

11 August 2016

**THE PHILIPPINE STOCK EXCHANGE, INC.**

Disclosure Department  
4<sup>th</sup> Floor, Philippine Stock Exchange Centre  
PSE Centre, Exchange Road  
Ortigas Center, Pasig City

Attention: **MR. JOSE VALERIANO B. ZUÑO III**  
OIC – Head, Disclosure Department  
-----

Subject: 2nd Quarter Report for 2016  
(SEC Form 17-Q)  
-----

Gentlemen:

Enclosed is our Quarterly Report for the six (6)-month period ending 30 June 2016 (SEC Form 17-Q).

We trust that you will find the attached document in order.

Very truly yours,

**PAXYS, INC.**

By:



**MARK DAVID P. MARTINEZ**  
Corporate Information Officer



108112016004397



## SECURITIES AND EXCHANGE COMMISSION

SEC Building, EDSA, Greenhills, Mandaluyong City, Metro Manila, Philippines  
Tel: (632) 726-0931 to 39 Fax: (632) 725-5293 Email: mis@sec.gov.ph

### Barcode Page

The following document has been received:

Receiving Officer/Encoder : Jojit Licudine  
Receiving Branch : SEC Head Office  
Receipt Date and Time : August 11, 2016 03:45:31 PM  
Received From : Head Office

Company Representative

---

Doc Source

Company Information

---

SEC Registration No. 0000006609  
Company Name PAXYS INC.  
Industry Classification  
Company Type Stock Corporation

Document Information

---

Document ID 108112016004397  
Document Type 17-Q (FORM 11-Q:QUARTERLY REPORT/FS)  
Document Code 17-Q  
Period Covered June 30, 2016  
No. of Days Late 0  
Department CFD  
Remarks

# COVER SHEET

6 6 0 9

SEC Registration Number

P A X Y S , I N C . A N D S U B S I D I A R I E S

(Company's Full Name)

1 5 F , 6 7 5 0 A Y A L A O F F I C E T O W E R ,  
A Y A L A A V E N U E , M A K A T I C I T Y

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

Mark David P. Martinez

(Contact Person)

(+632) 908-7500

(Company Telephone Number)

0 6 3 0  
Month Day  
(2016)

1 7 - Q  
(Form Type)

0 5 Any day  
Month Day  
(Annual Meeting)

Not applicable

(Secondary License Type, If Applicable)

CRMD

Dept. Requiring this Doc.

Article III

Amended Articles Number/Section

717

Total No. of Stockholders

Total Amount of Borrowings

-  
Domestic

-  
Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document ID

Cashier

STAMPS

Remarks: Please use BLACK ink for scanning purposes.

**SECURITIES AND EXCHANGE COMMISSION  
SEC FORM 17-Q**

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

1. For the quarterly period ended: **June 30, 2016**
2. SEC Identification Number: **6609**
3. BIR Tax Identification No. **000-233-218**
4. Exact Name of the registrant as specified in its charter: **PAXYS, INC.**
5. Province, country or other jurisdiction of Incorporation or organization: **Manila, Philippines**
6. Industry Classification Code:  (SEC Use Only)
7. Address of registrant's principal office: **15<sup>th</sup> Floor, 6750 Avala Office Tower, Avala Avenue, Makati City**  
Postal Code: **1226**
8. Registrant's telephone number, including area code: **(+632) 908-7500**
9. Former name, former address, and former fiscal year, if changed since last report  
**Not Applicable**
10. Securities registered pursuant to Sections 8 and 12 of the Code, or Sections 4 and 8 of the RSA
  - a) **Authorized Capital Stock**

Common shares, P1.00 par value	1,800,000,000 shares
--------------------------------	----------------------
  - b) **Issued and Outstanding Shares**

Common shares, P1.00 par value	1,148,534,866 shares
--------------------------------	----------------------
  - c) **Amount of Debt Outstanding as of June 30, 2016**

Short-term and Long-term loans	None
--------------------------------	------
11. Are any or all of the securities listed on the Philippine Stock Exchange  
Yes  No

12. Indicate by check mark whether the registrant:

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

Yes  No

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

Yes  No

## PART I. FINANCIAL INFORMATION

### Item 1. Financial Statements

The consolidated financial statements include the accounts of Paxys, Inc. (“Paxys”, the “Company”, or the “Parent Company”) and the following subsidiaries and joint ventures (collectively referred to as the “Group”):

Subsidiaries	Place of Incorporation	Principal Activity	Percentage of Ownership			
			June 30, 2016		December 31, 2015	
			Direct	Indirect	Direct	Indirect
Paxys N.V.*	Curacao	Investment Holding	100.0%	–	100.0%	–
ScopeWorks Asia, Inc. (SWA)	Philippines	Data Conversion	100.0%	–	100.0%	–
Paxys Global Services, Inc. (PGS)	Philippines	Business Process Outsourcing	100.0%	–	100.0%	–
Paxys Global Services Pte Ltd (PGSPL)	Singapore	Business Process Outsourcing	100.0%	–	100.0%	–
Paxys Global Services Pte Ltd ROHQ (PGS ROHQ)	Philippines	Shared Services	–	100.0%	–	100.0%
Paxys Ltd.	Hong Kong	Investment Holding	100.0%	–	100.0%	–
Simpro Solutions Ltd.	Hong Kong	Regional Office	–	50%	–	50%
Simpro Solutions Philippines, Inc. (Simpro Phils)	Philippines	Contact Center	–	50%	–	50%
Paxys Global Services (Dalian) Ltd.	China	Contact Center	50%	–	50%	–

\* As at June 30, 2016 and December 31, 2015, Paxys N.V. owns 345,622,477 common shares of the Parent Company representing 30.09% of total outstanding capital stock

The unaudited consolidated financial statements as at and for the six-month period ended June 30, 2016 has been prepared in accordance with Philippine Accounting Standard (PAS) 34, *Interim Financial Reporting*. Accordingly, the unaudited consolidated financial statements do not include all of the information and footnotes required by generally accepted accounting principles in the Philippines (“Philippine GAAP”) for complete financial statements as set forth in the Philippine Financial Reporting Standards (PFRS) and are filed as Annex A of this report.

### Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations (“MD&A”)

The MD&A is a discussion and analysis of the Group’s financial performance for the six-month period ended June 30, 2016. The primary objective of this MD&A is to help the readers understand the dynamics of the Group’s business and the key factors underlying the Group’s financial results.

The MD&A for the six-month period ended June 30, 2016 should be read in conjunction with the unaudited consolidated financial statements and the accompanying notes, and are filed as Annex B of this report.

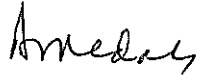
### Item 3. Aging of Trade Receivables

Please see Annex C.

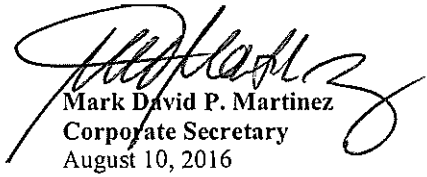
PART II. SIGNATURES

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

Registrant: PAXYS, INC.



**Tarcisio M. Medalla**  
**Chairman of the Board and President**  
August 10, 2016



**Mark David P. Martinez**  
**Corporate Secretary**  
August 10, 2016

**PAXYS, INC.  
AND SUBSIDIARIES**

**INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
(Unaudited)**

June 30, 2016 and December 31, 2015  
and for the Six-Month Period Ended June 30, 2016 and 2015



**PAXYS, INC. AND SUBSIDIARIES****INTERIM CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL POSITION**

As at June 30, 2016 and December 31, 2015

(Amounts in Thousands)

	June 30 (Unaudited)	December 31 (Audited)
<b>ASSETS</b>		
<b>Current Assets</b>		
Cash and cash equivalents (Note 4)	₱2,773,958	₱2,980,255
Available-for-sale financial assets (Note 5)	283,178	380,061
Trade and other receivables (Note 6)	56,914	71,342
Held-to-maturity securities (Note 5)	453,623	135,905
Other current assets (Note 7)	14,223	11,602
Total Current Assets	3,581,896	3,579,165
<b>Noncurrent Assets</b>		
Property and equipment (Note 9)	2,471	2,970
Intangible assets (Note 10)	614	1,160
Other noncurrent assets	10,682	11,907
Total Noncurrent Assets	13,767	16,037
	₱3,595,663	₱3,595,202
<b>LIABILITIES AND EQUITY</b>		
<b>Current Liabilities</b>		
Trade and other payables (Note 11)	₱30,134	₱44,565
Income tax payable	-	445
Total Current Liabilities	30,134	45,010
<b>Noncurrent Liabilities</b>		
Retirement liability (Note 17)	6,110	6,184
Other noncurrent liabilities (Note 12)	-	605
Total Noncurrent Liabilities	6,110	6,789
Total Liabilities	36,244	51,799
<b>Equity</b>		
Capital stock (Note 13)	1,148,535	1,148,535
Additional paid-in capital (Note 13)	451,364	451,364
Parent shares held by a subsidiary (Note 13)	(1,149,886)	(1,149,886)
Other equity reserves	240,989	237,946
Retained earnings	2,868,417	2,855,444
Total Equity	3,559,419	3,543,403
	₱3,595,663	₱3,595,202

See accompanying Management Discussion and Analysis and Selected Notes to Interim Condensed Consolidated Financial Statements.

