009 – 2011 Cycle: Property, Plant and Equipment – Classification of Servicing Equipment | ✔ | | |
| | Amendments to IAS 16 and IAS 38: Clarification of Acceptable Methods of Depreciation and Amortization | ✔ | | |
| | Amendments to IAS 16 and IAS 41: Agriculture: Bearer Plants | | | ✔ |
| | Annual Improvements to PFRSs 2010 – 2012 Cycle: Restatement of accumulated depreciation (amortization) on revaluation (Amendments to PAS 16 and PAS 38) | | | ✔ |
| **PAS 17** | Leases | ✔ | | |
| **PAS 18** | Revenue | ✔ | | |
| **PAS 19 (Amended)** | Employee Benefits | ✔ | | |
| | Amendments to PAS 19: Defined Benefit Plans: Employee Contributions | | | ✔ |
| | Annual Improvements to PFRSs 2012 – 2014 Cycle: | | | ✔ |

| PHILIPPINE FINANCIAL REPORTING STANDARDS AND INTERPRETATIONS Effective as of December 31, 2014 | | Adopted | Not Adopted | Not Applicable |
|---|---|---|---|---|
| | Discount rate in a regional market sharing the same currency – e.g. the Eurozone | | | |
| **PAS 20** | Accounting for Government Grants and Disclosure of Government Assistance | | | ✔ |
| **PAS 21** | The Effects of Changes in Foreign Exchange Rates | ✔ | | |
| | Amendment: Net Investment in a Foreign Operation | | | ✔ |
| **PAS 23 (Revised)** | Borrowing Costs | ✔ | | |
| **PAS 24 (Revised)** | Related Party Disclosures | ✔ | | |
| | Annual Improvements to PFRSs 2010 – 2012 Cycle: Definition of 'related party' | ✔ | | |
| **PAS 26** | Accounting and Reporting by Retirement Benefit Plans | ✔ | | |
| **PAS 27 (Amended)** | Separate Financial Statements | ✔ | | |
| | Amendments to IAS 27: Equity Method in Separate Financial Statements | | | ✔ |
| **PAS 28 (Amended)** | Investments in Associates and Joint Ventures | ✔ | | |
| **PAS 29** | Financial Reporting in Hyperinflationary Economies | | | ✔ |
| **PAS 32** | Financial Instruments: Disclosure and Presentation | ✔ | | |
| | Amendments to PAS 32 and PAS 1: Puttable Financial Instruments and Obligations Arising on Liquidation | | | ✔ |
| | Amendment to PAS 32: Classification of Rights Issues | | | ✔ |
| | Amendments to PAS 32: Offsetting Financial Assets and Financial Liabilities | ✔ | | |
| | Annual Improvements to PFRSs 2009 – 2011 Cycle: Financial Instruments Presentation – Income Tax Consequences of Distributions | | | ✔ |
| **PAS 33** | Earnings per Share | ✔ | | |
| **PAS 34** | Interim Financial Reporting | ✔ | | |
| | Annual Improvements to PFRSs 2009 – 2011 Cycle: Interim Financial Reporting – Segment Assets and Liabilities | | | ✔ |
| | Annual Improvements to PFRSs 2012 – 2014 Cycle: Disclosure of information "elsewhere in the interim financial report' | ✔ | | |
| **PAS 36** | Impairment of Assets | ✔ | | |
| | Amendments to PAS 36: Recoverable Amount Disclosures for Non-Financial Assets | ✔ | | |
| **PAS 37** | Provisions, Contingent Liabilities and Contingent Assets | ✔ | | |
| **PAS 38** | Intangible Assets | ✔ | | |
| **PAS 39** | Financial Instruments: Recognition and Measurement | ✔ | | |
| | Amendments to PAS 39: Transition and Initial Recognition of Financial Assets and Financial Liabilities | ✔ | | |
| | Amendments to PAS 39: Cash Flow Hedge Accounting | ✔ | | |

