



NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

3rd floor
DACON Building
2281 Don Chino Roces Ave.
(formerly Pasong Tama Ext.)
Makati City, 1231, Philippines

15321 888 • 3000
Facsimile
15321 816 • 7362
E-Mail
dmci@dmcinet.com

Dear Stockholders:

Please be notified that the annual meeting of stockholders of DMCI Holdings, Inc., (the "Corporation") will be held on July 25, 2007, Wednesday, at 9:00 a.m., at the Fairways Function Room, Manila Golf and Country Club, Forbes Park, Makati City, with the following agenda:

1. Call to order.
2. Report on attendance and quorum.
3. Approval of minutes of previous stockholders' meeting.
4. Management report for the year ended December 31, 2006.
5. Ratification of all acts of the board of directors and officers during the preceding year.
6. Appointment of independent auditor.
7. Election of directors including three Independent Directors (as defined under the Corporation's Manual on Corporate Governance).
8. Approval of the Issuance of 400,000,000 Common Shares to Dacon Corporation;
9. Waiver by Majority of the Minority Stockholders of the Rights Offering Requirement under the PSE Revised Listing Rules;
10. Other matters.
11. Adjournment.

Stockholders of record as of June 15, 2007 will be entitled to notice of, and to vote at said annual meeting or any adjournment or postponement thereof.

Validation of proxy shall be held on July 20, 2007, at 2:00 p.m. at the principal office of the Corporation.

On the day of the meeting you, or your duly designated proxy, are hereby required to bring this Notice, and any form of identification (i.e. driver's license, company I.D., TIN card, etc.) to facilitate registration. Registration starts at exactly 8:15 a.m. and closes at 8:45 a.m.

Makati City, Metro Manila

June 25, 2007

For the Board of Directors


ATTY. NOEL A. LAMAN
Corporate Secretary

Subsidiaries:
DM Consumi, Inc.
DMCI Project
Developers, Inc.
Atlantic, Gulf &
Pacific Company
of Manila, Inc.
Seminara Mining
Corporation

PROXY

DMCI HOLDINGS, INC.

PROXY SOLICITED ON BEHALF OF THE MANAGEMENT OF DMCI HOLDINGS, INC. FOR THE ANNUAL STOCKHOLDERS' MEETING TO BE HELD ON JULY 25, 2007, 9:00 A.M. AT THE FAIRWAYS FUNCTION ROOM, MANILA GOLF & COUNTRY CLUB, FORBES PARK, MAKATI CITY.

Instruction

- (a) The proxy must be duly accomplished by the stockholder of record as of Record Date. A proxy executed by a corporation shall be in the form of a board resolution duly certified by the Corporate Secretary or in a proxy form executed by a duly authorized corporate officer accompanied by a Corporate Secretary's Certificate quoting the board resolution authorizing the said corporate officer to execute the said proxy.
- (b) Duly accomplished proxies may be mailed or submitted personally to the Corporate Secretary of the Corporation not later than July 13, 2007 at the following address:

The Corporate Secretary
DMCI Holdings, Inc.
3rd Floor, DACON Building
2281 Pasong Tamo Extension
1231 Makati City
Philippines
- (c) In case of shares of stock owned jointly by two or more persons, the consent of all co-owners must be necessary for the execution of the proxy. For persons owning shares in an "and/or" capacity, any one of them may execute the proxy.
- (d) Validation of proxies will be held by the Stock Transfer Agent on July 20, 2007 at 2:00 p.m. at the principal office of the Corporation at the 3rd Floor, DACON Building, 2281, Don Chino Roces Avenue, Makati City, Philippines.
- (e) Unless otherwise indicated by the stockholder, a stockholder shall be deemed to have designated the Chairman of the Board of Directors, or in his absence, the President of the Corporation, as his proxy for the annual stockholders meeting to be held on July 25, 2007.
- (f) If the number of shares of stock is left in blank, the proxy shall be deemed to have been issued for all of the stockholder's shares of stock in the Corporation as of Record Date.
- (g) The manner in which this proxy shall be accomplished, as well as the validation hereof shall be governed by the provisions of SRC Rule 20 (11)(b)
- (h) The stockholder executing the proxy shall indicate the manner by which he wishes the proxy to vote on any of the matters in (1), (2) and (3) below by checking the appropriate box. Where the boxes (or any of them) are unchecked, the stockholder executing the proxy is deemed to have authorized the proxy to vote for the matter.

The Undersigned hereby appoints:

- a) The Chairman of the Board of Directors of DMCI Holdings, Inc. or in his absence, the President of DMCI Holdings, Inc.
- b) _____

as his/her/its Proxy to attend the above annual meeting of the stockholders of **DMCI Holdings, Inc.**, and any adjournment or postponement thereof, and thereat to vote all shares of stock held by the Undersigned as specified below and on any matter that may properly come before said meeting.

Management recommends a vote for:

1. *Approval of the minutes of the previous annual meeting of stockholders held on July 26, 2006 and minutes of the special stockholders' meeting held on September 27, 2006.*

For Against Abstain

2. *Ratification of all the acts and resolutions of the Board of Directors, officers and management of the Corporation from the last fiscal year to date.*

For Against Abstain

3. *Approval of the Selection of SyCip Gorres Velayo & Co. as Independent Auditors.*

For Against Abstain

4. *Election of Directors¹*

- () for all nominees listed below (except as marked to the contrary below).
 () withhold authority to vote for all nominees listed below.
 () strike the box opposite the name of each nominee to indicate that authority to vote for such nominee is withheld.

Security holder may strike a line through the nominee's name in the list below to withhold authority to vote for any individual nominee.

Nominees

For Regular Directors:

DAVID M. CONSUNJI
 CESAR A. BUENAVENTURA
 ISIDRO A. CONSUNJI
 JORGE A. CONSUNJI
 VICTOR A. CONSUNJI
 HERBERT M. CONSUNJI

For Independent Directors:

VICTOR S. LIMLINGAN
 EVARISTO T. FRANCISCO

5. *Approval of the issuance of 400,000,000 common shares from the existing unissued authorized capital stock*

For Against Abstain

6. *FOR MINORITY STOCKHOLDERS, approval of the waiver of the PSE requirement to conduct a rights offer or public offer in connection with the above issuance of shares representing more than 10% of the resulting authorized capital stock of the Corporation*

For Against Abstain

7. *In their discretion, the Proxies are authorized to vote upon such other matters as may properly come before the meeting.*

This proxy when properly executed will be voted in the manner directed above by the undersigned stockholder. If no direction is made, this proxy will be voted for items 1, 2, 3, 4, 5 and 6.

¹ Cumulative method of voting under Section 24 of the Corporation Code of the Philippines is allowed.

Dated _____

(Signature over printed name, including title
when signing for a corporation or partnership
or as an agent, attorney or fiduciary)

Please mark, sign, date, and return promptly in
accompanying envelope.

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 20-IS

INFORMATION STATEMENT PURSUANT TO SECTION 20
OF THE SECURITIES REGULATION CODE

1. Check the appropriate box:
 Preliminary Information Statement
 Definitive Information Statement
2. Name of Corporation as specified in its charter: **DMCI Holdings, Inc.**
3. Province, country or other jurisdiction of incorporation or organization: **Philippines**
4. SEC Identification Number: **ASO95-002283**
5. BIR Tax Identification Code: **004-703-376**
6. Address of principal office Postal Code: **3rd Floor, Dacon Building
2281 Pasong Tamo Extension
1231 Makati City
Metro Manila**
7. Corporation's telephone number, including area code: **(632) 888-3000**
8. Date, time and place of the meeting of security holders:
**July 25, 2007, Wednesday
9:00 A.M.
Fairways Function Room,
Manila Golf and Country Club,
Forbes Park, Makati City**
9. Approximate date on which the Information Statement is first to be sent or given to security holders: **July 4, 2007**
10. In case of Proxy Solicitations:
Name of Person Filing the Statement/Solicitor: **The Management of the Corporation**
Address and Telephone No.: **3rd Floor, Dacon Building
2281 Don Chino Roces Avenue
1231 Makati City
Metro Manila
(632) 888-3000**
11. Securities registered pursuant to Sections 8 and 12 of the Code or Sections 4 and 8 of the RSA (information on number of shares and amount of debt is applicable only to corporate registrants):

<u>Title of Each Class</u>	<u>No. of Shares Outstanding</u>	<u>Amount</u>
Common Shares	2,423,494,000	Php2,423,494,000.00
Preferred Shares	4,480	4,480.00
TOTAL	2,423,498,480	Php2,423,498,480.00

12. Are any or all of Corporation's Securities Listed with the Philippine Stock Exchange?

Yes (√)

No ()

PART I
INFORMATION REQUIRED IN INFORMATION STATEMENT

A. GENERAL INFORMATION

Item 1. Date, Time and Place of Meeting

The enclosed proxy is solicited for and on behalf of the Management of **DMCI HOLDINGS, INC.** (hereinafter called the “Corporation”) for use in connection with the annual meeting of the stockholders to be held on July 25, 2007 (Wednesday), at 9:00 A.M. at the Fairways Function Room, Manila Golf and Country Club, Forbes Park, Makati City.

The definitive information statement and form of proxy will be sent to the stockholders of record as of June 15, 2007 (the “Record Date”) on or before July 4, 2007.

The matters to be considered and acted upon at such meeting are referred to in the Notice and are more fully discussed in this statement.

The complete mailing address of the Corporation is:

3rd Floor, Dacon Building
2281 Don Chino Roces Avenue
1231 Makati City
Metro Manila, Philippines

Item 2. Dissenter’s Right of Appraisal

The dissenter’s right of appraisal under Section 81 of the Corporation Code of the Philippines is not applicable in any of the matters to be submitted to the stockholders.

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

No director, officer, nominee for director, or associate of any of the foregoing, has any substantial interest, direct or indirect, by security holdings or otherwise, on any matter to be acted upon, other than election to office. No director has informed the Corporation in writing of any intention to oppose any action to be taken during the meeting.

B. CONTROL AND COMPENSATION INFORMATION

Item 4. Voting Securities and Principal Holders thereof

(a) As of the Record Date, which shall be the date to determine the stockholders entitled to notice and to vote at the annual stockholders meeting on July 25, 2007, the Corporation has the following outstanding shares:

Common shares (voting)	-	2,255,494,000 shares
Additional subscription		<u>168,000,000 shares</u>
Total		2,423,494,000 shares

(b) The Record Date shall be June 15, 2007. Only holders of Common Shares as of the Record Date shall be entitled to vote in the election of directors in the manner provided hereunder. On the

approval of the minutes of the previous meeting, ratification of all acts of the Board of Directors and officers during the previous year, and appointment of the independent auditor, each share of outstanding common stock is entitled to one vote. Only holders of Common Shares as of the Record Date shall be entitled to vote in the approval of the proposed issuance of 400,000,000 common shares including 168,000,000 shares already issued and subscribed all to Dacon Corporation pursuant to the requirements of the PSE Revised Listing Rules. Further, only minority stockholders who are holders of common shares are entitled to vote on the waiver of the rights offering requirement under the PSE Revised Listing Rules. Each share of outstanding common stock is entitled to one vote.

- (c) In the election of directors, every stockholder entitled to vote shall have the right to vote in person or by proxy the number of common shares of stock standing in his name at record date. A stockholder entitled to vote may vote such number of shares for as many persons as there are directors to be elected, or he may cumulate said shares and give one candidate as many votes as the number of directors to be elected multiplied by the number of his shares shall equal, or he may distribute them on the same principle among as many candidates as he shall see fit. Provided, that the total number of votes cast by a stockholder shall not exceed the number of shares owned by him as shown in the books of the Corporation multiplied by the whole number of directors to be elected.

Pursuant to the provisions of Article III, Section 2 of the Amended By-Laws of the Corporation, all nominations for the election of directors shall be submitted in writing to the Board of Directors, with the consent of the nominees, at least ten (10) days before the scheduled annual stockholders' meeting.

(d) Security Ownership of Certain Record and Beneficial Owners

The following table sets forth as of **May 31, 2007**, the record and/or beneficial owners of more than 5% of the outstanding Common Shares of the Corporation which are entitled to vote and the amount of such record and/or beneficial ownership.

Title of Class	Name, Address of Record Owner and Relationship with Issuer	Name and Address of Beneficial Owner and Relationship with Record Owner	Citizenship	Number of Shares Held	Percent of Class
Common	Philippine Central Depository, Inc. (PCD) Ground Floor, Makati Stock Exchange Building 6767, Ayala Avenue Makati City PCD is the registered owner of the shares in the books of the	(See attached Schedule 3.) The beneficial owners of such shares are Philippine Depository and Trust Corporation ("PDTC") participants, who hold the shares on their behalf or on behalf of	Foreigner	705,187,649	29.09%

	Corporation's transfer agent	their clients			
Common	Philippine Central Depository, Inc. (PCD) Ground Floor, Makati Stock Exchange Building 6767, Ayala Avenue Makati City PCD is the registered owner of the shares in the books of the Corporation's transfer agent	See attached Schedule 3. The beneficial owners of such shares are Philippine Depository and Trust Corporation ("PDTC") participants, who hold the shares on their behalf or on behalf of their clients	Filipino	621,134,500	25.63%
Common	DACON Corporation c/o DMCI Holdings, Inc. 2281 Pasong Tamo Extension Makati City Dacon Corp. is a stockholder of the Corporation	See attached Schedule 2. Beneficial owners are stockholders of Dacon Corp. ¹	Filipino	788,359,329	32.53%

Below is the list of the individual beneficial owners under PCD, Inc. account holding more than 5% of the outstanding Common Shares of the Corporation.

Title of Class	Name and Address of Beneficial Owner and Relationship with Record Owner	Citizenship	Number of Shares Held	Percent of Class
Common	PCIB Securities, Inc. ("PCIB") 20 th Floor, PCIB Tower, Makati Ave., Makati City. PCIB is a PDTC participant who hold the shares on their behalf or on behalf of their clients ²	Filipino	420,554,789	18.65%

¹ Mr. Victor A. Consunji or Mr. Jorge A. Consunji shall have the right to vote the shares of DACON Corporation.

² Mr. Gabriel Lim, Senior Vice President and Gen. Manager of PCIB Securities, Inc., shall have the right to vote the shares on behalf of the clients of PCIB.

Common	Hongkong and Shanghai Bank (“HSBC”) Discovery Suites, 25 ADB Avenue, Ortigas Center, Pasig City. HSBC is a PDTC participant who hold the shares on their behalf or on behalf of their clients ³	Foreign	492,024,100	21.81%
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(e) Security Ownership of Management

The table sets forth as of **May 31, 2007**, the record or beneficial stock ownership of each Director of the Corporation and all Officers and Directors as a group.

Title of Class	Name of Beneficial Owner	Amount and Nature of Beneficial Ownership	Citizenship	Percent of Class
Common	David M. Consunji	8,142,254	Filipino	0.335972%
Common	Cesar A. Buenaventura	200,000	Filipino	0.00886%
Common	Isidro A. Consunji	1,000	Filipino	0.000000%
Common	Ma. Edwina C. Laperal	5,412,400	Filipino	0.22333%
Common	Victor A. Consunji	66,092,050	Filipino	2.727139%
Common	Jorge A. Consunji	80,212,304	Filipino	3.309779%
Common	Herbert M. Consunji	1,600	Filipino	0.0000007%
Common	Oscar S. Reyes	100	Filipino	0.00000004%
Common	Evaristo T. Francisco	100	Filipino	0.00000004%
Common	Cristina C. Gotianun	104,600,712	Filipino	4.316112%
Common	Noel A. Laman	20,000	Filipino	0.0000088%
Aggregate Ownership		264,682,520		10.921525%

All the above named directors and officers of the Corporation are the record and beneficial owners of the shares of stock set forth opposite their respective names.

(f) Voting Trust Holders of 5% or more

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

(g) Changes in Control

From January 1, 2007 to date, there has been no change in control of the Corporation. Neither is Corporation aware of any arrangement which may result in a change in control of it.

³ Any one of the following shall have the right to vote the shares on behalf of the clients of HSBC:

<i>a. Rosa Maria C. Tantoco</i>	<i>Senior Vice President, Custody & Clearing</i>
<i>b. Patricia F. Barrenechea</i>	<i>Vice President, Custody & Clearing</i>
<i>c. Nilo Antonio J. Dican</i>	<i>Vice President, Custody & Clearing</i>
<i>d. Anna Kristina V.C. Layosa</i>	<i>Vice President, Custody & Clearing</i>
<i>e. Carlos Lorenzo P. Mondonedo</i>	<i>Asst. Vice President, Custody & Clearing</i>
<i>f. Benjamin JDP Concepcion</i>	<i>Asst. Vice President, Custody & Clearing</i>

Item 5. Directors and Executive Officers

(a) Incumbent Directors and Executive Officers.

The following are the incumbent directors and executive officers of the Corporation:

Name	Position	Age	Citizenship
David M. Consunji	Chairman of the Board	85	Filipino
Cesar A. Buenaventura	Vice-Chairman of the Board	77	Filipino
Isidro A. Consunji	President/Chief Executive Officer	58	Filipino
Herbert M. Consunji	Vice President & Chief Finance Officer/Director	54	Filipino
Ma. Edwina C. Laperal	Treasurer	46	Filipino
Cristina C. Gotianun	Assistant Treasurer	52	Filipino
Jorge A. Consunji	Director	55	Filipino
Victor A. Consunji	Director	56	Filipino
Oscar S. Reyes	Director (Independent)	61	Filipino
Evaristo T. Francisco	Director (Independent)	79	Filipino
Victor S. Limlingan	Director (Independent)	63	Filipino
Noel A. Laman	Corporate Secretary	67	Filipino

On February 14, 2007, the amendments to the Corporation's By-Laws to include Article IV on Independent Directors and Article VI on Board Committees to comply with the provisions of SRC Rule 38, as amended, have been approved by the SEC. This amendment was ratified by the stockholders in the stockholders' meeting held on September 27, 2006.

(b) Term of office.

The term of office of the Directors and executive officers is one (1) year from their election as such until their successors are duly elected and qualified.

(c) Business experience of the Directors and Officers during the past five (5) years.

David M. Consunji is the Founder and Chairman of the Board of Directors of D.M. Consunji, Inc. Mr. Consunji is also Chairman of the Board of Directors of Dacon Corporation, and Semirara Mining Corporation. Mr. Consunji served as the Secretary of the Department of Public Works, Transportation and Communications from August 1971 to 1975. Awards and recognition received by Mr. Consunji include (i) named Meralco Awardee in Engineering and Applied Sciences, 1994; (ii) recipient of the Civil Engineer Diamond Jubilee Award presented by the University of the Philippines Alumni Engineers in 1985; (iii) One of the Ten Outstanding Civil Engineers in 1982 by the Philippine Institute of Civil Engineers; (iv) recipient of Doctor of Laws, honoris causa, University of the Philippines in 1993; (v) named Outstanding Citizen of the City of Manila for Engineering in 1979; and (vi) named Management Association of the Philippines Awardee in 1996. Mr. David Consunji has served the corporation as Chairman of the Board for twelve years.

Cesar A. Buenaventura, O.B.E., is the Managing Partner of Buenaventura, Echauz and Partners (BEP) Financial Services, a financial advisory firm. He is currently Vice Chairman of DMCI Holdings, Inc.; and of Montecito Properties, Inc.; Chairman of Atlantic Gulf & Pacific Company of Manila (AG&P); and

Regular Director of Pilipinas Shell Petroleum Corporation, Philippine American Life Insurance Company, AG&P Company of Manila, Inc., Montecito Properties, Inc., iPeople, Inc., D.M. Consunji, Inc., and Semirara Mining Corporation, Nextstage, Inc., PetroEnergy Resources Corp., Paysetter Holdings, Inc., and Paysetter International, Inc. He is the Founding Chairman of Pilipinas Shell Foundation, Inc.; President of the Benigno S. Aquino Foundation; Member of the Board of Trustees of Asian Institute of Management and Founding Member, Board of Trustees, Makati Business Club. Mr. Buenaventura served as Chief Executive Officer of the Shell Group of Companies in 1975 until his retirement in 1990. He was appointed Member of the Monetary Board of the Central Bank of the Philippines (representing the Private Sector) and Member of the Board of Directors of the Philippine International Convention Center in 1981, a position he held up to 1987. He was a Member of the Board of Regents of the University of the Philippines from 1987 to 1994. He is a past Director of Philippine National Bank, Ayala Corporation, First Philippine Holdings Corporation, Philippine Airlines, Inc.; and a former Senior Adviser of Jardine Davies, Inc. He was chosen Management Man of the Year in 1985 by MAP and in January 1991, he was personally granted the award of Honorary Officer of the Order of the British Empire by her Majesty Queen Elizabeth II. Mr. Buenaventura has served the Company as Vice Chairman for twelve years.

Isidro A. Consunji is a regular Director of the following: DMCI Holdings, Inc., DMCI Project Developers, Inc., Semirara Mining Corporation, Dacon Corporation, DMCI-MPIC Water Company, Inc. and Beta Electric Corporation. His other positions include: Chairman of the Board of Directors of Universal Rightfield Property Holdings, Inc., and Beta Electric Corporation; President of Dacon Corporation, DMCI Project Developers, Inc., and DMCI Holdings, Inc. Mr. Isidro Consunji has served the Corporation as a regular director for twelve years.

Herbert M. Consunji is a Partner in H.F. Consunji & Associates. He is also the Chairman of Subic Water and Sewerage Company, Inc., a regular Director of DMCI Project Developers, Inc., Semirara Mining Corporation, DMCI-MPIC Water Company, Inc., Maynilad Water Services, Inc., DMCI Power Corporation, Village Parks, Inc. His other positions are: President of Village Parks, Inc.; Chief Operating Officer of Maynilad Water Services, Inc., Vice President and Chief Finance Officer of DMCI Holdings, Inc., and Treasurer of Semirara Mining Corporation. Mr. Herbert Consunji has served the Corporation as a regular director for twelve years.

Jorge A. Consunji is the President of D.M. Consunji, Inc. His other positions include: President of DMC Construction Equipment Resources, Inc., and Royal Star Aviation, Inc.; Chairman of the Board of Wire Rope Corp. of the Phils.; regular Director of DMCI Holdings, Inc. Dacon Corp., South Davao Development Co., Inc., Semirara Mining Corp., Contech Products South, Eco-Process & Equipment Phils. Inc., Bachy Soletanche Corp., DMCI-Laing Co.Inc., and Beta Electric Corp. Mr. Jorge Consunji has served the Corporation as a regular director for twelve years.

Victor A. Consunji is the Chairman of the Board of Directors and President of Sirawai Plywood and Lumber Corporation, Prominent Fruits, Inc., and Rubber Industries Corporation of the Philippines. His other positions include: Regular Director of Conbros Shipping Corporation; President of South Davao Development Company, Inc., Eagle Cattle Ranch, Inc., Sirawan Food Corporation, and Semirara Mining Corporation; Regular Director of D.M. Consunji, Inc., Ecoland Properties Development Corporation, and DMC Construction Equipment Resources, Inc., and Vice President of Dacon Corporation. Mr. Victor Consunji has served as a regular director for twelve years.

Evaristo T. Francisco served as a Member of the Board of Director of D.M. Consunji, Inc. from 1988-2001 and held various positions in Pilipinas Shell as Board of Director, Vice President for Marketing, Personnel and Public Affairs, Sales and other overseas work for Shell International Petroleum Co. Mr. Francisco has served the Company as Independent Director for six years (since 2001).

Oscar S. Reyes is the former Country Chairman of the Shell companies in the Philippines. He is currently an independent Director of the following companies: Philippine Long Distance Telephone Co., Bank of the Philippine Islands, Manila Water Co., Universal Robina Corporation, SMART Communications, Inc., Sun Life of Canada (Philippines), Inc., Sun Life Financials Inc., Sun Life Prosperity Dollar Advantage Fund, Inc., Sun Life Prosperity Dollar Abundance Fund, Inc. CEO's Inc., Global Resources for Outsourced Workers (GROW), Inc., Level Up Inc., The Mutual Fund Co. of the Phils., Inc., Mindoro Resources Ltd., MRL Gold Phils., Inc., Philippine Electric Corporation. He is currently the Chairman of Link Edge, Inc., and Unicapital Securities Corporation. Mr. Reyes has served the company as independent director for six years (since 2001).

Victor S. Limlingan. Mr. Limlingan is a regular Director of Sika Philippines, Landco Pacific Corporation, R. Jorge Group of Companies and a government corporation funded by the New Zealand government, Bukidnon Forest Incorporated. He is currently with the Center for Development Management where he is undertaking research on strategies for development and development finance. He also owns and manages Regina Capital Development Corporation, a member of the Philippine Stock Exchange. In 2000, he became Chairman and majority owner of Cristina Travel Corporation. Dr. Limlingan has served the Company as Independent Director for one year (2006).

Ma. Edwina C. Laperal is the Treasurer of DMCI Holdings, Inc., Dacon Corporation and DMCI Urban Property Developers, Inc.; Regular Director DMCI Project Developers, Inc., and D.M. Consunji, Inc. Ms. Laperal has served the Corporation as Treasurer for twelve years.

Cristina C. Gotianun is a Regular Director of Dacon Corporation, D.M. Consunji, Inc. and Kalinan Timber Corporation. Her other positions include: VP for Finance Administrative/Chief Finance Officer of D.M. Consunji, Inc., Director for Finance of DMCI Homes, Inc., and General Manager of Sirawan Food Corporation. Ms. Gotianun has served the Corporation as Asst. Treasurer for twelve years.

Noel A. Laman is the Chairman of the Executive Committee and the Senior Partner of Castillo Laman Tan Pantaleon & San Jose. His other positions include: Chairman of the Board of Directors of Trans-Orient Overseas Contractors, Inc., Manpower Resources of Asia, Inc., and Sealanes Marine Services (each being a part of the DCL group of Companies); Regular Director and Corporate Secretary of Glaxo Wellcome Philippines, Inc., Boehringer Ingelheim (Phils.), Inc., Solvay Pharma Philippines Corporation, and Merck, Inc. He is an active member of the Intellectual Property Association of the Philippines, the Intellectual Property Foundation, the Philippine Bar Association, and as resource person of various foreign chambers of commerce. Atty. Laman has served the Corporation as Corporate Secretary for twelve years.

(d) Independent Directors.

Messrs. Evaristo T. Francisco, Oscar S. Reyes, and Victor S. Limlingan are currently the Corporation's independent directors. Messrs. Francisco and Reyes have served the Corporation as independent directors since 2001, while Mr. Limlingan has served as independent director since 2006.

Under its Manual of Corporate Governance, the Corporation is required to have at least two (2) Independent Directors or such number of Independent Directors as shall constitute at least twenty (20%) percent of the members of the Board of Director of the Corporation, whichever is lesser. Attached hereto as Schedule 1 is the Final List of Candidates for Independent Directors. The candidates for independent directors were nominated as such by Mr. Jose L. Merin, who has no family and/ or business relationships or affiliations with the three nominees. The two (2) nominees for Independent Directors were selected by the Board Nomination and Election Committee in accordance with the guidelines in the Manual of

Corporate Governance, the Code of Corporate Governance (SEC Memorandum Circular No. 2, Series of 2002), and the Guidelines on the nomination and election of Independent Directors (SRC Rule 38).

(e) Other directorships held in reporting companies naming each company.

David M. Consunji	Chairman of the Board Semirara Mining Corporation Regular Director
Cesar A. Buenaventura	Director, Semirara Mining Corporation and Petrofields Corporation Regular Director
Isidro A. Consunji	Chairman of the Board Director, D. M. Consunji, Inc. Vice-Chairman, Semirara Mining Corporation Regular Director
Victor A. Consunji	Director, Semirara Mining Corporation Regular Director
Jorge A. Consunji	Director, Semirara Mining Corporation Director, D. M. Consunji, Inc. Regular Director
Ma. Edwina C. Laperal	Director, DMCI Project Developers, Inc. Regular Director
Herbert M. Consunji	Director, Semirara Mining Corporation Director, DMCI Project Developers, Inc. Regular Director

(f) Family Relationship

The family relationship up to the fourth civil degree either by consanguinity or affinity among directors, executive officers or persons nominated or chosen by the Corporation to become directors or executive officers is stated below:

<u>Name</u>	<u>Relationship</u>
David M. Consunji	Father of Isidro A. Consunji, Victor A. Consunji, Jorge A. Consunji, Ma. Edwina C. Laperal and Cristina C. Gotianun
Herbert M. Consunji	Nephew of David M. Consunji and cousin of Isidro A. Consunji, Jorge A. Consunji, Victor A. Consunji, Ma. Edwina C. Laperal and Cristina C. Gotianun

(g) Since the last annual stockholders' meeting of the Corporation, no Director has resigned or declined to stand for reelection to the Board of Directors of the Corporation because of a disagreement with the Corporation on any matter relating to the Corporation's operations, policies or practices.

(h) Involvement in Legal Proceedings

Except for the following, none of the directors, executive officers and nominees for election is subject to any pending material legal proceedings as of June 15, 2007. For the past five years, none of the directors, executive officer, or control person of the registrant has been subject to (a) any bankruptcy petition; (b) conviction by final judgment; (c) subject to any order, judgment or decree; or (d) violation of securities or commodities law.

(1) Mr. Isidro A. Consunji

People v. Consunji, et al.
Criminal Case No. Q-02-114052
Regional Trial Court, Quezon City, Branch 78

This involves a complaint for violation of Article 315 (2) (a) of the Revised Penal Code (“RPC”), as qualified by Presidential Decree (“PD”) No. 1689. Private complainants claim to have been induced to buy shares of stock of Universal Leisure Corporation (“ULC”), on the representation that the latter shall develop a project known as “network of 5 world clubs.” ULC, however, failed to develop the project. Mr. Isidro A. Consunji’s involvement in this case was pursuant to his being the current Chairman of the Board of Directors of ULC and of Universal Rightfield Property Holdings, Inc. (“URPHI”), the mother corporation of ULC.

On June 6, 2005, the trial court granted the public prosecutor’s motion to withdraw information. Private complainants’ motion for reconsideration was denied on November 29, 2005. Subsequently, private complainants filed a notice of appeal, which was given due course by the trial court on January 19, 2006. Mr. Consunji moved to strike the notice of appeal for being improper. The motion to strike is pending resolution.

(2) Mr. Isidro A. Consunji and Ms. Ma. Edwina C. Laperal

Reyes, et al. v. Consunji, et al.
IS No. 02-50443-F
City Prosecution Office, Mandaluyong City

This involves a complaint for violation of Article 315 (2) (a), (1) (b), and 316 (2) of the RPC, as qualified by PD 1689, based on substantially the same set of facts mentioned in the case quoted above. Mr. Isidro A. Consunji was implicated as signatory to certain material contracts of ULC while Ms. Edwina C. Laperal was implicated as a director and treasurer of Universal Leisure Club, Inc. (“ULCI”). In a Resolution dated November 27, 2002, the complaint was dismissed. Hence, the complainants filed a motion for reconsideration dated January 15, 2003, which respondents opposed on February 7, 2003. To date, complainant’s motion for reconsideration is still pending resolution.

Rodriguez v. Consunji, et al.
IS No. 02-50918
City Prosecution Office, Mandaluyong City

This involves a complaint for violation of Article 315 (1) (b) of the RPC, as qualified by PD 1686, based on substantially the same set of facts discussed above. Mr. Consunji and Ms. Laperal were sued in their capacity as directors and officers of ULC and ULCI. In a Resolution

dated November 20, 2002, the complaint was dismissed. Hence, complainant filed a motion for reconsideration dated January 14, 2003, which motion still pends resolution.

Gonzales v. Consunji, et al.
IS No. 03-6480
City Prosecution Office, Quezon City

This involves a complaint for violation of Article 315 (2) of the RPC, based on substantially the same set of facts set forth above. On June 16, 2003, respondents filed their counter-affidavits before the public prosecutor. Since complainants opted not to file a reply, the case is now submitted for resolution.

(i) Significant employees

The following are the significant employees of the Corporation who are not executive officers but who are expected by Corporation to make a significant contribution to the business:

Significant Employees	Position held in Corporation	Citizenship	Age
Ma. Luisa C. Austria	Administrative / Accounting Officer	Filipino	55
Aldric G. Borlaza	Finance Officer	Filipino	29

Although the Corporation has and will likely continue to rely significantly on the aforementioned individuals, it is not dependent on the services of any particular employee. It does not have any special arrangements to ensure that any employee will remain with the Corporation and will not compete upon termination.

(j) Business experience of the significant employees of the Corporation for the last five years:

Ma. Luisa C. Austria is a former Accounting Supervisor of D. M. Consunji, Inc. (1989 to 1996). She is now the Administrative/ Accounting Officer of the Corporation and has held said position for eleven (11) years.

Aldric G. Borlaza worked for three (3) months in SGV, Assurance or External Audit group, involving basic audit of accounting controls, documents and paper trail as well as basic preparation of Audited Financial Statements (January 2002 to March 2002). He has been the Finance Officer of the Corporation for three (3) years.

(k) Certain Relationships and Related Transactions

There has been no transaction or proposed transactions for the last two (2) years, to which the Corporation was or is to be a party, in which any director, executive officer, nominee for director, stockholder holding at least ten percent of the total outstanding capital stock of the Corporation, or a member of the immediate family of any of the aforementioned has direct or indirect material interest. See Note 27 of the Audited Financial Statements of the Corporation for the period ended December 31, 2006.

Item 6. Compensation of Directors and Executive Officers

ANNUAL COMPENSATION

<u>Name</u>	<u>Principal Position</u>	<u>Salary</u>	<u>Bonus</u>	<u>Other annual compensation</u>
David M. Consunji	Chairman of the Board of Directors			
Cesar A. Buenaventura	Vice – Chairman of the Board of Directors			
Isidro A. Consunji	President/Chief Executive Officer			
Cristina C. Gotianun	Asst. Treasurer			
Edwina C.Laperal	Treasurer			
Herbert M. Consunji	Vice President & Chief Financial Officer			
	YEARS			
	2005	P 9,794,330.00		P 222,000.00
	2006	P 10,088,390.00		P 348,500.00
	2007*	P 10,088,390.00		P 348,500.00
	TOTAL:	P 29,971,110.00	P --	P 919,000.00
	YEARS			
All other directors and executive officers as a group unnamed	2005	P 3,898,440.00	P --	P 162,000.00
	2006	P 3,946,940.01	P --	P 273,600.00
	2007*	P 3,946,940.01		P 273,600.00
	TOTAL:	P 11,792,320.02	P --	P 709,200.00

**Approximate figures*

There is no contract covering their employment with the Corporation and they hold office by virtue of their election to office. The Company has no agreements with its named executive officers regarding any bonus, profit sharing, pension or retirement plan.

There are no outstanding warrants, options, or right to repurchase any securities held by the directors or executive officers of the Company.

Item 7. Independent Public Accountant

- (a) The auditing firm named below will be recommended to the stockholders for appointment as the Corporation's principal accountant for the ensuing fiscal year. Conformably with SRC Rule 68(3)(b)(iv), the Corporation's independent public accountant shall be rotated, or the handling partner shall be changed, every 5 years. The handling partner, Mr. Arnel F. De Jesus, will be the engagement partner until year 2009.

SyCip Gorres Velayo & Co.
6760 Ayala Avenue
Makati City, Metro Manila

- (b) SyCip Gorres Velayo & Co. was the same principal accountant of the Corporation for the fiscal year most recently completed (December 31, 2006).
- (c) Representatives of SGV & Co. are expected to be present at the stockholders' meeting. They will have the opportunity to make a statement if they desire to do so and they are expected to be available to respond to appropriate questions.
- (d) Sycip Gorres Velayo & Co. has no shareholdings in the Corporation nor any right, whether legally enforceable or not, to nominate persons or to subscribe for the securities in the Corporation. Sycip Gorres Velayo & Co. will not receive any direct or indirect interest in the Corporation or in any securities thereof (including options, warrants or rights thereto) pursuant to or in connection with the Offer. The foregoing is in accordance with the Code of Ethics for Professional Accountants in the Philippines.
- (e) There are no disagreements on any matter of accounting principle or practices, FS disclosures, etc., between Sycip Gorres Velayo & Co. and the Corporation.