**PAXYS, INC. AND SUBSIDIARIES****INTERIM CONDENSED CONSOLIDATED STATEMENTS OF INCOME (Unaudited)**

For the Six-month and Three-month Periods Ended June 30, 2016 and 2015

(Amounts in Thousands, except Basic/Diluted Earnings per share)

	Six Months		Three Months	
	2016	2015	2016	2015
<b>SERVICE INCOME</b>	<b>₱45,139</b>	<b>₱71,739</b>	<b>₱21,737</b>	<b>₱34,731</b>
<b>COSTS OF SERVICES (Note 14)</b>	<b>(40,265)</b>	<b>(62,984)</b>	<b>(19,755)</b>	<b>(30,445)</b>
<b>GROSS PROFIT</b>	<b>4,874</b>	<b>8,755</b>	<b>1,982</b>	<b>4,286</b>
<b>GENERAL AND ADMINISTRATIVE EXPENSES (Note 15)</b>	<b>(40,029)</b>	<b>(35,955)</b>	<b>(18,444)</b>	<b>(16,556)</b>
<b>INTEREST INCOME (Note 16)</b>	<b>34,212</b>	<b>14,164</b>	<b>18,656</b>	<b>7,816</b>
<b>NET FOREIGN EXCHANGE GAIN</b>	<b>124</b>	<b>250</b>	<b>392</b>	<b>566</b>
<b>OTHER INCOME - net (Note 16)</b>	<b>13,792</b>	<b>4,477</b>	<b>1,026</b>	<b>2,028</b>
<b>INCOME (LOSS) BEFORE INCOME TAX</b>	<b>12,973</b>	<b>(8,309)</b>	<b>3,612</b>	<b>(1,860)</b>
<b>PROVISION FOR INCOME TAX</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>NET INCOME (LOSS)</b>	<b>₱12,973</b>	<b>(₱8,309)</b>	<b>₱3,612</b>	<b>(₱1,860)</b>
<b>EARNINGS (LOSS) PER SHARE</b>				
Basic/Diluted Earnings (Loss) Per Share	<b>₱0.016</b>	<b>(₱0.007)</b>	<b>₱0.004</b>	<b>(₱0.002)</b>

*See accompanying Management Discussion and Analysis and Selected Notes to Consolidated Financial Statements.*

**PAXYS, INC. AND SUBSIDIARIES****INTERIM CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME  
(Unaudited)**

For the Six-month and Three-month Periods Ended June 30, 2016 and 2015

(Amounts in Thousands)

	Six Months		Three Months	
	2016	2015	2016	2015
<b>NET INCOME (LOSS)</b>	<b>₱12,973</b>	<b>(₱8,309)</b>	<b>₱3,612</b>	<b>(₱1,860)</b>
<b>OTHER COMPREHENSIVE INCOME</b>				
Translation Gain (Loss)	(73)	18,630	50,667	19,720
Unrealized Gain (Loss) on fair value changes on Available For Sale financial assets	3,116	1,865	3,225	(152)
	<b>3,043</b>	<b>20,495</b>	<b>53,892</b>	<b>19,568</b>
<b>TOTAL COMPREHENSIVE INCOME</b>	<b>₱16,016</b>	<b>₱12,186</b>	<b>₱57,504</b>	<b>₱17,708</b>

*See accompanying Management Discussion and Analysis and Selected Notes to Consolidated Financial Statements.*

**PAXYS, INC. AND SUBSIDIARIES**

**INTERIM CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY (Unaudited)**

**For The Six-Month Period Ended June 30, 2016 and June 30, 2015**

**(Amounts in Thousands)**

	Total Equity Attributable to Equity Holders of the Parent Company							
	Capital Stock ₱1 Par Value (Note 13)	Additional Paid-in Capital (Notes 13)	Retained Earnings	Parent shares held by a subsidiary (Note 13)	Other Equity Reserve			Total
Cumulative Translation Adjustments					Unrealized gains on AFS	Actuarial gains/losses		
At January 1, 2016	₱1,148,535	₱451,364	₱2,855,444	(₱1,149,886)	₱237,969	(₱2,298)	₱2,275	₱3,543,403
Total comprehensive income for the period	–	–	12,973	–	(73)	3,116	–	16,016
At June 30, 2016	₱1,148,535	₱451,364	₱2,868,417	(₱1,149,886)	₱237,896	₱818	₱2,275	₱3,559,419

	Total Equity Attributable to Equity Holders of the Parent Company							
	Capital Stock ₱1 Par Value (Note 13)	Additional Paid-in Capital (Notes 13)	Retained Earnings	Parent shares held by a subsidiary (Note 13)	Other Equity Reserve			Total
Cumulative Translation Adjustments					Unrealized gains on AFS	Actuarial gains/losses		
At January 1, 2015	₱1,148,535	₱451,364	₱2,868,013	(₱1,149,886)	₱119,567	₱2,106	(₱1,155)	₱3,438,544
Total comprehensive loss for the period	–	–	(8,309)	–	18,630	1,865	–	12,186
At June 30, 2015	₱1,148,535	₱451,364	₱2,859,704	(₱1,149,886)	₱138,197	₱3,971	(₱1,155)	₱3,450,730

*See accompanying Management Discussion and Analysis and Selected Notes to Consolidated Financial Statements.*

**PAXYS, INC. AND SUBSIDIARIES****INTERIM CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited)**  
**For the Six-month Period Ended June 30, 2016 and 2015**  
**(Amounts in Thousands)**

	For the Six Months Ended June 30, 2016	For the Six Months Ended June 30, 2015
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Income (loss) before income tax	P12,973	(P8,309)
Interest income	(34,212)	(14,164)
Gain on redemption of AFS assets	(1,607)	-
Provision for impairment losses on Input Value Added Tax	1,302	1,029
Depreciation and amortization	1,201	2,842
Unrealized foreign exchange gain	(261)	(150)
Gain on disposal of assets	-	(982)
Operating loss before working capital changes	(20,604)	(19,734)
Decrease (increase) in:		
Trade and other receivables	18,417	16,831
Other current assets	(2,620)	(1,056)
Other noncurrent assets	1,225	(63)
Increase (decrease) in:		
Trade and other payables	(14,876)	(5,638)
Accrued retirement	(75)	-
Other non-current liabilities	(605)	-
Cash used for operations	(19,138)	(9,660)
Interest received	28,922	13,372
Net cash provided by operating activities	9,784	3,712
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Investment in HTM Securities	(317,718)	-
Investment in Available-For-Sale (AFS) assets	101,606	(196,290)
Acquisition of property and equipment and intangibles	(158)	(599)
Proceeds from disposal of asset	-	1,100
Net cash used in investing activities	(216,270)	(195,789)
<b>EFFECT OF EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS</b>		
	189	18,780
<b>NET DECREASE IN CASH AND CASH EQUIVALENTS</b>	(206,297)	(173,297)
<b>CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD</b>	2,980,255	3,207,725
<b>CASH AND CASH EQUIVALENTS AT END OF PERIOD</b>	P2,773,958	P3,034,428

*See accompanying Management Discussion and Analysis and Selected Notes to Consolidated Financial Statements.*

**PAXYS, INC. AND SUBSIDIARIES**

**NOTES TO INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

---

**1. Corporate Information**

Paxys, Inc. (“Paxys”, the “Company”, or the “Parent Company”) is an investment holding company incorporated in the Philippines and listed on the Philippine Stock Exchange (stock symbol: PAX). It was formerly known as Fil-Hispano Holdings Corporation and registered with the Philippine Securities and Exchange Commission (SEC) on February 14, 1952. At present, the Parent Company’s operating subsidiaries provide general transcription, proofreading, data conversion, contact center and back office outsourcing services. As of March 31, 2016, its major shareholders are All Asia Customer Services Holdings Ltd. (AACSHL), a privately-held company incorporated in Hong Kong, and Paxys NV, a wholly owned subsidiary of the Company, with 54.93% and 30.09% interests, respectively. The registered office address of Paxys is at 15th Floor, 6750 Ayala Office Tower, Ayala Avenue, Makati City, Philippines.

---

**2. Summary of Significant Accounting Policies**

Basis of Preparation

The unaudited interim consolidated financial statements have been prepared in accordance with Philippine Financial Reporting Standards (PFRS). PFRS includes statements named PFRS, Philippine Accounting Standards (PAS) and Philippine interpretations from the International Financial Reporting Interpretations Committee (IFRIC) issued by the Financial Reporting Standards Council.