| PHILIPPINE FINANCIAL REPORTING STANDARDS AND INTERPRETATIONS Effective as of December 31, 2014 | | Adopted | Not Adopted | Not Applicable |
|---|---|---|---|---|
| | of Forecast Intragroup Transactions | | | |
| | Amendments to PAS 39: The Fair Value Option | | | ✔ |
| | Amendments to PAS 39 and PFRS 4: Financial Guarantee Contracts | | | ✔ |
| | Amendments to PAS 39 and PFRS 7: Reclassification of Financial Assets | ✔ | | |
| | Amendments to PAS 39 and PFRS 7: Reclassification of Financial Assets – Effective Date and Transition | ✔ | | |
| | Amendments to Philippine Interpretation IFRIC–9 and PAS 39: Embedded Derivatives | | | ✔ |
| | Amendment to PAS 39: Eligible Hedged Items | ✔ | | |
| | Amendment to PAS 39: Novation of Derivatives and Continuation of Hedge Accounting | ✔ | | |
| **PAS 40** | Investment Property | | | ✔ |
| | Annual Improvements to PFRSs 2011 – 2013 Cycle: Inter-relationship of PFRS 3 and PAS 40 | | | ✔ |
| **PAS 41** | Agriculture | | | ✔ |
| **Philippine Interpretations** | | | | |
| **IFRIC 1** | Changes in Existing Decommissioning, Restoration and Similar Liabilities | | | ✔ |
| **IFRIC 2** | Members' Share in Co-operative Entities and Similar Instruments | | | ✔ |
| **IFRIC 4** | Determining Whether an Arrangement Contains a Lease | ✔ | | |
| **IFRIC 5** | Rights to Interests arising from Decommissioning, Restoration and Environmental Rehabilitation Funds | | | ✔ |
| **IFRIC 6** | Liabilities arising from Participating in a Specific Market - Waste Electrical and Electronic Equipment | | | ✔ |
| **IFRIC 7** | Applying the Restatement Approach under PAS 29 Financial Reporting in Hyperinflationary Economies | | | ✔ |
| **IFRIC 9** | Reassessment of Embedded Derivatives | | | ✔ |
| | Amendments to Philippine Interpretation IFRIC–9 and PAS 39: Embedded Derivatives | | | ✔ |
| **IFRIC 10** | Interim Financial Reporting and Impairment | ✔ | | |
| **IFRIC 12** | Service Concession Arrangements | ✔ | | |
| **IFRIC 13** | Customer Loyalty Programmes | | | ✔ |
| **IFRIC 14** | PAS 19 - The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction | ✔ | | |
| | Amendments to Philippine Interpretations IFRIC- 14, Prepayments of a Minimum Funding Requirement | | | ✔ |
| **IFRIC 16** | Hedges of a Net Investment in a Foreign Operation | | | ✔ |
| **IFRIC 17** | Distributions of Non-cash Assets to Owners | | | ✔ |
| **IFRIC 18** | Transfers of Assets from Customers | | | ✔ |
| **IFRIC 19** | Extinguishing Financial Liabilities with Equity Instruments | | | ✔ |

| PHILIPPINE FINANCIAL REPORTING STANDARDS AND INTERPRETATIONS Effective as of December 31, 2014 | | Adopted | Not Adopted | Not Applicable |
|---|---|---|---|---|
| IFRIC 20 | Stripping Costs in the Production Phase of a Surface Mine | | | ✔ |
| IFRIC 21 | Levies | | | ✔ |
| SIC-7 | Introduction of the Euro | | | ✔ |
| SIC-10 | Government Assistance - No Specific Relation to Operating Activities | | | ✔ |
| SIC-15 | Operating Leases - Incentives | | | ✔ |
| SIC-25 | Income Taxes - Changes in the Tax Status of an Entity or its Shareholders | | | ✔ |
| SIC-27 | Evaluating the Substance of Transactions Involving the Legal Form of a Lease | ✔ | | |
| SIC-29 | Service Concession Arrangements: Disclosures. | ✔ | | |
| SIC-31 | Revenue - Barter Transactions Involving Advertising Services | | | ✔ |
| SIC-32 | Intangible Assets - Web Site Costs | | | ✔ |
| **Philippine Interpretations Committee Questions and Answers** | | | | |
| PIC Q&A 2006-01 | PAS 18, Appendix, paragraph 9 – Revenue recognition for sales of property units under pre-completion contracts | | | ✔ |
| PIC Q&A 2006-02 | PAS 27.10(d) – Clarification of criteria for exemption from presenting consolidated financial statements | | | ✔ |
| PIC Q&A 2007-01-Revised | PAS 1.103(a) – Basis of preparation of financial statements if an entity has not applied PFRSs in full | | | ✔ |
| PIC Q&A 2007-03 | PAS 40.27 – Valuation of bank real and other properties acquired (ROPA) | | | ✔ |
| PIC Q&A 2007-04 | PAS 101.7 – Application of criteria for a qualifying NPAE | | | ✔ |
| PIC Q&A 2008-01-Revised | PAS 19.78 – Rate used in discounting post-employment benefit obligations | ✔ | | |
| PIC Q&A 2008-02 | PAS 20.43 – Accounting for government loans with low interest rates under the amendments to PAS 20 | | | ✔ |
| PIC Q&A 2009-01 | Framework.23 and PAS 1.23 – Financial statements prepared on a basis other than going concern | | | ✔ |
| PIC Q&A 2009-02 | PAS 39.AG71-72 – Rate used in determining the fair value of government securities in the Philippines [superseded by PIC Q&A No. 2010-01] | | | ✔ |
| PIC Q&A 2010-01 | PAS 39.AG71-72 – Rate used in determining the fair value of government securities in the Philippines | | | ✔ |
| PIC Q&A 2010-02 | PAS 1R.16 – Basis of preparation of financial statements | ✔ | | |
| PIC Q&A 2010-03 | PAS 1 Presentation of Financial Statements – Current/non-current classification of a callable term loan | | | ✔ |