C. ISSUANCE AND EXCHANGE OF SECURITIES

Item 8. Authorization or Issuance of Securities Other than for Exchange

- (a) Included in the agenda for the annual stockholders' meeting of July 25, 2007, is the approval of the issuance of a total of 400,000,000 common shares to Dacon Corporation, an existing stockholder of the Corporation. The shares to be issued shall come from the current authorized but unissued capital stock of the Corporation. The PSE Listing Rules require that in case of issuance by a listed company of shares amounting to at least 10% but not more than 35% of the total issued and outstanding capital stock of the issuer through a single or creeping transactions within a period of 12 months, the issuer is required to secure stockholders' approval of the transaction either in a regular or special stockholders' meeting. For related party transactions, in addition to stockholders' approval, the waiver of the PSE requirement to conduct a rights or public offering of the shares so subscribed must also be granted by a majority vote representing the outstanding shares held by the minority stockholders present or represented at the meeting. Thus, during the annual stockholders' meeting of July 25, 2007, the Corporation shall secure (a) stockholders' approval of the transaction/issuance of 400,000,000 common shares to Dacon Corporation; and (b) the waiver by majority vote of the minority stockholders present or represented at the meeting of the PSE requirement to conduct a rights or public offering of the shares so subscribed.
- (b) Holders of the Corporation's common shares which will include the common shares to be issued to Dacon Corporation shall have equal dividend and voting rights. Each common share shall be entitled to one vote, except in the election of directors where cumulative voting is required. No shareholder shall be entitled to any pre-emptive right to subscribe to any issuance of shares of the Corporation conformably with Article VII of the Amended Articles of Incorporation of the Corporation denying any pre-emptive right.
- (c) The 400,000,000 common shares to be issued to Dacon Corporation will be issued pursuant to various subscription agreements between the Corporation and Dacon Corporation. Certain shareholders of the Corporation ("Shareholders") sold their shares in the Corporation totaling 400,000,000 common shares. The proceeds of the sale were in turn, deposited to the Company by Dacon Corporation as deposit for future stock subscriptions for the same number of shares sold

by the Shareholders. Such sales proceeds which Dacon Corporation deposited to the Corporation were used by the Corporation to pay off various obligations. The consideration for the shares sold may be summarized as follows:

No. of Common Shares	Amount/Subscription Price (in Php)
15,000,000	7.519540/ common share
73,000,000	6.70/ common share
80,000,000	7.00/common share
785,000	7.30/common share
300,000	7.40/common share
100,000	7.30/common share
701,000	7.10/common share
398,000	7.20/common share
43,499,542	6.90/common share
115,760,620	6.90/common share
43,499,540	6.90/common share
26,956,298	6.90/common share
TOTAL: 400,000,000 common shares	

- (d) There are no other material rights belonging to the common stockholders of the Corporation.

D. OTHER MATTERS

Item 9. Action with respect to Reports

Summary of Items to be Submitted for Stockholders' Approval

- (1) *Approval of the Minutes of the Annual Stockholders' Meeting held on July 26, 2006 and Special Stockholders' Meeting held on September 27, 2006*

The minutes of the annual stockholders' meeting held on July 26 2006 will be submitted for approval of the stockholders at the annual meeting to be held on July 25, 2007. Below is a summary of the items and/or resolutions approved at the annual stockholders' meeting held on July 26, 2006:

- (a) The Chairman of the Board of Directors of the Corporation called the meeting to order. The Secretary of the meeting certified that a quorum existed for the transaction of business.
- (b) The stockholders approved the minutes of the annual stockholders' meeting held on July 27, 2005.
- (c) The President of the Corporation presented the management report. He presented the highlights of the performance of the Corporation, the details of which were incorporated into the Corporation's annual report as distributed to the stockholders. The management report included a discussion on (1) the Corporation's consolidated revenue and net income, (2) the Corporation's construction, coal mining, and real estate and investment business segments, (3) the Corporation's consolidated balance sheets, (4) the Corporation's equity investment in Semirara Mining Corporation, and (5) the status of the redemption of the Corporation's preferred shares. Upon motion duly made and seconded, the management report was approved.

- (d) Upon motion duly made and seconded, the stockholders ratified the acts of the officers and the Board of Directors of the Corporation for the period from August 28, 2004 to July 28, 2005.
- (e) Upon motion duly made and seconded, the accounting firm Sycip Gorres Velayo and Co. was appointed as external auditors of the Corporation for the then current fiscal year.
- (f) The following were elected as directors of the Corporation for the then current year, to serve as such for a period of one year and until their successors shall have been elected and qualified:
 - (1) David M. Consunji
 - (2) Cesar A. Buenaventura
 - (3) Isidro A. Consunji
 - (4) Victor A. Consunji
 - (5) Jorge A. Consunji
 - (6) Herbert M. Consunji
 - (7) Oscar S. Reyes
 - (8) Evaristo T. Franciso
 - (9) Victor S. Limlingan
- (g) Upon motion duly made and seconded, the annual stockholders' meeting was adjourned.

The minutes of the special stockholders' meeting held on September 27, 2006 will likewise be submitted for approval of the stockholders at the annual meeting to be held on July 25, 2007. Below is a summary of the items and/or resolutions approved at the said special stockholders' meeting:

- (a) The Chairman of the Board of Directors of the Corporation called the meeting to order. The Secretary of the meeting certified that a quorum existed for the transaction of business.
- (b) Upon motion made and duly seconded, the amended by-laws of the Corporation was approved by the stockholders holding at least a majority of the outstanding capital stock of the Corporation
- (c) Upon motion duly made and seconded, the special stockholders' meeting was adjourned.

(2) *Ratification of the Acts of the Board of Directors and Officers*

Resolutions, contracts, and acts of the board of directors and management for ratification refer to those passed or undertaken by them during the year and for the day to day operations of the Company, which includes the following: (a) appointment of proxies and nominee directors to represent the Corporation in the stockholders' meeting of Semirara Mining Corporation; (b) sale of motor vehicles; (c) transactions with telecommunications companies for the telecommunications needs of the Corporation; (d) opening and maintenance of investment accounts; (e) appointment of trustee and investment manager; (f) opening of bank accounts.

(3) *Approval the additional issuance of 400,000,000 common shares to Dacon Corporation*

To be submitted for stockholders' approval is the additional issuance of 400,000,000 common shares to Dacon Corporation in compliance with the requirements of the PSE Revised Listing Rules.

(4) *Securing the waiver by the majority of the minority stockholders of the requirement to conduct a rights or public offering of the shares subscribed*

The waiver by the majority of the minority stockholders of the requirement to conduct a rights or public offering of the shares subscribed on the proposed transaction shall also be secured, in compliance with the requirements of Article V, Section 5 of the PSE Revised Listing Rules .

Item 10. Summary of Voting Matters/Voting Procedures

(a) Summary of Matters to be presented to Stockholders

- (1) Approval/ratification of the minutes of the annual meeting of stockholders held on July 26, 2006 and special stockholders' meeting held on September 27, 2006. Approval of said minutes shall constitute confirmation of all the matters stated in the minutes.
- (2) Resolutions, contracts, and acts of the board of directors and management for ratification refer to those passed or undertaken by them during the year and for the day to day operations of the Company as contained or reflected in the attached annual report and financial statements. Such resolutions and acts of management include the approval of the manuals on corporate governance and anti money-laundering.
- (3) Selection of SyCip Gorres Velayo & Co. as independent auditors.
- (4) Election of Directors

Election of a Board of nine (9) directors, each of whom will hold office until the next annual meeting of stockholders and until his or her successor is elected and qualified. The nominees for directors are:

Regular Directors:

DAVID M. CONSUNJI
CESAR A. BUENAVENTURA
ISIDRO A. CONSUNJI
JORGE A. CONSUNJI
VICTOR A. CONSUNJI
HERBERT M. CONSUNJI

Independent Directors:

EVARISTO T. FRANCISCO
VICTOR S. LIMLINGAN

All of the above nominees are currently directors of the Corporation.

The two (2) Independent Directors⁴ of the Corporation within the purview of SRC Rule 38 are Messrs. Evaristo T. Francisco and Victor S. Limlingan.

- (5) Approval of the additional issuance of 400,000,000 common shares to Dacon Corporation

⁴ An "Independent Director" shall mean a person other than an officer or employee of the Corporation or its subsidiaries, or any other individual having a relationship with the Corporation, which would interfere with the exercise of independent judgment in carrying out the responsibilities of a director.

- (6) Securing the waiver by the majority of the minority stockholders of the requirement to conduct a rights or public offering of the shares subscribed

(b) Voting Procedures

- (1) Approval/ratification of the minutes of the annual stockholders' meeting held on July 26, 2006 and special stockholders' meeting held on September 27, 2006.
 - (A) Vote required: A majority of the outstanding common stock present in person or by proxy, provided constituting a quorum.
 - (B) Method by which votes shall be counted: Each outstanding common stock shall be entitled to one (1) vote. The votes shall be counted by a show of hands or, upon motion duly made and seconded, by secret ballot.
- (2) Ratification of the acts of the Board of Directors and Officers
 - (A) Vote required: A majority of the outstanding common stock present in person or by proxy, provided constituting a quorum.
 - (B) Method by which votes shall be counted: Each outstanding common stock shall be entitled to one (1) vote. The votes shall be counted by a show of hands or, upon motion duly made and seconded, by secret ballot.
- (3) Appointment of Independent External Auditors
 - (A) Vote required: A majority of the outstanding common stock present in person or by proxy, provided constituting a quorum.
 - (B) Method by which votes shall be counted: Each outstanding common stock shall be entitled to one (1) vote. The votes shall be counted by a show of hands or, upon motion duly made and seconded, by secret ballot.
- (4) Election of Directors
 - (A) Vote required. The nine (9) candidates receiving the highest number of votes shall be declared elected.
 - (B) Method by which votes will be counted. Cumulative voting applies. Under this method of voting, a 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 books of the Corporation as of the Record Date, and said stockholder may vote such number of shares for as many persons as there are directors to be elected or he may cumulate said shares and give one candidate as many votes as the number of directors to be elected multiplied by the number of his shares shall equal, or he may distribute them on the same principle among as many candidates as he shall see fit. The votes shall be counted by a show of hands or, upon motion duly made and seconded, by secret ballot.

The nine nominees obtaining the highest number of votes will be proclaimed as Directors of the Corporation for the ensuing year.

- (5) Stockholders' approval of the additional issuance of 400,000,000 common shares to Dacon Corporation, in compliance with the requirements of the PSE Revised Listing Rules.
 - (A) Vote required: A majority of the outstanding common stock present in person or by proxy, provided constituting a quorum.
 - (B) Method by which votes shall be counted: Each outstanding common stock shall be entitled to one (1) vote. The votes shall be counted by a show of hands or, upon motion duly made and seconded, by secret ballot.

- (6) Securing the waiver by the majority of the minority stockholders of the requirement to conduct a rights or public offering of the shares subscribed, in compliance with the requirements of the PSE Revised Listing Rules .
 - (A) Vote required: A majority of the outstanding common stock held by minority stockholders present in person or by proxy, provided constituting a quorum.
 - (B) Method by which votes shall be counted: Each outstanding common stock held by a minority stockholder shall be entitled to one (1) vote. The votes shall be counted by a show of hands or, upon motion duly made and seconded, by secret ballot.

Security Transfer Services, Inc. was appointed as Board of Canvassers. The Board of Canvassers shall have the power to vote; count and tabulate all votes, assents and consents; determine and announce the result; and to do such acts as may be proper to conduct the election or vote with fairness to all stockholders.

**PART II
PROXY FORM
DMCI HOLDINGS, INC.**

Item 1. Identification

This proxy is being solicited for and on behalf of the Management of the Corporation. The Chairman of the Board of Directors or, in his absence, the President of the Corporation will vote the proxies at the annual stockholders' meeting to be held on July 25, 2007.

Item 2. Instruction

- (a) The proxy must be duly accomplished by the stockholder of record as of Record Date. A proxy executed by a corporation shall be in the form of a board resolution duly certified by the Corporate Secretary or in a proxy form executed by a duly authorized corporate officer accompanied by a Corporate Secretary's Certificate quoting the board resolution authorizing the said corporate officer to execute the said proxy.
- (b) Duly accomplished proxies may be mailed or submitted personally to the Corporate Secretary of the Corporation not later than July 13, 2007 at the following address:

The Corporate Secretary
DMCI Holdings, Inc.
3rd Floor, DACON Building
2281 Pasong Tamo Extension
1231 Makati City
Philippines
- (c) In case of shares of stock owned jointly by two or more persons, the consent of all co-owners must be necessary for the execution of the proxy. For persons owning shares in an "and/or" capacity, any one of them may execute the proxy.
- (d) Validation of proxies will be held by the Stock Transfer Agent on July 20, 2007 at 2:00 p.m. at the principal office of the Corporation at the 3rd Floor, DACON Building, 2281, Don Chino Roces Avenue, Makati City, Philippines.
- (e) Unless otherwise indicated by the stockholder, a stockholder shall be deemed to have designated the Chairman of the Board of Directors, or in his absence, the President of the Corporation, as his proxy for the annual stockholders meeting to be held on July 25, 2007.
- (f) If the number of shares of stock is left in blank, the proxy shall be deemed to have been issued for all of the stockholder's shares of stock in the Corporation as of Record Date.
- (g) The manner in which this proxy shall be accomplished, as well as the validation hereof shall be governed by the provisions of SRC Rule 20 (11)(b)
- (h) The stockholder executing the proxy shall indicate the manner by which he wishes the proxy to vote on any of the matters in (1), (2) and (3) below by checking the appropriate box. Where the

boxes (or any of them) are unchecked, the stockholder executing the proxy is deemed to have authorized the proxy to vote for the matter.

The Undersigned hereby appoints:

- (a) The Chairman of the Board of Directors of DMCI Holdings, Inc., or in his absence, the President of DMCI Holdings, Inc., or in their absence,
- (b) _____

as his/her/its Proxy to attend the above annual meeting of the stockholders of DMCI Holdings, Inc., and any adjournment or postponement thereof, and thereat to vote all shares of stock held by the undersigned as specified below and on any matter that may properly come before said meeting.

- (1) Approval/ratification of the minutes of the annual stockholders' meeting held on July 26, 2006 and minutes of the special stockholders' meeting held on September 27, 2006.

FOR AGAINST ABSTAIN

- (2) Ratification of the acts of the Board of Directors and Officers as contained in the attached annual report and the audited financial statements of the Corporation for the year ended December 31, 2005.

FOR AGAINST ABSTAIN

- (3) Appointment of SGV & Co. as Independent External Auditors

FOR AGAINST ABSTAIN

- (4) Election of Directors.

FOR all nominees listed below, except those whose names are stricken out

WITHHOLD authority to vote for all nominees listed below.

(Instruction: To strike out a name or withhold authority to vote for any individual nominee, draw a line through the nominee's name in the list below).

Regular Directors:

DAVID M. CONSUNJI
CESAR A. BUENAVENTURA
ISIDRO A. CONSUNJI
JORGE A. CONSUNJI
VICTOR A. CONSUNJI
HERBERT M. CONSUNJI

Independent Directors:

EVARISTO T. FRANCISCO
VICTOR S. LIMLINGAN

(6) Approval/ratification of the additional issuance of 400,000,000 common shares to Dacon Corporation:

FOR AGAINST ABSTAIN

(7) If you are a minority stockholder, you waive the requirement to conduct a rights or public offering of the shares subscribed.

YES NO ABSTAIN

Item 3. Revocability of Proxy

Any stockholder who executes the proxy enclosed with this statement may revoke it at any time before it is exercised. The proxy may be revoked by the stockholder executing the same at any time by submitting to the Corporate Secretary a written notice of revocation not later than the start of the meeting, or by attending the meeting in person and signifying his intention to personally vote his shares. Shares represented by an unrevoked proxy will be voted as authorized by the stockholder.

Item 4. Persons Making the Solicitation

The solicitation is made by the Management of the Corporation. No director of the Corporation has informed the Corporation in writing that he intends to oppose an action intended to be taken up by the Management of the Corporation at the annual meeting. Solicitation of proxies shall be made through the use of mail or personal delivery. The Corporation will shoulder the cost of solicitation.

Item 5. Interest of Certain Persons in Matters to be Acted Upon

No director, officer, nominee for director, or associate of any of the foregoing, has any substantial interest, direct or indirect, by security holdings or otherwise, on any matter to be acted upon at the annual stockholders' meeting to be held on July 25, 2007, other than election to office.

_____ Date

(Signature above printed name, including title when signing for a corporation or partnership or as an agent, attorney or fiduciary).

No. of shares held: _____

**PART III
SIGNATURE**

Management does not intend to bring any matter before the meeting other than those set forth in the Notice of the annual meeting of stockholders and does not know of any matters to be brought before the meeting by others. If any other matter does come before the meeting, it is the intention of the persons named in the accompanying proxy to vote the proxy in accordance with their judgment.

ACCOMPANYING THIS INFORMATION STATEMENT ARE COPIES OF THE (1) NOTICE OF THE ANNUAL STOCKHOLDERS' MEETING CONTAINING THE AGENDA THEREOF; (2) PROXY INSTRUMENT; AND (C) THE CORPORATION'S MANAGEMENT REPORT PURSUANT TO SRC RULE 20 (4).

UPON THE WRITTEN REQUEST OF A STOCKHOLDER, THE CORPORATION WILL PROVIDE, WITHOUT CHARGE, A COPY OF THE CORPORATION'S ANNUAL REPORT IN SEC FORM 17-A AND THE CORPORATION'S LATEST QUARTERLY REPORT IN SEC FORM 17-Q DULY FILED WITH THE SECURITIES AND EXCHANGE COMMISSION. THE STOCKHOLDER MAY BE CHARGED A REASONABLE COST FOR PHOTOCOPYING THE EXHIBITS.

ALL REQUESTS MAY BE SENT TO THE FOLLOWING:

**DMCI Holdings, Inc.
3rd Floor, DACON Building,
2281 Pasong Tamo Extension,
1231 Makati City.**

Attention: The Corporate Secretary

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this report is true, complete and correct. This report is signed in the City of Makati on June 25, 2007.

By:

DMCI Holdings, Inc.

For the Board of Directors



ATTY. NOEL A. LAMAN
Corporate Secretary

FINAL LIST OF CANDIDATES FOR INDEPENDENT DIRECTORS

Evaristo T. Francisco served as a Member of the Board of Director of D.M. Consunji, Inc. from 1988-2001 and held various positions in Pilipinas Shell as Board of Director, Vice President for Marketing, Personnel and Public Affairs, Sales and other overseas work for Shell International Petroleum Co.

Victor S. Limlingan. Mr. Limlingan is currently a Director of Sika Philippines, Landco Pacific Corporation, R. Jorge Group of Companies and a government corporation funded by the New Zealand government, Bukidnon Forest Incorporated. He is currently with the Center for Development Management where he is undertaking research on strategies for development and development finance. He also owns and manages Regina Capital Development Corporation, a member of the Philippine Stock Exchange. In 2000, he became Chairman and majority owner of Cristina Travel Corporation.

The following is a disclosure of the beneficial owners of the shares held by the PCD Nominee Corporation and DACON Corporation in DMCI Holdings, Inc. as of May 31, 2007.

(1) PCD Nominee Corporation ⁵	1,326,322,149 shares	54.73%
(2) DACON Corporation	788,359,329 shares	32.53%

PCD Nominee Corporation

Attached hereto as Schedule 2(a) is a Certification from the PCD Nominee Corporation as to the beneficial owners of the shares held by it in DMCI Holdings, Inc. The PCD Nominee Corporation is a wholly-owned subsidiary of the Philippine Depository and Trust Corporation (PDTC). The beneficial owners of shares held of record by the PCD Nominee Corporation are PDTC participants who hold the shares on their own behalf or that of their clients. PDTC is a private company organized by major institutions actively participating in the Philippine capital markets to implement an automated book-entry system of handling securities transactions in the Philippines.

DACON Corporation

The following are the beneficial owners of the shares held by DACON Corporation in DMCI Holdings, Inc.:

Name of Stockholder	Number of Shares in DACON Corporation	Percentage Ownership
David M. Consunji	1	.0000349
Fredesvinda A. Consunji	1	.0000349
Victor A. Consunji	11	.000384
Jorge A. Consunji	1	.0000349
Cristina C. Gotianun	1	.0000349
EastHeight Holdings, Inc.	343,330	12
Inglebrook Holdings, Inc.	343,330	12
Gulfshore, Inc.	343,330	12
Valemount Corporation	343,330	12
Chrismon Investments, Inc.	343,330	12
Jagjit Holdings, Inc.	343,330	12
Rice Creek Holdings, Inc.	343,330	12
La Lumiere Holdings, Inc.	343,330	12
Double Spring Corporation	114,427	3.99
Total	2,861,082	100

Mr. Victor A. Consunji or Mr. Jorge A. Consunji shall have the right to vote the shares of DACON Corporation.

⁵PCD Nominee Corporation, a wholly-owned subsidiary of Philippine Depository and Trust Corporation (“PDTC”), is the registered owner of the shares in the books of the Corporation’s transfer agent in the Philippines. The beneficial owners of such shares are PDTC participants, who hold the shares on their behalf or on behalf of their clients. PDTC is a private company organized by major institutions actively participating in the Philippine capital markets to implement an automated book-entry system of handling securities transactions in the Philippines



PHILIPPINE
CENTRAL
DEPOSITORY, INC.

EQ Beneficial Owner Report by Security

31-May-2007

Security: DMC DMCI Holdings, Inc.

Member	Member Name and Address	Balance
B101AC	A & A SECURITIES, INC. Rm. 1906 Ayala Ave. Condominium 6776 Ayala Ave., Makati City	751,057
B102AC	ABACUS SECURITIES CORPORATION Unit 2904-A East Tower, PSE Centre Exchange Road, Ortigas Center Pasig City	121,620
B102AP	ABACUS SECURITIES CORPORATION Unit 2904-A East Tower, PSE Centre Exchange Road, Ortigas Center Pasig City	1,394
B103AC	ACCORD CAPITAL EQUITIES CORPORATION G/F Unit EC-05B, East Tower-PSE Centre Exchange Road, Ortigas Center Pasig City	2,449,700
B103FC	ACCORD CAPITAL EQUITIES CORPORATION G/F, Unit EC-05B, East Tower-PSE Centre Exchange Road, Ortigas Center Pasig City	1,000
B104AC	A. T. DE CASTRO SECURITIES CORP. Suite 701, 7/F Ayala Tower I, Exchange Plaza, Ayala Triangle, Ayala Ave., Makati City	124,757
B105AC	ALL ASIA SECURITIES MANAGEMENT CORP. All Asia Capital Center 105 Paseo de Roxas St. Makati City	700



PHILIPPINE
CENTRAL
DEPOSITORY, INC.

EQ Beneficial Owner Report by Security

31-May-2007

Security:	DMC	DMCI Holdings, Inc.	
B106AC	ALPHA SECURITIES CORP.		220,600
	23/F Orient Square Bldg. Emerald Ave., Pasig City		
B109AC	BA SECURITIES, INC. - FREE		320,800
	Rm 401-403 CLMC Bldg, 259-267 EDSA Greenhills Mandaluyong City		
B109FC	BA SECURITIES, INC. - FREE		9,000
	Rm 401-403 CLMC Bldg, 259-267 EDSA Greenhills Mandaluyong City		
B110AC	ANGPING & ASSOCIATES SECURITIES, INC.		686,300
	Suites 2002/2004, The Peak, 107 Alfaro St., Salcedo Village, Makati City		
B110FC	ANGPING & ASSOCIATES SECURITIES, INC.		50,000
	Suites 2002/2004, The Peak, 107 Alfaro St., Salcedo Village, Makati City		
B111AC	ANSALDO, GODINEZ & CO., INC.		1,180,000
	340 Nueva St., Binondo Manila		
B111AP	ANSALDO, GODINEZ & CO., INC.		400
	340 Nueva St., Binondo Manila		
B112AC	AB CAPITAL SECURITIES, INC. - FREE		1,136,500
	8/F Phinma Plaza, #39 Plaza Drive Rockwell Center Makati City		



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EQ Beneficial Owner Report by Security

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Security:	DMC	DMCI Holdings, Inc.	
B112AP	AB CAPITAL SECURITIES, INC. - FREE		500
	8/F Phinma Plaza, #39 Plaza Drive Rockwill Center Makati City		
B112FC	AB CAPITAL SECURITIES, INC. - FREE		694,500
	8/F Phinma Plaza, #39 Plaza Drive Rockwell Center Makati City		
B113AC	SARANGANI SECURITIES, INC.		4,000
	5/F APMC Building 136 Amorsolo St., Legaspi Village, Makati City		
B115AC	SB EQUITIES, INC.		107,010
	18/F, Security Bank Centre 6776 Ayala Triangle, Ayala Ave., Makati City		
B115FC	SB EQUITIES, INC.		550,000
	18/F, Security Bank Centre 6776 Ayala Triangle, Ayala Ave., Makati City		
B116AC	ASIA PACIFIC CAPITAL EQUITIES & SECURITIES CORPORATION		189,000
	24/F Galleria Corporate Center EDSA corner Ortigas Avenue Quezon City		
B118AC	ASIASEC EQUITIES, INC.		1,132,000
	8/F Chatham House, 116 Valero St. cor. Herrera St. Salcedo Village, Makati City		
B118FC	ASIASEC EQUITIES, INC.		900
	8/F Chatham House, 116 Valero St. cor Herrera St. Salcedo Village, Makati City		



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EQ Beneficial Owner Report by Security

31-May-2007

Security:	DMC	DMCI Holdings, Inc.	
B120AC	ATC SECURITIES, INC.		14,000
	U2903, 29/F, Jollibee Plaza Emerald Avenue, Ortigas Center Pasig City		
B122AC	BELSON SECURITIES, INC.		599,000
	4th Floor Belson House 271 Edsa, Mandaluyong City		
B122AP	BELSON SECURITIES, INC.		400
	4th Floor Belson House 271 Edsa, Mandaluyong City		
B122FC	BELSON SECURITIES, INC.		565,000
	4th Floor Belson House 271 Edsa, Mandaluyong City		
B123AC	BENJAMIN CO CA & CO., INC.		10,000
	Rm. 301 Downtown Ctr Bldg., 516 Quintin Paredes St., Binondo, Manila		
B124AC	B. H. CHUA SECURITIES CORPORATION		136,000
	872 G. Araneta Avenue, Quezon City		
B125AC	JAKA SECURITIES CORPORATION		135,000
	Unit 814, Ayala Tower I Ayala Ave., Makati City		
B126AC	BPI SECURITIES CORPORATION		2,790,700
	8/F BPI Head Office Bldg., Ayala Ave., cor. Paseo de Roxas Makati City		



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EQ Beneficial Owner Report by Security

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Security:	DMC	DMCI Holdings, Inc.	
B126FC	BPI SECURITIES CORPORATION		64,000
	8/F BPI Head Office Bldg., Ayala Ave., cor. Paseo de Roxas Makati City		
B128AC	CAMPOS, LANUZA & COMPANY, INC.		312,000
	Unit 2003B East Tower, PSE Center Exchange Road, Ortigas Center Pasig City		
B129AC	SINCERE SECURITIES CORPORATION		10,000
	12/F, East Tower - PSE Centre Exchange Road, Ortigas Center Pasig City		
B130AC	CENTURY SECURITIES CORPORATION		8,000
	1105 Galleria Corporate Center Ortigas Ave., Quezon City		
B131AC	PCIB SECURITIES, INC. - B131-TA001374		200,000
	20/F PCIB Tower I, Dela Costa St., Makati City		
B131AC	PCIB SECURITIES, INC. - B131AC-1		510,939
	20/F PCIB Tower I, Dela Costa St., Makati City		
B131AC	PCIB SECURITIES, INC.		420,554,789
	20/F PCIB Tower I, Dela Costa St., Makati City		
B131FC	PCIB SECURITIES, INC.		940,000
	20/F PCIB Tower I, Dela Costa St., Makati City		



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EQ Beneficial Owner Report by Security

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Security:	DMC	DMCI Holdings, Inc.	
B133AC	CITISECURITIES, INC.		1,499,100
	Rm. 2701-B PSE Centre, East Tower Exchange Rd, Pasig City		
B133FC	CITISECURITIES, INC.		62,000
	Rm. 2701-B PSE Centre, East Tower Exchange Rd, Pasig City		
B136AC	TRITON SECURITIES CORP.		3,769,000
	26/F, LKG Tower 6801 Ayala Avenue, Makati City		
B140AC	IGC SECURITIES, INC.		179,600
	Suite 1006 Tower One & Exchange Plaza Ayala Triangle, Ayala Ave. Makati City		
B141AC	CUALOPING SECURITIES CORPORATION		120,000
	Suite 1801 Tytana Centre Condominium Plaza Lorenzo Ruiz, Binondo, Manila		
B143AC	DAVID GO SECURITIES CORP.		154,000
	Rm. 309 Federation Center Bldg. Muelle de Binondo, Binondo, Manila		
B145AC	DIVERSIFIED SECURITIES, INC. - FREE		342,742
	5/F PDCP Bank Centre Herrera St. cor. Alfaro St. Salcedo Village, Makati City		
B145AC	DIVERSIFIED SECURITIES, INC.		20,000
	5/F PDCP Bank Centre Herrera St. cor. Alfaro St. Salcedo Village, Makati City		



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EQ Beneficial Owner Report by Security

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Security:	DMC	DMCI Holdings, Inc.	
B147AC	E. CHUA CHIACO SECURITIES, INC.		178,000
	113 Rentas St. cor. 3751 Juan Luna Binondo, Manila		
B148AC	EQUITABLE SECURITIES (PHILS.) INC.		1,200
	3/F Cacho-Gonzalez Bldg, Aguirre cor. Trasierra St, Legaspi Village Makati City		
B149AC	EAST WEST CAPITAL CORPORATION		227,000
	2/F U-Bix Building 1331 Angono St., Makati City		
B150AC	EASTERN SECURITIES DEVELOPMENT CORPORATION		65,000
	1701 Tytana Ctr. Bldg, Binondo, Manila		
B153AC	EQUITIWORLD SECURITIES, INC.		222,000
	807-809 Philippine Stock Exchange Ayala Tower 1, Ayala Avenue Makati City		
B153AP	EQUITIWORLD SECURITIES, INC.		2,000
	807-809 Philippine Stock Exchange Ayala Tower 1, Ayala Avenue Makati City		
B154AC	EVERGREEN STOCK BROKERAGE & SEC., INC. - FREE		192,000
	Rm. 606 Ayala Tower I Ayala Triangle, Ayala Ave. Makati City		
B154AC	EVERGREEN STOCK BROKERAGE & SEC., INC.		15,000
	Rm. 606 Ayala Tower I Ayala Triangle, Ayala Ave. Makati City		



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EQ Beneficial Owner Report by Security

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Security:	DMC	DMCI Holdings, Inc.	
B154FC	EVERGREEN STOCK BROKERAGE & SEC., INC. - FREE		50,000
	Rm. 606 Ayala Tower I Ayala Triangle, Ayala Ave. Makati City		
B157AC	FIRST ORIENT SECURITIES, INC.		37,400
	Unit 1201 Ayala Triangle Tower One Ayala Avenue, Makati City		
B159AC	FIRST INTEGRATED CAPITAL SECURITIES, INC.		268,000
	Units 1211-1212 Tower I & Exchange Plaza, Ayala Ave. Cor. Paseo de Roxas, Makati City		
B161AC	FRANCISCO ORTIGAS SECURITIES, INC.		7,000
	Rm. 815 Ortigas Bldg. Ortigas Ave, Pasig City		
B162AC	F. YAP SECURITIES, INC.		50,000
	Unit 2301 PSE Center (East Tower) Exchange Rd., Ortigas Center Pasig City		
B167AC	AURORA SECURITIES, INC.		200
	Unit 2405A, West Tower, PSE Centre Exchange Road, Ortigas Center Pasig City		
B168AC	GLOBALINKS SECURITIES & STOCKS, INC.		3,489,058
	Rm 706 Ayala Tower One Ayala Avenue Cor. Paseo de Roxas St. Makati City		
B168AP	GLOBALINKS SECURITIES & STOCKS, INC.		70
	Rm 706 Ayala Tower One Ayala Avenue Cor. Paseo de Roxas St. Makati City		



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EQ Beneficial Owner Report by Security

31-May-2007

Security:	DMC	DMCI Holdings, Inc.	
B168FC	GLOBALINKS SECURITIES & STOCKS, INC.		25,000
	Rm 706 Ayala Tower One Ayala Avenue Cor. Paseo de Roxas St. Makati City		
B169AC	JSG SECURITIES, INC.		22,000
	4th Floor, A&T Building, 244 Escolta Street, Binondo, Manila		
B170AC	GOLDSTAR SECURITIES, INC. - FREE		96,000
	2201-B East Tower, PSE Centre Exchange Rd, Ortigas Center Pasig City		
B170AC	GOLDSTAR SECURITIES, INC.		131,000
	2201-B East Tower, PSE Centre Exchange Rd, Ortigas Center Pasig City		
B172AC	GUILD SECURITIES, INC. - FREE		50,000
	Unit 1215 Tower One & Exchange Plaza Ayala Ave., Makati City		
B172AC	GUILD SECURITIES, INC.		22,000
	Unit 1215 Tower One & Exchange Plaza Ayala Ave., Makati City		
B174AC	HDI SECURITIES, INC. - FREE		86,000
	11/F, Ayala Tower I, Ayala Ave. Makati City		
B174AC	HDI SECURITIES, INC.		10,000
	11/F, Ayala Tower I, Ayala Ave. Makati City		



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Security:	DMC	DMCI Holdings, Inc.	
B175AC	H. E. BENNETT SECURITIES, INC.		167,000
	Rm 207, Fil-Am Resources Bldg. 231 Juan Luna St., Binondo, Manila		
B179AC	I. ACKERMAN & CO., INC.		240,600
	Suite 705, Tower I Bldg. PSE Plaza, Ayala Triangle Ayala Ave., Makati City		
B180AC	I. B. GIMENEZ SECURITIES, INC.		10,512,300
	No. 42, 3/F, New Rosario Ortigas Arcade Rosario Ortigas Extn., Pasig City		
B181AC	INVESTORS SECURITIES, INC.		595,000
	6/F Tower One & Exchange Plaza Ayala Avenue cor. Paseo de Roxas Makati City		
B182AC	IMPERIAL, DE GUZMAN, ABALOS & CO.,INC.		480,500
	Greenfield Bldg.I 750 Shaw Blvd. Mandaluyong City		
B183AC	INTRA-INVEST SECURITIES, INC.		41,000
	11/F ACT Tower, 135 Sen. Gil Puyat Ave., Salcedo Vill., Makati City		
B187AC	ASIAN CAPITAL EQUITIES, INC.		14,000
	25-B Rufino Tower Bldg. Ayala Avenue, Makati City		
B188AC	J.M. BARCELON & CO., INC.		106,000
	Rm 301 Pako Bldg. Pedro Gil cor. Dart & Gen Luna Sts. Paco, Manila		



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EQ Beneficial Owner Report by Security

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Security:	DMC	DMCI Holdings, Inc.	
B190AC	VALUE QUEST SECURITIES CORPORATION		1,310,000
	9/F Units 9A & 9B, Country Space I Bldg. Sen. Gil Puyat Ave., Makati City		
B192AC	STRATEGIC EQUITIES CORP. - FREE		21,000
	Unit 610-611 PSE Plaza, Tower I, Ayala Triangle, Ayala Ave., Makati City		
B193AC	LARRGO SECURITIES CO., INC.		12,000
	Rm. 202 2/F Rufino Building, Ayala Avenue, Makati City		
B197AC	LOPEZ, LOCSIN, LEDESMA & CO., INC.		21,000
	405 Sen. Gil Puyat Ave. (near MRT), EDSA Makati City		
B199AC	LUYS SECURITIES COMPANY, INC.		100,000
	28/F, LKG Tower 6801 Ayala Ave., Makati City		
B200AC	MANDARIN SECURITIES CORPORATION - FREE		234,000
	28/F LKG Tower 6801 Ayala Ave., Makati City		
B200AP	MANDARIN SECURITIES CORPORATION - FREE		137,000
	28/F, LKG Tower 6801 Ayala Ave., Makati City		
B202AC	MARINO OLONDRIZ Y CIA		1,800
	Rm 2305-A Tektite Tower I Exchange Road Ortigas Center Pasig City		



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Security:	DMC	DMCI Holdings, Inc.	
B204AC	DA MARKET SECURITIES, INC. - FREE		360,000
	Unit 2402-B West Tower, PSE Center Exchange Road, Ortigas Center Pasig City		
B205AC	MERCANTILE SECURITIES CORP.		50,000
	20/F, First e-Bank Tower 8737 Paseo de Roxas Makati City		
B206AC	MERIDIAN SECURITIES, INC.		320,000
	Suite 2702B&C East Tower - PSE Centre Exchange Road, Ortigas Center Pasig City		
B208AC	MDR SECURITIES, INC.		15,561,000
	Unit 1806, 8/F Medical Plaza Ortigas Bldg. San Miguel Ave., Ortigas Center Pasig City		
B209AC	DEUTSCHE REGIS PARTNERS, INC. - AC CORPORATE		8,442,173
	23/F Tower One & Exchange Plaza Ayala Triangle, Makati City		
B209AC	DEUTSCHE REGIS PARTNERS, INC. - AC RETAIL		4,778,000
	23/F Tower One & Exchange Plaza Ayala Triangle, Makati City		
B209FP	DEUTSCHE REGIS PARTNERS, INC. - FREE		5,900
	23/F Tower One & Exchange Plaza Ayala Triangle, Makati City		
B211AC	NEW WORLD SECURITIES CO., INC.		65,000
	Rm. 202 Fil-Am Resources Bldg. 231 Juan Luna St. Binondo, Manila		