The unaudited interim consolidated financial statements have been prepared on a historical cost basis, except for derivative instruments which have been measured at fair value. The consolidated financial statements are presented in Philippine peso, which is the Parent Company’s functional and presentation currency. All values are rounded to the nearest thousands (₱000), except when otherwise indicated.

Statement of Compliance

The unaudited interim consolidated financial statements for the nine-month period ended March 31, 2016 have been prepared in accordance with PAS34, *Interim Financial Reporting*. Accordingly, the unaudited interim consolidated financial statements do not include all of the information and footnotes required by generally accepted accounting principles in the Philippines (“Philippine GAAP”) for complete financial statements as set forth in the PFRS.

Adoption of New and Revised PFRS

The Group adopted the following new and revised PFRS effective January 1, 2016:

- Amendments to PAS 1, *Presentation of Financial Statements* – The amendments clarify guidance on materiality and aggregation, the presentation of subtotals, the structure of financial statements and the disclosure of accounting policies.
- Amendments to PAS 16, *Property, Plant and Equipment – Clarification of Acceptable Methods of Depreciation*, and PAS 38, *Intangible Assets – Clarification of Acceptable Methods of Amortization* – The amendments add guidance and clarify that (i) the use of revenue-based methods to calculate the depreciation of an asset is not appropriate because revenue generated by an activity that includes the use of an asset generally reflects factors other than the consumption of the economic benefits embodied in the asset, and (ii) revenue is generally presumed to be an inappropriate basis for measuring the consumption of the economic benefits embodied in an intangible asset; however, this presumption can be rebutted in certain limited circumstances.
- Amendment to PAS 19, *Employee Benefit* – The amendment clarifies that the high quality corporate bonds used in estimating the discount rate for post-employment benefits should be denominated in the same currency as the benefits to be paid.

- Amendments to PAS 27, *Separate Financial Statements - Equity Method in Separate Financial Statements* – The amendments reinstate the equity method option allowing entities to use the equity method to account for investments in subsidiaries, joint ventures and associates in their separate financial statements.
- Amendment to PFRS 7, *Financial Instruments: Disclosures* – The amendment adds guidance to clarify whether a servicing contract is continuing involvement in a transferred asset.
- Amendments to PFRS 10, *Consolidated Financial Statements*, and PAS 28, *Investments in Associates and Joint Ventures - Sale or Contribution of Assets between an Investor and its Associate or Joint Venture* – The amendments address a current conflict between the two standards and clarify that the gain or loss from sale or contribution of assets between an investor and its associate or joint venture should be recognized fully when the transaction involves a business, and partially if it involves assets that do not constitute a business.
- Amendments to PFRS 10, IFRS 12, *Disclosure of Interests in Other Entities*, and PAS 28 - *Investment Entities: Applying the Consolidation Exception* – The amendments clarify the application of the consolidation exception for investment entities and their subsidiaries.
- Amendments to PFRS 11, *Joint Arrangements - Accounting for Acquisitions of Interests in Joint Operations* – The amendments require an acquirer of an interest in a joint operation in which the activity constitutes a business (as defined in PFRS 3) to apply all of the business combinations accounting principles and disclosure in PFRS 3 and other PFRSs, except for those principles that conflict with the guidance in PFRS 11. The amendments apply both to the initial acquisition of an interest in a joint operation, and the acquisition of an additional interest in a joint operation (in the latter case, previously held interests are not remeasured).

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

#### New and Revised PFRS Not Yet Adopted

PFRS 9, *Financial Instruments*, which will be effective for annual periods beginning on or after January 1, 2018 has not been applied in preparing the interim consolidated financial statements. This standard will replace PAS 39 (and all the previous versions of PFRS 9). It provides requirements for the classification and measurement of financial assets and financial liabilities, impairment, hedge accounting and derecognition.

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

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

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

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

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

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

**Basis of Consolidation**

The consolidated financial statements include the financial statements of the Parent Company and the following subsidiaries:

Subsidiaries	Place of Incorporation	Principal Activity	2016		2015	
			Direct	Indirect	Direct	Indirect
Paxys N.V.*	Curacao	Investment holding	100.0%	-	100.0%	-
ScopeWorks Asia, Inc. (SWA)	Philippines	Data conversion	100.0%	-	100.0%	-
Paxys Global Services, Inc. (PGS)	Philippines	Business Process Outsourcing	100.0%	-	100.0%	-
Paxys Global Services Pte Ltd (PGSPL)	Singapore	Business Process Outsourcing	100.0%	-	100.0%	-
Paxys Global Services Pte Ltd ROHQ (PGS ROHQ)	Philippines	Shared services	-	100.0%	-	100.0%
Paxys Ltd.	Hong Kong	Investment holding	100.0%	-	100.0%	-

*\*In October 2014, Paxys N.V. purchased 345,622,477 common shares of the Parent Company representing 30.09% of the total outstanding capital stock of the Parent Company*

Subsidiaries are fully consolidated from the date of acquisition, being the date on which the Company obtains control, and continue to be consolidated until the date that such control ceases.

The financial statements of the subsidiaries are prepared for the same reporting years as that of the Parent Company. The consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. All intercompany accounts, transactions and balances including intercompany profits, unrealized profits and losses and dividends are eliminated in full in the consolidated financial statements.

**Foreign Currency-Denominated Transactions and Translations**

The Company's consolidated financial statements are presented in Philippine peso, which is also the Parent Company's functional and presentation currency. The Philippine peso is the currency of the primary economic environment in which the Company operates. This is also the currency that mainly influences the revenue and cost of rendering products and services. All the subsidiaries, associates and joint ventures evaluate their primary economic and operating environment and determine their functional currency. Items included in the financial statements of each entity are initially measured using that functional currency.

The functional currency of the Parent Company, SWA, Simpro Philippines, PGS and PGS ROHQ is the Philippine Peso. The functional currency of PGSPL is Singapore Dollar (SG\$). The functional currency of Paxys Ltd., Simpro Solutions Limited and Paxys N.V. is U.S. Dollar (US\$).

Transactions in foreign currencies are initially recorded in the functional currency rate prevailing at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the functional closing rate of exchange prevailing at the end of the reporting period. All differences are recognized in the consolidated statement of income except for foreign exchange differences that qualify as capitalizable borrowing costs for qualifying assets. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rate as at the date of the initial transaction. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Any goodwill arising on the acquisition of a foreign operation and any fair value adjustments to the carrying amounts of assets and liabilities arising on the acquisition are treated as assets and liabilities of the foreign operation and translated at the closing rate.

*Foreign operations.* On consolidation, the assets and liabilities of foreign operations are translated into Philippine pesos at the rate of exchange prevailing at the reporting date and their income statements are translated at exchange rates prevailing at the date of transactions. The exchange differences arising on translation for consolidation are recognized in other comprehensive income. On disposal of a foreign



operation, the component of other comprehensive income relating to that particular foreign operation is recognized in profit and loss.

#### Current versus Noncurrent Classification

The Company presents assets and liabilities in the statement of financial position based on current/non-current classification. An asset is current when:

- It is expected to be realized or intended to sold or consumed in normal operating cycle
- It is held primarily for the purpose of trading
- It is expected to be realized within twelve months after the reporting period, or
- It is cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as noncurrent. A liability is current when:

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

The Company classifies all other liabilities as noncurrent.

#### Cash and Cash Equivalents

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

#### Financial Instruments

*Date of Recognition.* The Company recognizes a financial asset and liability in the consolidated statement of financial position when it becomes a party to the contractual provisions of the instrument. Purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace are recognized on settlement date. Derivative instruments are recognized on a trade date basis.

*Initial Recognition and of Financial Instruments.* All financial assets and financial liabilities are recognized at fair value. Except for financial assets and financial liabilities at FVPL, the initial measurement of financial instruments includes transaction costs.

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

This category pertains to the Company's cash and cash equivalents, trade and other receivables (excluding statutory receivables and advances to suppliers and contractors), rental and security deposits.

#### *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 categories. These are purchased and held indefinitely, and may be sold in response to liquidity requirements or changes in market conditions. These include equity investments, money market papers and other debt instruments. AFS financial assets are initially measured at fair value plus incremental direct transaction costs. The unrealized gains and losses arising from the fair valuation of AFS financial assets, except for the foreign exchange fluctuations on AFS debt securities and the related effective interest, are excluded, from reported earnings, and are reported in the consolidated statement of comprehensive income and in the equity section of the consolidated statement of financial position. These changes in fair values are recognized in equity until the investment is sold, collected, or otherwise disposed of or until the investment is determined to be impaired, at which time the cumulative gain or loss previously reported in equity are included in profit or loss.