| PHILIPPINE FINANCIAL REPORTING STANDARDS AND INTERPRETATIONS Effective as of December 31, 2014 | | Adopted | Not Adopted | Not Applicable |
|---|---|---|---|---|
| **PIC Q&A 2011-01** | PAS 1.10(f) – Requirements for a Third Statement of Financial Position | | | ✔ |
| **PIC Q&A 2011-02** | PFRS 3.2 – Common Control Business Combinations | | | ✔ |
| **PIC Q&A 2011-03** | Accounting for Inter-company Loans | | | ✔ |
| **PIC Q&A 2011-04** | PAS 32.37-38 – Costs of Public Offering of Shares | | | ✔ |
| **PIC Q&A 2011-05** | PFRS 1.D1-D8 – Fair Value or Revaluation as Deemed Cost | | | ✔ |
| **PIC Q&A 2011-06** | PFRS 3, Business Combinations (2008), and PAS 40, Investment Property – Acquisition of Investment properties – asset acquisition or business combination? | | | ✔ |
| **PIC Q&A 2012-01** | PFRS 3.2 – Application of the Pooling of Interests Method for Business Combinations of Entities Under Common Control in Consolidated Financial Statements | | | ✔ |
| **PIC Q&A 2012-02** | Cost of a New Building Constructed on the Site of a Previous Building | | | ✔ |
| **PIC Q&A 2013-01** | Applicability of SMEIG Final Q&As on the Application of IFRS for SMEs to Philippine SMEs | | | ✔ |
| **PIC Q&A 2013-03** | PAS 19 – Accounting for Employee Benefits under a Defined Contribution Plan subject to Requirements of Republic Act (RA) 7641, The Philippine Retirement Law | | | ✔ |

- -

# ASIAN TERMINALS, INC. AND A SUBSIDIARY

## INDEX TO FINANCIAL STATEMENTS AND SUPPLEMENTARY SCHEDULES

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| Consolidated Statements of Financial Position as of December 31, 2013 and 2012 | |
| Consolidated Statements of Income for the years ended December 31, 2014, 2013 and 2012 | |
| Consolidated Statements of Comprehensive Income for the years December 31, 2014, 2013 and 2012 | |
| Consolidated Statements of Changes in Equity as of December 31, 2013 and 2012 | |
| Consolidated Statements of Cash Flows for the years December 31, 2014, 2013 and 2012 | |
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| Report of Independent Public Accountants on Reconciliation of Retained Earnings for Cash Dividend Declaration | |
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ASIAN TERMINALS, INC. AND A SUBSIDIARY

Schedule A. **Financial Assets**
**December 31, 2014**
***(in thousands)***

| Financial Assets | Name of Issuing entity and association of each issue | Number of shares or principal amount of bonds and notes | Amount shown in the balance sheet | Valued based on market quotation at end of reporting period | Income received and accrued |
|---|---|---|---|---|---|
| Cash and cash equivalents | N/A | N/A | ₱3,606,926 | ₱3,606,926 | ₱26,799 |
| Trade and other receivables - net | N/A | N/A | 478,795 | 478,795 | - |
| Deposits | N/A | N/A | 32,875 | 41,368 | - |
| AFS Investments | | | | | |
| Quoted Equity Shares | | N/A | 933 | 933 | - |
| Unquoted Equity Shares | | N/A | 1,719 | 1,719 | - |
| | | | ₱4,121,248 | ₱4,129,741 | ₱26,799 |

Schedule B. **Amounts Receivable from Directors, Officers, Employees, Related Parties and Principal Stockholders (Other than Related Parties)**
**December 31, 2014**
***(in thousands)***

| Name and Designation of debtor | Balance at beginning of period | Additions | Amounts Collected | Amounts written-off | Current | Not Current | Balance at end of period |
|---|---|---|---|---|---|---|---|
| Officers | ₱24,826 | ₱16,144 | (₱13,830) | ₱0 | ₱0 | ₱0 | ₱27,140 |
| Related Parties | 1,165 | 10,750 | (10,920) | 0 | 0 | 0 | 995 |
| | ₱25,991 | ₱26,894 | (₱24,750) | ₱0 | ₱0 | ₱0 | ₱28,135 |

Schedule C. **Amounts (Receivable) Payable to Related Parties which are Eliminated during the Consolidation of Financial Statements**
**December 31, 2014**
***(in thousands)***

| Name and Designation of creditor | Balance at beginning of period | Additions | Amounts Paid | Amounts written-off | Current | Not Current | Balance at end of period |
|---|---|---|---|---|---|---|---|
| ATI Batangas, Inc. | ₱32,008 | ₱82,403 | (₱139,499) | ₱0 | ₱0 | ₱0 | (₱25,088) |
| | ₱32,008 | ₱82,403 | (₱139,499) | ₱0 | ₱0 | ₱0 | (₱25,088) |