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Security:	DMC	DMCI Holdings, Inc.	
B215AC	OPTIMUM SECURITIES CORPORATION - HOUSE2		27,000
	No. 11 E. O. Bldg., United St. cor. 2nd St. Bo. Kapitolyo, Pasig City		
B215AC	OPTIMUM SECURITIES CORPORATION		390,000
	No. 11 E. O. Bldg., United St. cor. 2nd St. Bo. Kapitolyo, Pasig City		
B217AC	RCBC SECURITIES, INC. - FREE		7,000
	7/F Yuchengco Tower RCBC Plaza, 6819 Ayala Avenue Makati City		
B217AC	RCBC SECURITIES, INC.		1,557,000
	7/F Yuchengco Tower RCBC Plaza, 6819 Ayala Avenue Makati City		
B217FC	RCBC SECURITIES, INC.		50,000
	7/F Yuchengco Tower, RCBC Plaza 6819 Ayala Avenue Makati City		
B218AC	PAN ASIA SECURITIES CORP.		45,000
	Rm 910 Tower One & Exchange Plaza Ayala Avenue, Makati City		
B219AC	PAPA SECURITIES CORPORATION		1,089,850
	6/F S & L Building Dela Rosa cor. Esteban Sts. Legaspi Village, Makati City		
B220AC	ATR-KIM ENG SECURITIES, INC. - FREE		4,325,700
	17/F Tower One & Exchange Plaza, Ayala Triangle, Ayala Avenue Makati City		



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EQ Beneficial Owner Report by Security

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Security:	DMC	DMCI Holdings, Inc.	
B220AC	ATR-KIM ENG SECURITIES, INC. - CANSO2		1,750,000
	17/F Tower One & Exchange Plaza, Ayala Triangle, Ayala Avenue Makati City		
B220AP	ATR-KIM ENG SECURITIES, INC. - FREE		200
	17/F Tower One & Exchange Plaza, Ayala Triangle, Ayala Avenue Makati City		
B224AC	PNB SECURITIES, INC.		171,596
	3/F PNB Financial Center Roxas Blvd., Pasay City		
B225AC	PREMIUM SECURITIES, INC. - FREE		133,000
	Unit 1415, Tower 1 & Exchange Plaza Ayala Avenue cor. Paseo de Roxas Makati City		
B228AC	PRYCE SECURITIES, INC.		157
	18/F, Pryce Center 1179 Chino Roces Ave. cor. Bagtikan St. Makati City		
B229AC	PUBLIC SECURITIES CORPORATION		600
	Unit 1214 PSE Tower One & Exchange Plaza Ayala Ave. cor. Paseo de Roxas Makati City		
B230AC	QUALITY INVESTMENTS & SECURITIES CORPORATION		253,000
	Suite 1602 Tytana Plaza Bldg. Plaza Lorenzo Ruiz Binondo, Manila		
B230AP	QUALITY INVESTMENTS & SECURITIES CORPORATION		5,000
	Suite 1602 Tytana Plaza Bldg. Plaza Lorenzo Ruiz Binondo, Manila		



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EQ Beneficial Owner Report by Security

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Security:	DMC	DMCI Holdings, Inc.	
B231AC	R & L INVESTMENTS, INC.		220,500
	675 Lee St., Mandaluyong City		
B232AC	ALAKOR SECURITIES CORPORATION - FREE		8,000
	9/F Quad Alpha Centrum, 125 Pioneer St. Mandaluyong City		
B233AC	R. COYIUTO SECURITIES, INC.		339,000
	5/F Corinthian Plaza, Paseo de Roxas Legaspi Village, Makati City		
B235AC	REGINA CAPITAL DEVELOPMENT CORPORATION		620,143
	Unit 806 Tower 1 & Exchange Plaza Ayala Triangle, Ayala Avenue Makati City		
B236AC	R. NUBLA SECURITIES, INC.		465,000
	Room 300, Fil-Am Resources Bldg., 231 Juan Luna St., Binondo, Manila		
B238AC	R. S. LIM & CO., INC.		289,100
	1509 Galvani Street San Isidro, Makati City		
B239AC	RTG & COMPANY, INC. - FREE		6,000
	Unit 602 Tower 1 & Exchange Plaza Ayala Triangle, Makati City		
B239AC	RTG & COMPANY, INC.		3,427,400
	Unit 602 Tower 1 & Exchange Plaza Ayala Triangle, Makati City		



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Security:	DMC	DMCI Holdings, Inc.	
B240AC	S.J. ROXAS & CO.,INC. - PISI-215283		21,000
	Unit 612 Tower One, Ayala Triangle, Ayala Avenue, Makati City		
B240AC	S.J. ROXAS & CO.,INC.		37,000
	Unit 612 Tower One, Ayala Triangle, Ayala Avenue, Makati City		
B240AP	S.J. ROXAS & CO., INC.		1,000
	Unit 612 Tower One, Ayala Triangle, Ayala Avenue, Makati City		
B242AC	SECURITIES SPECIALISTS, INC.		58,000
	Casa Blanca, 1447 M. Adriatico St, Ermita, Manila		
B246AC	SUMMIT SECURITIES, INC.		365,800
	Unit 2102 B/C PSE Center Tektite Tower East Exchange Road, Ortigas Center Pasig City		
B247AC	STANDARD SECURITIES CORPORATION		176,000
	34 Jefferson St., West Greenhills San Juan, Metro Manila		
B251AC	TANSENGCO & CO., INC.		41,800
	Rm. 208 Padilla de los Reyes Bldg. Juan Luna St., Binondo, Manila		
B252AC	THE FIRST RESOURCES MANAGEMENT & SECURITIES CORP.		330,000
	Rms. 801-802, PSE Tower 1 Ayala Ave., cor. Paseo de Roxas,Ayala Triangle, Makati City		



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Security:	DMC	DMCI Holdings, Inc.	
B253AC	TOWER SECURITIES, INC. - FREE		1,000,000
	1802-C Tektite Tower I Exchange Road, Ortigas Centre Pasig City		
B253AC	TOWER SECURITIES, INC.		8,273,000
	1802-C Tektite Tower I Exchange Road, Ortigas Centre Pasig City		
B257AC	TRI-STATE SECURITIES, INC.		44,000
	Unit 1007, 10/F Ayala Triangle Tower I, Ayala Avenue, Makati City		
B259AC	UCPB SECURITIES, INC.		270,000
	14/F, UCPB Building Makati Ave., Makati City		
B260FC	UOB-KAY HIAN SECURITIES (PHILS.), INC. - FREE		40,000
	Unit 404 LV Locsin Bldg, 6752 Ayala Ave cor Makati Ave 1226 Makati City		
B261AC	E. SECURITIES, INC. - E.SEC2		30,000
	11/F Export Bank Plaza Chino Roces cor. Gil Puyat Ave Makati City		
B261AC	E. SECURITIES, INC.		14,000
	11/F Export Bank Plaza Chino Roces cor. Gil Puyat Ave Makati City		
B263AC	VENTURE SECURITIES, INC. - FREE		29,000
	7/F, Phil. First Building 6764 Ayala Ave., Makati City		



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Security:	DMC	DMCI Holdings, Inc.	
B263AC	VENTURE SECURITIES, INC. - PHIL FIRST AC001		4,000
	7/F, Phil. First Building 6764 Ayala Ave., Makati City		
B263FC	VENTURE SECURITIES, INC. - FREE		160,000
	7/F, Phil. First Building 6764 Ayala Ave., Makati City		
B266AC	VICSAL SECURITIES & STOCK BROKERAGE, INC.		9,424,600
	658 C. Palanca St., Quiapo, Manila		
B267AC	FIRST METRO SECURITIES BROKERAGE CORP.		175,000
	Unit 1515, 15/F Ayala Tower One Ayala Triangle, Ayala Ave. cor Paseo de Roxas Makati City		
B267AC	FIRST METRO SECURITIES BROKERAGE CORP. - PHIL AXA LIFE I		263,000
	Unit 1515, 15/F Ayala Tower One Ayala Triangle, Ayala Ave. cor Paseo de Roxas Makati City		
B267AC	FIRST METRO SECURITIES BROKERAGE CORP. - FREE		158,000
	Unit 1515, 15/F Ayala Tower One Ayala Triangle, Ayala Ave. cor Paseo de Roxas Makati City		
B267AP	FIRST METRO SECURITIES BROKERAGE CORP. - FREE		180,000
	Unit 1515, 15/F Ayala Tower One Ayala Triangle, Ayala Ave. cor Paseo de Roxas Makati City		
B267FC	FIRST METRO SECURITIES BROKERAGE CORP.		50,000
	Unit 1515, 15/F Ayala Tower One Ayala Triangle, Ayala Ave. cor Paseo de Roxas Makati City		



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Security:	DMC	DMCI Holdings, Inc.	
B269AC	WEALTH SECURITIES, INC.		4,450,800
	2103 PSE Centre, Exchange Road Ortigas Centre, Pasig City		
B270AC	WESTLINK GLOBAL EQUITIES, INC.		108,000
	6/F Philippine Stock Exchange Plaza Ayala Avenue, Makati City		
B272AC	BERNAD SECURITIES, INC.		25,000
	3/F, 1033 M.H. del Pilar St. Ermita, Manila		
B272AP	BERNAD SECURITIES, INC.		745,000
	3/F, 1033 M.H. del Pilar St. Ermita, Manila		
B272FC	BERNAD SECURITIES, INC.		200,000
	3/F, 1033 M.H. del Pilar St. Ermita, Manila		
B273AC	WONG SECURITIES CORPORATION		25,000
	205 Captain Roja St., San Juan Metro Manila		
B275AC	YAO & ZIALCITA, INC.		930,000
	5G Vernida I Condominium 120 Amorsolo St., Legaspi Village Makati City		
B278AC	YU & COMPANY, INC. - FREE		13,000
	Unit E 1606-B Tektite Tower 1 Exchange Road, Ortigas Center Pasig City		



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Security:	DMC	DMCI Holdings, Inc.	
B278AC	YU & COMPANY, INC.		677,000
	Unit E 1606-B Tektite Tower 1 Exchange Road, Ortigas Center Pasig City		
B279AC	BDO SECURITIES CORP.		290,500
	27/F Tower I & Exchange Plaza Ayala Ave., Makati City		
B282AC	PCCI SECURITIES BROKERS CORP.		30,000
	4/F PCCI Corporate Centre 118 L.P. Leviste St, Salcedo Village Makati City		
B282AC	PCCI SECURITIES BROKERS CORP. - FREE		358,000
	4/F PCCI Corporate Centre 118 L.P. Leviste St, Salcedo Village Makati City		
B283AC	EAGLE EQUITIES, INC.		48,000
	779 Harvard St., Mandaluyong City		
B285AC	GOLDEN TOWER SECURITIES & HOLDINGS, INC.		130,000
	4-B Vernida I Condominium, 120 Amorsolo St., Legaspi Village, Makati City		
B286AC	SOLAR SECURITIES, INC.		1,049,050
	Unit 3002-A East Tower, Phil. Stock Exchange Centre, Exchange Road, Ortigas Complex, Pasig City		
B288AC	G.D. TAN & COMPANY, INC.		30,000
	Unit 2203-A East Tower, PSE Center Exchange Road, Ortigas Center, Pasig City		



PHILIPPINE
CENTRAL
DEPOSITORY, INC.

EQ Beneficial Owner Report by Security

31-May-2007

Security:	DMC	DMCI Holdings, Inc.	
B323FP	CLSA PHILIPPINES, INC. - FREE		368
	18/F, Tower 1, The Enterprise Center 6766 Ayala Ave., Makati City		
B328AC	THING ON SECURITIES LTD, (PHILS.), INC.		105,000
	1136 Soler St., Binondo, Manila		
B333AC	UBS WARBURG SECURITIES PHILS., INC. - FREE		40,000
	19/F Ayala Tower One, Ayala Ave., Makati City		
B338AC	PHILIPPINE EQUITY PARTNERS, INC. - CLIENT2		2,025,000
	Unit 19C Citibank Tower Citibank Plaza 8741 Paseo de Roxas Makati City		
B338AP	PHILIPPINE EQUITY PARTNERS, INC. - FREE		309
	Unit 19C Citibank Tower Citibank Plaza 8741 Paseo de Roxas Makati City		
B345AC	UNICAPITAL SECURITIES INC. - MAKATI SUPERMART		25,000
	4F Majalco Bldg Benavidez cor Trasierra Sts Legaspi Vill., Makati City		
B345AC	UNICAPITAL SECURITIES INC. - FREE		878,000
	4F Majalco Bldg Benavidez cor Trasierra Sts Legaspi Vill., Makati City		
B345AP	UNICAPITAL SECURITIES INC. - FREE		70,000
	4F Majalco Bldg Benavidez cor Trasierra Sts Legaspi Vill., Makati City		



PHILIPPINE
CENTRAL
DEPOSITORY, INC.

EQ Beneficial Owner Report by Security

31-May-2007

Security:	DMC	DMCI Holdings, Inc.	
B345FC	UNICAPITAL SECURITIES INC. - FREE		2,000,000
	4F Majalco Bldg Benavidez cor Trasierra Sts Legaspi Vill., Makati City		
B388AC	ARMSTRONG SECURITIES, INC.		26,000
	20/F, Equitable PCI Tower I Makati Ave. cor. H.V. de la Costa St. Makati City		
B389AC	KING'S POWER SECURITIES, INC.		13,000
	Rm 704 Federal Tower Dasmarias St. Binondo, Manila		
BCDO20	BANCO DE ORO - TRUST BANKING GROUP		13,772,000
	#12 ADB Avenue, Ortigas Centre, Mandaluyong City		
CITI10	CITIBANK N. A. - CITIOMNILOC		1,773,000
	11/F Citibank Tower Villar corner Valero Sts. Makati City, MM		
CITI10	CITIBANK N. A. - CITI FAO SUNLIFE		9,749,000
	11/F Citibank Tower Villar corner Valero Sts. Makati City, MM		
CITI10	CITIBANK N. A. - CITIOMNIFOR		47,066,781
	11/F Citibank Tower Villar corner Valero Sts. Makati City, MM		
DEUB10	DEUTSCHE BANK AG MANILA BRANCH		11,300,000
	26/F Ayala Tower One Ayala Triangle, Makati City		



PHILIPPINE
CENTRAL
DEPOSITORY, INC.

EQ Beneficial Owner Report by Security

31-May-2007

Security:	DMC	DMCI Holdings, Inc.	
DEUB20	DEUTSCHE BANK AG MANILA BRANCH - IMA		100,000
	26/F ayala Tower One, Ayala Triangle, Makati City		
DEUB20	DEUTSCHE BANK AG MANILA BRANCH - VTA		3,493,000
	26/F ayala Tower One, Ayala Triangle, Makati City		
HSBC10	THE HONGKONG AND SHANGHAI BANKING CORP. LTD. -CLIENTS'		492,024,100
	30/F Discovery Suites 25 ADB Ave., Ortigas Center Pasig City		
HSBC20	THE HONGKONG AND SHANGHAI BANKING CORP. LTD. -CLIENTS'		4,750,359
	30/F Discovery Suites 25 ADB Ave., Ortigas Center Pasig City		
HSBC20	THE HONGKONG AND SHANGHAI BANKING CORP. LTD. -CLIENTS'		23,969,827
	30/F Discovery Suites 25 ADB Ave., Ortigas Center Pasig City		
HSBC30	THE HONGKONG & SHANGHAI BANKING CORP. LTD. -OWN ACCOU		1,200
	30/F Discovery Suites 25 ADB Ave., Ortigas Center Pasig City		
PABC10	AB CAPITAL & INVESTMENT CORP.- TRUST & INVESTMENT DIVISI		2,068,000
	G/F Asianbank Centre Building Sen Gil Puyat Ave Ext cor Tordesillas St Salcedo Village, Makati City		
PBCI10	BASIC CAPITAL INVESTMENTS CORP.		544,000
	12/F Allied Bank Center 6754 Ayala Ave., Makati City		



PHILIPPINE
CENTRAL
DEPOSITORY, INC.

EQ Beneficial Owner Report by Security

31-May-2007

Security:	DMC	DMCI Holdings, Inc.	
PSMC20	SAN MIGUEL CORPORATION PLAN-STP		220,000
	San Miguel Corp. Retirement PLan 40 San Miguel Ave. Ortigas Center, Mandaluyong City		
RCBC10	RCBC TRUST & INVESTMENT DIVISION		4,639,200
	333 Sen. Gil J. Puyat Ave. Makati City		
SCBK10	STANDARD CHARTERED BANK		153,313,000
	6756 Ayala Avenue Makati City		
SCTD10	MBTC - TRUST BANKING GROUP		11,859,000
	5/F Metrobank Plaza Sen. Gil Puyat Ave., Makati City		
SCTD10	MBTC - TRUST BANKING GROUP - METRO GROWTH01		3,429,000
	5/F Metrobank Plaza Sen. Gil Puyat Ave., Makati City		
UCPB10	UNITED COCONUT PLANTERS BANK-TRUST BANKING		45,000
	5/F, UCPB Bldg., Makati Ave. Makati City		
		TOTAL	1,326,283,149

DMCI HOLDINGS, INC.
Management Report
Pursuant To SRC Rule 20 (4)

I. Incorporated herein are the Audited Annual Financial Statements of DMCI Holdings, Inc. (the “Company”) for the year ended December 31, 2006, the Interim Financial Statements of the Corporation for the quarter ended March 31, 2007, and the Statement of Management’s Responsibility in respect of the financial statements.

II. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

There has been no change or disagreements with certifying accountants.

III. Management's Discussion and Analysis or Plan of Operation

AUDITED FINANCIAL STATEMENTS AS OF DECEMBER 31, 2006

DMCI Holdings, Inc. (the “Company”) is a holding company which derives its income from its investments. Its major investments are in: Semirara Mining Corp. (SMC), which operates the coal mining operations; DMCI Project Developers, Inc. (PDI), which reports on the real estate segment; and D.M. Consunji, Inc. (DMCI), which manages the construction business and also shares in the real estate business.

I. RESULTS OF OPERATIONS

DMCI Holdings, Inc. (the “Company”) reported a consolidated income of P1.383 billion for 2006 compared to P4.181 billion and P1.541 billion for 2005 and 2004 respectively. The 2006 bottom figure included a P356 million gain on sale of shares in the coal business for a net recurring income of approximately P1 billion, while the 2005 bottom figure also incorporated a P2.3 billion gain on sale of shares in the coal business for a net recurring income of P1.9 billion. The decline in net income can be attributable to the developments in the coal sector but was compensated by the progress in the construction business and the advancements in the real estate unit.

REAL ESTATE

The Company’s real estate business, headed by 100% owned real estate company DMCI Project Developers, Inc. (PDI), continued to experience towering operations for the period with respect to the last two years. Extraordinary demand from buyers of the Company’s real estate projects produced record breaking revenues of P2.1 billion for 2006 from the P1.5 billion and P718 million posted in 2005 and 2004 respectively.

The Company’s medium rise condominium community projects continued to be a success as sales from existing projects: East Ortigas Mansions (EOM), Mayfield Park Residences (MPR) went up

significantly. Bonifacio Heights, a joint venture project with the Armed Forces of the Philippines (AFP), located in the Fort Bonifacio area of which are exclusively available for AFP personnel, contributed P508 million accounting for a 278% increase in sales from 2005. Moreover, Mahogany Place Subdivision, a horizontal house and/or lot development which is a deviation from the normal medium rise platform proved to be a success to the Company, as it contributed significant revenues amounting to P460 million for the period increasing by 193% from 2005. Heightened marketing activities coupled with the DMCI reputable quality of building can be credited to the increase in sales. The year marked the significant contribution of international community thru the Overseas Filipino Workers (OFWs) as an essential market and opportunity for expansion with approximately 30% of sales were bought by the international market. International marketing is proving to be critical pursuit to be taken into greater summits.

With existing projects reaching almost fully-sold status, the Company is looking to launch new projects to address the dwindling supply of housing units, namely: Raya Gardens Condominiums, a combination of high rise and medium rise development located in Barangay Merville, Paranaque; Rosewood Pointe, a project utilizing the proven medium rise template done in the same design and aesthetics as Mayfield Park Residences, located in Taguig;; and The Manors at Celebrity Place, a mixed town house-medium rise community project located adjacent to the Celebrity Sports Plaza in Loyola Heights, Quezon City. The Company hopes that these new projects will meet the stringent market demand for aesthetically pleasing, high quality, reasonably affordable residential dwellings.

Evident with the Company's efforts to provide the best source of housing for Filipinos and not just to liquidate its land bank, it has entered into a joint-venture with a publicly listed company, Crown Equities, Inc. in the development of Cypress Towers, a high rise condominium project, right smack along C-5, Taguig, 15 minutes away from the Makati Central Business District; and also with Equitable PCI Bank, in the development of Riverfront Residences located in Pasig, a stones throw away from the Ortigas Business Center. The Company through PDI is also lined up with other parties in the possibility of developing their parcels of land using the Company's proven community driven design and build formula.

PDI effected some accounting adjustments for that started in the 2nd quarter of the 2006 which caused a prospective reduction to revenues and increase in costs from revision of certain accounting treatment and estimates, and compliance to the new accounting standards as indicated in the Philippine Financial Reporting Standards (PFRS). The Company is expecting to further evaluate and possibly retroact the adjustment upon the year-end audit but still pushed through with the booking due as a principle of conservatism. This tapered the escalation in the Company's real estate operations.

General and administrative costs were significantly increased with marketing and selling activities being accelerated by the Company accounting mainly for the increase in consolidated operating expenses. It is expected that the trend with operating costs will continue as expansion and strengthening of its real estate operations will strongly be embarked upon by the Company as it now is convinced of the apparent prospects in the real estate business.

As the Company's housing business is reaching new peaks, the Company is eagerly looking at propelling its real estate business into the next stage of not just providing quality affordable homes to Filipinos but also as a source of income to would be investors with thoughts on launching the real estate business in the public market.

CONSTRUCTION

The construction segment, operated by wholly-owned construction subsidiary D.M. Consunji, Inc. (DMCI), showed significant progress as it posted an increase in construction gross margins and income for 2006 compared to 2005 and 2004.

Continuous revenues from key projects KAMANAVA Floodway civil works, and the One Adriatico Place residential building helped provide the construction returns. Other notable projects were the Subic-Tarlac Express-Deck Fabrication and the Meneses Corp. Center which also pitched in their fair share of work. The sharp increase in construction gross margins, however was mainly due to increased revenues from the non-traditional construction operations of DMCI, specifically from the special business units, namely the Equipment Management Business Unit (EMD), the Ready Mix Concrete Business Unit (RMC), and the Formwork Management Business Unit (FMBU). The Company directs this notable development to DMCI's direction towards utilizing and optimizing the specific core competencies and opportunities brought about by its existing construction equipment.

In addition, DMCI booked change orders from previous works of which costs were already recorded. These change orders were agreed and finalized and was subsequently booked in the year allowing for the realization of revenues without costs, further increasing gross margins.

General and administrative expenses slid down for the period compared to last two years as the Company's continuing cost reduction is being sustained, more so with the construction industry becoming more diversified and competitive.

The entry of the Company into the water utility business will also prove helpful to the construction business per se as much of the engineering requirements involved in the improvement of the water utility will be done by DMCI. (see discussion in the Water business below)

As the construction business is maturing and proving to be a challenge nowadays with its retail-competitive nature, the Company is still confident that it can maintain its foothold as one of the leading provider of construction services with the heritage as proud Filipino contractors to the country and the global community.

POWER & COAL

The Company's coal mining business, operated by now 58%-owned, publicly listed Semirara Mining Corp (SMC), reported significantly lower business results for 2006 as contributions from the coal segment was recorded at P601million, compared to P1,592 million and P1,439 million in 2005 and 2004 respectively.

Below is SMC's management discussion and analysis of financial condition and results of operations lifted from the Semirara Mining Corp. 2006 Financial Report:

*SEMIRARA MINING CORP.
MANAGEMENT'S DISCUSSION AND ANALYSIS
OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS
(YEARS 2003-2006)*

Full Years 2005-2006

I. PRODUCTION

The last fleet of equipment that completed the modernization and expansion program of Semirara Mining Corporation (SMC), which commenced in 2004 to address the growing demand for Semirara coal, arrived in the first half of the current year. Consequently, the completed expansion program has ramped up the capacity of the Company to move materials up to 40 million bank cubic meters (bcm), translating to an annual capacity of 4 million to 4.5 million run-of-mine (ROM) coal. The "economies of scale" at this level is expected to bring down cost of production that will make the company more competitive against imports, at the same time, bring up the company's level of business to the vast potentials of the export market in the region which management looks forward to initiate in 2007.

Consequently, 2006 registered the highest material movement in the history of the Company's operations at 38.42 million bcm, registering a 38% increase over the previous year's material movement of 27.88 million bcm. Coupled with the increased capacity, this growth was also spurred by the fact that coal demand was slower in 2006, such that mining activities were largely focused on material movement instead of coal extraction. Management opted to use available capacity removing material burden to fully utilize its production equipment but left stripped coal at the pit for future deliveries. Pre-stripped coal is estimated to amount to 1.3 million Mt's with a market value of at least P2.3 billion as of yearend. This inventory is not recognized in the Company's balance sheet in accordance with the Generally Accepted Accounting Principles. The coal can be easily extracted at minimum cost in the succeeding year. As a result, waste material to coal ratio (or strip ratio) correspondingly demonstrated a significant increase of 76% at 14.13:1, compared to last year's ratio of 8.02:1. This translated to a lower ROM coal production of 2.59 million metric tons (MTs), 19% short compared to 2005 production of 3.19 million MTs. The resulting net total product coal was correspondingly lower at 2.27 million MTs, registering a 21% slump from 2005 net production of 2.89 million MTs. Coal stockpile inventory amounted to 606 thousand MTs with a book value of P1.02 billion as of yearend 2006.

Firming up on Quality Improvement, expansion of the coal washing plant was also achieved during the year, while drying facilities were installed to cater to the needs of the cement industry.

To further address Cost Reduction, it is worth mentioning that a second Crusher and Conveyor System was laid down to minimize the use of trucks for hauling material handling to reduce fuel cost which is the single biggest cost item. Installed capacity is now up to 30% of total material handling capacity. To run the systems efficiently, the company's 2 x 7.5 MW coal-fired power plants underwent rehabilitation.

II. MARKET

Demand for Semirara coal slumped in 2006. Competition from the natural gas-fired plants as well as entry of cheaper imports limited coal deliveries to power plants. For the year, coal sales volume registered at 2.076 million MTs, 16% lower than last year's 2.479 million MTs.

The Calaca Plants of the National Power Corporation (NPC) accounted for 62% of the total coal delivered, translating to 1.294 million MTs. This reflected a 6% increase over the previous year's NPC Calaca sales of 1.225 million MTs. NPC Calaca Plant Number 2 had limited operations in 2005 due to a series of technical problems encountered during the course of its maintenance shutdown. Meanwhile, sales to other NPC plants, like Sual and Pagbilao, significantly dropped from 207.14 thousand MTs in 2005 to 5.96 thousand MTs in the current year. Apart from import commitments, the Sual plants encountered problems in the second half of the year, resulting to plant shutdown. On the other hand, Pagbilao was awash with inventory as imported coal intended for Masinloc and Sual were diverted to Pagbilao. Sale to Non-NPC power plants likewise fell from 348.79 thousand MTs to 195.74 thousand MTs this year, thus greatly contributing to the considerable reduction of total consumption of power plants from 1.78 million in 2005 to 1.50 million in 2006.

The drop in the demand for cement likewise resulted to the decrease in the off-take of Semirara coal by cement plants to 531.29 thousand MTs in the current period, from 666.97 thousand MTs in the previous year. The cement market accounted for 26% of the total sales of the Company.

Nevertheless, despite the bleak picture of the power and cement markets, sales to industrial users of Semirara coal increased by 56% to 48.94 thousand MTs in the current period from 31.46 thousand MTs in the previous year. Although the total volume may not be impressive, it is worthy to note that towards the end of the year, the Company started to deliver to small industrial and manufacturing plants who were shifting to coal from more expensive fuels like bunker and diesel. This is a welcome development for the Company since it has been the thrust of management to reduce dependence on a few major customers and to penetrate more non-traditional users of Semirara coal.

Interestingly, during the current year, the Company received several inquiries on the feasibility of exporting coal to China. Towards the end of the period, the Company was finalizing a deal for a test shipment to South China.

Composite price for Semirara coal is almost at the same level as last year, registering a slight increase at P2,211.76/MT compared to the previous year's price of P2,204.67.

III. FINANCE

A. Sales and Profitability

The 16% drop in sales volume correspondingly registered a decrease in Coal Sales from P5.47 billion in 2005 to P4.59 billion in the current period. Meanwhile, with more volume delivered to Calaca this year, Coal Handling Revenues consequently rose by 11% to P96.34 million from P86.51 million last year. The resulting Gross Revenues is P4.69 billion, 16% lower than the previous year's Revenue level of P5.55 billion. Revenue distribution remained at 98% Coal Sales and 2% Coal Handling Revenues.

On the other hand, higher strip ratio resulted to a 12% rise in Cost of Sales from P3.31 billion, which includes Coal Handling Cost of P113.38 million, in 2005 to P3.71 billion this year, inclusive of Coal Handling Cost of P70.36 million. On a per metric ton basis, the impact of advanced stripping is

significantly reflected in the 36% increase in Cost of Coal Sold at P1,754.82/MT in 2006 as against last year's reported figure of P1,287.39/MT. Cash costs in the current period comprised 68% of total cost/MT, while depreciation, depletion and amortization comprised 32%. The previous period's cost is composed of 61% cash costs and 39% non-cash costs. More depreciable equipment were acquired related to capacity expansion causing a rise in depreciation cost.

The resulting Gross Profit ratio is considerably lower at 21% this year as against 2005 profitability ratio of 40%. In absolute amounts, the current period's Gross Profit registered a 57% decrease from P2.25 billion in 2005 to P974.53 million this year.

Operating Expenses recorded a substantial reduction of 51% at P133.13 million as at yearend 2006, as compared to the previous period's figure of P271.64 million. Reduced Coal Sales brought down Government Share by 13% at P138.27 million in 2006 from P158.78 million in 2005. General and Administrative Expenses posted a reduction of 105%, largely as a result of the reversal of the Provision of Real Property Taxes amounting to P73.5 million, in accordance with Presidential Decree (PD) 972 exempting the Company from all taxes except income tax.

Meanwhile, the 80% increase in Financing Cost is attributed to the increased number and value of Letter of Credits opened for the purchase of various parts used for the maintenance program of machineries and equipment, construction of second line in-pit crushing and overburden conveying system, and rehabilitation of the power plants. Moreover, base rates for foreign-denominated loans, which comprised 49% of total loans, increased with the rise in 180-day LIBOR from 3.7650% in 2005 to 5.2963% in 2006, and 90-day SIBOR from 3.5619 % in 2005 to 5.2326% in 2006. Hence, the resulting Financing cost was recorded at P213.04 million in 2006, as against 2005 figure of P118.52 million. It should be noted however that there was a reversal in Accrued Interest Expenses on past due royalty payments for prior years in 2005 amounting to P86.7 million as settlement was reached with the Department of Energy.

Finance Revenue, which reflected interest income on savings accounts and short-term placements and investments, is lower by 1% from P55.11 million in 2005 to P54.53 million in the current year, despite the sizeable reduction in the cash level from P1.33 billion in 2005 to P510.44 million as at yearend 2006.

Meanwhile, the continued strengthening of the Philippine Peso as against the US dollar, which is the currency of all foreign-denominated loans, afforded the Company to recognize Foreign Exchange Gains of P119.96 million from its foreign loans, recording a 22% increase over the previous year's gains of P98.09 million. Of the amount, P34.29 million were Realized and P85.70 million is Unrealized.

Collection of insurance claims amounting to P70.21 million and gains on sale of phased-out mining support equipment amounting to P20.07 million spurred the increase of Other Income account by 24.2x to P107.61 million in 2006 from P4.44 million in the previous year.

The resulting Net Income Before Tax fell by 55% at P910.47 million, which is 19% of Revenues in 2006, from P2.01 billion in 2005 or 36% of Revenues. Provision for Income Tax in the current year amounted to P309.23 million, of which P297.26 million is due and payable in the current year while P11.97 million represents provision for deferred tax liability, total provision is effectively 33.97% of taxable income. On the other hand, 2005 Provision for Income Tax was recorded at P422.61 million, which is only 20.97% of the year's pre-tax income. The effective tax rate in the current period is higher compared to the previous year since 2005 provision included the application of the remaining Net Operating Loss Carry Over (NOLCO) amounting to P455.13 million and Minimum Corporate

Income Tax (MCIT) of P67.42 million. Consequently, Net Income After Tax in the current year amounted to P601.24 million, registering a 62% drop from 2005 After-Tax Income of P1.59 billion.

B. Financial Condition, Solvency and Liquidity

Due to adverse market developments, the company failed to meet sales targets in the current year. Consequently, not only did Revenues drop, but cost of coal sold also soared as operations accounted for full costs of pre-stripping activities, in accordance with the consensus of the Emerging Issues Task Force (EITF) of the Financial Accounting Standards Board (FASB) set forth in EITF Issue No. 04-6, Accounting for Stripping Costs Incurred during Production in the Mining Industry. Management opted to fully utilize available capacity by stripping waste, instead of controlling operations to balance stripping activities with coal extraction. As a result, the Company's financial condition has experienced a slight setback in terms of liquidity. However, despite the sluggish market, which is the root cause of reduced profitability, the Company was still able to maintain a healthy cash position and report a sound balance sheet.

Despite the huge drop in profitability, Net Cash Provided by Operating Activities only showed a slight decrease of 8.29% from P1.30 billion in 2005 to P1.19 billion in 2006. This is primarily due to the decrease in Receivables by P608.23 million in the current year compared to an increase in the account by P366.99 million reflected in the previous period and the tempered increase in Inventories by P474.28 million this year as against last year's figure of P811.31 million. Moreover, 2005 reflected a decrease in Accounts and Other Payables of P581.37 million versus the current period's decrease by a smaller amount of P80.31 million as last year's statement recorded complete settlement of some old accounts. These included payment of DOE past due accounts amounting to P193.3 million and payment of Due to Related Parties amounting to P152.7 million incurred in 2004.

As the expansion and modernization program reached its final phase in 2006, P1.5 billion worth of machineries and equipment were purchased during the period. Purchases of new mining equipment worth P1.21 billion and other Capital Expenditures (CAPEX) amounting to P291.19 million was recorded in 2006. The amount, however, is lower than total CAPEX of P1.78 billion in 2005, comprised of various mining equipment amounting to P1.58 billion and P207.71 million other CAPEX. This decline in cash outflow was partly offset when the Company placed P300 million in Temporary Investments with an Affiliate. As a consequence, Net Cash Used in Investing Activities exhibited a drop from P1.18 billion in 2005 to P574.17 million in the current year.

Meanwhile, the Company's Financing Activities recorded a Net Cash Used amounting to P1.44 billion, compared to the previous period's Net Cash Inflow From Financing Activities amounting to P1.18 billion. The previous year recorded cash inflows from proceeds of shares offering amounting to P1.62 billion which shored up cash resources. Although loans repayment amounted to P1.28 billion, higher amounts of loans amounting to P1.2 billion were also availed. On the other hand, the current year's cash flows reflect Repayment of Long-Term Debt of P1.28 billion, but was offset by lower loan borrowings. Furthermore, in 2006 for the first time in its history, the Company paid cash dividends amounting to P333.09 million, thus putting more dent to its cash position.

While 2005 recorded a net cash generation of P1.30 billion, the current year exhibited a Net Decrease in Cash amounting to P821.20 million. As a result, 2006 Cash End is lower at P510.44 compared to 2005 cash level of P1.33 billion.

Correspondingly, Current Assets fell to P3.41 billion as at end 2006 from the P3.95 billion level in the previous year. The Temporary Investment mentioned above is an investment to the parent Company, which has a tenor of 180 days, earning a very attractive rate of 11%. The drop in Trade Receivables

from P1.09 billion in 2005 to P505.73 million in the current year mainly accounted for the decrease in Net Receivables from P1.17 billion last year to P566.88 million this year, reflective of the lower sales. Meanwhile, low market demand resulted to an increase in Coal Inventory to P1.02 billion this year accounting for 606 thousand MTs of coal from P552.62 million in the previous year. As a result, Net Inventories rose to P1.84 billion from P1.37 billion as at end 2005. The increase in Other Current Assets is primarily caused by the rise in the amount of Creditable Withholding Taxes on Coal Sales withheld by customers to P175.34 million in the current year from P83.06 million in 2005. This increase is largely due to the government-mandated withholding of 5% VAT by the National Power Corporation which the Company is reclaiming in accordance with its VAT exemptions.

On the other hand, the completion of the last leg of the expansion program brought up Property, Plant and Equipment to P3.10 billion, with additions amounting to P1.50 billion, partially offset by Depreciation, Depletion and Amortization totaling to P1.34 billion. Consequently, Non-Current Assets registered a 4.4% increase from P2.97 billion in 2005 to P3.11 billion as at end of the current year. The decrease in Other Non-Current Assets was mainly driven by the decrease in Marginal Deposits on equipment and parts purchases from P42.82 million in 2005 to P5.64 in the current year. The resulting Total Assets reflected a 6% drop from P6.93 billion as at end 2005 to P6.51 billion in 2006.