Where the Group holds more than one investment in the same security, these are deemed to be disposed on a first-in, first-out basis. Interest earned or paid on the investments is recognized as interest income

or expense using the effective interest rate method. Dividends earned on investments are recognized in profit or loss when the right of payment has been established. These financial assets are classified as noncurrent assets unless the intention is to dispose such assets within 12 months from the end of reporting year.

The Group has classified its quoted equity investments as AFS financial assets.

*HTM Investments.* HTM Investments are quoted non-derivative financial assets with fixed or determinable payments and fixed maturities for which the Group has the positive intention and ability to hold to maturity. When the Group sells more than an insignificant amount of HTM investments before maturity (other than in certain specific circumstances), the entire category is tainted and should be reclassified as AFS financial assets.

After initial recognition, HTM investments are subsequently measured at amortized cost using the effective interest method, less allowance for impairment, if any. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees that are an integral part of the effective interest rate. The amortization is included in profit or loss.

As at June 30, 2016 and December 31, 2015, the investments in bonds are included under this category.

*Other financial liabilities.* Issued financial instruments or their component where the substance of the contractual arrangement results in the Company having an obligation either to deliver cash or another financial asset to the holder, or to satisfy the obligation other than by the exchange of a fixed amount of cash or another financial asset for a fixed number of own equity shares.

This accounting policy applies primarily to the Company's accounts payable and other current liabilities (except for statutory payables and unearned income) and dividends payable.

#### Property and Equipment

Property and equipment are stated at cost less accumulated depreciation and any impairment in value. The cost of property and equipment consists of its purchase price and any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Cost also includes the cost of replacing the part of such property and equipment and borrowing costs for long-term construction projects when the recognition criteria are met.

Expenditures incurred after the property and equipment have been put into operation, such as repairs and maintenance, are normally recognized as expense in the period such costs are incurred. Depreciation commences once the property and equipment are available for use and is calculated on a straight-line basis over the estimated useful life of the asset.

#### Other Intangible Assets

Other intangible assets with finite useful lives are composed of the Company's website and software packages. Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortization and any accumulated impairment losses.

Intangible assets with finite lives are amortized over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. Amortization expense on intangible assets with finite lives is recognized under "Costs of services" and "General and administrative expenses" accounts in the consolidated statement of income.

#### Investments in Joint Ventures

The Parent Company has interests in joint ventures, whereby the venturers have a contractual arrangement that establishes joint control. A joint venture is a contractual arrangement whereby two or more parties undertake an economic activity that is subject to joint control, and a jointly controlled entity is a joint venture that involves the establishment of a separate entity in which each venture has an interest.

Interest in a joint venture is initially recognized at cost and subsequently accounted for under the equity method of accounting. Under the equity method of accounting, the interest in a joint venture is carried

at cost plus post-acquisition changes in the Group's share in the net assets of the joint venture, less any impairment in value. The share in the results of the operations of the joint venture is recognized in profit or loss. The Group's share of post-acquisition movements in the joint venture's equity reserves is recognized directly in equity. Profits or losses resulting from the transactions between the Group and the joint venture are eliminated to the extent of the interest in the joint venture and for unrealized losses to the extent that there is no evidence of impairment of the asset transferred. Dividends received are treated as a reduction of the carrying value of the interest. If the Group's share of losses of a joint venture equals or exceeds its interest in the joint venture, the Group discontinues recognizing its share of further losses.

After the application of the equity method, the Group determines at the end of each reporting year whether there is any objective evidence that the investment is impaired. If this is the case, the amount of impairment is calculated as the difference between the carrying amount of the investment and recoverable amount and recognizes the difference in profit or loss.

After the Group's investment is reduced to zero, additional losses are provided for, and a liability is recognized, only to the extent that the entity has incurred legal or constructive obligations or made payments on behalf of the joint venture. If the joint venture subsequently reports profits, the Group resumes the recognition of its share of those profits only after its share of the profits equals the share of losses not previously recognized.

#### Equity

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

APIC on stock options represents the cumulative compensation expense recognized from equity-settled share-based payment plan, net of cumulative compensation expense related to exercised and expired stock options.

**Parent Shares Held by a Subsidiary.** Where any entity of the Group purchases the Parent Company's shares (treasury stock), the consideration paid, including any directly attributable incremental costs (net of related taxes), is deducted from equity until the shares are cancelled, reissued or disposed of. Where such shares are subsequently sold or reissued, any consideration received, net of any directly attributable incremental transactions costs and the related income tax effect, is included in equity attributable to the Parent Company's equity holders.

Retained earnings represent accumulated earnings net of dividends declared.

Other equity reserves comprise items of income and expense, including reclassification adjustments, that are not recognized in consolidated statement of income as required or permitted by other PFRS.

#### Revenue Recognition

Revenue is recognized to the extent that it is probable that the economic benefits associated with the transaction will flow to the Company and the amount of revenue can be reliably measured. Revenue is measured at the fair value of the consideration received, excluding discounts, rebates and value-added tax or duties. The Company assesses its revenue arrangements against specific criteria in order to determine if it is acting as principal or agent. The Company has concluded that it is acting as principal in all of its revenue arrangements. The following specific recognition criteria must also be met before revenue is recognized:

*Service Income.* Revenue is recognized as services are rendered.

*Interest Income.* Revenue is recognized as the interest accrues using the effective interest method, that is the rate that exactly discounts estimated future cash receipts through the expected life of the financial instrument to the net carrying amount of the financial asset.

*Equity in Net Earnings (Losses) of Joint Ventures.* The Company recognizes its share in the net income (loss) of joint ventures proportionate to its interest in the joint ventures in accordance with the equity method of accounting for investments.

*Other Income.* Revenue is recognized when there is an incidental economic benefit, other than the usual business operations, that will flow to the Company through an increase in asset or reduction in liability and that can be measured reliably.

#### Cost and Expense Recognition

Costs and expenses are decreases in economic benefits during the accounting period in the form of outflows or decrease of assets or inurrence of liabilities that result in decrease in equity, other than those relating to distributions to equity participants. Costs and expenses are recognized in the consolidated statement of income in the year these are incurred.

#### Leases

*Company as a Lessee.* Operating lease payments are recognized as expense in the consolidated statement of income on a straight-line basis over the lease terms.

*Company as a Lessor.* Leases where the Company retains substantially all the risks and benefits of ownership of the asset are classified as operating leases. Lease income is recognized as income on a straight-line basis over the lease terms.

#### Employee Benefits

*Short-term Employee Benefits.* The Group recognizes a liability net of amounts already paid and an expense for services rendered by employees during the year. Short-term employee benefits given by the Group to its employees include salaries and wages, social security contributions, short-term compensated absences, bonuses and non-monetary benefits.

Short-term employee benefit liabilities are measured on an undiscounted basis and are expensed as the related service is provided.

*Retirement Benefits.* Retirement benefit costs are actuarially determined using the projected unit credit method. This method reflects services rendered by employees up to the date of valuation and incorporates assumptions concerning employees' projected salaries. The calculation of defined benefit obligations is performed annually by a qualified actuary.

Remeasurements of the retirement liability, which comprise actuarial gains and losses, are recognized immediately in Other Comprehensive Income. The Group determines the net interest expense to measure the defined benefit obligation at the beginning of the annual period to the then defined benefit liability, taking into account any changes in the defined benefit liability during the year as a result of contributions and benefit payments.

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.

The retirement liability recognized by the Group is the present value of the defined benefit obligation. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using risk-free interest rate of government bonds that have terms to maturity approximating the terms of the related retirement and other long-term benefits liability.

*Termination Benefits.* Termination benefits are payable when employment is terminated before the normal retirement date, or when an employee accepts voluntary redundancy in exchange for these benefits. The Group recognizes termination benefits when it is demonstrably committed to either: terminating the employment of current employees according to a detailed formal plan without possibility of withdrawal, or providing termination benefits as a result of an offer made to encourage voluntary redundancy. Benefits falling due more than 12 months after end of the reporting year are discounted to present value.

### 3. Significant Accounting Judgments, Estimates and Assumptions

The preparation of the Company's consolidated financial statements in compliance with PFRS requires management to make judgment and estimates that affect certain reported amounts and disclosures. The judgment and estimates used in the consolidated financial statements are based upon management's evaluation of relevant facts and circumstances as of the date of the financial statements. Accordingly, actual results could differ from those estimates, and such estimates will be adjusted accordingly.

#### Judgments

In the process of applying the Company's accounting policies, management has made the following judgment which have the most significant effect on the amounts recognized in the consolidated financial statements.

*Determination of Functional Currency.* Based on the economic substance of the underlying circumstances, the Group has determined that its functional currency is the Philippine Peso. The Philippine Peso is the currency of the primary economic environment in which the Parent Company and certain subsidiaries operate. It is the currency that mainly influences the sale of services and the costs of providing the services.