**Schedule D. Intangible Assets - Other Assets**
**December 31, 2014**
***(in thousands)***

| Description | Beginning balance | | Additions at costs | Charged to cost and | Charged to other accounts | Other changes additions | Ending balance |
|---|---|---|---|---|---|---|---|
| | **Please refer to Note 11 of the Consolidated Financial Statements** | | | | | | |
| | | | | | | | |

**Schedule E. Long-term Debt**
**December 31, 2014**
***(in thousands)***

| Title of Issue and type of obligation | Amount authorized by indenture | Amount shown under caption "Current portion of long-term debt" in related balance sheet | Amount shown under caption "Long-Term Debt" in related balance sheet |
|---|---|---|---|
| | **Not Applicable** | | |
| | | | |

**Schedule F. Indebtedness to Related Parties**
**December 31, 2014**
***(in thousands)***

| Name of Issuing entity and association of each issue | Amount shown in the balance sheet | Valued based on market quotation at end of reporting period |
|---|---|---|
| | Not Applicable | |
| | | |

Schedule G. Guarantees of Securities of Other Issuers
December 31, 2014
*(in thousands)*

| Name of issuing entity of securities guaranteed by the company for which this statement is filed | Title of issue of each class of securities guaranteed | Total amount guaranteed and outstanding | Amount owned by person for which statement is filed | Nature of guarantee |
|---|---|---|---|---|
| | Not Applicable | | | |
| | | | | |

Schedule H. Capital Stock
December 31, 2014
*(in thousands)*

| Title of Issue | Number of Shares authorized | Number of shares issued and outstanding | Number of shares reserved for options, warrants, conversion and other rights | Number of shares held by | | |
|---|---|---|---|---|---|---|
| | | | | Related parties | Directors, officers, and employees | Others |
| Common shares | 4,000,000 | 2,000,000 | None | 637,838 | 15,996 | 1,346,166 |

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6787 Ayala Avenue
Makati City 1226, Metro Manila, Philippines

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Branches: Subic · Cebu · Bacolod · Iloilo

# REPORT OF INDEPENDENT AUDITORS ON SUPPLEMENTARY INFORMATION

The Stockholders and Board of Directors
Asian Terminals, Inc.
A. Bonifacio Drive
Port Area, Manila

We have audited in accordance with Philippine Standards on Auditing, the separate financial statements of Asian Terminals Inc. (the "Company") as at and for years ended December 31, 2014 and 2013 and have issued our report thereon dated March 10, 2015.

Our audits were made for the purpose of forming an opinion on the separate financial statements of the Company taken as a whole. The supplementary information in the accompanying Reconciliation of Retained Earnings Available for Dividend Declaration is the responsibility of the Company's management.

This supplementary information is presented for purposes of complying with the Securities Regulation Code Rule 68, As Amended, and is not a required part of the separate financial statements. Such information has been subjected to the auditing procedures applied in the audits of the separate financial statements and, in our opinion, is fairly stated, in all material respects, in relation to the separate financial statements taken as a whole.

**R.G. MANABAT & CO.**

ENRICO E. BALUYUT
Partner
CPA License No. 065537
SEC Accreditation No. 1177-A, Group A, valid until March 31, 2015
Tax Identification No. 131-029-752
BIR Accreditation No. 08-001987-26-2014
Issued September 26, 2014; valid until September 25, 2017
PTR No. 4748099MC
Issued January 5, 2015 at Makati City

March 10, 2015
Makati City, Metro Manila



PRC-BOA Registration No. 0003, valid until December 31, 2016
SEC Accreditation No. 0004-FR-4, Group A, valid until November 10, 2017
IC Accreditation No. F-2014/014-R, valid until August 26, 2017

**Asian Terminals, Inc.**
**Reconciliation of Retained Earnings Available for Dividend Declaration**
**As of December 31, 2014**

| | | |
|---|---|---|
| Unappropriated Retained Earnings, *as adjusted to available for dividend distribution, beginning* | | **P1,175,961,132** |
| **Add: Net income actually earned/realized during the period** | | |
| Net income during the period the period closed to retained earnings | 1,750,849,303 | |
| Add: Non-actual losses | | |
| Actuarial loss, net of tax | 12,486,728 | |
| Fair value loss on cash flow hedge, net of tax | 106,837,768 | **1,870,173,799** |
| **Less: Dividend declarations during the period** | | **700,000,000** |
| TOTAL RETAINED EARNINGS, END AVAILABLE FOR DIVIDEND | | **P2,346,134,931** |