Notwithstanding the modest profitability reported during the current year, the Company was able to significantly trim down its Total Liabilities by 20% from P2.74 billion as at end 2005 to P2.19 billion as at end of the current year. The reclassification of Long-Term Portion of Long-Term Debt to Current Portion posted an increase in the Current account. Also, most loan availments during the year have short-term tenors to take advantage of cheaper financing charges compared to long-term loans, giving due consideration to the Company's overall liquidity. Combined, these resulted to a 15% growth in Total Current Liabilities from P1.17 billion in 2005 to P1.34 billion this year. On the other hand, the payment of Accounts and Other Payables, the settlement of last year's Income Taxes Payable, and the delivery of coal to customers with advance payments tempered the net increase in Total Current Liabilities of P180.3 million.

Total Non-Current Liabilities meanwhile showed a 46% fall from P1.57 billion in 2005 to P850.66 million this year, mainly as a result of the pre-payment of Marubeni loan amounting to \$7.42 million before its maturity and reclassification of Long-Term Debts. Moreover, in accordance with the Philippine Accounting Standards (PAS) 19, the Company continued to acknowledge its liability to fund the retirement benefits of the employees, which resulted to an increase in Pension Liability by 27% from P42.33 million in the previous year to P52.67 million this year.

The adoption of the New IFRS/IAS in the previous year caused changes in accounting standards which compelled the Company to restate prior years' financial statements and recognize certain deferred tax liabilities. Net Deferred Tax Liabilities rose by 19% from P61.83 million in 2005 to P73.79 million as at end 2006.

Although in terms of absolute amounts, the decrease in Total Liabilities recorded at P539.63 million is higher than the reduction in Total Assets by P416.73 million, the reclassification from long-term to current portion of Long-Term Debts and availments of short-term financing resulted to a dip in the Current Ratio from 3.39:1 in 2005 to 2.53:1 this year.

The recognition of net profits in 2006, tempered by the distribution of Stock Dividends of P333.09 million, further boosted the strong equity position of the Company. Meanwhile, a continuation of the shares buyback program which commenced in 2005 increased Cost of Treasury Shares by 38% from P383.63 million in the previous period to P528.89 million as at yearend with the acquisition of

additional 5,499,500 common shares costing P145.26 million in 2006. The resulting Total Stockholders' Equity was impressive at P4.31 billion as at end 2006 from P4.19 billion in the previous year, recording a 3% growth. As a consequence, Debt-to-Equity ratio further improved to 0.51 in the current period, compared to last year's ratio of 0.65.

C. Performance Indicators

1. **Production & Sales Volume** – These two indicators are main drivers of profitability, with direct impact on cost and revenues. In terms of capacity, the Company can already easily serve an increasing demand of up to 4.5 million MTs. Economies of scale should also work in the Company's favor in reducing cost of production. However, production level should be correspondingly matched with demand to achieve optimum cost efficiency. During the current year, low market demand pushed management to continue stripping operation, which in turn adversely affected profitability level. However, it proved to be a wise decision for management, since towards the latter part of the year, several interested buyers were already knocking at the Company's door wanting to explore possibilities of exporting Semirara coal. Subsequently, the Company had a maiden voyage exporting its coal to South China in the first quarter of 2007. As of this writing, it has received more supply proposals from foreign buyers.
2. **Average Selling Price** – This is another profitability driver. Semirara being the single largest coal producer in the country, producing more than 92% of total local output practically comprise the whole coal industry in the country. Hence, it benchmarks its selling price to global coal prices. Notably, it has inherent advantage over landed cost of imported coal, which includes freight cost and 12% Value Added Tax (VAT). By virtue of PD 972, the Company is VAT-exempt. On the other hand, pricing of Semirara coal to local customers is vulnerable to foreign exchange movements.
3. **Capital Expenditures** – The Company's growth potential depends on its ability to timely increase its capacity to meet growing demand. There is an increased global demand for mining equipment as the mining industry has become more active in the recent years. As a result, delivery lead time of mining equipment is at least 6 months. More often, delivery period is 18 months. Hence, Capital Expenditures should be a major factor in planning and strategizing to balance financial strength and growth.
4. **Debt to Equity (D/E) Ratio** – The mining industry is capital intensive. The ability of the company to raise funds to finance its operations and acquisition requirements largely depends on its financial strength. The D/E Ratio is a good indicator of the Company's financial condition. Over the years, the company has remarkably improved its D/E Ratio, such that the current year set a new record of 0.51, a further improvement of the previous year's already sound D/E ratio of 0.65.
5. **Improved Coal Quality** – The Company's thrust to improve and expand its market should be complimented with efforts to improve acceptability of its product by continuously enhancing coal quality. This need is further underscored by the opening of the export market to Semirara Coal. In this light, the Company has continuously exerted efforts to enhance the value of its product. The inherent characteristics of Semirara coal may only limit its potential, but other quality parameters can still be improved by incorporating additional processes, such as coal washing/drying to improve ash content and lower moisture.

With current adversities in the coal business, the Company is strongly pursuing expansion into the power sector as it recently won the bid in the NPC off-grid Small Power Utility Group (SPUG) project in Masbate Island. Likewise, the Company is also in the application stage for its plan to build and maintain a coal-fired power plant in Concepcion Iloilo. As the Company's enters into the power industry, it hopes that diversification and forward integration will provide for a more stable domestic consumption for Semirara coal. With 2006 not being the best year for the coal sector, the Company is optimistic in other opportunities to further diversify and support its coal mining business. Coal exports, the power sector and other mineral mining opportunities among others are what the Company believes that if successful, can bring back its coal business to higher highs.

WATER

Late in 2006, the Company, along with Metro Pacific Investments Corp. (MPIC), won in its bid to acquire Maynilad Water Services, Inc. (Maynilad). The Company initially invested the amount of P3 billion pesos to this venture and is expecting significant contributions to be included in succeeding year's consolidated operations. The Company also expects that significant engineering requirements of this newly acquired business will be done by its construction unit and as such will help in the whole consolidated business.

II. FINANCIAL CONDITION

The Company's financial condition for the period improved as total assets at the end of 2006 increased by 21% from 2005.

Cash decreased as the Company's investment in the Maynilad acquisition was booked late in the year. The investment had an initial cash cost to the Company of P3 billion. Despite this cash from operations for the period posted positive figures showing the continuing upbeat results from the different businesses of the Company.

Total receivables (current and non-current) went up as a result of heightened sales in the real estate sector, sustained coal take-up, and improving construction business among others.

The current slowdown in coal deliveries coupled by increased mining operations allowed for an inventory build up explaining significantly the increase in the Company's consolidated inventory. Although sales were up in the real estate business, the Company has decided to build up inventory and increase work in its existing projects, accounting for additional growth to total inventory. Some long term investment properties were also reclassified to real estate inventory, as these properties were determined in 2006 to be used for development in the near future, adding to the increase in inventories and reduction in investment properties.

SMC's acquired additional equipment as it reached its final phase in its expansion. This accounted mostly for the increase in property plant and equipment.

Accounts & other payables grew by 18%. Payables to suppliers mainly from the construction segment grew 28% due to the improved business. Also, customers deposits from the real estate sales that have yet to be realized went up 10 times manifesting the growth in the Company's housing business. Moreover, pre-selling has been contributing the increase in these customers deposit, evident of the Company's continuing success and recognition as reliable and guaranteed builders in the property development business.

Long term liabilities grew as SMC's plant expansion was financed mainly by long term loans. In addition, the Company acquired local bank financing to fund half of its P3 billion initial investment in the Maynilad acquisition. Subsequently, as of April 2007, the Company have already paid up this local bank loan.

Current ratio decreased from 2.52 in 2005 to 2.41 significantly affected by the increase in current payables and the initial cash investment for the Maynilad acquisition. Despite this current debt repayment capability is still healthy and well within industry averages. Debt to equity ratio slightly increased from 0.66 to 0.77 indicating a slight rise in the risk position for the Company's stockholders vs. its creditors. The Company notes however that the debt to equity ratio is still below 1, indicating a strong owner base leverage. The debt to equity ratio was also within industry averages as the Company strives to maintain its financial risk position relative to the interest of its stockholders (current ratio average per industry: Mining-1.78, Construction-1.29; Real Estate-1.84; debt to equity ratio average: Construction-2.05; Mining/Quarrying-2.08; Real Estate-0.32; reference: Business World Top 1000 Corporations in the Philippines. 2005, Volume19).

KEY INDICATORS

The Company and its Subsidiaries (the "Group") has the following as its key performance indicators:

- (a) Change in Coal Sales
- (b) Change in Real Estate Sales
- (c) Change in Construction Revenues
- (d) Change in Net Income
- (e) Change in Current Ratio
- (f) Change in Debt to Equity Ratio

CHANGE IN COAL SALES

With the emergence of coal mining as a significant business of the Company, it is imperative that the Company discuss thoroughly its coal business through its now 58% owned coal mining subsidiary, SMC. A clear indicator of performance in the coal mining business is any change in Coal Sales. This will show how this period's coal mining business fared with respect to the same period in the previous year/s (*see Part I. Results of Operations-Coal Mining for a detailed discussion*).

CHANGE IN REAL ESTATE SALES

The real estate business is currently becoming another significant contributor for the Company operations. Any change will indicate an improvement or deterioration in the Company's real estate business for the period. Currently the Company is intently looking at the changes in its real estate operations as an indication of performance (*see Part I. Results of Operations-Real Estate for a detailed discussion*).

CHANGE IN CONSTRUCTION REVENUE

The Company, for the past years of its existence, has always been known as the listed vessel for its construction business. In this regard, it is prudent that the Company note operational performance in its construction business. The initial performance indicator of the Company's construction business is any increment in its Construction Revenues. Any change will indicate an improvement or

deterioration in the Company's construction business for the period (*see Part I. Results of Operations-Construction for a detailed discussion*).

CHANGE IN NET INCOME

The results of consolidated operations of the Company can be seen with the increment in net income for the period compared to the same period of the previous year/s. Bottom line analysis takes into consideration all business that the Company is engaged in. The Company calculates any decrease and increase in net income and studies the results of its operational business segments and provides discussions as a general on the main reasons why the change in net income (*see Part I. Results of Operations-1st paragraph for a detailed discussion*).

CURRENT RATIO

Liquidity is an essential character of any organization, and the Company, including the Group as a whole, should indicate acceptable levels of liquidity. The initial test of liquidity is the current ratio, which will display a company's ability to satisfy current obligations with current resources. Current ratio is arrived by dividing the current assets over the current liabilities. The Company uses this test and compares it with industry balances to determine its ability to satisfy current obligations with respect to its competitors (*see Part II. Financial Condition for a detailed discussion*).

DEBT TO EQUITY RATIO

As a stockholder/investor, financial position and stability would be an important aspect. The Company tests its financial position through the debt to equity ratio. This test indicates the Company's ownership of creditors vs. owners/investors. In addition, debt to equity ratio maintenance is a requirement set by creditors as a standard for extending credit. Debt to equity ratio is computed by dividing the total liabilities over total stockholders equity (*see Part II. Financial Condition for a detailed discussion*).

BALANCE SHEET ANALYSIS * FOR THE YEAR 2005 AND 2006

ACCOUNTS (5% VERTICAL/HORIZONTAL)	CAUSES
<i>Cash and cash equivalents</i>	<i>decrease in cash caused mainly by additonal investment in Maynilad but was compensated by net cash provided in operations</i>
<i>Available-for -sale investments-net</i>	<i>investments were down due to liquidation done in 2006 to fund investment outlay in Maynilad</i>
<i>Receivables – net</i>	<i>total receivables including non-current slightly went up due to higher real estate sales and continuing coal deliveries and improving construction contracts</i>

Inventories – net	<i>increased coal production and low sales built up coal inventory accounting significantly the increase in inventory, also continuous demand prompted housing inventory build up</i>
Noncurrent receivables - net	<i>reduction is due mainly to reclass to current portion but total still showed increase, see current receivables-net</i>
Investment properties - net	<i>reduction in investment properties are mosly</i>
Property, plant and equipment - net	<i>coal mining equipment purchases in line with capital expansion resulted in the increase in property, plant and equipment</i>
Accounts and other payables	<i>improved business in the construction and real estate business allowed for more operating payables</i>
Current portion of long term debt Long term debt- net of current portion	<i>see long term debt debts incurred to finance coal capacity expansion and investments in Maynilad accounted for increase in total long term debt including current portion</i>
Paid up Capital	<i>cancellation and retirement of preferred stock accounted for the decrease in paid up capital</i>
Retained Earnings	<i>retained earnings increase due to operations</i>

**more detailed discussion in Management Discussion and Analysis, Financial Condition*

**INCOME STATEMENT ANALYSIS *
FOR THE YEAR 2004,2005 AND 2006**

ACCOUNTS (5% VERTICAL/HORIZONTAL)	CAUSES	
	2004-2005	2005-2006
SALE OF GOODS AND SERVICES	<i>increase was due to mainly to the significant growth in the coal business in 2005 with help from improved real estate operations</i>	<i>reduction was due to reduced coal sales but was compensated by higer real estate revenues</i>

COSTS OF SALES AND SERVICES

increase was due to mainly to the significant growth in the coal business with help from improved real estate operations

reduction in cost of sales was due to reduced coal sales

OPERATING EXPENSES

increase is mainly due to increased operations in coal business and heightened marketing and selling activities in the real estate sector

increase is mainly due to increased production in coal business with the higher coal mining capacity and continuing expansion in marketing and selling activities in the real estate sector

** more detailed discussion in Management Discussion and Analysis, Results of Operations*

PROSPECTS FOR THE FUTURE

The water business as discussed in the Management Discussion and Analysis will begin to contribute significantly in the consolidated operations of the Corporation in the next ten months and in the succeeding years. While the power and nickel mining businesses is expected to give opportunities to increase coal deliveries and domestic consumptions for our coal subsidiary in the mid-term.

OTHER INFORMATION

1. This audited financial report is in compliance with generally accepted accounting principles;
2. The company's operation is a continuous process. It is not dependent on any cycle or season;
3. There were no subsequent events that have not been reflected in the financial statements for the period that the company have knowledge of;
4. There are no contingent accounts in the balance sheet of the corporation;
5. Except for interest payments on loans, which the Company can fully service, the only commitment that would have a material impact on liquidity are construction guarantees. These are usually required from contractors in case of any damage / destruction to a completed project.
6. Any known trends or any known demands, commitments, events or uncertainties that will result in or that will have a material impact on the registrant's liquidity. - **NONE**

FIRST QUARTER INTERIM REPORT 2007

I. RESULTS OF OPERATIONS

DMCI Holdings, Inc. (the "Company") reported a consolidated income after minority of P289 million for the first quarter of 2007 compared to P241 million in 2006. The 20% increase was mainly due to the first time contributions of the newly acquired water business, and the continuing improvements in the real estate segment. The progress however, was tapered by the adverse circumstances in the coal sector.

WATER

Late in 2006, the Company, along with Metro Pacific Investments Corp. (MPIC) won in the bid to acquire Maynilad Water Services, Inc. (Maynilad). The Company initially invested the amount of P3 billion pesos for a 50% share in DMCI-MPIC Water Company, Inc. (DMWC) which subsequently holds 84% ownership in Maynilad. Since the Company owns only half of DMWC and jointly controls both DMWC and Maynilad with MPIC, investments in the water business were recorded under the equity method. Net share in earnings of DMWC (which consolidates Maynilad) amounted to P137 million, accounting much of the increase in the Company's consolidated income.

Maynilad, the water concession that distributes water to the west side of Metro Manila, reported an unaudited net income of P440 million for the first quarter of 2007. Revenues from water services for the period amounted to P1.8 billion. Maynilad projects these amounts to increase in succeeding quarters with the summer season ending and the school period beginning, causing higher water consumption from households.

Notable interest expense for the period due to parent company level loans that were acquired for the acquisition of Maynilad, contributed heavily on the elevation of consolidated interest and financing costs. These loans, however, were fully paid during the quarter.

The Company expects that the water segment will provide substantial contributions to consolidated operations with not just the prospects in Maynilad in the water services sector but also engineering opportunities for the Company's construction segment through construction, engineering and technical requirements for Maynilad's water system improvement projects and other capital expenditures. With this, the Company believes that the acquisition of the water business was a sound and strategic move which will be an integral part of its expansion into more recurring businesses while staying true to its core competence and original skills as engineers and contractors.

REAL ESTATE

The Company's real estate business, headed by 100% owned real estate company DMCI Project Developers, Inc. (PDI), continued to experience better business for the quarter compared to last year. Sustained demand for housing within Metro Manila, improved selling and marketing activities, plus the proven build quality of the Company's residential projects helped post higher 1st quarter housing net income from P59 million reported in 2006 to P109 million in 2007.

The Company's residential community projects continued to be a success as consistent sales from existing projects and take-up from new projects provided better revenues for the period compared to last year.

Existing projects East Ortigas Mansions and Mayfield Park Residences continued to provide consistent notable recognized revenues for the quarter totaling P153 million. Bonifacio Heights, a relatively newer joint venture project with the Armed Forces of the Philippines (AFP), located in the Fort Bonifacio area of which are exclusively available for AFP personnel, contributed P135 million in recognized sales for the quarter, almost the same amount with last year. Moreover, Mahogany Place Subdivision, now within its 2nd and 3rd phase of development, factored significant revenues amounting to P80 million for the period accounting for a marginal increase from last year.

With existing projects almost nearing fully-sold status, the Company have actively launched new projects, namely Raya Gardens Condominiums ("Raya"), a combination of high rise and medium rise development located in Barangay Merville, Paranaque; Rosewood Pointe ("Rosewood"), a project utilizing the proven medium rise template done in the same design and aesthetics as Mayfield Park Residences, located in Taguig;; and The Manors at Celebrity Place ("Celebrity"), a mixed town house-medium rise community project located adjacent to the Celebrity Sports Plaza in Loyola Heights, Quezon City. These projects started dispensing notable revenues for the quarter: Raya - P192 million, Rosewood – P68 million, Celebrity – P55 million, and are expected to contribute further.

Other projects to be launched are: Alta Vista, and condotel project located in pristine Boracay Island; Tivoli Gardens, another residential community development located in the Makati-Mandaluyon area; and Riverfront Residences, a joint venture housing project with Equitable PCI Bank located in the Pasig-Marikina boundary; and Cypress Towers, another joint venture project with Crown Equities, Inc. located along C-5 road in Taguig. These newly introduced residential projects are expected to provide the continuing sales and revenues for the Company's real estate business.

2006 marked the significant opportunities in the international community thru the Overseas Filipino Workers (OFWs). Approximately 30% of total sales were bought by the international market. Marketing abroad is now a critical pursuit for expansion and growth.

General and administrative costs were significantly increased due to amplified marketing and selling activities for the quarter compared to last year. This trend is projected to continue as expansion and strengthening of its real estate operations will be pursued by the Company. Increase in marketing costs within the housing business accounted for much of the increase in consolidated general and administrative costs of the Company.

With expansion looming in the near future, the Company's is strongly considering an initial public stock offering as an option to drive its residential development business to even greater heights.

CONSTRUCTION

The construction segment, operated by wholly-owned construction subsidiary D.M. Consunji, Inc. (DMCI), posted an increase in first quarter operations from a net loss of P4 million in 2006 to a net income of P12 million in 2007. For the period, DMCI deferred the recognition of costs already incurred but revenues have yet to be billed and finalized, a treatment that was not implemented in the same period last year. Moreover, change orders were at a minimum since most projects in the period are new ones and as such additional works to complete the project have yet to be installed.

Continuous work from key projects: the Subic-Tarlac Express-Deck Fabrication (74% complete), the KAMANAVA Floodway civil works (64% complete), and the One Adriatico Place residential high-rise building (84% complete) helped tallied a total P178 million in first quarter construction revenues. Initial works on new projects, Shangrila Boracay and Robinson Cybergate Tower, with a total contract amount of P1.5 billion, added P165 million in revenues. Though DMCI reported lower revenues on a quarter-to-quarter basis, significant revenues from these new projects are expected to kick-in in subsequent periods when construction activity will increase.

Revenues from the other non-traditional construction operations, specifically from the special business units, namely the Equipment Management business unit, the Ready Mix Concrete business unit, and the Formwork Management business unit were also helpful in providing revenues with minimal costs for the construction business. Utilizing and optimizing the specific core competencies and opportunities brought within DMCI construction resources remains an opportunity in the industry.

General and administrative expenses went up as requirements from the new projects and some initial cost recording were experienced in the period. DMCI still expects its overhead to be at low levels for the whole year consistent to the Company's cost reduction guidance, more so with the construction industry becoming more diversified and competitive.

The entry of the Company into the water utility business will also prove helpful to the construction business per se as notable portions of the engineering requirements involved in the improvement of the water utility will be done by DMCI. (see discussion in the Water business)

As the construction business is maturing and proving to be a challenge nowadays with its retail-competitive nature, the Company is still confident that it can maintain its foothold as one of the leading providers of construction services with the heritage as proud Filipino contractors to the country and the global community.

POWER & COAL

The Company's coal mining business, operated by 58%-owned, publicly listed Semirara Mining Corp (SMC), reported significantly lower business results for the first quarter of 2007 compared to 2006 as net contributions from the coal segment was recorded at P70 million, compared to P173 million in 2006. This was due to lowered coal prices and the spill-over of high stripping cost inventory from 2006. SMC is confident that subsequent periods will be better as the strip ratios are expected to be lower as the high cost 2006 inventory will be fully sold and depleted then the lower stripping cost 2007 production coal will kick in. In addition, the hopeful prospects in the coal exports and increasing local demand for the first quarter would initiate SMC's direction toward realized progress and growth.

Below is SMC's management discussion and analysis of financial condition and results of operations lifted from the Semirara Mining Corp.'s first quarter 2007 Financial Report (SEC Form 17-Q) for a more detailed discussion:

SEMIRARA MINING CORP.
MANAGEMENT DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS
OF OPERATIONS FOR THE PERIOD ENDING MARCH 31, 2007

2007 FIRST QUARTER OPERATION

First quarter operations reflected total material movement of 8,717,362 bank cubic meters (bcm). With a strip ratio of 10.31:1, run-of-mine (ROM) coal produced was 790,844 metric tons (MTs), comprised of 623,508 MTs of clean coal and 167,336 MTs of washable coal. The resulting net product coal is 716,670 MTs. The effects of the increased capacity impacted on the operations during the first quarter. The improved coal production in the current period is in consonance with the increasing demand for coal, which correspondingly allowed higher coal extraction.

A remarkable accomplishment during the quarter is the completion and full operation of the second line of conveyors, which increased the capacity of the crusher and conveyor system. As a cost reduction measure, the conveyor lines shortened the hauling distance of waste materials, and more importantly, minimized the use of trucks, thus saving on fuel consumption.

In its continued efforts to improve shareholders' value, the Company continued the confirmatory drillings started last year under the supervision of Australian consultants to measure coal reserves in accordance with the Joint Ore Reserve Committee (JORC) standards of Australia, which is an internationally recognized body for establishing mineable reserves. As at the end of 2006, 26.89 million MTs of coal were classified as indicated reserves, while another 14.16 million MTs were categorized as inferred resources. The goal is to confirm these reserves as mineable to augment the 49.84 million MTs already classified as measured and mineable resources in the Panian pit. Meanwhile, although the other mine in Himalian is still unopened, confirmatory drillings have also been ramped up for data collection.

With the advent of the successful trial shipments to export markets, the Company is preparing for full blast export operations. Currently, dredging activities are undertaken in the pier to accommodate 50 thousand tonner vessels for export deliveries.

Meanwhile, in anticipation of the increased export sales, ending inventory is maintained at a comfortable level of 644,422 MTs.

Coal sales during the period was recorded at 663,018 MTs at an average heating value of 9,661 BTU.

2007 FIRST QUARTER FINANCIAL CONDITION

Coal deliveries of 663,018 MTs brought in Coal Revenues of P1.277 billion, while coal handling operations earned another P26.037 million for the Company. The resulting total Revenues was recorded at P1.303 billion. Meanwhile, Cost of Sales, which included Coal Handling Costs of P13.54 million, amounted to P1.058 billion, resulting to Gross Profit generation of P245.146 million, recording a gross Profit Ratio of 19%.

Cost of Coal Sold, inclusive of Shipping, Loading and Hauling Costs registered at P1.045 billion. This translates to a weighted average Cost of Coal Sold of P1,576/MT, which is a direct consequence of higher cost of beginning inventory at P1,678/MT tempered by lower current period production cost at P1,321/MT. The Strip Ratio which averaged 10.31:1 for the first quarter is 29% higher than the Panian mine life average Strip Ratio of 8:1 although lower than the Q4 2006 Strip Ratio of 16:1.

Government Share was kept at the minimum level of 3% of Coal Revenues at P38.323 million. Meanwhile, General and Administrative Expenses totaled to P24.650 million. The resulting Net Operating Income amounted to P182.174 million.

Other Income of P16.147 million is recognized for the interest earned by the Company from its short-term placements and investment, offset by various bank charges which include opening charges of Letter of Credit applications. Interest and Financing Charges amounting to P41.271 million reflected the cost of loans availed and outstanding for working capital and funding of Capital Expenditures. Meanwhile, the continued strengthening of the Peso against the US dollar enabled the Company to book Foreign Exchange Gains on its foreign loans amounting to P14.773 million, P2.587 million was Realized, while P12.185 million accounted for Unrealized gains.

The resulting Net Income Before Tax amounted to P171.823 million. After full Income Tax Provision of P51.882 million, Net Income After Tax was recorded at P119.940 million.

At the end of the period Total Current Assets was posted at P3.568 billion. Ending Cash and Cash Equivalents amounted to P667.739 million, reflecting a net increase of P157.300 million from Beginning Cash Balance of P510.439 million. Of the amount, short-term placements amounted to P624.192 million.

Receivables of P938.386 million is mainly trade related with Trade Receivables accounting for P893.708 million as a result of higher Sales in March. On the other hand, Inventories registered at P1.713 billion, of which Coal Inventories amounted to P938.606 million representing 644,422 MTs of coal at P1,456/MT; while Materials, Fuel and Other Supplies totaled to P774.204 million. Prepaid Expenses and Other Current Assets were posted at P222.476 million. The increase of P34.5 million from last year's balance constitutes, P26.13 million additional VAT withheld by NPC and regular creditable withholding tax of P10.11 million, offset by amortization of Prepaid Insurance amounting to P1.74 million.

Since the capacity expansion program was already in place in 2006, there was no major increase in Property, Plant and Equipment (PPE). Net decrease in PPE is P298.62 million, net effect of P376.90 million depreciation cost offset by various projects cost additions of P78.28 million during the quarter, bringing down PPE, to P2.716 billion as at the end of the current quarter. Other Non-Current Assets mainly consisting of Mining Rights and Software Costs closed at P92.428 million reclassified from PPE account in last year's audited figures to conform with international accounting standards on proper presentation of these accounts. The resulting Total Non-Current Assets was posted at P2.809 billion. Altogether, Assets of the Company added up to P6.377 billion as of 31 March 2007.

The Company's Total Liabilities closed at P2.275 billion, of which P1.433 billion represented Current Liabilities, while the balance of P842.166 million were Non-Current Liabilities.

Accounts Payable and Other Payables amounted to P517.360 million, rising mainly due to the P333 million accrual for cash dividends payable to be paid on 30 April 2007. Current Portion of Long-Term Debt reflected a balance of P819.135 million. Income Tax Payable on 15 April 2007 was lodged as a Current Liability. Meanwhile, remaining balance of Customer's Deposit amounting to P14.049 million, represented undelivered coal to NPC for around 11,800 MTs under MOA 1.

The balance of the Long-Term Debts of the Company incurred to finance its Capital Expenditures in the previous periods amounted to P703.812 million. Pension Liability set up for Company employees

maintained a balance of P53.421 million. Meanwhile, the Company also maintained in its books a provision for Asset Retirement Obligation amounting to P11.139 million for legal obligations with the Department of Energy and Natural Resources upon the abandonment of the mine pits. Finally, Deferred Tax Liability of P73.794 million was also recognized in the Company's books.

The period's Net Income After Tax of P119.941 million cushioned the impact of the dividend declaration on Stockholder's Equity which closed at P4.101 billion.

2007 COMPARATIVE REPORT

I. PRODUCTION

First quarter operations reflected a 24% drop in total material movement from 11,500,530 bcm of materials moved in 1Q 2006 as mining operations were focused on coal extraction, unlike last year when stripping of overburden was given priority as operations controlled coal inventory to match the decrease in sales. Consequently, total overburden stripped recorded a 26% or 2,901,511 bcm drop in volume from 11,053,984 bcm stripped last year.

The improved strip ratio of 10.31:1 from 17.68:1 in the previous period recorded a corresponding increase by 27% in run-of-mine (ROM) coal produced to 790,844 metric tons (MTs) from 625,165 MTs output in the same period last year. Moreover, Net Product Coal amounting to 716,670 MTs likewise posted a 27% improvement from last year's volume of 563,553 MTs.

The improvement in coal demand, as export market is now open for Semirara coal, allowed the build up in ending coal inventory by 59% compared with Q1 2006 level of 405,766 MTs. This stance is taken to ensure that operations can efficiently serve all coal orders, both from local buyers and export markets.

Meanwhile, with the continuous proper maintenance program, machine availabilities were maintained at 86% for hauling units and 82% for loading units, but actual utilization was only 56% for hauling units due to lesser number of units utilized (shorter cycle time) to support overburden dumping which was concentrated using the 2 in-pit line system. Total hauling capacity was not fully utilized during the quarter since mine operation temporarily slowed down during the first two months to control cost at breakeven level with coal revenue. Actual utilization of loading units though is higher at 70%.

II. MARKETING

As the Calaca plants of the National Power Corporation (NPC) were given more dispatch in the current period, sales to the power stations posted an 18% increase from 304,730 MTs sold during the first three months of 2006 to 360,787 MTs in the corresponding current period. Current NPC sales pushed up its market share to 54% of total sales, as compared to its share in the previous comparative period of 51%, remarkably over a bigger pie.

In March this year, the Company was able to establish new relations with Asia Pacific Energy Corp., a 52MW cogeneration power plant in Pampanga that supplies power to industrial users, including a paper company. Meanwhile, Toledo Power Corp. in Cebu remained a reliable Semirara coal user. Sales to power plants marked a 13% improvement over Q1 2006 level of 369,595 MTs.

Sales to the cement industry registered a 15% dip from last year's Q1 volume of 226,927 to 192,756 MTs this quarter. One of the Company's major cement plant client is currently correcting some operational problems in its systems, which slowed down its consumption of Semirara Coal.

In the meantime, sales to other industries outside power and cement plants showed promising potentials with more small operators converting from bunker or diesel to coal. Total sales to other industrial users amounted to 24,448 Mts, 6.98x Q1 2005 volume of 3,504.

In 28 February 2007, the Company sent off its maiden export shipment to China carrying 28,835 MTs of coal. This was an exceptionally important milestone for the Company since the noted success in the use of Semirara coal in China marked an abrupt expansion of its market potentials, which was previously sadly limited to a few domestic users. The timely success in its first export attempt enabled the Company to fine tune its strategies to take advantage of the increasing demand in the regional market. Currently, the Company is finalizing coal supply contracts with foreign buyers. The interest of some of the biggest players in the global coal trade further boosted management's conviction that Semirara coal has a promising niche in the international market.

Total sales in the current period recorded a 10% growth at 663,018 MTs over Q1 2006 volume of 600,026. Meanwhile, composite average price registered at P1,926.68/MT, marking a 13% drop from the previous period's average price of P2,224.83/MT. The decline is attributed to the strengthening of the peso against the US dollar, the lower agreed prices during the early part of the quarter with other customers, and the lower import parity price for Calaca which was carried over from the previous period. Since there are no other major local players in the coal industry, domestic prices of coal is benchmarked to international prices, which is in US dollar. Moreover, the Company has adopted strategic pricing for new clients to penetrate new markets effectively.

III. FINANCE

A. Sales and Profitability

Despite the increased sales volume, Coal Revenues decreased by 6% from P1.356 billion in Q1 2006 to P1.277 billion in Q1 2007 as average composite price posted a 13% decrease. This largely explained the decline in profitability for the first quarter of 2007.

Meanwhile Total Cost of Sales showed a 10% rise over the Q1 2006 level of P958.681 million. This is attributed to the slight increase in Cost of Coal Sold per MT from P1,571 in the previous period to P1,576 in the current quarter and the higher volume sold.

Gross Profit decline to 19% of Revenue as a direct result of the lower price amounting to P245.146 million, 42% lower than Q1 2006 performance of P426.133 million.

The 6% drop in Government Share is explained by the corresponding drop in Coal Revenues, which is the basis of Government Share computation. Higher General and Administrative Expenses included traveling expenses related to marketing efforts to penetrate the export market and other possible business opportunities for Semirara Mining synergistic with present operation and resources.

Other Income account decreased compared to Q1 2006 balance which reflected interest income from placements of the remainder of the offering proceeds which were later on was used to further pay down debts.

The 31% plunge in Interest and Financing Charges from P59.733 million in Q1 2006 to P41.271 million in the current period is due to the combined effects of the decline in interest rates and the permanent retirement of its debts.

Although the Company continued to recognize Foreign Exchange Gains amounting to P14.773 million, this posted a 72% decrease from Q1 2006 total Forex gains of P52.559 million since the

strengthening of the Peso in this period against the US dollar was at a slower pace. At the start of 2006, US dollar to PHP was recorded at \$53.09:P1 and improved to \$52.530:P1 at the end of the Q1. Meanwhile, the exchange rate opened at \$49.03:P1 in 2007 and closed at \$48.287:P1 at the end of the current quarter.

The reduction in Net Income Before Tax by 55% from P378.265 million in Q1 2006 to P171.823 million in the current period correspondingly brought down Income Tax Provision to P51.882 million from P108.062 million recognized in Q1 2006. The resulting Net Income After Tax showed a 56% decline from Q1 2006 level of P270.204 million to P119.941 million this quarter.

Consequently, Earnings per Share dropped by 56% from P0.9735 in Q1 2006 to P0.4321 as at the end of the current quarter. Increased Depreciation and Amortization Expense cushioned the decline in EBITDA to 17% from P694.423 million as at Q1 2006 to P573.409 million this period.

B. Solvency and Liquidity

Net Cash Generated from Operations in the current period amounted to P124.349 million. The 82% decrease in the account was primarily caused by the increase in Receivables by P398.048 million, as opposed to yearend 2006 decrease in the account by P608.232 million due to higher coal sales in the last month of the current quarter. On the other hand, Inventories decreased by P127.599 million as against audited 2006 increase in the account as at the end of the period as a result of lower unit cost of coal which is a function of increased production. Meanwhile, Accounts and Other Payables posted a sizeable increase with the provision for cash dividends of P333 million. The increase in Customer's Deposits was tempered as more deliveries were made to comply with coal supply agreements. No changes in the Asset Retirement Obligation and Pension Liability accounts were recorded.

Interest Paid of P41.511 million is slightly offset by Interest Received amounting to P9.250 million. The resulting Nest Cash Provided by Operating Activities amounted to P92.088 million.

The liquidation of P300 million invested in an affiliate which earned prime rate for the Company and the decrease in purchases of additional PPE accounted for the positive cashflow from investing activities.

On the other hand, additional payment of maturing long-term debts amounting to P330.773 million is partly offset by loan availments amounting to P176.054 million, effecting the recognition of Net Cash Used in Financing Activities of P154.719 million.

As a result of the movements in the aforementioned accounts, the Company was able to generate Cash and Cash Equivalents of P157.300 million during the period, which combined with the beginning balance of P510.439 million resulted to an ending balance of P667.739 million.

The Company sustained a healthy liquidity as Current Ratio remains strong at 2.49x from 2.53x as at yearend 2006. In spite of the dividend declaration, the Company's solvency condition remained strong with the realization of earnings for the period, registering a Total Debt-to-Equity ratio of 0.55:1, albeit slightly weaker than yearend 2006 level of 0.51:1.