*Determination of Operating Segments.* Determination of operating segments is based on the information about components of the Group that management uses to make decisions about the operating matters. Operating segments use internal reports that are regularly reviewed by the Parent Company's chief operating decision maker, which is defined to be the Parent Company's BOD, in order to allocate resources to the segment and assess its performance. The Parent Company reports separate information about an operating segment that meets any of the following quantitative thresholds: (a) its reported revenue, including both sales to external customers and intersegment sales or transfers, is 10% or more of the combined revenue, internal and external, of all operating segments; (b) the absolute amount of its reported profit or loss is 10% or more of the greater, in absolute amount, of (i) the combined reported profit of all operating segments that did not report a loss and (ii) the combined reported loss of all operating segments that reported a loss; and (c) its assets are 10% or more of the combined assets of all operating segments.

The Group determined that its operating segments are organized and managed separately based on the nature of the business segment, with each business representing a strategic business segment.

*Non-Recognition of Deferred Tax Liability (DTL) on Undistributed Income of a Foreign Subsidiary.* Since Paxys N.V., a company incorporated and domiciled in Curacao, is a wholly owned subsidiary by the Parent Company, management believes that the Parent Company can control the timing of the dividend distribution of Paxys N.V. to the Parent Company. Thus, no deferred tax liability was recognized on the undistributed income of Paxys N.V.

*Determination of the Classification of Leases.* Management exercises judgment in determining whether substantially all the significant risks and benefits over the ownership of the assets held for lease are retained by the Group. Lease contracts in which the Group retains substantially all the risks and benefits incidental to ownership of the leased item are accounted for as operating leases. Otherwise, these are considered as finance leases.

*Operating Lease Commitments.* The Company has entered into various lease agreements either as lessor or lessee. Management has determined that the significant risks and rewards are retained by the lessor and accounts for the lease as operating lease.

Rent expense amounted to ₱5.8 million and ₱8.1 million for the six-month periods ended June 30, 2016 and 2015, respectively.

*Provisions and Contingencies.* The Group is involved in various labor disputes, litigations, claims and tax assessments that are normal to its business. Based on the opinion of the Group's legal counsels on the progress and legal grounds of certain claims and assessments, no provision is deemed necessary in 2016 and 2015. The Group has no outstanding provision for probable losses as at June 30, 2016 and December 31, 2015.

### Estimates and Assumptions

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

*Determination of Fair Value of Financial Instruments.* PFRS require that certain financial assets and liabilities be carried at fair value. When the fair values of financial assets and financial liabilities recorded in the consolidated statement of financial position cannot be measured based on quoted prices in active markets, their fair value is measured using degree of judgment required in establishing fair values. Judgments include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

*Estimation of Useful Lives of Property and Equipment and Other Intangible Assets with Finite Useful Lives.* The useful life of each of the Company's items of property and equipment and intangible assets with finite useful lives is estimated based on the period over which the assets are expected to be available for use. Such estimation is based on a collective assessment of similar business, internal technical evaluation and experience with similar assets. There is no change in the estimated useful lives of property and equipment and other intangible assets with finite useful lives in 2016 and 2015.

*Estimation of Impairment Losses on Receivables.* The Company maintains allowance for doubtful accounts at a level based on the result of the individual and collective assessment. Under the individual assessment, the Company considers the payment history, past due status and term. The collective assessment would require the Company to group its receivables based on the credit risk characteristics (customer type, length of the Company's relationship with the customers, average age of accounts and collection experience) of the customers.

Allowance for impairment losses on trade and other receivables amounted to ₱62.5 million and ₱63.4 million as at June 30, 2016 and December 31, 2015, respectively. The carrying values of trade and other receivables amounted to ₱56.9 million and ₱71.3 million as at June 30, 2016 and December 31, 2015, respectively (see Note 6).

*Determination of Realizability of Input Value Added Tax (VAT).* The carrying amount of input tax is reviewed at each reporting date and reduced to the extent that it will be not be utilized. The carrying amount of the asset is reduced through the use of an allowance account.

An increase in provision for potential losses on input tax would increase the Company's recorded expenses and decrease current assets.

The carrying value of input VAT, net of allowance, amounted to ₱11.0 million and ₱9.9 million as at June 30, 2016 and December 31, 2015, respectively. Allowance for non-recoverability of Input VAT amounted to ₱47.6 million and ₱47.8 million as at June 30, 2016 and December 31, 2015, respectively (see Note 7).

*Determination of Retirement liability.* The cost of defined benefit pension plans and other post-employment medical benefits as well as the present value of the pension obligation are determined using actuarial valuations. The actuarial valuation involves making various assumptions. These include the determination of the discount rates, future salary increases, mortality rates and future pension increases. Due to the complexity of the valuation, the underlying assumptions and its long-term nature, defined benefit obligations are highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The retirement liability amounted to ₱6.1 million and ₱6.2 million as at June 30, 2016 and December 31, 2015, respectively.

#### 4. Cash and Cash Equivalents

##### Cash and Cash Equivalents

	June 30, 2016	Dec. 31, 2015
Cash on hand and in banks	₱33,335	₱92,012
Cash equivalents	2,737,623	2,888,243
	<b>₱2,773,958</b>	<b>₱2,980,255</b>

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

#### 5. AFS Financial Assets / HTM Securities

##### Investments in AFS Financial Assets

	June 30, 2016	Dec. 31, 2015
Fixed Income Investments	₱283,178	₱278,983
Institutional Cash Reserve Fund (ICRF)	-	101,078
	<b>₱283,178</b>	<b>₱380,061</b>

Fixed income investments consist of investment in funds managed by an international bank, which invest primarily in funds with absolute return investment strategies, such as fixed income investments. Investments in ICRF are invested in local banks.

As of June 30, 2016, all investments in the ICRF were redeemed. The realized gain from the redemption amounted to ₱1.6 million.

##### HTM Securities

As at June 30, 2016 and December 31, 2015, HTM investments pertaining to bonds purchased from international banks amounted to ₱453.6 million and ₱135.9 million, respectively with varying maturity dates until December 2017.

#### 6. Trade and Other Receivables

	June 30, 2016	Dec. 31, 2015
Trade	₱31,635	₱ 24,185
Advances to related parties	55,845	55,735
Other receivables	31,931	54,863
	<b>119,411</b>	<b>134,783</b>
Allowance for impairment losses	(62,497)	(63,441)
	<b>₱56,914</b>	<b>₱71,342</b>

Trade receivables are noninterest-bearing and generally have 30 to 60 day terms. Other receivables which includes advances to employees, security deposits and other nontrade receivables are expected to be settled/liquidated within the year.

In 2016, receivables amounting to ₱4.6 million were written off (see Note 15).

## 7. Other Current Assets

This account consists of:

	June 30, 2016	Dec. 31, 2015
Input VAT, net of allowance for impairment loss	P10,994	P9,918
Advance rentals and other prepayments	3,229	1,684
	<b>P14,223</b>	<b>P11,602</b>

## 8. Investments in Joint Venture

Joint venture	Place of Incorporation	Principal Activity	Percentage of Ownership	
			June 30, 2016	Dec. 31, 2015
PGS Dalian	China	Contact center	50.0%	50.0%
Simpro Solutions Limited	Hong Kong	Contact center	50.0%	50.0%

The Company recognizes its interest in these joint ventures using equity method of accounting.

Investments in joint ventures as at June 30, 2016 and December 31, 2015 are nil. Due to share of accumulated losses, investment in PGS Dalian and Simpro Solutions Limited already depleted, thus, Paxys did not recognize further losses for the six-month period ended June 30, 2016 and in 2015.

## 9. Property and Equipment

The movement of this account follows:

	June 30, 2016					Total
	Computer Equipment	Communication Equipment	Leasehold Improvements	Office Furniture, Fixtures and Equipment	Transportation Equipment	
<i>Cost (in thousands)</i>						
Balance at beginning of year	P109,168	P7,836	P161,610	P12,089	P13,649	P304,352
Additions	64	-	-	-	-	64
Disposal	-	-	-	-	-	-
Balance at end of year	<b>109,232</b>	<b>7,836</b>	<b>161,610</b>	<b>12,089</b>	<b>13,649</b>	<b>304,416</b>
<i>Accumulated Depreciation (in thousands)</i>						
Balance at beginning of year	108,592	7,836	160,849	11,177	12,928	301,382
Depreciation for the year	177	-	143	137	106	563
Disposal	-	-	-	-	-	-
Balance at end of year	<b>108,769</b>	<b>7,836</b>	<b>160,992</b>	<b>11,314</b>	<b>13,034</b>	<b>301,945</b>
Net Book Value	<b>P463</b>	<b>P-</b>	<b>P618</b>	<b>P775</b>	<b>P615</b>	<b>P2,471</b>

Property and equipment are depreciated using the economic lives as follows:

Computer equipment	3 to 5 years
Communication equipment	3 to 5 years
Leasehold improvements	5 years or lease term whichever is shorter
Office furniture, fixtures and equipment	5 years
Transportation equipment	5 years