IV. PERFORMANCE INDICATORS:

1. Average Selling Price – The decrease in composite price of the Company is attributed to two major factors: 1) The continued strengthening of the peso against the US dollar. Since domestic coal prices are largely influenced by the imported price of coal which is on

US dollar terms, weaker US dollar means correspondingly lower price for Semirara coal.
2) *Short-term tactical pricing for new markets to broaden acceptance. This particularly applies to non-traditional users in the local market, and the trial shipments to the export market.*

2. *Debt-to-Equity Ratio - One of the best indicators of the Company's strength is its Debt-to-Equity Ratio which measures the sufficiency of capitalization to cover debts. A strong Debt-to-Equity ratio ensures that the Company has access to inexpensive funds for flexibility in its operations.*
3. *Capital Expenditures – Currently, as the Company has already completed its capacity expansion program in 2006, no major Capital Expenditures are expected to be incurred. However, the recent market development broadens opportunities for Semirara coal. Hence, when the need arises to again ramp up capacity for the Company to take advantage of the new market prospects, management is ready to accordingly adjust its operations. Support facilities, particularly the loading port will need minor adjustments to accommodate bigger vessels for exports.*
4. *Expanded Market - The successful maiden export of the Company led to more interest from the global market. Another shipment, this time to India in the succeeding quarter subsequently followed the delivery to China. Clearly the Company has fully achieved its diversification efforts. Not too long ago, the only established market for the Company is the NPC Calaca plant #2 in Batangas. Now, apart from penetrating other local users, it has further broadened its market base to include the vast global market. The broad acceptance of Semirara coal in the South and Southeast Asian region could support the premise of usability of Semirara coal to our potential users in the local market, further adding to the bright prospects of the Company.*
5. *Improved coal quality – The expansion of the Company's market to include foreign coal users augured well for Semirara coal as it signified that it has completely shed off the stigma of being a low-grade and hardly usable coal. This can be largely attributed to the continuous efforts to improve quality by installing additional processes such as coal washing and drying.*

II. FINANCIAL CONDITION

The Company's financial condition for the period improved as total assets as of first quarter 2007 increased by 4% from end 2006 balances.

Cash flow showed a net P1 billion of cash and was used for consolidated operations while a net P1 billion of cash was also raised in financing activities. This shows the Company's fund raising activities done in the first quarter of 2007 as a follow-up capital issuance for the water business.

Total receivables (current and non-current) went up as a result of heightened sales in the real estate sector, sustained coal take-up, and regular construction business among others.

The real estate business continues to record improving sales and as such is eating up into existing inventory. The Company is starting to build new projects and accelerate work on its existing ones, providing a significant rise in inventory. Some long term investment properties were also reclassified to real estate inventory, as these properties were determined in mid 2006 to be used for

development in the near future, adding to the increase in inventories and reduction in investment properties. Coal from the 2006 high cost inventory accounted for a large amount of the increase in inventories.

Investments were up as a result of the Company's new investment in the water sector which was recorded late in 2006.

Some equipment disposals, more in the construction and coal businesses were done in the quarter. Depreciation also helped in the 4% reduction of the property, plant and equipment item.

Accounts & other payables increased marginally as a result of regular credit and payment transactions done in normal business.

Long term liabilities (including current portion) decreased as the Company's business repaid and/or refinanced most its high interest debts. SMC's expansion was financed mainly by long term loans but expects to prepay most of its loans within the year from internally generated cash. In addition, the Company acquired local bank financing to fund half of its P3 billion initial investment in the Maynilad acquisition in late 2006 but was subsequently paid within the first quarter of 2007.

Stockholders equity increased as the Company had to raise funds to pay off and retire the loans it acquired to acquire Maynilad. The Company issued an additional 168 million shares at an average price of P7/share to an existing shareholder and is planning to issue more for additional fund requirements in the water sector.

Current ratio decreased from 2.41 as of end 2006 to 2.45 at the end of the period significantly affected by the cash raised from the issuance of new shares. Current debt repayment capability is healthy and well within industry averages. Debt to equity ratio slightly increased from 0.77 to 0.65 indicating a slight increase in stockholders position for the Company's stockholders vs. its creditors, this is a result of the additional issuance of capital of which the Company is planning to even increase that will generally further reduce debt to equity ratios. The Company notes that the debt to equity ratio is below 1, indicating a strong owner base leverage. The debt to equity ratio was also within industry averages as the Company strives to maintain its financial risk position relative to the interest of its stockholders (current ratio average per industry: Mining-1.78, Construction-1.29; Real Estate-1.84; debt to equity ratio average: Construction-2.05; Mining/Quarrying-2.08; Real Estate-0.32; reference: Business World Top 1000 Corporations in the Philippines. 2005, Volume19).

KEY INDICATORS

The Company and its Subsidiaries (the "Group") has the following as its key performance indicators:

- (g) Change in Coal Sales
- (h) Change in Real Estate Sales
- (i) Change in Construction Revenues
- (j) Change in Net Income
- (k) Change in Current Ratio
- (l) Change in Debt to Equity Ratio

CHANGE IN COAL SALES

With the emergence of coal mining as a significant business of the Company, it is imperative that the Company discuss thoroughly its coal business through its now 58% owned coal mining subsidiary, SMC. A clear indicator of performance in the coal mining business is any change in Coal Sales. This will show how this period's coal mining business fared with respect to the same period in the previous year/s (*see Part I. Results of Operations-Coal Mining for a detailed discussion*).

CHANGE IN REAL ESTATE SALES

The real estate business is currently becoming another significant contributor for the Company operations. Any change will indicate an improvement or deterioration in the Company's real estate business for the period. Currently the Company is intently looking at the changes in its real estate operations as an indication of performance (*see Part I. Results of Operations-Real Estate for a detailed discussion*).

CHANGE IN CONSTRUCTION REVENUE

The Company, for the past years of its existence, has always been known as the listed vessel for its construction business. In this regard, it is prudent that the Company note operational performance in its construction business. The initial performance indicator of the Company's construction business is any increment in its Construction Revenues. Any change will indicate an improvement or deterioration in the Company's construction business for the period (*see Part I. Results of Operations-Construction for a detailed discussion*).

CHANGE IN NET INCOME

The results of consolidated operations of the Company can be seen with the increment in net income for the period compared to the same period of the previous year/s. Bottom line analysis takes into consideration all business that the Company is engaged in. The Company calculates any decrease and increase in net income and studies the results of its operational business segments and provides discussions as a general on the main reasons why the change in net income (*see Part I. Results of Operations-1st paragraph for a detailed discussion*).

CURRENT RATIO

Liquidity is an essential character of any organization, and the Company, including the Group as a whole, should indicate acceptable levels of liquidity. The initial test of liquidity is the current ratio, which will display a company's ability to satisfy current obligations with current resources. Current ratio is arrived by dividing the current assets over the current liabilities. The Company uses this test and compares it with industry balances to determine its ability to satisfy current obligations with respect to its competitors (*see Part II. Financial Condition for a detailed discussion*).

DEBT TO EQUITY RATIO

As a stockholder/investor, financial position and stability would be an important aspect. The Company tests its financial position through the debt to equity ratio. This test indicates the Company's ownership of creditors vs. owners/investors. In addition, debt to equity ratio maintenance is a requirement set by creditors as a standard for extending credit. Debt to equity ratio is computed by dividing the total liabilities over total stockholders equity (*see Part II. Financial Condition for a detailed discussion*).

OTHER INFORMATION

1. This interim financial report is in compliance with generally accepted accounting principles;
2. The same accounting policies and methods of computation are followed in the interim financial statements as compared with the most recent annual financial statements;
3. The company's operation is a continuous process. It is not dependent on any cycle or season;
4. There were no subsequent events that have not been reflected in the financial statements for the period that the company have knowledge of;
5. There are no contingent accounts in the balance sheet of the corporation;
6. Except for interest payments on loans, which the Company can fully service, the only commitment that would have a material impact on liquidity are construction guarantees. These are usually required from contractors in case of any damage / destruction to a completed project.
7. Any known trends or any known demands, commitments, events or uncertainties that will result in or that will have a material impact on the registrant's liquidity. - **NONE**

EXTERNAL AUDIT FEES

1. Audit and Audit Related Fees

Below are the External Audit Fees of the Company and its subsidiaries for two fiscal years:

	2005	2006
DMCI Holdings, Inc.	1,232,000.00	1,232,000.00
D. M. Consunji, Inc.	800,000.00	800,000.00
DMCI Project Developers	500,000.00	500,000.00
Semirara Mining Corporation	<u>1,200,000.00</u>	<u>1,100,000.00</u>
Aggregate amount	3,732,000.00	3,632,000.00

2. Other assurance and related services by the external auditor that are reasonable related to the performance of the audit review of the Company's financial statements – **NONE**
3. Tax Fees – The above external audit fees are subject to 12% for the years 2005 and 2006
4. All other fees – **NONE**
5. The Audit Committee has checked all financial reports against its compliance with both the internal financial management handbook and pertinent accounting standards, including regulatory requirements. They have pre-approved all audit plans, scope and frequency one (1) month before the conduct of external audit. The financial statement was then presented to and approved by the Audit Committee and Board of Directors. Payments and fees related to the services by the external auditor were discussed and approved by Audit Committee, Internal Auditor and Accounting group.

IV. Business and General Information

The Company was incorporated on March 8, 1995 as a holding company to consolidate all construction business, construction component companies and related interests of the Consunji Family. It was listed on the Philippine Stock Exchange on December 18, 1995.

In only a few years after incorporation, the Company has expanded its business organization to include four major subsidiaries, namely: D.M. Consunji, Inc. (DMCI), DMCI Project Developers, Inc. (PDI), Atlantic Gulf and Pacific Company of Manila, Inc. (AG&P) and Semirara Mining Corporation [(SMC) (formerly Semirara Coal Corporation)]. In 2006, the Company has entered into a 50-50 consortium with Metro Pacific Investments Corporation who won the bid to acquire 84% stake in Maynilad Water Services, Inc. (MWSI). Recently, the company has established a wholly-owned power generation subsidiary to engage in the construction, operation and maintenance of power plants.

DMCI, a wholly owned subsidiary, is engaged in general construction services– the Group’s core business. It is also engaged in various construction component businesses such as the production and trading of concrete products and electrical and foundation works. Incorporated and founded in 1954, DMCI is currently one of the leaders in the Philippine construction industry, noted for quality projects delivered on time and its pioneering application of advanced engineering methodology. In addition, DMCI, together with its affiliate PDI, is actively engaged in real estate sales and development, launching its housing component - *DMCI Homes*, in early 2002.

PDI, another wholly owned subsidiary incorporated in 1995, is engaged in construction business-generating investments primarily through its equity participation in various project and infrastructure development activities. These ventures generate not only investment income but also construction business for DMCI. Currently, PDI, hand in hand with affiliate DMCI, is actively engaged in real estate sales and development.

AG&P, a 46%-owned subsidiary, is engaged in heavy fabrication, industrial construction and engineering services. Established in 1900, it is the oldest and largest in the local industry, and caters largely to major oil and gas companies worldwide. Currently, adverse business conditions prompted the company to undergo a corporate rehabilitation.

SMC, a 63%-owned publicly listed company established in 1980 is engaged in the exploration, mining, development and sales of coal resources on Semirara Island in Caluya, Antique. It is currently the Philippines’ largest coal-producing company with a guaranteed long-term market by virtue of its supply contract with state-run National Power Corporation (NPC).

DMCI Power Corporation (DPC), a wholly-owned subsidiary of HI, is engaged in the business of a generation company which designs, constructs, invest in, and operate power plants. On January 15, 2007, the National Power Corporation (NPC) awarded to DPC the Masbate Power Generation, one of the small utilities group (SPUG) of NPC. DPC shall take over of the power supply obligation in Masbate with a 15-year Power Supply Agreement with Masbate Electric Cooperative (MASELCO). Masbate Power Generation has a total contract of 13,000 KW of Guaranteed Dependable Capacity (GDC).

DMCI-MPIC Water Company, Inc. (DMWC), is a 50-50 consortium with Metro Pacific Investments Corporation which owns 83.97% equity at Maynilad Water Services, Inc. (MWSI). MWSI bid was issued by the Metropolitan Waterworks and Sewerage System and it was awarded to DMWC last December 5, 2006 and was formally turned over on January 24, 2007 at Malacanang Palace presided by Her Excellency President Gloria Macapagal-Arroyo.

Competition. – Among the publicly listed companies, DMCI Holdings, Inc. is the only holding company which has construction for its primary investment. Its construction business is primarily conducted by wholly owned D.M. Consunji, Inc. (DMCI), which has, for its competitors, numerous construction contracting companies, both local and foreign, currently operating in the country. It has been an acknowledged trend that the state of construction industry depends mainly on prevailing economic conditions. Thus, the currently weak economic growth explains the continued slump in the construction industry. Given this trend, DMCI has been focusing on selected markets where construction demand has remained relatively strong, particularly, in housing and civil works. This is where the company believes it can compete effectively given its strong construction capabilities, equipment and manpower complement, and track record.

Dependence on a few customers. – Not applicable

Transactions with and/or dependence on related parties. - Aside from inter-company transactions within the group of companies, and SMC’s long term supply contract with NPC, the Company has no known transactions with and/or dependence on related parties.

Need for governmental approval of products and services. – Not applicable

Effect of existing or probable governmental regulations to the business. – None at the moment

Estimate of amount spent for research and development activities. – Not applicable

Costs and effects of compliance with environmental laws. - Costs vary depending on the size and nature of a construction project. Failure to comply with the terms of the ECC (environmental compliance certificate) can lead to imposition of fines and temporary cessation of operations.

Total number of employees and number of full time employees.

Total No. of Employees	11
Fulltime Employees	11

V. Market Price of and Dividends on Registrant's Common Equity and Related Stockholder Matters

1. Market Information

Both common and preferred shares of DMCI Holdings, Inc. are traded on the Philippine Stock Exchange.

The high and low sales prices of the Company’s equity at the Philippine Stock Exchange for each quarter of the last two fiscal years and the first quarter of 2007 are set forth below.

Common Share Prices		High	Low
2005	First Quarter	3.50	3.35
	Second Quarter	2.44	2.38
	Third Quarter	3.30	3.20
	Fourth Quarter	3.15	2.95
2006	First Quarter	3.55	3.40
	Second Quarter	3.80	3.60
	Third Quarter	3.80	3.75
	Fourth Quarter	6.10	6.00
2007	First Quarter	7.40	7.20

Preferred Share Prices		High	Low
2005	First Quarter	775	775
	Second Quarter	775	775
	Third Quarter	775	775
	Fourth Quarter	775	775
2006	First Quarter	1,400	1,400
	Second Quarter	1,400	1,400
	Third Quarter	1,400	1,400
	Fourth Quarter	1,400	1,400
2007	First Quarter	1,400	1,400

Price information as of the latest practicable trading date: As of June 19, 2007:

	High	Low	Close	Volume
Common Shares	9.00	8.80	8.80	1,163,000
Preferred Shares	0	0	0	0

If the information called for by the aforementioned paragraph is being presented in a registration statement relating to a class of common equity for which at the time of filing there is no established public trading market in the Philippines, indicate the amounts of common equity – **Not applicable**

2. Holders

As of May 31, 2007 the Company had a total of 891 shareholders of which 872 were holders of common shares and 19 were holders of preferred shares.

COMMON**List of Top 20 Stockholders
May 31, 2007**

Rank	Name/Address	Citizenship	Class	Number of Shares	Percentage
1	DACON CORPORATION C/O DMCI HOLDINGS, 3RD/F DACON BLDG., 2281 PASONG TAMO, MAKATI CITY	FILIPINO	A	788,359,329.00	32.529865
2	PCD NOMINEE CORPORATION G/F MAKATI STOCK EXCHANGE BLDG., 6767 AYALA AVE., MAKATI CITY	FOREIGNER	A	705,187,649.00	29.097974
3	PCD NOMINEE CORPORATION G/F MAKATI STOCK EXCHANGE BLDG., 6767 AYALA AVE., MAKATI CITY	FILIPINO	A	621,134,500.00	25.629711
4	CRISTINA C. GOTIANUN DMCI HOLDINGS, INC. 3F DAON BLDG., 2281 PASONG TAMO EXT., MAKATI CITY	FILIPINO	A	104,600,712.00	4.316112
5	JORGE A. CONSUNJI DMCI HOLDINGS, INC. 3F DAON BLDG., 2281 PASONG TAMO EXT., MAKATI CITY	FILIPINO	A	80,212,304.00	3.309779
6	VICTOR A. CONSUNJI DMCI HOLDINGS, INC. 3/F DAON BLDG., 2281 PASONG TAMO EXT., MAKATI CITY	FILIPINO	A	66,092,050.00	2.727139
7	DMCI RETIREMENT PLAN C/O DMCI HOLDINGS, 3F DAON BLDG., 2281 PASONG TAMO, MAKATI CITY	FILIPINO	A	19,980,000.00	0.82443
8	DAVID M. CONSUNJI 4688 PASAY ROAD DASMARINAS VILLAGE MAKATI METRO MANILA	FILIPINO	A	8,142,254.00	0.335972
9	MA. EDWINA C. LAPERAL DMCI HOLDINGS, INC. 3F DAON BLDG., 2281 PASONG TAMO EXT., MAKATI CITY	FILIPINO	A	5,412,400.00	0.22333
10	DMCI RETIREMENT FUND 2281 PASONG TAMO EXTENSION MAKATI CITY	FILIPINO	A	2,600,000.00	0.107283
11	ANTONIO C. JOSUE #58 BERBENIA ST., TAHANAN VILLAGE, PARANAQUE, METRO MANILA	FILIPINO	A	2,150,000.00	0.088715
12	PACITA N. LEE #69 GORORDO AVE., CEBU CITY 6000	FILIPINO	A	1,100,000.00	0.045389
13	LOURDES BUENAVENTURA UNIT 27, 58 MCKINLEY FORBES PARK, MAKATI CITY	FILIPINO	A	700,000.00	0.028884
14	ALLIED BANKING CORPORATION MERCHANT BANKING DIVISION, ALLIED BANKING CORP (ABC) MEZANINE FLR ALLIED BANK CTR. 6754 AYALA AVE., MAKATI CITY	FILIPINO	A	695,000.00	0.028678
15	MA. EDWINA/MIGUEL DAVID C. LAPERAL DMCI HOLDINGS, INC. 3F DAON BLDG., 2281 PASONG TAMO EXT., MAKATI CITY	FILIPINO	A	550,000.00	0.022695
16	EDGARDO MARCOS DE VERA 11F PACIFIC STAR BLDG., SEN. GIL PUYAT, COR. MAKATI AVE., MAKATI CITY	FILIPINO	A	520,000.00	0.021457
17	YNTALCO REALTY DEVT. CORPORATION	FILIPINO	A	500,000.00	0.020631

C/O PCI CAPITAL CORPORATION

18	BENIGNO DELA VEGA #56 TINIO ST., MANDALUYONG CITY	FILIPINO	A	410,000.00	0.016918
19	LOURDES BUENAVENTURA UNIT 27, 58 MCKINLEY FORBES PARK, MAKATI CITY	FILIPINO	A	400,000.00	0.016505
20	MARY O. CO 2F DMCI PLAZA 2281 CHINO ROCES AVE., MAKATI CITY	FILIPINO	A	400,000.00	0.016505
TOTAL TOP 20 ==>				2,409,146,198.00	99.40797
OTHER STOCKHOLDERS ==>				14,347,802.00	0.59203
TOTAL OUTSTANDING ==>				2,423,494,000.00	100

PREFERRED
List of Top 20 Stockholders
May 31, 2007

Rank	Name/Address	Citizenship	Class	Number of Shares	Percentage
1	JACKSON C. CO P.O. BOX 393 GREENHILLS, SAN JUAN 1502	FILIPINO	P	2,000.00	44.642857
2	PCD NOMINEE CORPORATION G/F MAKATI STOCK EXCHANGE BLDG., 6767 AYALA AVE., MAKATI CITY	FILIPINO	P	960	21.428571
3	PEDRO R. SEN 1345 PAZ ST., PACO, MANILA	FILIPINO	P	500	11.160714
4	AACTC TID FAO TA # 97-029 C/O ALL ASIA CAPITAL CENTER 105 PASEO DE ROXAS, MAKATI CITY	FILIPINO	P	200	4.464286
5	AFP RSBS EMPLOYEES RETIREMENT BENEFITS PLAN AFP RSBS, CAMP AGUINALDO QUEZON CITY	FILIPINO	P	200	4.464286
6	CONSUELO T. MENDOZA #27 ROCHA ST., SAN LORENZO VILLAGE, MAKATI CITY	FILIPINO	P	100	2.232143
7	VICTOR Q. GARCIA AND/OR ANNA MARIA S. GARCIA 6 6TH STREET, NEW MANILA, QUEZON CITY	FILIPINO	P	100	2.232143
8	RAMON O. TORRES, JR. PCI CAPITAL CORP. 20/F PCIB TOWER 1 MAKATI AVE.	FILIPINO	P	70	1.5625
9	UBP T/A # 1A1-052-85 UNIONBANK OF THE PHILS. 3/F SSS BLDG., AYALA AVE., COR. HERRERA ST., MAKATI CITY	FILIPINO	P	50	1.116071
10	LILIA B. YANG 4/F SYCIPLAW-ALL ASIA CENTER GIL PUYAT AVE., MAKATI CITY	FILIPINO	P	50	1.116071
11	HELEN SY TAN 2206 OROQUIETA ST. STA. CRUZ, MANILA	FILIPINO	P	50	1.116071
12	CYNTHIA RUTH GRACE OROFEO C/O ASIANBANK CEBU-AYALA BRANCH	FILIPINO	P	50	1.116071
13	GEORGE W. CHUA	FILIPINO	P	40	0.892857

	RM. 307 WELLINGTON BLDG., ORIENTE ST., BINONDO, MANILA				
14	CONSTANTINO W. CHUA RM. 307 WELLINGTON BLDG. ORIENTE ST., BINONDO MANILA	FILIPINO	P	40	0.892857
15	ROCO BUNAG KAPUNA & MIGALLOS LAW OFFICES ITF CLIENT 16F STRATA 200, EMERALD AVE., PASIG CITY	FILIPINO	P	20	0.446429
16	ROMEO C. CRUZ, JR. \$5 CONCEPCION ST. MANDALUYONG CITY	FILIPINO	P	20	0.446429
17	MELISSA J. TERMULO 59 IBAYO, MARILAO, BULACAN	FILIPINO	P	10	0.223214
18	DAVE FUENTEBELLA 418 MADRIGAL AVENUE, AYALA ALABANG VILL., MUNTINLUPA, MM.	FILIPINO	P	10	0.223214
19	LESLIE C. CHU GORORDO AVE., CEBU CITY	FILIPINO	P	10	0.223214
	TOTAL TOP 20 ==>			4,480.00	100
	OTHER STOCKHOLDERS ==>			0	0
	TOTAL OUTSTANDING ==>			4,480.00	100

3. Dividends

Set forth below are cash dividends declared on each class of its common equity by the Company for the two most recent fiscal years and any subsequent interim period for which financial statements are required to be presented by SRC Rule 68:

- (1) On April 7, 1999, the Company paid the semi-annual dividend of 2.5 % for last semester of the second year to the holders of the preferred shares.
- (2) On October 7, 1999, the Company paid the semi-annual dividend of 3.6 % for the first semester of the third year to the holders of the preferred shares.
- (3) On April 7, 2000, the Company paid the semi-annual dividend of 3.6% for last semester of the third year to the holders of the preferred shares.
- (4) On October 7, 2000, the Company paid the semi-annual dividend of 3.6% for the first semester of the fourth year to the holders of the preferred shares.
- (5) On July 20, 2006, the Company paid cash dividends at the amount of PhP 0.10 per outstanding common share to the holders of record of June 30, 2006
- (6) On May 28, 2007, the Company paid cash dividends at the amount of Pho 0.10 per outstanding common share to the holders of record of April 30, 2007.

There are no contractual or other restrictions on the Company's ability to pay dividends. However, the ability of the Company to pay dividends will depend upon the amount of distributions, if any, received from the Company's operating subsidiaries and joint venture investments and the availability of unrestricted retained earnings. The Company's operating subsidiaries however are

restricted on the declaration and payment of dividends, as limited by negative covenants entered into by the operating subsidiaries with outside parties.

4. Recent Sales of Unregistered or Exempt Securities Including Recent Issuance of Securities Constituting an Exempt Transaction - **NONE**

VI. Discussion on Compliance with Leading Practice on Corporate Governance

- (a) The Company has adopted the Manual on Corporate Governance and complied therewith the leading practices and principles on good corporate governance;
- (b) The Company has also complied with the self-rating assessment and performance evaluation system to determine and measure compliance with the Manual;
- (c) The Board of Directors held a regular quarterly meeting every Thursday of the month, following the end of a quarter, to monitor, measure, and assess the Company's business processes and practices in accordance with the principles of Corporate Governance;
- (d) The Board of Directors and the Stockholders have approved the Amendments of the Corporation's By-Laws in compliance with its Manual on Corporate Governance during the Special Stockholders' Meeting held on September 27, 2006;
- (e) The Independent Directors of the Corporation have submitted their Certificate of Qualifications as required by Securities and Exchange Commission in the promotion of meaningful compliance with Section 38 of the Securities Regulation Code (SRC);
- (f) The Board has approved the Corporation's Code of Business Conduct and Ethics ("the Code") on June 7, 2007. Each director, executive officers and employees will certify annually that he has complied with the principles of the Code.
- (g) The Corporation will conduct an annual rating of the self-rating system in order to assess the level of compliance with the practices and principles of good governance and the Company's Code of Business Conduct and Ethics.
- (h) The Corporation is planning to develop a more comprehensive evaluation procedure that will determine and measure the compliance with the Manual and the Code.
- (i) There are no major deviations from the adopted Manual on Corporate Governance



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

3rd Floor
DACCN Building
2281 Don Chino Rocas Ave.
Formerly Pasong Tama Ext.
Makati City 1231, Philippines

(632) 688 • 3000
Facsimile
(632) 876 • 7362
E-Mail
dmci@dmcnet.com

The management of **DMCI HOLDINGS, INC.** is responsible for all information and representations contained in the financial statements for the years ended December 31, 2006 and 2005. The financial statements have been prepared in conformity with generally accepted accounting principles in the Philippines and reflect amounts that are based on the best estimates and informed judgment of management with an appropriate consideration to materiality.

In this regard, management maintains a system of accounting and reporting which provides for the necessary internal controls to ensure that transactions are properly authorized and recorded, assets are safeguarded against unauthorized use or disposition and liabilities are recognized.


The management likewise discloses to the company's audit committee and to its external auditor:


- (i) All significant deficiencies in the design or operation of internal controls that could adversely affect its ability to record, process, and report financial data;
- (ii) Material weaknesses in the internal controls; and
- (iii) Any fraud that involves management or other employees who exercise significant roles in internal controls.

The Board of Directors reviews the financial statements before such statements are approved and submitted to the stockholders of the company.

SYCIP GORRES VELAYO & CO., the independent auditors appointed by the stockholders, has examined the financial statements of the company in accordance with generally accepted auditing standards in the Philippines and has expressed its opinion on the fairness of presentation upon completion of such examination, in its report to the Board of Directors and stockholders.

Signed under oath by:


DAVID M. CONSUNJI
Chairman of the Board


ISIDRO A. CONSUNJI
President & Chief Executive Officer


HERBERT M. CONSUNJI
Vice President & Chief Finance Officer

Subsidiaries
D.M. Consunji, Inc.
DMCI Project
Developers, Inc.
Atlantic, Gulf &
Pacific Company
of Manila, Inc.
Semirara Mining
Corporation

SUBSCRIBED AND SWORN to before me this APR 04 2007 day of 2007 in Makati City, affiant exhibiting to me their Community Tax Certificates which are as follows:

DAVID M. CONSUNJI	15136373	January 18, 2007	Makati City
ISIDRO A. CONSUNJI	15115196	January 10, 2007	Makati City
HERBERT M. CONSUNJI	13352304	January 11, 2007	Parañaque

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Page No. 5
Book No. 78
Series of 2007

ATTY. LOPE V. VELASCO
NOTARY PUBLIC
Until Dec. 31, 2007
PTR O.R. No. 5333617 – Mla. 01/05/07
IBP O.R. No. 693575 – Mla. 01/05/07
TIN 212-965-989
Roll No. 28757

COVER SHEET

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SEC Registration Number

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I	E	S																																

(Company's Full Name)

3	r	d		F	l	o	o	r	,		D	a	c	o	n		B	u	i	l	d	i	n	g	,		2	2	8	1		D		
o	n		C	h	i	n	o		R	o	c	e	s		A	v	e	n	u	e	,		M	a	k	a	t	i		C	i	t		
y																																		

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

Herbert M. Consunji

(Contact Person)

888-3000

(Company Telephone Number)

1	2	3	1
<i>Month</i>	<i>Day</i>		
<i>(Fiscal Year)</i>			

A	A	F	S
<i>(Form Type)</i>			

<i>Month</i>	<i>Day</i>
<i>(Annual Meeting)</i>	

<i>(Secondary License Type, If Applicable)</i>

<i>Dept. Requiring this Doc.</i>

<i>Amended Articles Number/Section</i>

<i>Total No. of Stockholders</i>

<i>Total Amount of Borrowings</i>	
<i>Domestic</i>	<i>Foreign</i>

To be accomplished by SEC Personnel concerned

<i>File Number</i>

_____ *LCU*

<i>Document ID</i>

_____ *Cashier*

STAMPS

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INDEPENDENT AUDITORS' REPORT

The Stockholders and the Board of Directors
DMCI Holdings, Inc.
3rd Floor, Dacon Building
2281 Don Chino Roces Avenue
Makati City

We have audited the accompanying financial statements of DMCI Holdings, Inc. and Subsidiaries, which comprise the consolidated balance sheets as at December 31, 2006 and 2005, and the consolidated statements of 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, 2006, and a summary of significant accounting policies and other explanatory notes.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with Philippine Financial Reporting Standards. This responsibility includes: designing, implementing and maintaining internal control 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.

Auditors' Responsibility

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

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

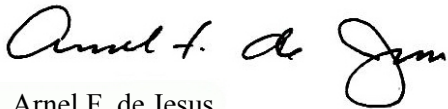
We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.



Opinion

In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of DMCI Holdings, Inc. and Subsidiaries as of December 31, 2006 and 2005, and their financial performance and their cash flows for each of the three years in the period ended December 31, 2006 in accordance with Philippine Financial Reporting Standards.

SYCIP GORRES VELAYO & CO.



Arnel F. de Jesus

Partner

CPA Certificate No. 43285

SEC Accreditation No. 0075-AR-1

Tax Identification No. 152-884-385

PTR No. 0266544, January 2, 2007, Makati City

April 3, 2007



DMCI HOLDINGS, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS

	December 31	
	2006	2005
ASSETS		
Current Assets		
Cash and cash equivalents (Notes 6 and 34)	₱1,251,911,185	₱1,949,710,991
Available-for-sale investments - net (Notes 7 and 34)	259,591,510	817,994,916
Receivables - net (Notes 8, 21 and 34)	3,714,848,789	3,449,861,208
Costs and estimated earnings in excess of billings on uncompleted contracts (Note 9)	17,016,194	24,978,834
Inventories - net (Note 10)	4,714,825,303	3,156,774,370
Other current assets (Note 11)	379,056,837	146,097,160
Total Current Assets	10,337,249,818	9,545,417,479
Noncurrent Assets		
Noncurrent receivables - net (Notes 8 and 34)	687,640,695	1,023,328,313
Investments in associates, jointly controlled entities and others - net (Note 12)	3,266,772,765	158,695,998
Investment properties - net (Note 13)	2,279,058,851	2,668,005,309
Property, plant and equipment - net (Note 14)	3,295,499,363	3,002,282,247
Deferred tax assets (Note 29)	219,867,967	133,103,596
Other noncurrent assets - net (Note 15)	486,279,193	500,624,000
Total Noncurrent Assets	10,235,118,834	7,486,039,463
	₱20,572,368,652	₱17,031,456,942
LIABILITIES AND EQUITY		
Current Liabilities		
Bank loans (Notes 16 and 34)	₱53,810,969	₱114,658,600
Accounts and other payables (Notes 17 and 34)	3,015,060,317	2,472,167,891
Current portion of long-term debt (Notes 18 and 34)	1,122,684,780	604,055,741
Billings in excess of costs and estimated earnings on uncompleted contracts (Note 9)	20,565,739	18,887,729
Income tax payable	43,891,708	332,279,952
Total Current Liabilities	4,256,013,513	3,542,049,913
Noncurrent Liabilities		
Long-term debt - net of current portion (Notes 18 and 34)	3,476,920,586	2,254,343,639
Payable to related parties (Notes 21 and 34)	473,162,605	177,608,696
Deferred tax liability (Note 29)	263,768,032	271,819,933
Pension liabilities (Note 22)	47,171,177	16,044,404
Other noncurrent liabilities (Notes 19 and 34)	395,142,363	289,992,592
Total Noncurrent Liabilities	4,656,164,763	3,009,809,264
Total Liabilities	8,912,178,276	6,551,859,177

(Forward)



	December 31	
	2006	2005
Equity (Notes 7 and 20)		
Equity attributable to equity holders of the parent:		
Paid-up capital	₱4,659,283,306	₱4,849,112,806
Retained earnings	5,103,727,748	4,193,977,659
Unrealized gain on available-for-sale investments	39,872,880	2,402,067
Preferred shares held in treasury	(1,100,000)	(187,210,650)
	9,801,783,934	8,858,281,882
Minority interests	1,858,406,442	1,621,315,883
Total Equity	11,660,190,376	10,479,597,765
	₱20,572,368,652	₱17,031,456,942

See accompanying Notes to Consolidated Financial Statements.



DMCI HOLDINGS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

	ATTRIBUTABLE TO EQUITY HOLDERS OF THE PARENT								
	For the year ended December 31, 2006								
	Capital Stock	Additional Paid-in Capital	Total Paid-up Capital	Retained Earnings	Unrealized Gain on Available-for-Sale Investments	Preferred Shares Held in Treasury	Total	ATTRIBUTABLE TO MINORITY INTERESTS	TOTAL EQUITY
As of December 31, 2005	₱2,255,638,480	₱2,593,474,326	₱4,849,112,806	₱4,193,977,659	₱2,402,067	(₱187,210,650)	₱8,858,281,882	₱1,621,315,883	₱10,479,597,765
Cancellation/retirement of issued preferred shares (Note 20)	(139,000)	(189,690,500)	(189,829,500)	–	–	189,829,500	–	–	–
Redemption of preferred shares (Note 20)	–	–	–	–	–	(3,718,850)	(3,718,850)	–	(3,718,850)
Net income for the year	–	–	–	1,135,299,489	–	–	1,135,299,489	247,271,762	1,382,571,251
Change in fair value of assets (Note 7)	–	–	–	–	37,470,813	–	37,470,813	–	37,470,813
Dividends	–	–	–	(225,549,400)	–	–	(225,549,400)	–	(225,549,400)
Decrease in minority interests	–	–	–	–	–	–	–	(10,181,203)	(10,181,203)
Balances at December 31, 2006	₱2,255,499,480	₱2,403,783,826	₱4,659,283,306	₱5,103,727,748	₱39,872,880	(₱1,100,000)	₱9,801,783,934	₱1,858,406,442	₱11,660,190,376
	For the year ended December 31, 2005								
As of December 31, 2004									
as previously reported	₱2,255,836,240	₱2,827,839,006	₱5,083,675,246	₱643,926,308	₱–	(₱239,096,300)	₱5,488,505,254	₱173,986,410	₱5,662,491,664
PAS 39 adjustments (Note 2)	–	–	–	(41,459,151)	2,402,067	–	(39,057,084)	–	(39,057,084)
Balance at January 1, 2005									
as restated	2,255,836,240	2,827,839,006	5,083,675,246	602,467,157	2,402,067	(239,096,300)	5,449,448,170	173,986,410	5,623,434,580
Cancellation/retirement of issued preferred shares (Note 20)	(197,760)	(234,364,680)	(234,562,440)	–	–	234,562,440	–	–	–
Redemption of preferred shares (Note 20)	–	–	–	–	–	(182,676,790)	(182,676,790)	–	(182,676,790)
Net income for the year	–	–	–	3,591,510,502	–	–	3,591,510,502	589,134,270	4,180,644,772
Increase in minority interest	–	–	–	–	–	–	–	858,195,203	858,195,203
Balances at December 31, 2005	₱2,255,638,480	₱2,593,474,326	₱4,849,112,806	₱4,193,977,659	₱2,402,067	(₱187,210,650)	₱8,858,281,882	₱1,621,315,883	₱10,479,597,765



ATTRIBUTABLE TO EQUITY HOLDERS OF THE PARENT

For the year ended December 31, 2004

	Capital Stock	Additional Paid-in Capital	Total Paid-up Capital	Retained Earnings	Unrealized Gain on Available-for-Sale Investments	Preferred Shares Held in Treasury	ATTRIBUTABLE TO MINORITY INTERESTS Total	TOTAL EQUITY	
As of December 31, 2003	₱2,255,945,690	₱2,929,845,102	₱5,185,790,792	(₱823,053,751)	₱-	(₱237,287,967)	₱4,125,449,074	₱225,516,009	₱4,350,965,083
Cancellation/retirement of issued preferred shares (Note 20)	(109,450)	(102,006,096)	(102,115,546)	-	-	102,115,546	-	-	-
Redemption of preferred shares (Note 20)	-	-	-	-	-	(103,923,879)	(103,923,879)	-	(103,923,879)
Net income for the year	-	-	-	1,466,980,059	-	-	1,466,980,059	74,486,535	1,541,466,594
Increase in minority interest	-	-	-	-	-	-	-	(126,016,134)	(126,016,134)
Balances at December 31, 2004	₱2,255,836,240	₱2,827,839,006	₱5,083,675,246	₱643,926,308	₱-	(₱239,096,300)	₱5,488,505,254	₱173,986,410	₱5,662,491,664

See accompanying Notes to Consolidated Financial Statements.



DMCI HOLDINGS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF INCOME

	Years Ended December 31		
	2006	2005	2004
SALE OF GOODS AND SERVICES (Note 23)	₱8,701,603,065	₱10,029,481,190	₱7,761,079,671
COSTS OF SALES AND SERVICES (Note 24)	6,503,714,975	7,207,382,249	5,122,120,780
GROSS PROFIT	2,197,888,090	2,822,098,941	2,638,958,891
OPERATING EXPENSES (Note 25)	1,121,010,338	944,779,655	776,012,651
EQUITY IN NET EARNINGS (LOSSES) OF ASSOCIATES, JOINTLY CONTROLLED ENTITIES AND OTHERS (Note 12)	27,839,119	32,987,135	(7,333,838)
FINANCE INCOME (Note 26)	357,997,191	206,378,552	11,012,665
FINANCE COSTS (Note 27)	(351,688,635)	(220,019,630)	(368,317,069)
OTHER INCOME (Note 28)	734,173,627	2,850,855,160	106,051,717
INCOME BEFORE INCOME TAX	1,845,199,054	4,747,520,503	1,604,359,715
PROVISION FOR INCOME TAX (Note 29)	462,627,803	566,875,731	62,893,121
NET INCOME	₱1,382,571,251	₱4,180,644,772	₱1,541,466,594
ATTRIBUTABLE TO			
Equity holders of the parent	₱1,135,299,489	₱3,591,510,502	₱1,466,980,059
Minority interests	247,271,762	589,134,270	74,486,535
	₱1,382,571,251	₱4,180,644,772	₱1,541,466,594
Basic / Diluted Earnings Per Share (Note 30)	₱0.50	₱1.59	₱0.64

See accompanying Notes to Consolidated Financial Statements.



DMCI HOLDINGS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS

	Years Ended December 31		
	2006	2005	2004
Income before income tax	₱1,845,199,054	₱4,747,520,503	₱1,604,359,715
Adjustments for:			
Depreciation, depletion and amortization (Notes 13, 14, 15 and 24)	1,419,254,315	1,341,042,862	763,888,367
Finance expense (Note 27)	351,688,635	220,019,630	368,317,069
Write-off of:			
Property, plant and equipment (Note 14)	–	–	223,998,632
Other noncurrent assets	–	–	159,497,726
Recovery of provision for doubtful accounts	–	(3,432,945)	–
Provisions for:			
Inventory obsolescence (Note 10)	39,787,613	–	17,070,283
Doubtful accounts (Note 25)	105,840,759	92,323,339	17,252,778
Probable losses on:			
Investments (Note 25)	103,388,649	–	2,000,000
Noncurrent assets (Note 25)	–	–	12,214,617
Foreign exchange losses - net	(85,605,985)	(74,911,051)	7,844,204
Equity in net losses (earnings) of associates and jointly controlled entities (Note 12)	(27,839,119)	(32,987,135)	7,333,838
Gain on disposals of:			
Property and equipment and investments	(379,301,077)	(2,673,349,780)	(38,440,148)
Interest income (Note 26)	(357,997,191)	(206,378,552)	(11,012,665)
Dividend income (Note 28)	(6,972)	(5,777,090)	–
Pension expense (Note 22)	31,126,773	21,218,673	16,255,220
Operating income before changes in working capital	3,045,535,454	3,425,288,454	3,150,579,636
Decrease (increase) in:			
Receivables	(433,729,309)	406,754,149	(527,712,152)
Inventories	(506,131,780)	(587,453,307)	(17,195,344)
Costs and estimated earnings in excess of billings	7,962,640	94,361,673	–
Real estate for sale and development	(1,389,358,769)	(187,635,193)	5,078,069
Other current assets	(235,879,358)	(78,620,610)	3,652,046
Increase (decrease) in:			
Accounts and other payables	(123,202,098)	(239,964,548)	714,618,736
Customer's deposits	659,075,659	(59,663,472)	24,825,957
Billings in excess of costs and estimated earnings on uncompleted contracts	1,678,010	(129,589,246)	(304,552,830)
Cash generated from operations	1,025,950,449	2,643,477,900	3,049,294,118
Interest received	421,148,736	226,214,603	8,904,753
Interest paid (Note 27)	(321,433,930)	(254,152,784)	(882,213,119)
Income taxes paid	(812,154,035)	(60,779,082)	(97,962,415)
Net cash provided by operating activities	313,511,220	2,554,760,637	2,078,023,337

(Forward)



Years Ended December 31			
	2006	2005	2004
CASH FLOWS FROM INVESTING ACTIVITIES			
Decrease (increase) in:			
Investments in associates, jointly controlled entities and others	(₱2,734,369,225)	(₱432,018,220)	₱-
Noncurrent receivables	324,907,718	287,561,694	106,713,588
Investment properties	674,115,305	(69,189,461)	-
Other noncurrent assets	13,080,898	(67,806,532)	(177,079,639)
Proceeds from disposals of:			
Available-for-sale investments (Note 7)	510,088,533	-	-
Investment properties	-	-	20,360,233
Property and equipment	23,425,061	15,914,131	144,894,771
Additions to:			
Available-for-sale investments (Note 7)	(17,602,963)	(762,406,309)	-
Property, plant and equipment (Note 14)	(818,017,618)	(1,271,881,508)	(898,314,205)
Dividends received	-	5,777,090	-
Net cash used in investing activities	(2,024,372,291)	(2,294,049,115)	(803,425,252)
CASH FLOWS FROM FINANCING ACTIVITIES			
Availments of long-term debt	2,919,140,201	1,181,042,796	405,687,511
Payments of long-term debt	(1,965,530,632)	(1,048,212,512)	(910,485,523)
Net payments of notes payable	(60,847,631)	(289,226,107)	(419,732,784)
Redemption of preferred shares	(2,618,850)	(190,354,750)	(28,673,759)
Dividends paid	(243,007,220)	(22,301,149)	-
Proceeds from:			
Additional subscriptions to capital stock	-	1,623,018,435	-
Sale of treasury shares	-	6,113,600	-
Payment on acquisition of shares held in treasury	-	(383,633,460)	-
Increase (decrease) in:			
Payable to related parties	294,453,909	595,428,053	(333,977,795)
Other noncurrent liabilities	71,471,488	-	(17,881,618)
Net cash provided by (used in) financing activities	1,013,061,265	1,471,874,906	(1,305,063,968)
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	(697,799,806)	1,732,586,428	(30,465,883)
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR	1,949,710,991	217,124,563	247,590,446
CASH AND CASH EQUIVALENTS AT END OF YEAR (Note 6)	₱1,251,911,185	₱1,949,710,991	₱217,124,563

See accompanying Notes to Consolidated Financial Statements.



DMCI HOLDINGS, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Corporate Information

DMCI Holdings, Inc. (the Company/DMCI-HI) is incorporated in the Philippines. The Company's registered office address is 3rd Floor, Dacon Building, 2281 Don Chino Roces Avenue, Makati City.

The Company is the holding company of the DMCI Group (collectively referred to herein as the Group) which is primarily engaged in general construction, coal mining, infrastructure and real estate development and manufacturing.

2. Basis of Preparation

The consolidated financial statements of the Group have been prepared using the historical cost basis, except for available-for-sale financial assets (AFS) that have been measured at fair value. The consolidated financial statements are presented in Philippine Pesos.

Statement of Compliance

The consolidated financial statements of the Group have been prepared in compliance with Philippine Financial Reporting Standards (PFRS).

Basis of Consolidation

The consolidated financial statements comprise the financial statements of the Group as of December 31, 2006, 2005 and 2004. Under PFRS, it is acceptable to use, for consolidation purposes, the financial statements of subsidiaries for fiscal periods differing from that of the Company if the difference is not more than three months.

All intra-company balances and transactions, including income, expenses and dividends, are eliminated in full. Profits and losses resulting from intra-company transactions that are recognized in assets are eliminated in full.

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

Minority interests represent the portion of profit or loss and net assets not held by the Group and are presented separately in the consolidated statement of income and within the equity in the consolidated balance sheet, separately from equity holders' of the Parent Company.

The consolidated financial statements include the financial statements of the Company and the following subsidiaries (which were all incorporated in the Philippines):

	Effective Percentages of Ownership	
	2006	2005
General Construction:		
D.M. Consunji, Inc. (DMCI) ¹	100.00	100.00
DMCI International, Inc. (DMCII) ²	100.00	100.00
OHKI-DMCI Corporation (OHKI) ²	100.00	100.00
DMCI-Laing Construction, Inc. (DMCI-Laing) ²	60.00	60.00
Beta Electric Corporation (Beta Electric) ²	50.77	50.77
Raco Haven Automation Philippines, Inc. (Raco) ²	50.14	50.14
Coal Mining:		
Semirara Mining Corporation (Semirara)	58.31	62.92
Infrastructure and Real Estate Development:		
DMCI Project Developers, Inc. (PDI)	100.00	100.00
Constress Philippines, Inc. (Constress) ³	—	100.00
Hampstead Gardens Corporation (Hampstead) ³	100.00	100.00
Riviera Land Corporation (Riviera) ³	96.38	96.38
Manufacturing:		
Semirara Cement Corporation (SemCem) *	100.00	100.00
Oriken Dynamix Company, Inc. (Oriken) ²	89.00	89.00
Wire Rope Corporation of the Philippines (Wire Rope)	61.70	61.70
Marketing Arm:		
DMCI Homes, Inc. (DMCI Homes) ³	100.00	100.00
Utilities:		
DMCI Power Corporation * (Note 12)	100.00	—

* Organized on January 29, 1998 and October 16, 2006, respectively, and has not yet started commercial operations.

¹ Also engaged in real estate development

² DMCI's subsidiaries

³ PDI's subsidiaries

On November 2, 2005, the BOD approved the merger of the PDI with Constress Philippines, Inc., with the PDI as the surviving corporation. On March 7, 2006, the SEC has approved the said merger. The merger was accounted for at cost similar to a pooling of interest since the entities that were merged are under common control.



3. Changes in Accounting Policies

The accounting policies adopted are consistent with those of the previous financial year except as follows:

The Group has adopted the following new and amended Philippine Financial Reporting Standards (PFRS) and Philippine Interpretations during the year. Adoption of these revised standards and interpretations did not have any effect on the financial statements of the Group. These, however, give rise to additional disclosures in the consolidated financial statements.

Philippine Accounting Standards (PAS) 19, Amendment - Employee Benefits

- PAS 21, *Amendment - The Effects of Changes in Foreign Exchange Rates*
- PAS 39, *Amendments - Financial Instruments: Recognition and Measurement*
- PFRS 6, *Exploration for and Evaluation of Mineral Resources*
- PIC Q&A 2006-1, *PAS 18, Appendix, paragraph 9-Revenue Recognition for Sales of Property Units under Pre-completion Contracts*
- Philippine Interpretation - International Financial Reporting Interpretations Committee (IFRIC) 4 - *Determining whether an Arrangement Contains a Lease*
- Philippine Interpretation IFRIC 5 - *Rights to Interests arising from Decommissioning, Restoration and Environmental Rehabilitation Funds*
- Philippine Interpretation IFRIC 6 - *Liabilities arising from Participating in a Specific Market-Waste Electrical and Electrical Equipment*

The principal effects of these changes are as follows:

PAS 19 - Employee Benefits

As of January 1, 2006, the Group adopted the amendments to PAS 19. As a result, additional disclosures are made providing information about trends in the assets and liabilities in the defined benefit plans and the assumptions underlying the components of the defined benefit cost. This change has resulted in additional disclosures being included in the consolidated financial statements (Note 22) but has not had a recognition or measurement impact, as the Group chose not to apply the new option offered to recognize actuarial gains and loss outside of the consolidated statement of income.

PAS 21 - The Effects of Changes in Foreign Exchange Rates

As of January 1, 2006, the Group adopted the amendments to PAS 21. Under this amendment, all exchange differences arising from a monetary item that forms part of the Group's investment in a foreign operation are recognized in a separate component of equity in the consolidated financial statements regardless of the currency in which the monetary item is denominated. This change did not impact the consolidated financial statements as there are no investments in foreign operation.

PAS 39 - Financial Instruments: Recognition and Measurement

Amendment for financial guarantee contracts - amended the scope of PAS 39 to require financial guarantee contracts that are not considered to be insurance contracts to be recognized initially at fair value and to be remeasured at the higher of the amount determined in accordance with PAS 37, *Provisions, Contingent Liabilities and Contingent Assets* and the amount initially



recognized less, when appropriate, cumulative amortization recognized in accordance with PAS 18, *Revenue*. The effect of the adoption of the amendment was not significant to the consolidated financial statements.

Amendment for hedges of forecast intragroup transactions - amended PAS 39 to permit the foreign currency risk of a highly probable intragroup forecast transaction to qualify as the hedged item in a cash flow hedge, provided that the transaction is denominated in a currency other than the functional currency of the entity entering into that transaction and that the foreign currency risk will affect the consolidated statement of income. As the Group has no such transactions, the amendment did not have any effect on the consolidated financial statements.

Amendment for the fair value option - amended PAS 39 to restrict the use of the option to designate any financial asset or any financial liability to be measured at fair value through the consolidated statement of income. The Group had not previously used this option; hence, the amendment will not have any effect on the consolidated financial statements.

As allowed under PFRS 1, PAS 32 and PAS 39 were adopted from January 1, 2005. The effect of adopting these standards, were charged against retained earnings as of January 1, 2005.

The adoption of the fair value measurement of AFS investments and the adoption of the provision of PAS 39 on the classification and related measurement of financial assets and liabilities on the consolidated financial statements resulted in the recognition of unrealized gain on AFS investments shown as a separate equity item amounting to ₱2.40 million as of January 1, 2005. In addition, installment receivable was discounted in compliance with PAS 39 and resulted to ₱41.46 million decrease in retained earnings.

PFRS 6, Exploration for and Evaluation of Mineral Resources

This standard requires a company to develop its own accounting policy for the recognition and measurement of exploration and evaluation of assets without specifically considering the requirements of paragraphs 11 and 12 of PAS 8, *Accounting Policies, Changes in Accounting Estimates and Errors*. Thus, a company adopting PFRS 6 may continue to use the accounting policies applied immediately before adopting the PFRS. This includes continuing to use recognition and measurement practices that are part of those accounting policies. The standard also specifies the circumstances in which the companies recognized exploration and evaluation assets should test such assets for impairment in accordance with PAS 36, *Impairment of Assets*. The standard also requires companies engaged in the exploration for and evaluation of mineral resources to disclose information about exploration and evaluation assets, the level at which such assets are assessed for impairment and any impairment losses recognized. The adoption of this standard did not have a material impact on the Group's consolidated financial statements as the Group is not presently engaged in any exploration for and evaluation of mineral resources. The adoption, however, resulted to the reclassification of the costs of acquisition of the mining rights from "Property, plant and equipment" to "Mining rights acquisition cost" account shown under the "Other noncurrent assets" account in the consolidated balance sheet.



PIC Q&A 2006-1, *PAS 18, Appendix, paragraph 9-Revenue Recognition for Sales of Property Units under Pre-completion Contracts*, which states that the law in different countries may determine the point in time at which the entity transfers the significant risks and rewards of ownership and that the examples in the Appendix need to be read in the context of the laws relating to the sale of goods in the country in which the transaction takes place. In the Philippines, equitable interest may vest in the buyer before a condominium building is complete and before legal title passes since the concept of equitable interest is recognized in Presidential Decree 957, known as the *Condominium and Subdivision Buyers' Protective Decree*. Although the sale of property units under pre-completion contracts is not within the scope of PAS 11, *Construction Contracts*, the method of determining the stage of completion and revenue recognition as provided in that Standard may be referred to for guidance in determining revenue as the acts are performed.

The effect of the adoption of the interpretation was not significant to the consolidated financial statements.

Philippine Interpretation IFRIC 4 - *Determining Whether an Arrangement Contains a Lease*
The Group adopted IFRIC 4 as of January 1, 2006, which provides guidance in determining whether a lease contained an arrangement to which lease accounting must be applied. This change in accounting policy did not impact the consolidated financial statements.

The following Philippine Interpretations and accounting standards have been issued but effective for financial statements after January 1, 2006. The Group did not early adopt these Philippine Interpretations and accounting standards.

- Philippine Interpretation IFRIC 8, *Scope of PFRS 2 (effective for financial years beginning on or after June 1, 2006)*. This IFRIC Interpretation clarifies that PFRS 2, *Share-based Payment*, will apply to any arrangement when equity instruments are granted or liabilities (based on a value of the Group's equity instruments) are incurred by the Group, when the identifiable consideration appears to be less than the fair value of the instruments given. The adoption of this Philippine Interpretation will not impact the consolidated financial statements as the Group has no share-based payments.
- Philippine Interpretation IFRIC 9, *Reassessment of Embedded Derivatives (effective for financial years beginning on or after June 1, 2006)*. This Philippine Interpretation requires an entity to assess whether a contract contains an embedded derivative at the date an entity first become a party to the contract and prohibits reassessment unless there is change to the contract that significantly modifies the cash flows. The Group will reassess to determine whether or not embedded derivatives were assessed at the date of transition to PFRS rather than at the date of entering into the contract. This Philippine Interpretation requires the Group to revisit and revise accounting for embedded derivatives.
- Philippine Interpretation IFRIC 10, *Interim financial Reporting and Impairment (effective for annual periods beginning on or after November 1, 2006)*. This Philippine Interpretation addresses an inconsistency between PAS 34, *Interim Financial Reporting* and the impairment requirements relating to goodwill in PAS 36, *Impairment of Assets* and equity instruments classified as available for sale in PAS 39, *Financial Instruments: Recognition and Measurement*. The interpretation states that the specific requirements of PAS 36 and PAS 39 take precedence over the general requirements of PAS 34 and, therefore, any impairment loss



recognized for these assets in an interim period may not be reversed in subsequent interim periods. The Group will assess the impact of this Philippine Interpretation.

- PFRS 7, *Financial Instruments - Disclosures (effective for annual periods beginning on or after January 1, 2007)*. PFRS 7 includes all of the disclosure requirements relating to financial instruments and will replace the disclosure section of PAS 32, *Financial Instruments: Disclosure and Presentation* and all of PAS 30, *Disclosures in the Financial Statements of Banks and Similar Financial Institutions*. PAS 32 will then contain only presentation requirements for financial instruments. The most significant additional disclosure requirements of PFRS 7 (compared to PAS 32 and PAS 30) are as follows: (a) qualitative risk disclosures are to include information on the processes that an entity uses to manage and measure its risks, (b) quantitative data about the exposure to each type of risk (including credit risk, liquidity risk and market risk) arising from financial instruments, (c) information about the credit quality of financial assets that are neither past due nor impaired, (d) an analysis of financial assets that are past due or impaired, including a description of collateral held as security and its fair value, (e) a market risk sensitivity analysis which includes the effect of a reasonably possible change in the risk variables, along with the methods and assumptions used in preparing the analysis. The Group will assess whether the processes and systems in place are capable of collecting these information and making any necessary changes. The Group will reassess to determine whether documented policies are comprehensive and complete. The amendment requires presentation of comparative information in the consolidated financial statements.
- Amendments to PAS 1, *Presentation of Financial Statements - Capital Disclosure*. This amendment, which is effective for annual periods beginning on or after January 1, 2007, requires entities to disclose information that enables readers to evaluate the entity's objectives, policies and processes for managing capital. The disclosures are based on information provided internally to key management personnel, and will include: (a) the objectives, procedures and policies used to manage capital, (b) a description of what the entity manages as capital, the nature of any externally imposed capital requirements (if any) and how it meets objectives for managing capital, (c) quantitative information about what the entity manages as capital and any changes from the prior period, (d) whether the entity complied with externally imposed capital requirements and the consequences of any non-compliance, (if applicable). The Group will consider what information is currently used internally and how this is to be incorporated into the disclosures.
- Philippine Interpretation IFRIC 7, *Applying the Restatement Approach under PAS 29, Financial Reporting in Hyperinflationary Economies (effective for annual periods beginning on or after January 1, 2007)*. This Philippine Interpretation requires entities to apply PAS 29, *Financial Reporting in Hyper-inflationary Economies*, in the reporting period in which an entity first identifies the existence of hyperinflation in the economy of its functional currency as if the economy had always been hyperinflationary. This Philippine Interpretation is not applicable to the Group.



- Philippine Interpretation IFRIC 11, *PFRS2 - Group and Treasury Share Transactions (effective for annual periods beginning on or after March 1, 2007)*. This Philippine Interpretation requires arrangements whereby an employee is granted rights to equity instruments to be accounted for as an equity-settled scheme by the Group even if: (a) the Group chooses or is required to buy those equity instruments (e.g. treasury shares) from another party, or (b) the shareholders of the Group provide the equity instruments needed. The adoption of this Philippine Interpretation will not impact the consolidated financial statements.
- Philippine Interpretation IFRIC 12, *Service Concession Arrangements (effective for annual periods beginning on or after January 1, 2008)*. This Philippine Interpretation outlines an approach to account for contractual arrangements arising from entities providing public services. It provides that the operator should not account for the infrastructure as property, plant and equipment, but recognize a financial asset and/or an intangible asset. The Group will assess the impact of this Philippine Interpretation since the Group will now be involved in providing public services with the acquisition of water and power distribution facilities.
- PFRS 8, *Operating Segments (effective for annual periods beginning on or after January 1, 2009)*. This amendment was issued as part of the convergence project with the US Financial Accounting Standards Board. This new standard replaces PAS 14, *Segment Reporting* and adopts a management approach to segment reporting as required in the US Standard SFAS 131, *Disclosures about Segments of an Enterprise and Related Information*. The information reported would be that which management uses internally for evaluating the performance of operating segments and allocating resources to those segments. This information may be different from that reported in the consolidated balance sheet and consolidated statement of income and entities will need to provide explanations and reconciliations of the differences. As the information required to be disclosed will likely be readily available as it is already used internally, the Group will reassess to determine whether additional processes should be put into place to reconcile information to the consolidated balance sheet and consolidated statement of income.

4. Summary of Significant Accounting Policies

Revenue 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. The following specific recognition criteria must also be met before revenue is recognized:

Construction Contracts

Revenue from construction contracts is recognized under the percentage-of-completion method of accounting and is measured principally on the basis of the estimated completion of a physical proportion of the contract work. Contracts to manage, supervise, or coordinate the construction activity of others and those contracts wherein the materials and services are supplied by contract owners are recognized only to the extent of the contracted fee revenue. Revenue from cost plus contracts is recognized by reference to the recoverable costs incurred during the period plus the fee earned, measured by the proportion that costs incurred to date bear to the estimated total costs of the contract.



Contract costs include all direct materials and labor costs and those indirect costs related to contract performance. Expected losses on contracts are recognized immediately when it is probable that the total contract costs will exceed total contract revenue. The amount of such loss is determined irrespective of whether or not work has commenced on the contract; the stage of completion of contract activity; or the amount of profits expected to arise on other contracts, which are not treated as a single construction contract. Changes in contract performance, contract conditions and estimated profitability, including those arising from contract penalty provisions and final contract settlements that may result in revisions to estimated costs and gross margins are recognized in the year in which the changes are determined. Profit incentives are recognized as revenue when their realization is reasonably assured.

The asset, "*Costs and estimated earnings in excess of billings on uncompleted contracts,*" represents total costs incurred and estimated earnings recognized in excess of amounts billed. The liability, "*Billings in excess of costs and estimated earnings on uncompleted contracts,*" represents billings in excess of total costs incurred and estimated earnings recognized. Contract retentions are presented as part of "*Construction receivable*" under the "*Receivables*" account in the consolidated balance sheet.

Real Estate

Real estate sales are generally accounted for under the full accrual method. Under this method, the gain on sale is recognized when: (a) the collectibility of the sales price is reasonably assured; (b) the earnings process is virtually complete; and (c) the seller does not have a substantial continuing involvement with the subject properties. The collectibility of the sales price is considered reasonably assured when: (a) the buyers have actually confirmed their acceptance of the related loan applications after the same have been delivered to and approved by either the banks or other financing institutions for externally-financed accounts; or (b) the full down payment comprising a substantial portion of the contract price is received and the capacity to pay and credit worthiness of buyers have been reasonably established for sales under the deferred cash payment arrangement.

Real estate sales are accounted for under the percentage-of-completion method when: (a) equitable interest and/or legal title to the subject property is transferred to the buyer; (b) the seller is obliged to perform significant acts after the subject properties are sold; (c) the amount of revenue can be measured reliably; (d) the costs incurred or to be incurred can be measured reliably; and (e) it is probable that the economic benefits will flow to the entity. Under this method, the revenue and cost of sale is recognized as the acts are performed.

If any of the criteria under the full accrual method or the percentage-of-completion method is not met, the deposit method is applied until all the conditions for recording a sale are met. Pending recognition of sale, cash received from buyers are presented under the "*Customers' deposits*" account which is shown as part of the "*Accounts and Other Payables*" account in the liabilities section of the consolidated balance sheet.

Interest income

Revenue is recognized as 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).



Coal sales

Revenue from coal sales is recognized upon delivery when the significant risks and rewards of ownership of the goods have passed to the buyer and the amount of revenue can be measured reliably.

Merchandise sales

Revenue from merchandise sales is recognized upon delivery of the goods to and acceptance by the buyer and when the risks and rewards are passed on to the buyers.

Dividend income

Revenue is recognized when the Group's right to receive payment is established.

Rental Income

Rental income arising from operating leases on investment properties is accounted for on a straight-line basis over the lease terms.

Cash and Cash Equivalents

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

Financial Instruments

Financial assets within the scope of PAS 39 are classified as either financial assets at fair value through profit and loss (FVPL), loans and receivables, held-to-maturity (HTM) investments and AFS financial assets, as appropriate. Financial liabilities are classified into financial liabilities at FVPL and other financial liabilities carried at cost. When financial assets are recognized initially, these are measured at fair value, plus, in the case of investments measured not at FVPL, directly attributable costs. The Group considers whether a contract contains an embedded derivative when the entity first becomes a party to it. The embedded derivatives are separated from the host contract which is not measured at FVPL when analysis shows that the economic characteristics and risks of embedded derivatives are not closely related to those of the host contract.

The Group determines the classification of its financial assets after initial recognition and, where allowed and appropriate, re-evaluates this designation at each financial year end.

All regular way purchases and sales of financial assets are recognized on the trade date, which is the date that the Group commits to purchase the asset. Regular way purchases or sales - are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the market place.

Financial assets and financial liabilities at fair value through profit and loss (FVPL)

Financial assets and financial liabilities at FVPL include financial assets and liabilities held for trading, financial assets and financial liabilities designated upon initial recognition as at FVPL, and derivative instruments.

Financial assets and liabilities are classified as held for trading if they are acquired for the purpose of selling and repurchasing in the near term. Included in this classification are debt and equity securities which have been acquired principally during trading purposes.



Financial assets and liabilities may be designated at initial recognition as FVPL if the following criteria are met: (a) the designation eliminates or significantly reduces the inconsistent treatment that would otherwise arise from measuring the assets or recognizing gains or losses on them on a different basis; or (b) the assets are part of a group of financial assets which are managed and their performance evaluated on a fair value basis, in accordance with a documented risk management strategy; or (c) the financial asset contains an embedded derivative that would need to be separately recorded. As of December 31, 2006 and 2005, no financial assets have been designated as at FVPL.

HTM investments

HTM investments are quoted non-derivative financial assets which carry fixed or determinable payments and fixed maturities which the Group has the positive intention and ability to hold to maturity. After initial measurement, HTM investments are measured at amortized cost. This cost is computed as the amount initially recognized minus principal repayments, plus or minus the cumulative amortization using the effective interest method of any difference between the initially recognized amount and the maturity amount, less allowance for impairment. This calculation includes all fees and points paid or received between parties to the contract that are an integral part of the effective interest rate, transaction costs and all other premiums and discounts. Gains and losses are recognized in the consolidated statement of income when the investments are derecognized or impaired, as well as through the amortization process. As of December 31, 2006 and 2005, no financial assets have been designated as at HTM investments.

Loans and Receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. After initial measurement, loans and receivables are subsequently carried at amortized cost using the effective interest method less any allowance for impairment. Amortized cost is calculated taking into account any discount or premium on acquisition and includes fees that an integral part of the effective interest rate and transaction costs. Gains and losses are recognized in the consolidated statement of income when the loans and receivables are derecognized or impaired, as well through the amortization process. The Group's loans and receivables consist mainly of receivable from customers and related parties.

AFS Investments

AFS investments are those non derivative financial assets that are designated as AFS or are not classified in any of the three preceding categories. After initial measurement, AFS are measured at fair value with unrealized gains or losses being recognized directly in equity in the unrealized gain on AFS investments. When the investment is disposed of, the cumulative gain or loss previously recorded in equity is recognized in the consolidated statement of income. Interest earned or paid on the investments is reported as interest income or expense using the effective interest rate. Dividends earned on investments are recognized in the consolidated statement of income when the right to receive has been established. The Group considers its quoted and unquoted securities, mutual funds, private bonds and government securities as its AFS investments (Note 7).



Fair Value

The fair value of investments that are actively traded in organized financial markets is determined by reference to quoted market bid prices at the close of business on the balance sheet date. For investments where there is no active market, fair value is determined using valuation techniques. Such techniques include using arm's length market transactions; references to the current market value of another instrument, which is substantially the same; discounted cash flow analysis or other valuation models.

Interest Bearing Loans and Borrowings

All loans and borrowings are initially recognized at the fair value of the consideration received less directly attributable transaction costs.

After initial recognition, interest bearing loans and borrowings are subsequently measured at amortized costs using the effective interest method.

Gains and losses are recognized in the consolidated statement of income when the liabilities are derecognized as well as through the amortization process.

Derecognition of Financial Assets and Liabilities

Financial Assets

A financial asset (or, where applicable a part of a financial asset or part of a group of similar financial assets) is derecognized when:

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

Where the Group has transferred its rights to receive cash flows from an asset and has neither transferred nor retained substantially all the risk 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 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 expires.



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, and the difference in the respective carrying amounts is recognized in the consolidated statement of income.

Offsetting

Financial assets and financial liabilities are only offset and the net amount reported in the consolidated balance sheet when there is a legally enforceable right to set off the recognized amounts and the Group intends to either settle on a net basis, or to realize the asset and settle the liability simultaneously.

Impairment of Financial Assets

The Group assesses at each balance sheet date whether a financial asset or group of financial assets is impaired.

Assets carried at amortized cost

If there is objective evidence that an impairment loss on loans and receivables carried at amortized cost has been incurred, 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 (excluding future expected credit losses that have not been incurred) discounted at the financial assets' original effective interest rate (i.e., the effective interest rate computed at initial recognition). The carrying amount of the asset is reduced through use of an allowance account. The amount of the loss shall be recognized in the consolidated statement of income during the period in which it arises.

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

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 the consolidated statement of income, to the extent that the carrying value of the asset does not exceed its amortized cost at the reversal date.

In relation to trade receivables, a provision for impairment is made when there is objective evidence (such as the probability of insolvency or significant financial difficulties of the debtor) that the Group will not be able to collect all of the amounts due under the original terms of the invoice. The carrying amount of the receivable is reduced through the use of an allowance account. Impaired debts are derecognized when they are assessed as uncollectible.



AFS financial investments

If an AFS asset is impaired, an amount comprising the difference between its cost (net of any principal payment and amortization) and its current fair value, less any impairment loss previously recognized in the consolidated statement of income, is transferred from equity to the consolidated statement of income. Reversals in respect of equity instruments classified as AFS are not recognized in the consolidated statement of income. Reversals of impairment losses on the debt instruments are reversed through the consolidated statement of income; if the increase in fair value of the instrument can be objectively related to an event occurring after the impairment loss was recognized in the consolidated statement of income.

Inventories

Inventories are valued at the lower of cost or net realizable value (NRV). NRV is the estimated replacement cost or the selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale. Costs incurred in bringing each product to its present location and conditions are accounted for as follows:

Coal inventory

The cost of coal inventory is determined using the weighted average production cost method. The cost of extracted coal includes all stripping costs and other mine related costs incurred during the period and allocated on per metric ton basis by dividing the total production cost with the total volume of coal produced. Except for shiploading cost, which is a component of total minesite cost, all other costs are charged to production cost.

Materials in-transit

Cost is determined using the specific identification basis.

Spare parts and other supplies

The cost of equipment parts, materials and supplies is determined principally by the average cost method (either by moving average or weighted average production cost).

Real estate inventories

Real estate inventories, consists of housing and condominium units for sale and development and land for sale and development, are carried at the lower of cost or NRV. Real estate costs include those costs that relate to the acquisition, development, improvement and construction of the real estate projects. Borrowing costs in 2004 are capitalized while the development and construction of the real estate projects are in progress, and to the extent that these are expected to be recovered in the future. NRV is the selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale such as commissions.

Investments in Associates, Jointly Controlled Entities and Others

Investments in associates and jointly controlled entities (investee companies) are accounted for under the equity method of accounting. An associate is an entity in which the Group has significant influence and which is neither a subsidiary nor a joint venture. 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 venturer has an interest.



Under the equity method, the investments in the investee companies are carried in the consolidated balance sheet at cost plus post-acquisition changes in the Group's share in the net assets of the investee companies. Goodwill relating to an associate is included in the carrying amount of the investment and is not amortized. The consolidated statement of income reflect the share of the results of the operations of the investee companies. Profit and losses resulting from transactions between the Group and the investee companies are eliminated to the extent of the interest in the investee companies.

The Group discontinues applying the equity method when their investments in investee companies are reduced to zero. Accordingly, additional losses are not recognized unless the Group has guaranteed certain obligations of the investee companies. When the investee companies subsequently report net income, the Group will resume applying the equity method but only after its share of that net income equals the share of net losses not recognized during the period the equity method was suspended.

The reporting dates of the investee companies and the Group are identical and the investee companies' accounting policies conform to those used by the Group for like transactions and events in similar circumstances.

Investment Properties

Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition investment properties, except land, are stated at cost less accumulated depreciation and any impairment in value. Land is stated at cost less any impairment in value. The carrying amount includes the cost of replacing part of an existing investment property at the time that cost is incurred if the recognition criteria are met and excludes the cost of day to day servicing of an investment property.

Investment properties are derecognized when they have either been disposed of or when the investment property is permanently withdrawn from use and no future benefit is expected from its disposal. Any gain or loss on the retirement or disposal of an investment property is recognized in the consolidated statement of income in the year in the year in which it arises.

Expenditures incurred after the investment properties have been put into operations, such as repairs and maintenance costs, are normally charged to income in the period in which the costs are incurred.

Transfers are made to investment property when, and only when, there is a change in use, evidenced by the end of owner occupation, commencement of an operating lease to another party or completion of construction or development. Transfers are made from investment property when, and only when, there is a change in use, as evidenced by commencement or owner occupation or commencement of development with a view to sale.

For a transfer from investment property to owner occupied property, the deemed cost of property for subsequent accounting is its fair value at the date of change in use. If the property occupied by the Group as an owner occupied property becomes an investment property, the Group accounts for such property in accordance with the policy stated under property, plant and equipment up to the date of change in use. When the Group completes the construction or development of a self constructed investment property, any difference between the fair value of the property at that date and its previous carrying amount is recognized in the consolidated statement of income.



Depreciation is calculated on a straight-line basis using the following estimated useful lives from the time of acquisition of the investment properties. The estimated useful lives of the property, plant and equipment follow:

	<u>Years</u>
Condominium units	5
Buildings and improvement	5-25

Property, Plant and Equipment

Property, plant and equipment, except land, are stated at cost less accumulated depreciation, depletion and amortization and any impairment in value. Land is stated at cost, less any impairment in value.

The initial cost of property, plant and equipment comprises its purchase price, including import duties, taxes and any directly attributable costs of bringing the asset to its working condition and location for its intended use. Expenditures incurred after the property, plant and equipment have been put into operation, such as repairs and maintenance and overhaul costs, are normally charged to operations in the period in which the costs are incurred. In situations where it can be clearly demonstrated that the expenditures have resulted in an increase in the future economic benefits expected to be obtained from the use of an item of property, plant and equipment beyond its originally assessed standard of performance, the expenditures are capitalized as additional cost of property, plant and equipment.

Depreciation, depletion and amortization of assets commences once the assets are put into operational use.

Depreciation and amortization of property, plant and equipment, except for mining rights, are calculated on the straight-line basis over the following estimated useful lives of the respective assets:

	<u>Years</u>
Land improvements	5-17
Buildings and building improvements	5-25
Construction equipment, machinery and tools	5-10
Office furniture, fixtures and equipment	3-5
Transportation equipment	4-5
Conventional and continuous mining equipment	2-13
Leasehold improvements	5-7 or remaining lease term, whichever is shorter

Depletion of mining rights is calculated based on the units-of-production method.