<b>December 31, 2015</b>						
	Computer Equipment	Communication Equipment	Leasehold Improvements	Office Furniture, Fixtures and Equipment	Transportation Equipment	Total
<i>Cost (in thousands)</i>						
Balance at beginning of year	P108,882	P7,836	P161,319	P11,627	P16,170	P305,834
Additions	286	-	291	462	-	1,039
Disposal	-	-	-	-	(2,521)	(2,521)
Balance at end of year	109,168	7,836	161,610	12,089	13,649	304,352
<i>Accumulated Depreciation (in thousands)</i>						
Balance at beginning of year	108,069	7,836	159,704	10,356	15,160	301,125
Depreciation for the year	523	-	1,145	821	289	2,778
Disposal	-	-	-	-	(2,521)	(2,521)
Balance at end of year	108,592	7,836	160,849	11,177	12,928	301,382
<b>Net Book Value</b>	<b>P576</b>	<b>P-</b>	<b>P761</b>	<b>P912</b>	<b>P721</b>	<b>P2,970</b>

As of December 31, 2015, the Group disposed certain property and equipment, which resulted to a gain amounting to P1.0 million. Fully depreciated property and equipment with aggregate cost amounting to P70.1 million are still being used in the operations.

#### 10. Intangible Assets

Movements in this account are as follows:

	<b>June 30, 2016</b>	<b>Dec. 31, 2015</b>
Balance at beginning of year - net of accumulated amortization	<b>P1,160</b>	P2,687
Amortization	<b>(640)</b>	(1,715)
Additions	<b>94</b>	188
Balance at end of year - net of accumulated amortization	<b>P614</b>	P1,160
Cost	<b>P14,216</b>	P14,122
Accumulated amortization	<b>(13,602)</b>	(12,962)
	<b>P614</b>	P1,160

Intangible assets include acquired website and software packages which are amortized over three to five years.

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

	<b>June 30, 2016</b>	<b>Dec. 31, 2015</b>
Trade payables	<b>P5,847</b>	P19,080
Accrued expenses	<b>11,173</b>	12,154
Statutory payables	<b>6,507</b>	6,215
Dividends payable	<b>6,554</b>	6,554
Advances from related parties	<b>53</b>	53
Other current liabilities	<b>-</b>	509
	<b>P30,134</b>	P44,565

Trade payables are noninterest-bearing and are normally settled on a 90-day term. As of June 30, 2016, long outstanding trade payable amounting to P11.4 million was reversed to income.

Accrued expenses mainly represent accruals for utilities, communications, and other employee benefits. Statutory payables represent withholding tax payable and other liabilities to the government.

## 12. Other Noncurrent Liability

Refundable deposit of SWA from its sub-leasing arrangement with one client was returned as of June 30, 2016.

## 13. Stockholders' Equity

### Capital Stock

On June 27, 2008, the Company's Board of Directors authorized and approved the increase in authorized capital stock from ₱1,200 million to ₱1,800 million by way of a stock dividend declaration.

	Number of Shares Authorized	Number of Shares Issued and Outstanding	Cost
Balance as at and beginning and end of period	1,800,000,000	1,148,534,866	₱1,148,535

### Parent Shares Held by a Subsidiary

In October 2014, Paxys N.V., a wholly-owned subsidiary of the Parent Company, completed the tender offer to acquire 345,622,477 common shares of the Parent Company representing 30.09% of its outstanding capital stock.

### Additional Paid In Capital (APIC)

This account consists of:

Issuance of shares of stocks	₱348,213
Stock options	103,151
	₱451,364

APIC from issuance of shares of stocks represents the excess of paid capital over the par value of capital stock. APIC from stock options represents increase in equity arising from equity-settled share-based payment transactions.

## 14. Cost of Services

	Six Months		Three Months	
	2016	2015	2016	2015
Personnel cost	₱27,590	₱38,970	₱13,455	₱18,885
Outside Services	3,906	7,417	1,861	3,466
Rent	2,687	5,237	1,350	2,618
Utilities	1,795	3,716	994	1,838
Communication	1,524	2,430	741	1,172
Security and janitorial services	1,111	2,030	557	988
Depreciation and amortization	583	690	277	351
Supplies	332	534	162	192
Association dues	22	1,085	11	543
Others	715	875	347	392
	₱40,265	₱62,984	₱19,755	₱30,445

## 15. General and Administrative Expenses

	Six Months		Three Months	
	2016	2015	2016	2015
Professional fees	₱9,577	₱8,894	₱4,500	₱4,027
Personnel cost	7,809	9,947	3,035	4,364
Bank charges	4,761	2,308	3,716	950
Write-off of Receivables	4,566	—	—	—
Rent	3,139	2,821	1,592	1,451
Insurance	1,360	964	679	489
Communication	1,319	2,571	666	1,257
Provision for non-recoverability of input VAT	1,302	1,029	741	591
Utilities	1,029	1,012	512	527
Transportation and travel	1,286	954	884	440
Security and janitorial services	737	661	375	336
Depreciation and amortization	619	2,152	312	1,025
Taxes and licenses	686	719	400	247
Entertainment, amusement and recreation	474	422	279	238
Repairs and maintenance	385	476	223	139
Supplies	126	170	74	109
Others	854	855	456	366
	<b>₱40,029</b>	<b>₱35,955</b>	<b>₱18,444</b>	<b>₱16,556</b>

## 16. Interest Income, Foreign exchange gains and losses, and Other Income

### Interest Income

Interest income for the comparative periods was generated mainly from bank deposits, and short-term placements, and a small portion from bonds amounting to ₱34.2 million and ₱14.2 million for the six month period ended June 30, 2016 and June 30, 2015, respectively.

### Foreign exchange

Net foreign exchange gain amounted to ₱0.1 million and ₱0.3 million for the six-month period ended June 30, 2016 and 2015, respectively.

### Other Income - net

Other income pertains to reversal of long outstanding payables, one-time gain on sale of bonds, and miscellaneous income.

## 17. Retirement Benefits

The Parent Company, SWA, PNV and PGSI maintain individual and separate unfunded, non-contributory, defined benefit plans covering all eligible employees. An independent actuary conducts an actuarial valuation of the retirement liability. The latest actuarial report was dated December 31, 2015.

The retirement benefits recognized in the consolidated statement of income is as follows:

	December 31, 2015
Current service cost	₱214
Interest cost	71
Adjustment due to curtailment	(1,190)
	<b>(₱905)</b>

The cumulative remeasurement gain (loss) on retirement liability recognized as other comprehensive income follows:

	<b>December 31, 2015</b>
Balance at beginning of year	(P1,155)
Remeasurement gain (loss)	3,430
<b>Balance at end of year</b>	<b>P2,275</b>

Changes in the present value of obligation are as follows:

	<b>December 31, 2015</b>
Balance at beginning of year	P10,519
Current service cost	214
Interest cost	71
Curtailement gain	(1,190)
Remeasurement loss (gain) recognized in OCI	(3,430)
<b>Balance at end of year</b>	<b>P6,184</b>

The principal assumptions used in determining the cost of retirement benefits of the Group are shown below:

Discount rate	4.49%
Salary increase rate	5.00%

---

#### 18. Other Noncurrent Liability

Refundable deposit of SWA from its sub-leasing arrangement with one client was returned as of June 30, 2016.

---

#### 19. Segment Information

The Company's operating businesses are organized and managed separately according to the nature of the services provided, with each segment representing a strategic business unit that offers different services and serves different markets.

*Segment Assets and Liabilities.* Segment assets include all operating assets used by a segment and consist principally of operating cash, receivables, property and equipment and other intangible assets, net of allowances and provision. Segment liabilities include all operating liabilities and consist principally of accounts payable and other liabilities.

*Inter-segment Transactions.* Segment revenues, segment expenses and segment performance include transfers among business segments. Such transfers are eliminated in consolidation.

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

Business segment information is reported on the basis that is used internally for evaluating segment performance and deciding how to allocate resources among operating segments. For management purposes, the Company is organized into business units based on their products and services and has four reportable operating segments as follows:

- Data Conversion - This segment includes data transcription and scoping services, voice-to-screen message conversion and electronic data encoding and processing.
- Call Center - The call center segment offers an integrated mix of call center solutions including inbound (customer-initiated) and outbound teleservicing as well as email and web-based tools.
- Others - This segment includes the operations of the Parent Company and its holding companies.