The estimated useful lives and depreciation, depletion and amortization methods are reviewed periodically to ensure that the period and methods of depreciation, depletion and amortization are consistent with the expected pattern of economic benefits from items of property, plant and equipment.



Construction in progress included in property, plant and equipment is stated at cost. This includes the cost of the construction of property, plant and equipment and other direct costs. Construction in progress is not depreciated until such time the relevant assets are completed and put into operational use.

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the item) is included in the consolidated statement of income in the year the item is derecognized.

Asset Retirement Obligation (ARO)

The Group is legally required to fulfill certain obligations as required under its Environmental Compliance Certificate (ECC) issued by Department of Environment and Natural Resources (DENR). When appropriate, the Group recognizes the liability for these obligations and this is included as part of the cost of property, plant and equipment.

Mine Exploration and Development Costs

Expenditures for mine exploration and development activities on mining properties are deferred as incurred. These deferred costs are charged to expense when the results of the exploration activities are determined to be negative or not commercially viable. When exploration results are positive or commercially viable, the exploration expenses and subsequent development expenses are capitalized and presented under the "*Other noncurrent assets*" account in the consolidated balance sheet. Upon the start of commercial production, such capitalized costs are accordingly transferred to the "*Property, plant and equipment*" account in the consolidated balance sheet and amortized using the unit-of-production method.

Intangible Assets

Intangible assets acquired separately are capitalized at cost and these are shown as part of the other noncurrent assets account in the consolidated balance sheet. Following initial recognition, intangible assets are measured at cost less accumulated amortization and provisions for impairment losses, if any. The useful lives of intangible assets with finite life are assessed at the individual asset level. Intangible assets with finite life are amortized over their useful life. Periods and method of amortization for intangible assets with finite useful lives are reviewed annually or earlier where an indicator of impairment exists.

Costs incurred to acquire and bring the computer software (not an integral part of its related hardware) to its intended use are capitalized as part of intangible assets. These costs are amortized over their estimated useful lives ranging from 3 to 5 years. Costs directly associated with the development of identifiable computer software that generate expected future benefits to the Group are recognized as intangible assets. All other costs of developing and maintaining computer software programs are recognized as expense when incurred.

Gains or losses arising from the derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the consolidated statement of income when the asset is derecognized.



Impairment of nonfinancial assets

The Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any such indication exists, or when an annual impairment testing for an asset is required, the group makes an estimate of the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash generating unit's fair value less cost to sell and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that largely independent of those from other assets or group of assets. Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. 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 assessments of the time value of money and the risks specific to the 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 Group makes an estimate of recoverable amount. 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, had no impairment loss been recognized for the asset in prior years.

Such reversal is recognized in the consolidated statement of income unless the asset is carried at revalued amount, in which case the reversal is treated as a revaluation increase.

Intangible assets with indefinite useful lives are tested for impairment annually as of December 31 either individually or at the cash generating unit level, as appropriate.

Borrowing Costs

Borrowing costs are generally expensed as incurred. Interest on borrowed funds used to finance the construction of a qualifying asset to the extent incurred during the period of construction is capitalized as part of the cost of the qualifying asset. The capitalization of these borrowing costs as part of the cost of the qualifying asset: (a) commences when the expenditures and borrowing costs are being incurred during the construction and related activities necessary to prepare the qualifying asset for its intended use are in progress; and (b) ceases when substantially all the activities necessary to prepare the qualifying asset for its intended use are complete. The capitalized borrowing costs are amortized using the straight-line method over the estimated useful life of the qualifying asset.

Treasury Shares

Treasury shares are recorded at cost and are presented as a deduction from equity. When the shares are retired, the capital stock account is reduced by its par value. The excess of cost over par value upon retirement is debited to the following accounts in the order given: (a) additional paid-in capital to the extent the specific or average additional paid-in capital when the shares were issued, and (b) retained earnings.



Income Tax

Current Tax

Current income tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the balance sheet date.

Deferred Income Tax

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

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

- where the deferred tax liability arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognized for all deductible temporary differences, carry forward of unused tax credits from excess minimum corporate income tax (MCIT) and unused net operating loss carry over (NOLCO), to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused NOLCO can be utilized except:

- where the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred tax assets are recognized only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilized.

The carrying amount of deferred tax assets is reviewed at each balance sheet 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 balance sheet 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 rate that are expected to apply to the period when the asset is realized or the liability is settled, based on tax rate (and tax laws) that have been enacted or substantively enacted at the balance sheet date.

Income tax relating to items recognized directly in equity is recognized in equity and not in the consolidated statement of income.

Under the provisions of Republic Act No. 7227, DMCII, being a Subic Bay Free Port Zone enterprise, is subject to a tax of 5% on gross income in lieu of all other taxes.

Foreign Currency Transactions

The Group's financial statements are presented in Philippine pesos, which is the functional and presentation currency. Each entity in the Group determines its own functional currency and items included in the consolidated financial statements of each entity are measured using that functional currency. Transactions in foreign currencies are initially recorded at the functional currency rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the functional currency rate of exchange ruling at the balance sheet date. All differences are taken to consolidated statement of income during the period of retranslation.

Retirement Cost

The Group's pension 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. Actuarial valuations are conducted with sufficient regularity, with option to accelerate when significant changes to underlying assumptions occur. Pension cost includes current service cost, interest cost, expected return on any plan assets, actuarial gains and losses and the effect of any curtailments or settlements.

The net pension liability recognized by the Group in respect of the defined benefit pension plan is the lower of: (a) the present value of the defined benefit obligation at the balance sheet date less the fair value of the plan assets, together with adjustments for unrecognized actuarial gains or losses and past service costs that shall be recognized in later periods; or (b) the total of any cumulative unrecognized net actuarial losses and past service cost and the present value of any economic benefits available in the form of refunds from the plan or reductions in future contributions to the plan. The defined benefit obligation is calculated annually by independent actuaries using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using risk-free interest rates of government bonds that have terms to maturity approximating the terms of the related pension liability.

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.



Group as a Lessee

Operating lease payments are recognized as an expense in the consolidated statement of income on a straight basis over the lease term.

Group as a Lessor

Leases where the Group retains substantially all the risks and benefits of ownership of the asset are classified as operating leases. Initial direct costs incurred in negotiating an operating lease are added to the carrying amount of the leased asset and recognized over the lease term on the same bases as rental income.

Earnings Per Share

Basic earnings per share (EPS) is computed by dividing the net income for the year attributable to common shareholders (net income for the period less dividends on convertible redeemable preferred shares) by the weighted average number of common shares issued and outstanding during the year and adjusted to give retroactive effect to any stock dividends declared during the period.

Diluted EPS is computed by dividing the net income for the year attributable to common shareholders by the weighted average number of common shares outstanding during the year adjusted for the effects of dilutive convertible redeemable preferred shares. Diluted earnings per share assumes the conversion of the outstanding preferred shares. When the effect of the conversion of such preferred shares is anti-dilutive, no diluted earnings per share is presented.

Segment Reporting

The Group's operating businesses are organized and managed separately according to the nature of the products and services provided, with each segment representing a strategic business unit that offers different products. Financial information on business segments is presented in Note 33 to the consolidated financial statements.

Provisions

A provision is recognized only when the Group has: (a) a present obligation (legal or constructive) as a result of a 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, where appropriate, the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognized as an interest expense. Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate.

Contingencies

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



Subsequent Events

Post year-end events up to the date of the auditors' report that provide additional information about the Group's position at balance sheet date (adjusting events) are reflected in the consolidated financial statements. Any post year-end events that are not adjusting events are disclosed in the notes to consolidated financial statements when material.

5. Significant Accounting Estimates, Judgments and Assumptions

Judgments

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

Revenue recognition

The Group's revenue recognition policies require use of estimates and assumptions that may affect the reported amounts of revenue and receivables.

a.) Coal

The Group's sales arrangement with its customers includes reductions of invoice price to take into consideration charges for penalties and bonuses. These estimates are based on actual final coal quality analysis on delivered coal using American Society for Testing and Materials (ASTM) standards.

There is no assurance that the use of estimates may not result in material adjustments in future periods. Revenue from coal sales amounted to ₱4,687.69 million, ₱5,552.89 million and ₱5,065.86 million for the years ended December 31, 2006, 2005 and 2004, respectively (Note 23).

b.) Real estate

Selecting an appropriate revenue recognition method for a particular sale transaction requires certain judgments based on the sufficiency of the investment of the buyer and the real estate's stage of completion among others. Revenue from real estate sales amounted to ₱1,905.08 million, ₱1,508.48 million and ₱718.36 million for the years ended December 31, 2006, 2005 and 2004, respectively (Note 23).

c.) Construction

The Group's revenue from construction contracts are recognized based on the percentage-of-completion, measured principally on the basis of the estimated completion of a physical proportion of the contract work.

There is no assurance that the use of estimates may not result in material adjustments in future periods. Revenue from construction contracts amounted to ₱1,746.75 million, ₱2,790.48 million and ₱1,952.56 million for the years ended December 31, 2006, 2005 and 2004, respectively (Note 23).



Distinction between investment properties and owner-occupied properties

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

Some properties comprise a portion that is held to earn rentals or for capital appreciation and another portion that is held for use in the production or supply of goods or services or for administrative purposes. If these portions cannot be sold separately, the property is accounted for as an investment property only if an insignificant portion is held for use in the production or supply of goods or services or for administrative purposes. Judgment is applied in determining whether ancillary services are so significant that a property does not qualify as investment property. The Group considers each property separately in making its judgment.

Operating lease commitments

The Group has entered into commercial property leases on its investment property portfolio. The Group has determined that it retains all the significant risks and rewards of ownership of these properties and accounts for them as operating leases.

Estimates and Assumptions

The key assumptions concerning the future and other sources of estimation uncertainty at the balance sheet 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.

Allowance for doubtful accounts

The Group maintains an allowance for doubtful accounts at a level considered adequate to provide for potential uncollectible receivables. The level of this allowance is evaluated by the management on the basis of factors that affect the collectibility of the accounts. These factors include, but are not limited to, the length of relationship with the customer, the customer's payment behavior and known market factors. The Group reviews the age and status of receivables, and identifies accounts that are to be provided with allowances on a continuous basis. The Group provides full allowance for receivables that it deems uncollectible.

The amount and timing of recorded expenses for any period would differ if the Group made different judgments or utilized different estimates. An increase in the allowance for impairment losses on receivables would increase recorded operating expenses and decrease total assets. Provision for impairment losses of the Group amounted to ₱105.84 million, ₱92.32 million and ₱17.25 million in 2006, 2005 and 2004, respectively (Note 25). Receivables of the Group, net of allowance for impairment losses of ₱182.42 million and ₱161.70 million as of December 31, 2006 and 2005, respectively, amounted to ₱3,714.85 million and ₱3,449.86 million as of December 31, 2006 and 2005, respectively (Note 8).



Stock pile inventory quantities

The Group estimates the stock pile inventory of coal by conducting a topographic survey which is performed by in house surveyors. The survey is conducted on a monthly basis with a reconfirmatory survey at year end. The process of estimation involves a predefined formula which considers an acceptable margin of error of plus or minus 3%. Thus, an increase or decrease in the estimation threshold for any period would differ if the Group utilized different estimates and this would either increase or decrease the profit for the year. The stock pile inventory of coal as of December 31, 2006 and 2005 amounted to ₱1,017.02 million and ₱552.62 million, respectively (Note 10).

Net Realizable Value (NRV) of Materials, Parts and Supplies

The Group reviews its inventory to assess NRV at least on a semi-annual basis. The amount and timing of recorded expenses for any period would differ if different judgments were made or different estimates were utilized. An increase in reserves for inventory write-down would increase recorded operating expenses and decrease current assets.

Provision for inventory obsolescence amounted to ₱39.79 million and ₱17.07 million in 2006 and 2004, respectively (Note 10). Inventories of the Group, net of allowance for inventory obsolescence amounting to ₱99.76 million and ₱59.97 million as of December 31, 2006 and 2005, respectively, amounted to ₱4,714.83 million and ₱3,156.77 million as of December 31, 2006 and 2005, respectively (Note 10).

ARO

The Group is legally required to fulfill certain obligations under its DENR issued ECC when it abandons depleted mine pits. These costs are accrued based on in-house estimate, which incorporates estimates of the amount of obligations and interest rates, if appropriate. The Group recognizes the fair value of the liability for these obligations and these are shown as part of the related "Accounts and other payables" account in the consolidated balance sheet (Note 17). Assumptions used to compute the ARO are reviewed and updated annually.

The amount and timing of recorded obligations for any period would differ if different judgments were made or different estimates were utilized. An increase in ARO would increase recorded operating expenses and increase noncurrent liabilities.

As of December 31, 2006 and 2005, the Group's ARO has a carrying value of ₱11.14 million and ₱10.00 million, respectively.

Financial assets and liabilities

The Group carries certain financial assets and liabilities at fair value, which requires extensive use of accounting estimates and judgment. While significant components of fair value measurement were determined using verifiable objective evidence (i.e., foreign exchange rates, interest rates), the amount of changes in fair value would differ if the Group utilized different valuation methodology. Any changes in fair value of these financial assets and liabilities would affect directly the consolidated statements of income and changes in equity.



The fair value of financial assets as of December 31, 2006 and 2005 amounted to ₱6,153.74 million and ₱7,437.91 million, while the fair value of financial liabilities amounted to ₱8,536.78 million and ₱5,912.83 million, respectively (Note 34).

Useful lives of property, plant and equipment, investment properties and mining rights acquisition cost

The Group estimated the useful lives of its property, plant and equipment, investment properties and mining rights acquisition cost based on the period over which the assets are expected to be available for use. The estimated useful lives of property, plant and equipment, investment properties and mining rights acquisition cost are reviewed at least annually and are updated if expectations differ from previous estimates due to physical wear and tear and technical or commercial obsolescence on the use of these assets and change in the estimated production units. It is possible that future results of operations could be materially affected by changes in these estimates brought about by changes in factors mentioned above. A reduction in the estimated useful lives of property, plant and equipment, investment properties and mining rights acquisition cost would increase depreciation, depletion and amortization expense and decrease noncurrent assets.

The net book value of property, plant and equipment of the Group amounted to ₱3,295.50 million and ₱3,002.28 million as of December 31, 2006 and 2005, respectively (Note 14). The net book value of investment properties of the Group amounted to ₱2,279.06 million and ₱2,668.01 million as of December 31, 2006 and 2005, respectively (Note 13). The net book value of mining rights acquisition cost of the Group amounted to ₱80.41 and ₱95.08 million as of December 31, 2006 and 2005 (Note 15).

Impairment of nonfinancial assets

The Group assesses the impairment of assets whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. The factors that the Group considers important which could trigger an impairment review include the following:

- significant underperformance relative to expected historical or projected future operating results;
- significant changes in the manner of use of the acquired assets or the strategy for overall business; and
- significant negative industry or economic trends.

An impairment loss is recognized whenever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the higher of an asset's net selling price and value in use. The net selling price is the amount obtainable from the sale of an asset in an arm's length transaction while value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. Recoverable amounts are estimated for individual assets or, if it is not possible, for the cash-generating unit to which the asset belongs.

In determining the present value of estimated future cash flows expected to be generated from the continued use of the assets, the Group is required to make estimates and assumptions that can materially affect the consolidated financial statements.



As of December 31, 2006 and 2005, the balances of the Group's nonfinancial assets, net of accumulated depreciation, depletion and amortization and accumulated provisions for impairment losses follow:

	2006	2005
Property, plant and equipment	₱3,295,499,363	₱3,002,282,247
Investments in associates, jointly controlled entities and others	3,266,772,764	158,695,998
Investment properties	2,279,058,851	2,668,005,309
Mining rights acquisition cost	80,411,136	95,080,680

Deferred tax assets

The Group reviews the carrying amounts of deferred income taxes at each balance sheet date and reduces deferred tax assets to the extent that it is no longer probable that sufficient taxable income will be available to allow all or part of the deferred tax assets to be utilized. However, there is no assurance that the Group will generate sufficient taxable income to allow all or part of deferred income tax assets to be utilized.

The deferred tax assets amounted to ₱219.87 million and ₱133.10 million as of December 31, 2006 and December 31, 2005, respectively. The unrecognized deferred tax assets of the Group amounted to ₱24.61 million and ₱69.83 million as of December 31, 2006 and 2005, respectively (Note 29).

Pension and other retirement benefits

The determination of the obligation and cost of retirement and other employee benefits is dependent on the selection of certain assumptions used in calculating such amounts. Those assumptions include, among others, discount rates, expected returns on plan assets and salary increase rates (Note 22). Actual results that differ from the Group's assumptions are accumulated and amortized over future periods and therefore, generally affect the recognized expense and recorded obligation in such future periods. While the Group believes that the assumptions are reasonable and appropriate, significant differences between actual experiences and assumptions may materially affect the cost of employee benefits and related obligations.

The Group also estimates other employee benefits obligation and expense, including the cost of paid leaves based on historical leave availments of employees, subject to the Group's policy. These estimates may vary depending on the future changes in salaries and actual experiences during the year.

As of December 31, 2006 and 2005, the balances of the Group's net pension liabilities and unrecognized actuarial gain or loss follow:

	2006	2005
Pension liabilities	₱47,171,177	₱16,044,404
Unrecognized actuarial gain (loss)	76,525,534	(5,556,444)



Contingencies

The Group is currently involved in various legal proceedings. The estimate of the probable costs for the resolution of these claims has been developed in consultation with outside counsel handling the defense in these matters and is based upon an analysis of potential results. The Group currently does not believe these proceedings will have a material effect on the Group's financial position. It is possible, however, that future results of operations could be materially affected by changes in the estimates or in the effectiveness of the strategies relating to these proceedings (Note 36).

6. Cash and Cash Equivalents

This account consists of:

	2006	2005
Cash on hand and in banks	₱724,603,701	₱473,086,680
Cash equivalents	527,307,484	1,476,624,311
	₱1,251,911,185	₱1,949,710,991

Cash in banks earns interest at the respective 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 investment rates.

7. Available-for-Sale Investments

This account consists of:

	2006	2005
Quoted securities		
Balance at beginning of year	₱41,233,575	₱22,188,339
Additions	17,252,963	16,770,369
Disposal	-	(127,200)
Balance at end of year	58,486,538	38,831,508
Unrealized gain	37,470,813	2,402,067
	95,957,351	41,233,575
Unquoted securities		
Balance at beginning of year	790,220,993	44,585,053
Additions	350,000	745,635,940
Disposals	(510,088,533)	-
Balance at end of year	280,482,460	790,220,993
Allowance for probable loss	(116,848,301)	(13,459,652)
	163,634,159	776,761,341
	₱259,591,510	₱817,994,916



The disposal of unquoted AFS investments in 2006 represents withdrawal made by the Group from its Investment Management Account which consisted of private bonds, mutual fund and government securities. The proceeds from the withdrawal were used to finance the acquisition of Maynilad. No gain or loss was recognized on this transaction. Gain on disposal of quoted AFS investments amounted to ₱0.02 million in 2005. There had been no recognized gain in 2006 as there are no disposals of quoted securities.

Montecito

On October 9, 2003, the RTC of Calamba City issued a stay order prohibiting Montecito from selling, encumbering, transferring or disposing any of its properties in any manner except in the ordinary course of business. In connection with this, a Rehabilitation Plan was prepared which includes, among others, the following:

- (a) Restructuring of loans due to various banks subject to the following: (i) repayment of principal and capitalized interest over a term of 7 years, with a 2-year grace period; and (ii) fixed interest rate of 9.5% for 7 years and possibility of settling outstanding debt through dacion en pago or friendly foreclosure;
- (b) Reconfiguration of unsold regular lots to smaller lot sizes; and
- (c) Change in Montecito's existing payment terms for contracts receivables from 4 years to 3 years.

On April 25, 2005, the RTC approved the revised rehabilitation plan with as follows:

- (a) Reduction of debt in full or in part, via dacion en pago for creditor banks;
- (b) The North-South Spine Road shall be completed on or before July 31, 2005;
- (c) AG&P shall improve the site facilities to attract foreign interests/investors;
- (d) The two year grace period on principal on the restructured bank loans shall start on July 1, 2005; and
- (e) Interest expenses on the restructured loans shall be made current starting July 1, 2005.

On May 26, 2006, Montecito and a certain creditor bank entered into a Memorandum of Agreement (MOA) for the settlement of the outstanding obligation of Montecito with the creditor bank. Under the MOA, the creditor bank will foreclose certain parcels of land mortgaged with the creditor bank with a carrying value of ₱329.50 million as of December 31, 2004. After the foreclosure, the obligation and related interests of the creditor bank as of May 22, 2006 shall be fully extinguished. Any interest due on the obligation during the period of May 22, 2006 to May 31, 2006 computed at the rate of 5% per annum and interest, if any, which may be due thereafter, at a rate which may agreed upon by Montecito and the creditor bank but not to exceed 9.5% per annum shall be settled by Montecito before the date of public auction.



8. Receivables

This account consists of:

	2006	2005
Real estate	₱1,883,601,265	₱673,988,685
Receivable from related parties (Note 21)	1,030,436,373	1,502,868,413
Construction (including retention receivables on uncompleted contracts of ₱239.14 million in 2006 and ₱383.18 million in 2005)	980,232,180	1,209,313,799
Coal	380,932,381	1,093,097,146
Other receivables	309,703,369	155,618,410
	4,584,905,568	4,634,886,453
Less allowance for doubtful accounts	182,416,084	161,696,932
	4,402,489,484	4,473,189,521
Less noncurrent receivables - net	687,640,695	1,023,328,313
	₱3,714,848,789	₱3,449,861,208

Real estate receivables principally consist of amounts arising from sale of real estate subdivision units which are collectible within 1 to 10 years with interest at prevailing market rates. The corresponding titles to the subdivision units sold under this arrangement are transferred to the buyers only upon full payment of the contract price.

The following presents the breakdown of real estate receivables by maturity dates:

Due in:	
2007	₱217,873,766
2008	217,820,194
2009	205,723,198
2010	209,381,612
2011 and thereafter	1,032,802,495
	₱1,883,601,265

Certain subsidiaries are liable to local commercial banks relative to the discounting of real estate receivables (Note 21).

As of December 31, 2006 and 2005, total real estate receivables amounting to ₱615.6 million and ₱555.00 million, respectively, was used to secure the Group's bank loans (Note 18).

Receivables from Atlantic, Gulf and Pacific Company of Manila, Incorporated (AG&P)

The Group has an outstanding receivable from AG&P amounting to ₱763.66 million and ₱791.82 million as of December 31, 2006 and 2005. On January 31, 2002, AG&P filed a petition for rehabilitation (after approval of AG&P's stockholders and BOD on January 29, 2002) with the Regional Trial Court (RTC) of Batangas City. On February 21, 2002, the RTC issued a stay order prohibiting AG&P from selling, encumbering, transferring or disposing any of its properties in any manner except in the ordinary course of business.



In 2006, the Group provided a valuation allowance on its outstanding receivable from AG&P which amounted to ₱385.00 million.

Receivables from Universal Rightfield Property Holdings, Inc. (URPHI)

The Group's receivables from URPHI, a related party, amounted to ₱213.62 million and ₱243.6 million as of December 31, 2006 and 2005. The receivables from URPHI arose from the construction agreements with the Group for the development of Pioneer Highlands and Dansalan projects.

On January 28, 2004, DMCI, as a creditor of URPHI, initiated a petition for rehabilitation of URPHI with the RTC of Mandaluyong City. On February 17, 2004, the RTC issued a stay order prohibiting URPHI from selling, encumbering, transferring or disposing any of its properties in any manner except in the ordinary course of business. The rehabilitation plan, subject to the approval of the court included among others, the settlement of DMCI's claims from URPHI.

In 2006, the Group provided a valuation allowance on its outstanding receivable from URPHI which amounted to ₱213.62 million.

9. Costs, Estimated Earnings and Billings on Uncompleted Contracts

The details of the costs, estimated earnings and billings on uncompleted contracts follow:

	2006	2005
Total costs incurred	₱336,468,965	₱208,164,822
Add estimated earnings recognized	90,207,432	39,012,468
	426,676,397	247,177,290
Less total billings (including unliquidated advances from contract owners of ₱23.31 million in 2006 and ₱32.58 million in 2005)	430,225,942	241,086,185
	(₱3,549,545)	₱6,091,105

The foregoing balances are reflected in the consolidated balance sheet under the following accounts:

	2006	2005
Costs and estimated earnings in excess of billings on uncompleted contracts	₱17,016,194	₱24,978,834
Billings in excess of costs and estimated earnings on uncompleted contracts	(20,565,739)	(18,887,729)
	(₱3,549,545)	₱6,091,105



10. Inventories

This account consists of:

	2006	2005
At Cost:		
Real estate held for sale and development	₱2,784,313,482	₱1,692,606,616
Coal inventory	1,017,024,549	552,615,554
Equipment parts, materials and supplies in transit	57,095,396	12,449,824
At NRV:		
Equipment parts, materials and supplies	856,391,876	899,102,276
	₱4,714,825,303	₱3,156,774,270

The cost of equipment parts, materials and supplies at NRV amounted to ₱956.15 million and ₱959.07 million as of December 31, 2006 and 2005, respectively.

The amount of writedown of inventories recognized as expense amounted to ₱39.79 million and ₱17.07 million in 2006 and 2004, respectively. There were no provisions for writedown in 2005.

The Group did not capitalize any borrowing costs related to its real estate held for sale and development since the funds used to developed these properties were internally generated.

11. Other Current Assets

This account consists of:

	2006	2005
Creditable taxes withheld	₱216,776,141	₱104,740,448
Value added input tax	131,471,126	36,370,928
Prepaid expenses	29,625,744	4,138,554
Others	1,183,826	847,230
	₱379,056,837	₱146,097,160



12. Investments in Associates, Jointly Controlled Entities and Others

The details of the Group's investments in associates, jointly controlled entities and others follow:

	2006	2005
Investments - At Equity:		
Investments in associates		
Acquisition cost:		
Balance at beginning of year	₱492,101,021	₱494,852,468
Additions during the year	3,070,237,648	-
Disposals	(20,685,361)	(2,751,447)
Balance at end of year	3,541,653,308	492,101,021
Accumulated equity in net losses:		
Balance at beginning of year	(344,622,851)	(389,172,023)
Equity in net income during the year	28,022,080	33,218,773
Reclassification to investment at cost	-	11,330,399
Balance at end of year	(316,600,771)	(344,622,851)
	3,225,052,537	147,478,170
Allowance for probable losses	(44,621,969)	(65,307,330)
	3,180,430,568	82,170,840
Jointly controlled entities:		
Acquisition cost	57,547,028	32,125,000
Transfers from investment properties	-	25,422,028
	57,547,028	57,547,028
Accumulated equity in net earnings:		
Balance at beginning of year	44,445,660	44,677,298
Equity in net losses during the year	(182,961)	(231,638)
Balance at end of year	44,262,699	44,445,660
	101,809,727	101,992,688
Allowance for probable losses	(25,467,530)	(25,467,530)
	76,342,197	76,525,158
Other:		
Acquisition cost	10,000,000	-
	₱3,266,772,765	₱158,695,998



The details of the Group's equity in the net assets of its associates and jointly controlled entities and the corresponding percentages of ownership follow:

	Percentages of Ownership		Equity in Net Assets	
	2006	2005	2006	2005
Associates:				
Bachy Soletanche Philippines Corporation (Bachy)	49.00	49.00	₱42,651,374	₱43,332,817
Vulcan Materials Corporation (Vulcan)	49.00	49.00	-	-
Obayashi Philippines Corporation (OPC)	39.55	39.55	1,078,532	1,135,558
Subic Water and Sewerage Company, Inc. (Subic Water)	40.00	40.00	66,223,665	37,702,465
AG&P	46.00	46.00	-	-
			109,953,571	82,170,840
Jointly Controlled Entities:				
DMCI-MPIC Water Co. Inc.	50.00	-	₱3,070,476,997	₱-
DMCI/WPC Joint Venture	50.00	50.00	39,181,239	39,181,239
Obayashi-DMCI Joint Venture	40.00	40.00	1,730,226	1,730,226
Eco Process & Equipment Philippines, Inc.	50.00	50.00	569,875	752,836
DMCI-HI - Investment in Mahogany Place	50.00	50.00	25,422,028	25,422,028
Subic Water Construction Joint Venture	50.00	50.00	9,438,829	9,438,829
			3,146,819,194	76,525,158
Other				
DMCI Power Corporation	100.00	-	10,000,000	-
			₱3,266,772,765	₱158,695,998

Investments in Associates - At Equity

Subic Water

On January 22, 1997, PDI subscribed to 3,262,320 shares at the par value of ₱10 per share for an aggregate value of ₱32.62 million in Subic Water, a joint venture company with Subic Bay Metropolitan Authority (a government-owned corporation), Olongapo City Water District, and Cascal Services Limited (a company organized under the laws of England). The agreement executed by the parties on November 24, 1996 stipulated, among others, that PDI shall have an equity participation equivalent to 40% in Subic Water amounting to ₱74.80 million (based on the initial subscribed and paid-in capital of ₱187.00 million). The balance of PDI's committed subscription to Subic Water of ₱38.00 million (net of additional subscription payment of ₱4 million in 1998) is expected to be paid on or before the second anniversary of the said effective date. As of December 31, 2006, such committed subscription has not yet been paid.

As of December 31, 2004, PDI's accumulated equity in the net losses of Subic Water exceeded the carrying amount of its related investment. Thus, no further share in the net losses of Subic Water is recorded. Unrecognized losses amounted to ₱1 million as of December 31, 2004. Subic Water reported favourable results of operations in 2006 and 2005, accordingly, PDI recognized equity in net earnings amounting to ₱28.52 and ₱37.70 million in 2006 and 2005, respectively, after the share in unrecorded losses.



AG&P

As of December 31, 2001, the Group's accumulated equity in net losses of AG&P equalled the carrying amount of its investment. The Group discontinued the recognition of its share of further losses in AG&P as it is not committed to provide financial support to the latter. Unrecognized share in net income of AG&P amounted to ₱27.21 million and ₱14.45 million as of December 31, 2006 and 2005, respectively.

On January 31, 2002, AG&P filed a petition for rehabilitation (after the approval of AG&P's stockholders and BOD on January 29, 2002) with the RTC of Batangas City. On February 21, 2002, the RTC issued a stay order prohibiting AG&P from selling, encumbering, transferring or disposing any of its properties in any manner except in the ordinary course of business.

On March 11, 2003, the RTC approved AG&P's updated rehabilitation plan that included, among others, the settlement of the Group's claims from AG&P.

On March 31, 2003, Philippine National Bank (PNB), AG&P's creditor, filed a Motion for Reconsideration with the court for the modification of the updated rehabilitation plan due to, among others, the non-viability of the proposed transfer of the 20 hectares at Batangas Fabrication Yard (BFY) to PNB via a dacion en pago payment scheme with option to repurchase and to lease it back for 5 years with exclusivity provision. In addition, PNB suggested to the court the following modifications to the updated rehabilitation plan:

- (a) AG&P should remit to PNB a part of the advance rentals AG&P received as payment in the lease transaction entered into between AG&P and Babcock Hitachi Philippines, Inc. in July 2001 totaling ₱18 million with interest;
- (b) AG&P should proportionately pay all creditors, depending on their respective credit exposure, whatever cash inflows it will receive from all the transactions it will enter into, except those that will come from sale or lease of properties covered by the Mortgage Trust Indenture (MTI) which should be paid to MTI banks, especially the ₱70.0 million earmarked for its employees, from the time the Petition was filed and up to the time the approved rehabilitation plan subsists; and
- (c) PNB will accede to the proposal of AG&P to restructure the latter's loan on the condition that the loan obligation of AG&P with PNB shall consistently earn interest depending on the prevailing rates in the market, otherwise, the approved "suspension of interest charges on all interest-bearing obligations from February 2002 up to December 2002 pending review and approval of AG&P's rehabilitation plan by the court" and "restructuring of outstanding PNB loans for a ten-year period with 2 years grace period in the payment of principal, interest rate for the first 5 years is proposed at 6% and 12% for the next 5 years" should be disapproved and deleted.

On May 2, 2003, the Receiver filed a Manifestation and Compliance with the court on the Receiver's meeting with the officers of PNB and representatives of AG&P on the issues raised by PNB in its Motion for Reconsideration. The Receiver manifests, among others, that:

- (a) PNB agreed to withdraw its objections to the payment of the advance lease proceeds from Amstel-Phil Shipbreaking Corporation, (Amstel, AG&P's potential lessee) the amount of ₱70.00 million to the labor union;



- (b) AG&P and PNB agree to subject the issue of interest during the restructuring period to further discussions; and
- (c) PNB is withdrawing its objection since AG&P had withdrawn its proposal to transfer the BFY property by way of dacion en pago arrangement to the former.

On January 30, 2006, AG&P submitted to the court a proposed Amended Rehabilitation Plan (Amended Plan). The salient provisions of the Amended Plan include, among others, the following:

- a. Acceptance by the rank and file of the revised payment package in full settlement of separation benefits, labor cases, commutation of sick and vacation leaves and reimbursement of tax withheld.
- b. Conversion to equity of PNB's loans and DMCI's advances amounting to ₱223.00 million and ₱591.00 million, respectively. The present authorized capital stock of AG&P of ₱36.00 million will be increased to ₱1,500.00 million before conversion of debt to equity.
- c. Partial settlement of DMCI loan thru transfer of 20% equity shares in associate owned by AG&P in Bauan International Port, Inc. to DMCI.
- d. Restructuring of residual loans from PNB and advances from DMCI.
- e. Settlement by DMCI of loans from a local commercial bank with the underlying collaterals to be assumed by DMCI via "dacion en pago".
- f. Quasi-reorganization through application of additional paid-in capital of and revaluation increment in property against deficit.

Acquisition of Maynilad Water Services Inc. (Maynilad)

In November 2006, DMCI-HI, together with Metro Pacific Investment Corporation (MPIC) formed a 50:50 joint-venture company called DMCI-MPIC Water Company, Inc. (DMCI-MPIC).

On December 5, 2006, through a public bidding, DMCI-MPIC won the right to acquire Metropolitan Waterworks Sewerage Systems (MWSS) 84% interest in Maynilad Water Services Inc. (MWSI). MWSI holds an exclusive concession, granted by MWSS on behalf of the Philippine Government, to provide water and sewerage services in the west zone of Metro Manila.

The transaction was completed on January 10, 2007 with the delivery by MWSS and DMCI-MPIC of all closing requirements as required in the bid.

In addition, DMCI-MPIC: (i) provided financial assistance to MWSI in the amount of ₱1,510.0 million (US\$31.0 million); (ii) will contribute additional equity to Maynilad Water for funding its requirement for its capital expenditure, repayment to its existing creditors, and /or concession fees to MWSS which amounts to ₱21,803.6 million (US\$444.7 million) over a period of three years; and (iii) established a performance bond in an amount of ₱588.3 million (US\$12.0 million) in respect of MWSI's obligations under the concession.



Since DMCI-MPIC is a jointly-controlled entity, the Group adopted proportionate consolidation in accounting for the financial results and financial position of its investment in DMCI-MPIC.

The provisional impact of this acquisition on the financial position of the Group (subjected to further assessment of the fair value of share of identifiable assets acquired and liabilities and contingent liabilities assumed) is summarized as follows:

50% share on consideration:	in million
Cash and cash equivalents	₱1,116,081
50% share on net assets:	
Cash and cash equivalents	977,600
Accounts receivable, other receivables and prepayments (current)	1,135,285
Property and equipment	3,038,242
Concession assets	6,387,052
Other noncurrent assets	773,904
Total Assets	12,312,083
Accounts payable, other payables and accruals	2,489,229
Borrowings	3,666,287
Deferred liabilities and provisions	821,757
Payable to MWSS	3,295,783
Other liabilities	411,425
Total Liabilities	10,684,481
Minority interest	260,416
	10,944,897
Total share of net assets acquired at fair value	1,367,186
 Excess of cash consideration over the cost of a business combination to be recognized as income	 ₱251,105

Power Supply Agreement

In 2006, the DMCI-HI incorporated a new company, DMCI Power Corporation (DPC) (formerly DMCI Energy Resources Unlimited, Inc.) that will handle its power business in line with plans to increase the group's exposure in this sector. DPC will put up coal-fired power plants and participate in the privatization of the power supply of off-grid islands and remote villages. DPC is a new wholly owned subsidiary of DMCI-HI.

The privatization of Small Power Utilities Group (SPUG) Areas was mandated by Department of Energy (DOE) Circular No. 2004-01-001 issued on January 26, 2004. The circular called for the periodic assessment of the requirements and prospects of bringing power generation and associated power delivery systems to commercial viability on an area-by-area basis, including a program to encourage private sector participation in the SPUG areas. In line with this, DMCI-HI participated in the bid of Masbate SPUG. On January 15, 2007, the National Power Corporation bids and awards committee has awarded the Masbate's SPUG rights to DMCI HI which will be transferred to DPC.