**Business Segment Data**

The following table presents revenues and expenses information and certain assets and liabilities information regarding the business segments for the nine-month periods ended June 30, 2016 and 2015:

	June 30, 2016				
	Data Conversion	Call Center	Others	Eliminations	Consolidated
<b>Results of Operations</b>					
Segment revenues from external customers	P45,139	P-	P-	P-	P45,139
Segment expenses	(48,782)	(49)	(31,463)	-	(80,294)
Segment result	(3,643)	(49)	(31,463)	-	(35,155)
Interest income	115	-	34,097	-	34,212
Net Foreign exchange gain (loss)	45	-	291	(212)	124
Other segment operating income (expense) – net	315	-	13,474	-	13,792
Net income (loss)	(P3,165)	(P49)	P16,399	(212)	P12,973
<b>Assets and Liabilities</b>					
Segment assets	P53,234	P413	P5,197,902	(P1,655,886)	P3,595,663
Segment liabilities	76,153	77,650	76,643	(195,203)	36,243
<b>Other Segment Information</b>					
Capital expenditures:					
Property and equipment	P-	P-	P64	P-	P64
Intangibles	-	-	94	-	94
Depreciation and amortization	700	-	502	-	1,202

June 30, 2015

	Data Conversion	Call Center	Others	Eliminations	Consolidated
<b>Results of Operations</b>					
Segment revenues from external customers	₱71,739	₱-	₱-	₱-	₱71,739
Segment expenses	(74,809)	(87)	(24,043)	-	(98,939)
Segment result	(3,070)	(87)	(24,043)	-	(27,200)
Interest income - net	21	-	14,143	-	14,164
Net Foreign exchange gain (loss)	341	-	1,334	(1,425)	250
Other segment operating income (expense) - net	2,855	-	1,622	-	4,477
Net income (loss)	₱147	(₱87)	(₱6,944)	(₱1,425)	(₱8,309)
<b>Assets and Liabilities</b>					
Segment assets	₱56,477	₱658	₱5,127,106	(₱1,679,529)	₱3,504,712
Segment liabilities	(80,779)	(77,578)	(161,650)	266,024	(53,982)
<b>Other Segment Information</b>					
Capital expenditures:					
Property and equipment	₱600	₱-	₱-	₱-	₱600
Intangibles	-	-	-	-	-
Depreciation and amortization	911	-	1,931	-	2,842

Geographical Segment Data

The following table presents the revenue and expenditure and certain asset information regarding geographical segments for the six-month period ended June 30, 2016 and 2015:

	June 30, 2016			
	Philippines	Others	Eliminations	Consolidated
<b>Revenue</b>				
External revenue	P45,139	P-	P-	P45,139
<b>Other Segment Information</b>				
Segment assets	P5,251,549	P-	(1,655,886)	P3,595,663
Capital expenditures:				
Property and equipment	P64	P-	P-	P64
Intangibles	P94	P-	P-	P94
	June 30, 2015			
	Philippines	Others	Eliminations	Consolidated
<b>Revenue</b>				
External revenue	P71,739	P-	P-	P71,739
<b>Other Segment Information</b>				
Segment assets	P5,184,241	P-	(1,679,529)	P3,504,712
Capital expenditures:				
Property and equipment	P600	P-	P-	P600
Intangibles		P-	P-	



---

**20. Financial Assets and Financial Liabilities**

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

*Cash and Cash Equivalents, Trade and Other Receivables, Trade and Other Payable, and Dividends Payable.* Due to the short-term nature of transactions, the fair value approximates the carrying amounts at initial recognition.

*Refundable Deposits.* The estimated fair values of refundable deposits are based on the discounted values of future cash flows using as discount rate the prevailing MART1 rates that are specific to the tenor of the instruments' cash flows as of financial reporting date.

*AFS Investments.* Net asset value per unit have been used to determine the fair value of AFS investments.

---

**21. Other Matters**

Detailed schedules have been omitted for purposes of preparing these interim financial statements as allowed by SRC Rule 68.

## **MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITIONS AND RESULTS OF OPERATIONS**

### **INTRODUCTION**

The following discussion should be read in conjunction with the attached unaudited interim consolidated financial statements of the Group as at and for the six-month period ended June 30, 2016 (with comparative figures as at and for the six-month period ended June 30, 2016). All necessary adjustments to present fairly the consolidated financial condition, results of operations, and cash flows of the Group for the six months ended June 30, 2016, and for all the other periods presented, have been made. Certain information and footnote disclosure normally included in the audited financial statements prepared in accordance with generally accepted accounting principles have been omitted.

### **ABOUT PAXYS GROUP**

Paxys is an investment holding company registered with the SEC in February 14, 1952. Through its operating subsidiaries, Paxys has been engaged in diversified services such as business process outsourcing, data conversion. For the last four years, Paxys divested its salary packaging, call center, IT consulting and software solutions business.

Scopeworks Asia, Inc. (SWA) is a Philippine BPO company engaged in general transcription, editing, proofreading, and data conversion services with clients in the US, Australia and UK.

Paxys Global Services, Inc. (PGSI) is a business process-outsourcing provider for consumers, businesses and institutions. Its primary purpose is to engage in call center business that offers an integrated mix of call center solutions including inbound (customer-initiated) and outbound teleservicing.

Simpro Solutions Limited (SSL) is a joint venture company engaged in call center and back office outsourcing activities thru its wholly-owned subsidiary, Simpro Solutions Philippines, Inc.

The Group's corporate structure is shown in the next page.

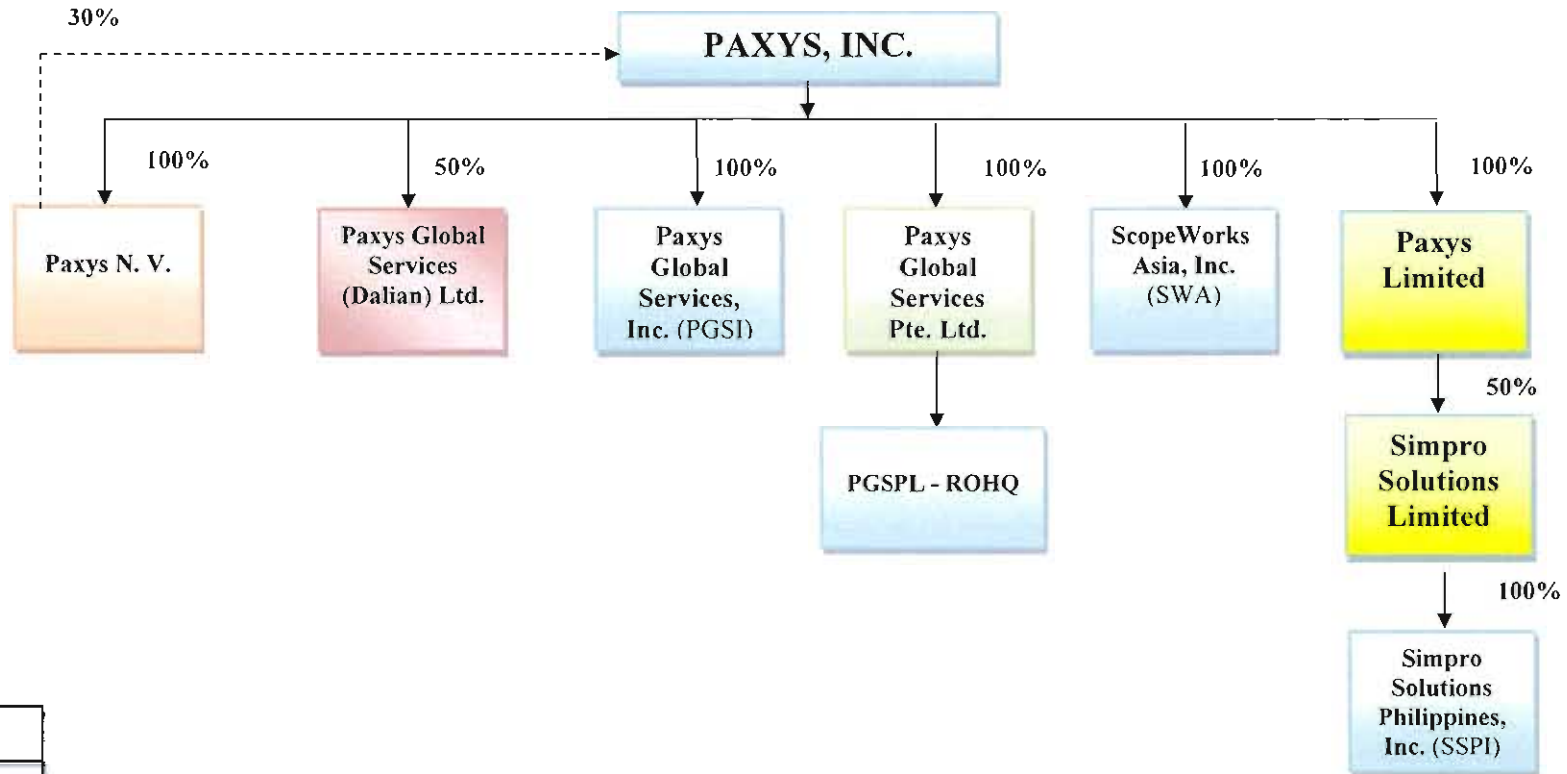
### **Key Performance Indicators (KPI)**

The Company's management uses the following KPI:

- |                           |   |  |
|---------------------------|---|--|
| 1) Net Service Income     | : | Service Income less discounts and allowances                   |
| 2) Gross Profit Margin    | : | Gross profit/Service Income                                    |
| 3) EBITDA                 | : | Earnings Before Interest, Taxes, Depreciation and Amortization |
| 4) EBITDA Margin          | : | EBITDA/Service Income  |
| 5) Income from Operations | : | Gross Profit – Operating Expenses                              |
| 6) Net Income Margin      | : | Net Income/Service Income                                      |
| 7) Return on Equity       | : | Net Income/(Equity end + Equity beg – Net Income)/2            |
| 8) Current Ratio          | : | Current Assets/Current Liabilities                             |

### Overview of Our Business

Below is the Group's corporate structure as of June 30, 2016:



Legend
Philippines
China
Singapore
Curacao
Hong Kong

## RESULTS OF OPERATIONS AND DISCUSSION OF KPIS

### Summary Profit and Loss

For the Six-month Period Ended June 30, 2016 and 2015

(Amounts in Thousands)

	2016		2015		% Change
	Amount	% to Sales	Amount	% to Sales	
Service Income	₱45,139	100%	₱71,739	100%	(37%)
Gross Profit	4,874	11%	8,755	12%	44%
Loss from Operations	(35,155)	(78%)	(27,200)	(38%)	(29%)
Net Income (Loss)	12,973	29%	(8,309)	(12%)	256%
EBITDA	14,175	31%	(5,467)	(8%)	359%

### FINANCIAL PERFORMANCE HIGHLIGHT

#### *Service Income*

The Group generated ₱45.1 million revenues as of June 30, 2016. This is 37% or ₱26.6 million lower compared to ₱71.7 million revenue of prior period primarily due lower actual volume in the business of Scopeworks Asia, Inc. (SWA). As of reporting date, SWA remains the only operating subsidiary of the Group.

#### *Gross Profit*

In spite of lower revenue for the quarter, the Group maintained a positive Gross Profit in the amount of ₱4.9 million. This is only about ₱3.9 million drop versus prior period despite ₱26.6 million drop in the revenue mainly due to lower personnel and utility costs as the actual headcount also decreased.

#### *Loss from Operations*

The Group incurred a Net Operating Loss of ₱35.2 million for the first half 2016 or a 29% unfavourable mainly due to one-off transaction in the current period, particularly long outstanding accounts written-off amounting to ₱4.6 million.

#### *Net Income (Loss)*

Other Income composed mainly of 1) interest income from the investment in short-term placements and bonds amounting to ₱34.2 million and 2) reversal of long outstanding payable of amounting to ₱11.4 million provided the Group with a Net Income of ₱13.0 million or 256% favourable versus prior year loss of ₱8.3 million.

Summary Financial Condition  
For the Periods Ended June 30, 2016 and December 31, 2015  
(Amounts in Thousands)

	June 30, 2016	December 31, 2015	% Change
<b>Balance Sheet Data:</b>			
Total Current Assets	₱3,581,896	₱3,579,165	0.1%
Total Noncurrent Assets	13,767	16,037	(14.2%)
Total Assets	3,595,663	3,595,202	0.0%
Total Current Liabilities	30,134	45,010	(33.1%)
Total Noncurrent Liabilities	6,110	6,789	(10.0%)
Total Equity	3,559,419	3,543,403	0.5%

The major movements in the consolidated statements of financial position items from December 31, 2015 to June 30, 2016 are as follows:

- The Group's Total Assets is almost flat at ₱3,595.7 million. Major movements within the asset accounts pertain to increase in Held to Maturity Securities due to additional purchase of short duration bonds at the secondary market amounting to ₱315.7 million which funds came from Cash and Cash equivalents and Investments in Available For Sale (AFS) assets.
- The Total Liabilities as of June 30, 2016 has decreased by ₱15.6 million or 43% compared to December 31, 2015 due to reversal of long outstanding payable amounting to ₱11.4 million and payment of accruals.
- The Total Equity of the Group as of June 30, 2016 amounted to ₱3,559.4 million. This has increased by ₱16.0 million compared to ₱3,543.4 million as of December 31, 2015 mainly due to the movements in the Retained Earnings from last year's income and translation adjustments for the USD funds of a subsidiary.

#### LIQUIDITY AND CAPITAL RESOURCES

The Company's primary source of liquidity is the cash generated from operations within the Group. The following are the cash flow movements:

For the Six-Month Period Ended June 30	2016	2015	% change
Net Cash Provided by Operating Activities	₱9,784	₱3,712	164%
Net Cash Used by Investing Activities	(216,270)	(195,789)	(10%)

Net Cash used by operating activities in 2016 pertains to higher interest income received from Investment in HTM Securities, particularly, short duration bonds as shown in the asset section of the Group's Interim Condensed Consolidated Statement of Financial Position.

The Company's management believes that the current level of funds and cash generated from operations are sufficient to meet the Company's immediate future cash requirements. The Company does not anticipate any liquidity problems that may arise from its operating activities in the near future.

## Financial Ratios

	June 30, 2016	Dec 31, 2015	% change
Financial Ratios:			
Current Ratio	118.9	79.5	49%
Debt to Equity Ratio	0.01	0.01	2%
Return on Equity	0.4%	(0.4%)	204%
EBITDA Margin	0.4%	(3%)	113%
Net Profit Margin	29%	(9%)	419%

## FINANCIAL RISK

- **Foreign Currency risk**

The Group has transactional currency exposure. Such exposure arises from US\$ denominated service income of SWA. As at June 30, 2016, cash and cash equivalents of the Group consist of 69% in US\$ and 0.11% in AU\$.

In view of the above, the Company's consolidated financial performance and financial position can be affected significantly by movements in the US\$/Philippine Peso exchange rates.

The Company's primary strategy to address its forex exposures is to make use of hedging instruments including derivatives (i.e., currency forward contracts) to manage the effects of foreign exchange fluctuations on financial results. These hedging instruments or derivatives are not used for trading or speculative purposes. Counterparties to derivative contracts are carefully selected from major financial institutions which are assessed based on their industry standing and historical performance. As at June 30, 2016 and December 31, 2015, the Group do not have outstanding derivative instruments.

The Company adopted the following rates of exchange in translating foreign currency statement of comprehensive income and statement of financial position as of June 30, 2016 and December 31, 2015:

	June 30, 2016		December 31, 2015	
	Closing	Average	Closing	Average
Philippine Peso to 1 unit of :				
United States Dollar (US\$)	47.06	46.89	47.06	45.51

- **Credit Risk**

The Group trades only with recognized, 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.

Since the Group trades only with recognized third parties, there is no requirement for collateral. Also the Group has an existing contract or master agreement with its key customer to protect itself from bad debt losses.

## **OTHER MATTERS**

- a. There were no known events that trigger direct or contingent financial obligation that is material to the Company, including any default or acceleration of an obligation.
- b. There were no material commitments of the Company.
- c. There were no material off-statement of financial position transactions, arrangements, obligations (including contingent obligations), and other relationship of the Company with unconsolidated entities or other persons during the reporting period.
- d. There are no unusual items as to nature and amount affecting assets, liabilities, equity, net income or cash flows.
- e. There were no known trends, demands, commitments, events or uncertainties that will have a material impact on the Company's liquidity.
- f. There were no known trends, events or uncertainties that have had or that are reasonably expected to have a favourable or an unfavourable impact on net sales or revenue or income from continuing operation.
- g. The causes for any material change from period to period are stated under Management's discussion and analysis section "financial condition".
- h. The effects of seasonality or cyclicity on the operations of the Company's business are not material.
- i. There were no material changes in estimates of amounts reported in interim periods of the current year or changes in estimates of amounts reported in prior financial years.

### **Key Variable and Other Quantitative and Factors**

#### *Trends, Events, Uncertainties or Contingent Financial Obligation with Material Impact on Liquidity*

The Company does not anticipate liquidity problem within the next twelve (12) months since it has adequate amount of cash to pay its maturing obligations and to support its working capital requirements.

**Paxys, Inc. and Subsidiaries**  
**Consolidated Trade Receivables Aging Schedule**  
**As of June 30, 2016**  
*(Amounts in Thousands)*

Types of customers	Age of Receivables					Total
	<30 days	31-60 days	61-90 days	90-120 days	>120 days	
Local	P-	P-	P-	P-	P18,877	P18,877
International	6,669	6,089	-	-	-	12,758
	6,669	6,089	-	-	18,877	31,635
Allowance for impairment losses	-	6,089	-	-	(14,186)	(14,186)
	P6,699	P6,089	P-	P-	P4,691	P17,449