13. Investment Properties

The movement of this account follow:

	2006	2005
Land	₱2,242,788,671	₱2,627,972,914
Condominium units - net of accumulated depreciation of ₱1.02 million in 2006 and ₱0.68 million in 2005	680,000	1,020,000
Buildings and improvements - net of accumulated depreciation of ₱12.05 million in 2006 and ₱8.62 million in 2005	35,590,180	39,012,395
	₱2,279,058,851	₱2,668,005,309

The movement in the land account in 2006 represents transfer to real estate held for sale and development.

Depreciation expense on investment properties amounted to ₱3.76 million, ₱2.63 million and ₱2.62 million in 2006, 2005 and 2004, respectively (Note 24).

The aggregate fair value of the Group's investment properties amounted to ₱2,612.12 million and ₱2,788.63 million as of December 31, 2006 and 2005, respectively. The fair value represents the amount at which the assets could be exchanged between a knowledgeable, willing buyer and knowledgeable, willing seller in an arm's length transaction at the date of valuation.

Consolidated rental income from investment properties amounted to ₱3.60 million, ₱5.15 million and ₱2.80 million for the years ended December 31, 2006, 2005 and 2004, respectively (Note 28).



14. Property, Plant and Equipment

The movements in this account follow:

2006

	Land and Land Improvements	Buildings and Building Improvements	Construction Equipment, Machinery and Tools	Office Furniture, Fixtures and Equipment	Transportation Equipment	Conventional and Continuous Mining Equipment	Leasehold Improvements	Construction in Progress	Total
Cost									
At January 1	₱419,971,441	₱1,156,425,129	₱221,601,982	₱39,931,013	₱63,030,122	₱7,293,681,965	₱1,214,425	₱207,688,749	₱9,403,544,826
Additions	805,909	3,397,412	119,352,923	27,137,537	21,643,296	1,109,577,187	268,506	409,110,828	1,691,293,598
Transfers and retirements/ disposals	9,960,303	106,648,241	(8,982,577)	(3,308,946)	(1,355,273)	47,226,690	–	(235,070,791)	(84,882,353)
At December 31	430,737,653	1,266,470,782	331,972,328	63,759,604	83,318,145	8,450,485,842	1,482,931	381,728,786	11,009,956,071
Accumulated Depreciation Depletion and Amortization									
At January 1	335,879,181	801,734,928	134,303,728	25,680,074	28,122,785	5,074,346,508	1,195,375	–	6,401,262,579
Depreciation, depletion and amortization	28,309,704	46,641,628	35,915,050	11,576,035	14,466,235	1,260,932,533	61,688	–	1,397,902,873
Transfers and retirements/ disposals	–	–	(8,980,756)	(3,231,810)	(988,364)	(71,507,814)	–	–	(84,708,744)
At December 31	364,188,885	848,376,556	161,238,022	34,024,299	41,600,656	6,263,771,227	1,257,063	–	7,714,456,708
Net Book Value	₱66,548,768	₱418,094,226	₱170,734,306	₱29,735,305	₱41,717,489	₱2,186,714,615	₱225,868	₱381,728,786	₱3,295,499,363



2005

	Land and Land Improvements	Buildings and Building Improvements	Construction Equipment, Machinery and Tools	Office Furniture, Fixtures and Equipment	Transportation Equipment	Conventional and Continuous Mining Equipment	Leasehold Improvements	Construction in Progress	Total
Cost									
At January 1	₱419,971,441	₱1,162,843,253	₱2,107,970,623	₱167,484,010	₱136,944,596	₱5,683,165,951	₱59,025,858	₱77,350,401	₱9,814,756,133
Additions	–	18,377,241	82,215,457	13,953,859	15,436,706	1,610,516,014	818	145,242,811	1,885,742,906
Transfers and retirements/ disposals	–	(24,795,365)	(1,968,584,098)	(141,506,856)	(89,351,180)	–	(57,812,251)	(14,904,463)	(2,296,954,213)
At December 31	419,971,441	1,156,425,129	221,601,982	39,931,013	63,030,122	7,293,681,965	1,214,425	207,688,749	9,403,544,826
Accumulated Depreciation Depletion and Amortization									
At January 1	321,413,165	783,228,619	2,029,287,989	161,734,382	102,775,784	3,922,411,628	58,328,813	–	7,379,180,380
Depreciation, depletion and amortization	14,466,016	43,301,674	72,232,502	5,450,469	14,698,081	1,151,934,880	678,813	–	1,302,762,435
Transfers and retirements/ disposals	–	(24,795,365)	(1,967,216,763)	(141,504,777)	(89,351,080)	–	(57,812,251)	–	(2,280,680,236)
At December 31	335,879,181	801,734,928	134,303,728	25,680,074	28,122,785	5,074,346,508	1,195,375	–	6,401,262,579
Net Book Value	₱84,092,260	₱354,690,201	₱87,298,254	₱14,250,939	₱34,907,337	₱2,219,335,457	₱19,050	₱207,688,749	₱3,002,282,247



The assets of Semirara (included in the above movement analysis) as of December 31, 2006, which are carried at deemed cost follow (Note 2):

	Land and Land Improvements	Buildings and Building Improvements	Conventional and Continuous Mining Equipment	Total
At Deemed Cost	₱146,388,235	₱486,594,149	₱581,857,987	₱1,214,840,371
Accumulated Depreciation, Depletion and Amortization on Adjusted Cost				
At January 1	117,254,786	304,679,148	386,984,295	808,918,229
Depreciation, depletion and amortization	15,003,445	61,754,990	44,104,106	120,862,541
At December 31	132,258,231	366,434,138	431,088,401	929,780,770
Net Book Value at Deemed Cost	₱14,130,004	₱120,160,011	₱150,769,586	₱285,059,601

Certain conventional and continuous mining equipment items with an aggregate book value of ₱8.07 million and ₱143.62 million as of December 31, 2006 and 2005, respectively, have been pledged as collaterals to secure the indebtedness of Semirara to local banks and foreign suppliers.

Depreciation, depletion and amortization expense on property, plant and equipment (including depreciation on the adjusted cost of ₱62 million in 2004) amounted to ₱1,415.49 million, ₱1,335.59 million and ₱750.63 million in 2006, 2005 and 2004, respectively (Note 24).

In 2005, as a result of periodic review of the estimated useful lives (EUL) and depreciation and amortization method of items of property and equipment, Semirara came to the conclusion that there has been a significant change in the expected pattern of economic benefits and that these items would be useful for a shorter period than the previous EUL. Accordingly, Semirara revised the EUL of certain conventional machineries and equipment and continuous mining system from 5 to 3 years. These changes have been accounted for as changes in accounting estimates. The changes increased depreciation, depletion and amortization expense by about ₱488 million for the year ended December 31, 2005.

Losses on Property and Equipment

In 2004, Semirara has written-off property and equipment with net book value of ₱224.00 million consisting mainly of development costs and certain continuous mining equipment. This has resulted from Semirara's annual review of the EUL and impairment of assets where management determined that there has been a significant change in the use and expected economic benefits from the said assets.



15. Other Noncurrent Assets

The details of other noncurrent assets follow:

	2006	2005
Deposits in North Luzon Railways Corporation (Northrail)	300,000,000	300,000,000
Refundable deposits (Note 34)	80,218,125	49,424,051
Mining rights acquisition cost - net	80,411,136	95,080,680
Marginal deposits	5,684,483	42,818,880
Software cost - net	3,406,919	1,032,598
Others	16,558,530	12,267,791
	₱486,279,193	₱500,624,000

Deposits in Northrail of ₱300.00 million represents contributions made by the Group relative to a joint venture with the Bases Conversion Development Authority (BCDA) (a government-owned corporation), Philippine National Railways and a consortium of foreign investors and local partners which would undertake the construction of a multi-phase double-track railway system. The covering joint venture agreement provided, among others, the increase in capitalization of Northrail, the primary purpose of which is to construct, operate and manage such railway system. The deposits on subscriptions made by the joint venture partners are committed to be converted into equity upon the approval of increase in capital stock of Northrail.

In 2001, due to the uncertainty surrounding the Northrail project, the Subsidiary decided to pull out of the joint venture. As of May 15, 2006, a claim has been filed and is still pending with the court for the recovery of its contribution to the Northrail Project, which the Group's management believes is fully recoverable.

The movements in the mining rights acquisition cost account follow:

	2006	2005
At cost		
January 1 and December 31	₱181,451,611	₱181,451,611
Accumulated depletion and amortization		
January 1	86,370,931	53,546,677
Depletion	14,669,544	32,824,254
December 31	101,040,475	86,370,931
Net Book Value	₱80,411,136	₱95,080,680

Depletion charged to operations amounted to ₱14.67 million, ₱32.82 million and ₱28.85 million for the years ended December 31, 2006, 2005 and 2004, respectively (Note 24).



16. Bank Loans

The Group's bank loans in 2006 and 2005 consist of peso-denominated short-term borrowings from local banks which bear interest at prevailing market rates and are payable on monthly, quarterly and lump sum bases on various maturity dates within the next 12 months after the balance sheet dates. The bank loans are generally unsecured which are secured by a real estate mortgage over the Group's housing and condominium units; a deed of assignment on certain real estate receivables of PDI, DMCI and Hampstead (Note 8); corporate guarantee and suretyship agreement issued by the Company and DMCI; and PDI, DMCI and Hampstead's customers' post-dated checks.

The Group's agreements with local banks contain some or all of the following restrictions relating to, among others: purchase of issued and outstanding capital stock; disposal of encumbered properties; change in the ownership or management and nature of its business; dividend declaration and distribution; guarantees; incurrence of additional liabilities; and merger and consolidation.

As of December 31, 2006 and 2005, the Group was in compliance with the loan covenants required by the banks.

17. Accounts and Other Payables

This account consists of the following:

	2006	2005
Accrued costs and expenses	₱980,907,691	₱1,213,224,381
Payables to suppliers	766,749,431	603,122,781
Customers' deposits	732,944,117	73,868,458
Payables to subcontractors	224,554,744	229,403,102
Acceptances and trust receipts payable	29,761,472	117,828,868
Other payables	280,142,862	234,720,301
	₱3,015,060,317	₱2,472,167,891

Accrued costs and expenses consist mainly of accrual of expenses, costs of construction contracts and Semirara's liability to Department of Energy (DOE).

Semirara's liability to DOE and local government units represents the share of DOE and local government units in the gross revenue from Semirara's coal production (including accrued interest on the outstanding balance) computed in accordance with the coal operating contract between Semirara and DOE and local government units dated July 11, 1997 as amended on January 16, 1981. The contract is for a maximum period of 35 years (inclusive of the developmental stage and renewals) up to July 2012. Total payable to DOE and local government units amounted to ₱28.51 million and ₱46.14 million in 2006 and 2005, respectively.



Subcontractor payable arises when the Group receives progress billing from its subcontractors for the construction cost of a certain project. These subcontractors were selected by the contract owners to provide materials, labor and other services necessary for the completion of a project.

Customers' Deposits

National Power Corporation (NPC)

These deposits represent advances from customers of Semirara, mainly, National Power Corporation (NPC). These deposits are applied against future coal deliveries which occur within one year from the dates the deposits were made. The deliveries are in accordance with the existing coal supply agreements (CSA) and/or memorandum of agreements (MOA) with these customers (Note 31).

Real estate deposit

Customers' deposits represent reservation fees and advance payments. These will be recognized as revenues and will be applied against the receivable balance when it reach 20% of the total collection.

The customers' deposits are due to the following:

	2006	2005
Real estate customers	₱714,048,132	₱23,815,991
NPC	18,895,985	35,597,050
APO Cement Corporation	-	14,455,417
	₱732,944,117	₱73,868,458

The deposits to NPC and APO are applied against subsequent sales.

The provision, shown under other income, that was previously recognized for a pending claim amounting to ₱71.53 million was reversed in 2006. The management strongly believes that there will be no material outflow of Semirara's resources relative to said claim due to claimant's inaction after Semirara apprised claimant of the basis of Semirara's legal position.

18. Long-term Debt

Long-term debt pertains to the following obligations:

	2006	2005
Long-term:		
Bank loans	₱3,906,983,116	₱2,127,665,960
Acceptances and trust receipts payable	683,728,838	262,957,904
Payable to foreign suppliers	8,893,412	467,775,516
	4,599,605,366	2,858,399,380

(Forward)



	2006	2005
Less current portion of:		
Acceptances and trust receipts payable	₱683,728,838	₱176,477,558
Bank loans	430,062,530	377,918,158
Payable to foreign suppliers	8,893,412	49,660,025
	1,122,684,780	604,055,741
	₱3,476,920,586	₱2,254,343,639

The maturities of long-term debt as of December 31, 2006 follow:

Due in:	
2007	₱1,122,684,780
2008	695,772,591
2009	647,488,936
2010	469,536,958
2011 and thereafter	1,664,122,101
	₱4,599,605,366

Details of the long-term debt follow:

Semirara

Loan Type	Date of Availment	Outstanding Balance		Maturity	Interest Rate	Payment Terms	Covenants/Collaterals
		2006	2005				
(In Million)							
Local bank loan							
Loan 1	September 30, 2005	₱179.81	₱224.80	October 5, 2009	13% fixed p.a.	Payable in 48 equal monthly installments to commence on November 5, 2005	Secured by collaterals on mining equipment
Foreign bank loans							
Loan 1	December 14, 2005	306.50	117.49	November 30, 2010	Based on SIBOR plus 1.95% p.a.	Repriceable and payable in 16 equal quarterly installments to commence 2 months after the drawn down dates	Unconditional and irrevocable guarantee issued by Komatsu Asia and Pacific Pte Ltd. and other covenants
Other loans	Various availments in 2004 and 2005	510.14	710.33	Various maturities in 2009 and 2010	Based on 6-month USD LIBOR plus 1.5% p.a.	Payable in 10 equal consecutive semi-annual installments, the first of which shall become due and payable 6 months after the starting point	Unconditional and irrevocable guarantee issued by DMCI-HI
		996.45	1,052.62				

(Forward)



Loan Type	Date of Availment	Outstanding Balance		Maturity	Interest Rate	Payment Terms	Covenants/Collaterals
		2006	2005				
Payable to foreign suppliers							
Supplier 1	October 15, 2004	₱-	₱458.28	January 26, 2010; prepaid fully in 2006	Based on 3 month SIBOR plus 4.25% p.a.	Payable in 16 consecutive equal quarterly installments	None
Supplier 2	December 31, 2005	6.44	10.72	December 4, 2007	5.7% p.a. compounded quarterly	Payable in 8 equal quarterly instalments	None
Supplier 3	August 20, 2004	2.45	23.88	September 15, 2006	5% p.a. compounded monthly	Payable in 18 equal monthly instalments	Unconditional and irrevocable guarantee issued by DMCI-HI
		8.89	492.88				
Various Letters of Credits	Various dates of availments	683.73	313.67	Various maturities in 2007	Interest ranging from 9% to 11% p.a.	Payable within 1 year or more	None
		₱1,689.07	₱1,859.17				
DMCI-HI							
Local bank loan							
Equitable PCI Bank	October 23, 2007	₱1,500.00	₱-	October 23, 2014	3-month MART1 plus 3% spread plus GRT	Payable in 28 equal monthly installments to commence at the end of the first quarter from initial drawdown date	Real estate receivables and investments in shares of stocks of Semirara
Other Subsidiaries							
Other borrowings							
Various	Various	₱1,410.54	₱999.23	Various	10% to 13% p.a.	Payable in equal monthly installments over a period ranging from 5 to 15 years	Real estate receivables
TOTAL		₱4,599.61	₱2,858.40				

(a) Semirara

The other covenants in loan 1 under the foreign bank loans require the Company to seek prior written notice to the lender in respect of any financial indebtedness for loans or credit extended by the Company to an affiliate and directors and officers in excess of US\$3 million and US\$1 million, respectively, or their equivalent in other currencies.

The payable to foreign supplier 1 aggregating US\$7.53 million was paid on August 23, 2006. There had been no penalties in the prepayment of the full amount of this loan.

(b) DMCI-HI

During the year, DMCI-HI borrowed ₱1,500.00 million from Equitable PCI Bank (Lender) to partially finance its share of the total purchase price in its joint bid to acquire Maynilad Water Services, Inc. (MWSI). As security for the prompt and full payment by the DMCI-HI, real estate receivables amounting to ₱750.00 million were pledged as collateral. Further, DMCI-HI investments in shares of stocks in Semirara shares were also mortgaged to secure the ₱1,500.00 million loan.



DMCI-HI and the Lender agreed that the real estate receivables pledged shall be at 110% cover, based on outstanding balance while the cover on the Semirara shares shall be at 200%, based on latest market price or 100.00 million shares, whichever is higher. As of March 8, 2007, DMCI-HI paid ₱1,148.17 million to the Lender.

(c) Sale of real estate receivables by other subsidiaries

Certain subsidiaries entered into various purchase agreements with financial institutions whereby the subsidiaries sold its receivables. The purchase agreements provide that the subsidiaries should substitute defaulted contracts to sell with other contracts to sell of equivalent value.

The subsidiaries still retain the sold receivables in the receivables account and record the proceeds from these sales as loans payable which amounted to ₱615.62 million and ₱555.00 million as of December 31, 2006 and 2005, respectively. These loans bear fixed interest rates ranging from 10% to 13% and are payable on equal monthly installments over a period ranging from 5 to 15 years depending on the terms of the related installment contracts receivable.

19. Other Noncurrent Liabilities

The details of this account consist of:

	2006	2005
Payable to property sellers	₱390,392,363	₱286,242,592
Subscriptions payable	4,750,000	3,750,000
	₱395,142,363	₱289,992,592

The payable to property sellers account represents the balance of the Group's obligations to various real estate property sellers for the acquisition of certain parcels of land. The terms of the deeds of absolute sale covering the land acquisitions provided that such obligations are payable only after the following conditions, among others, have been complied with: (a) presentation by the property sellers of the original transfer certificates of title covering the purchased parcels of land; (b) submission of certificates of non-delinquency on real estate taxes; and (c) physical turnover of the acquired parcels of land to the Group.



20. Preferred and Common Stock

The changes in the number of shares follow:

	2006	2005
Preferred stock - ₱1 par value cumulative and convertible to common stock		
Authorized number of shares	100,000,000	100,000,000
Issued and outstanding		
Balance at beginning of year	144,480	342,240
Cancellation/retirement of issued preferred shares	(139,000)	(197,760)
Balance at end of year	5,480	144,480
Common stock - ₱1 par value		
Authorized number of shares	5,900,000,000	5,900,000,000
Issued and outstanding		
Preferred shares held in treasury		
Balance at beginning of year	(136,950)	(185,500)
Redemption of preferred shares	(3,050)	(149,210)
Cancellation/retirement of issued preferred shares	139,000	197,760
Balance at end of year	(1,000)	(136,950)

The preferred stock is redeemable, convertible, non-voting, non-participating and cumulative with par value of ₱1.00 per share. The preferred shareholders' right of converting the preferred shares to common shares expired in March 2002.

On April 1, 2002, the Company's BOD approved the Exchange Offer involving the redemption of all of the Company's outstanding preferred shares totaling 1,670,584 shares as of December 31, 2001, which were due for redemption on April 7, 2002 (Final Redemption Date). Such Exchange Offer, which was formally presented to the preferred shareholders on April 5, 2002, consisted of any one or more of the following Options:

Option A - Secured 5-Year Term Loan

Redemption of preferred shares through the issuance of Promissory Notes (PNs) by the Company, DMCI or PDI at a valuation of ₱1,000 per share, equivalent to the original issue price of the preferred shares. The PNs, which are value dated April 7, 2002, shall be subject to a floating interest rate based on prevailing 91-day T-Bill rate plus a 2% spread; and shall be secured by a mortgage on certain real estate properties owned by the Group and related parties.



In 2004, the Group issued PNs amounting to ₱139 million (net of payments of ₱99 million in 2004) for the redemption of 310,700 preferred shares, respectively, under Option A.

Option B - Secured 7-Year Term Loan

Redemption of preferred shares through the issuance of PNs by the Company, DMCI or PDI at a valuation of ₱1,367 per share, equivalent to the original issue price of the preferred shares plus accumulated and nonconversion premium. The PNs, which are also value dated April 7, 2002, shall be subject to either of the following interest rates at the option of the preferred shareholders: (a) floating interest rate based on prevailing 91-day T-Bill rate plus a 3% spread; (b) fixed interest at 13% for the first 5 years of the loan and floating for the remaining 2 years at a rate equivalent to that contemplated in letter (a); and (c) fixed interest at 13% for the entire 7-year term; and shall be secured by a participation in a mortgage trust indenture covering various accounts receivables, inventory and equipment and a mortgage on certain provincial real estate properties owned by the Group.

In 2003, the Group issued PNs amounting to ₱244 million for the redemption of 202,355 preferred shares under Option B.

As of December 31, 2006 and 2005, the outstanding liabilities to preferred shareholders who opted for options A and B have fully paid.

Option C - Asset for Share Exchange

Redemption of preferred shares in exchange for residential and office units, equipment and/or accounts receivable at a valuation of ₱1,112 per share (purchase price), equivalent to the original issue price of the preferred shares plus accumulated and current dividends. The exchange shall be carried out with the subject assets valued at their selling price or fair market value. In the event that the total value of the assets elected by the preferred shareholders exceeds the total purchase price of the preferred shares, the resulting residual amount shall be paid by such shareholders to the Company in cash. Conversely, should the total purchase price exceeds the asset value, the residual amount shall be paid by the Company to the shareholders through either of Options A, B or D.

As of December 31, 2004, the Company redeemed 659,279 preferred shares under Option C in exchange for Asian Hospital, Inc. (AHI) shares; certain construction equipment owned by DMCI amounting to ₱50 million and other certain assets of the Group amounting to ₱586 million in favor of Dacon Corporation (Dacon), a major stockholder; proceeds from sale of various condominium units owned by Constress and PDI totaling to ₱56 million in favor of certain preferred shareholders; and condominium units owned by PDI with an aggregate value of ₱6 million in favor of certain preferred shareholders. As of December 31, 2006 and 2005, there have been no redemptions under Option C.

Option D - Cash Payment

Redemption of preferred shares for cash at a price of ₱775 per share, equivalent to the closing market price of such preferred shares on April 1, 2002 up to a maximum of ₱72 million (cap funds held by custodian bank for the redemption of preferred shares). Should the total amount of all the preferred shares of the holders electing this option exceed the cap, the ₱72 million shall be allocated among all accepting shareholders on a pari passu basis; with the remaining preferred shares to be purchased under any of Options A, B or C.



As of December 31, 2006 and 2005, the Group redeemed 3,050 and 149,210 preferred shares, respectively, under Option D.

The Group cancelled/retired 139,000 and 197,760 issued preferred shares in 2006 and 2005, respectively. The difference between the par value and the redemption price amounting to ₱189.83 million and ₱234.36 million as of 2006 and 2005, respectively, were charged against the additional paid in capital account.

Appropriation

Retained earnings is restricted to the extent of the acquisition cost of the treasury shares amounting to ₱1.10 million and ₱187.21 million as of December 31, 2006 and 2005, respectively.

Dividends declared

On April 3, 2007 and June 15, 2006, the Parent Company's BOD approved and declared cash dividend of ₱0.10 per share or ₱225.55 million to stockholders of record as of April 30, 2007 and June 30, 2006, respectively. The 2006 cash dividend shall be paid on May 28, 2007 while the 2005 cash dividends were paid on July 20, 2006.

21. Related Party Transactions

In the regular course of business, the Group's significant transactions with related parties, which are accounted for at market prices normally charged to unaffiliated customers for similar goods and services, consisted primarily of the following:

- (a) Comprehensive surety, corporate and letters of guarantee issued by the Company and DMCI for various credit facilities granted to and for full performance of certain obligations by certain related parties (Notes 14, 16 and 31). Such outstanding surety and/or guarantees amounted to ₱354 million as of December 31, 2004. These obligations were paid in 2005.
- (b) Interest and noninterest-bearing cash and operating advances made by the Group to and from various associates and other related parties.

As of December 31, 2006 and 2005, the net receivable to affiliated companies amounted to ₱557.27 million and ₱1,325.26 million, respectively. Details are as follow:

	2006	2005
Receivable from Related Parties (Note 8)		
Atlantic Gulf & Pacific Company	₱483,287,770	₱791,818,941
DMC Urban Property Developers, Inc.	245,352,200	-
Universal Rightfield Property Holdings, Inc.	127,443,010	142,398,700
M & S Company	84,245,067	29,138,635
Constress Philippines, Inc.	-	101,193,797
UPDI Realty	-	189,869,005
Others	90,108,326	248,449,335
	1,030,436,373	1,502,868,413

(Forward)



	2006	2005
Payable to Related Parties		
DACON Corporation	₱200,000,000	₱-
M & S Company	99,881,140	-
One Asia Development Corporation	75,074,468	9,188,451
DMC Urban Property Developers, Inc.	27,746,204	99,646,027
Universal Rightfield Property Holdings, Inc.	-	17,501,359
Others	70,460,793	51,272,859
	473,162,605	177,608,696
Net Receivable to Related Parties	₱557,273,768	₱1,325,259,717

Outstanding balances as of December 31, 2006, which are unsecured and interest free, are all due within one year. The Group has provided allowance for doubtful accounts for amounts owned by related parties that are deemed uncollectible (Note 5). This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

Key management personnel of the Group include all directors and senior management. The aggregate compensation and benefits of key management personnel of the Group follows:

	2006	2005
Short-term employee benefits	₱27,329,775	₱27,125,584
Post employment benefits (Note 22)	2,661,201	2,871,130
	₱29,990,976	₱29,996,714

There are no agreements between the Group and any of its directors and key officers providing for benefits upon termination of employment, except for such benefits to which they may be entitled under the Group's pension plan.

22. Employee Benefits

As discussed in Note 3 to the consolidated financial statements, the Group adopted PAS 19 effective January 1, 2005. The information below includes the disclosure requirements under these new standards:

Retirement Plans

The Group has both unfunded (DMCI-HI and PDI) and funded (other subsidiaries), noncontributory, defined benefit pension plans covering substantially all of their regular employees. The latest actuarial valuation reports of the retirement plans were made on December 31, 2006.



The following table summarizes the components of net pension expense (included in “Salaries, wages and employee benefits”) in the consolidated statement of income and the amounts recognized in the consolidated balance sheet for the plan:

	2006	2005	2004
Current service cost	₱28,500,069	₱10,484,508	₱8,831,742
Interest cost on benefit obligation	20,338,178	22,597,832	21,547,377
Expected return on plan assets	(12,730,102)	(12,730,102)	(14,523,719)
Net actuarial loss (gain) recognized during the year	(5,522,355)	466,615	–
Past service cost - non vested benefit	141,163	–	–
Amortization of transition obligation recognized during the year	399,820	399,820	399,820
Total pension expense	₱31,126,773	₱21,218,673	₱16,255,220

Movements in the fair value of plan asset of the Group follow:

	2006	2005	2004
Balance at beginning of year	₱171,856,371	₱159,126,269	₱181,546,485
Expected return on plan assets	12,730,102	12,730,102	14,523,719
Actual contributions	19,650,846	–	–
Benefits paid	(5,412,093)	–	(6,398,821)
Actuarial gain (loss) – net	78,566,771	–	(30,545,114)
Balance at end of year	₱277,391,997	₱171,856,371	₱159,126,269

Changes in the present value of the defined benefit obligation follow:

	2006	2005	2004
Balance at beginning of year	₱194,656,679	₱182,565,943	₱162,116,095
Interest cost	20,338,178	22,597,832	21,547,377
Current service cost	28,500,069	10,484,508	8,831,742
Past service cost-vested	1,468,002	–	–
Benefits paid	(5,412,093)	–	(6,398,821)
Actuarial (gain) loss – net	10,613,282	(20,991,604)	(3,530,450)
Balance at end of year	₱250,164,117	₱194,656,679	₱182,565,943

Liability to be recognized in the consolidated balance sheet:

	2006	2005	2004
Present value of unfunded obligation	₱250,164,117	₱194,656,679	₱182,565,943
Fair value of plan assets	277,391,997	171,856,371	159,126,269
Excess of fair value of plan assets over present value of unfunded obligation	(27,227,879)	22,800,308	23,439,674
Unrecognized actuarial gain (loss) - net	76,525,534	(5,556,444)	(27,014,664)
Unrecognized past service cost – non vested	(1,326,839)	–	–
Unrecognized net transition obligation	(799,639)	(1,199,460)	(1,599,279)
Liabilities to be recognized in the consolidated balance sheets	₱47,171,177	₱16,044,404	(₱5,174,269)



The movements in the net retirement liability (asset) recognized in the consolidated balance sheet follow:

	2006	2005	2004
Balance at beginning of period	P16,044,404	(P5,174,269)	(P21,429,489)
Pension expense	31,126,773	21,218,673	16,255,220
Balance at end of period	P47,171,177	P16,044,404	P(5,174,269)

The amounts for the current and the previous period follow:

	2006
Excess of fair value of plant asset over present value of define benefit obligation	(27,227,880)
Experience adjustments on plan obligation	(5,116,687)
Experience adjustments on plan assets	-

The assumptions used to determine pension benefits of the Group follow:

	2006	2005	2004
Discount rate	12%	12%	14%
Salary increase rate	10%	10%	10%
Expected rate of return on plan assets	12%	8%	8%

The discount rate used in 2006 was 8%.

23. Sale of Goods and Services

This account consists of:

	2006	2005	2004
Coal sales	P4,687,694,870	P5,552,892,725	P5,065,864,642
Real estate sales	1,905,080,720	1,508,478,092	718,360,031
Construction contracts	1,746,748,032	2,790,475,944	1,952,555,721
Merchandise sales and others	362,079,443	177,634,429	24,299,277
	P8,701,603,065	P10,029,481,190	P7,761,079,671

24. Costs of Sales and Services

This account consists of:

	2006	2005	2004
Coal sales	P3,713,161,109	P3,305,420,022	P2,790,699,483
Construction contracts	1,324,265,776	2,547,425,062	1,833,959,651
Real estate sales	1,130,883,288	1,021,634,826	483,637,012
Investment, merchandise sales and others	335,404,802	332,902,339	13,824,634
	P6,503,714,975	P7,207,382,249	5,122,120,780



Depreciation, depletion and amortization included in the consolidated statement of income follow:

	2006	2005	2004
Included in:			
Coal sales	₱1,335,762,599	₱1,238,929,678	₱685,147,488
Construction contracts	34,777,833	72,722,175	52,791,573
Operating expenses (Note 25)	48,713,883	29,391,009	25,949,306
	₱1,419,254,315	₱1,341,042,862	₱763,888,367
	2006	2005	2004
Depreciation, depletion and amortization of:			
Property, plant and equipment (Note 14)	₱1,397,902,873	₱1,302,762,435	₱721,225,584
Other noncurrent assets (Note 15)	17,589,227	32,824,254	29,402,753
Real estate held for sale and development (Note 10)	-	2,822,796	2,822,796
Deferred stripping and development costs	-	-	7,819,580
Investment properties (Note 13)	3,762,215	2,633,377	2,617,654
	₱1,419,254,315	₱1,341,042,862	763,888,367

Salaries, wages and employee benefits included in the consolidated statement of income follow:

	2006	2005	2004
Included in:			
Costs of construction contracts	₱330,959,847	₱367,542,131	₱361,408,793
Operating expenses (Note 25)	200,688,257	198,701,631	173,762,266
Costs of coal sales	140,330,673	116,282,956	156,171,333
	₱671,978,777	₱682,526,718	₱691,342,392

25. Operating Expenses

This account consists of:

	2006	2005	2004
Salaries, wages and employee benefits (Note 24)	₱200,688,257	₱198,701,631	₱173,762,266
Government share	138,272,655	158,784,821	148,623,317
Provision for doubtful accounts	105,840,759	92,323,339	17,252,778
Probable losses on investments	103,388,649	-	2,000,000
Commission	94,521,259	45,723,198	40,187,940
Outside services	71,160,864	102,631,929	79,498,019
Taxes and licenses	56,956,000	54,018,437	100,344,339
Depreciation and amortization (Note 24)	48,713,883	29,391,009	25,949,306
Advertising	46,340,977	35,220,167	33,180,094
Transportation and travel	42,276,522	41,979,873	12,831,281

(Forward)



	2006	2005	2004
Provision for inventory obsolescence	₱39,787,613	₱-	₱17,070,283
Entertainment, amusement and recreation	35,762,538	39,553,521	18,590,054
Rent (Note 36)	31,336,803	23,334,957	17,533,933
Supplies	31,328,087	16,133,371	8,306,427
Communication, light and water	26,803,633	31,256,387	19,959,588
Probable losses on noncurrent assets	-	-	12,214,617
Repairs and maintenance	20,103,450	10,272,100	5,879,737
Insurance	3,096,183	3,211,300	3,865,648
Miscellaneous	24,632,206	62,243,615	38,963,024
	₱1,121,010,338	₱944,779,655	₱776,012,651

26. Finance Income

Finance income is derived from the following sources:

	2006	2005	2004
Interest on:			
Real estate receivable	₱215,878,662	₱66,243,952	₱-
Short-term placements	109,703,553	135,561,947	1,864,244
Bank savings account	32,414,976	4,572,653	9,148,421
	₱357,997,191	₱206,378,552	₱11,012,665

27. Finance Costs

The finance costs are incurred from the following:

	2006	2005	2004
Interest on:			
Long-term borrowings	₱193,193,414	₱179,792,385	₱137,419,409
Bank loans and short-term borrowings	130,542,853	31,119,055	230,897,660
Purchase contracts	23,974,286	-	-
Loans to affiliated entities	3,978,082	9,108,190	-
	₱351,688,635	₱220,019,630	₱368,317,069



28. Other income

This account consists of:

	2006	2005	2004
Gain on sale of investments in shares of stocks and property, plant and equipment - net	₱518,544,979	₱2,673,349,780	₱38,440,148
Foreign exchange gain (loss) – net	124,745,394	100,651,573	(7,844,204)
Rental income	12,174,806	5,151,492	22,100,235
Dividend income	6,972	5,777,090	–
Revenue from guarantees fees	–	25,760,109	–
Others	78,701,476	40,165,116	53,355,538
	₱734,173,627	₱2,850,855,160	₱106,051,717

Semirara Mining Corporation

On February 4, 2005, Semirara successfully completed its international offer of 89,866,000 shares. The offered shares comprised 42,991,000 existing shares held by DMCI-HI and 46,875,000 new shares. Concurrently, DMCI-HI offered 15,180,000 existing shares to all of the trading participants of the Philippine Stock Exchange. As a result of these offers, DMCI-HI recognized gains aggregating ₱2,016.91 million in 2005. On May 13, 2006, DMCI-HI has fully sold 16.50 million Semirara shares resulting to ₱356.05 million gain.

Contech Products South Corporation

On January 4, 2005, the Company converted its advances to Contech Products South Corporation in the amount of ₱62.56 million as of December 31, 2004, into Additional Paid-in Capital (APIC) in Contech, without issuance of additional shares. Also on January 14, 2005, the Company approved the sale, transfer and conveyance of its 52,410,500 shares of stock in Contech Products South Corporation with a total value of ₱88.89 million in favor of Asia Industries for a total consideration of ₱0.05 million. Total loss incurred on this transaction aggregated to ₱88.84 million.

29. Income Taxes

The significant components of deferred tax assets and liabilities represented the deferred tax effects of the following:

	2006	2005
Deferred tax assets on:		
Allowance for:		
Doubtful accounts	₱69,392,066	₱39,433,967
Inventory obsolescence	33,195,963	18,650,424
Contingencies	10,484,528	–
Probable loss	28,686,027	7,239,876

(Forward)



	2006	2005
Accrued expenses and other expense	₱41,599,587	₱35,520,070
Pension liabilities	16,509,912	14,816,323
NOLCO	12,485,454	12,485,454
Accrued retirement costs	5,881,525	2,268,279
MCIT	1,632,905	994,531
Excess of cost over NRV	–	1,661,427
Unrealized foreign exchange loss	–	33,245
	219,867,967	133,103,596
Deferred tax liabilities on:		
Incremental cost of property, plant and equipment	(100,791,915)	(121,219,904)
Excess of book over tax income pertaining to construction contracts and real estate sales	(122,406,082)	(103,238,407)
Retirement benefit	–	(11,553,954)
Capitalized interest on real estate for sale and development deducted in advance	(9,583,535)	(9,583,535)
Others - net unrealized gain	(30,986,500)	(26,224,133)
	(263,768,032)	(271,819,933)
	(₱43,900,065)	(₱138,716,337)

The Group has the following deductible temporary differences that are available for offset against future taxable income or tax payable for which deferred tax assets have not been recognized:

	2006	2005
Allowance for doubtful accounts	₱3,712,722	₱69,207,588
Allowance for losses on assets	48,042,493	52,620,071
NOLCO	1,872,974	27,045,558
Retirement costs	8,017,202	15,136,846
MCIT	2,363,798	12,425,777
Accrued expenses	1,954,534	3,117
	₱65,963,723	₱176,435,840

The deferred income tax effects of the above deductible temporary differences for which no deferred tax assets are recognized amounted to ₱24.61 million and ₱69.83 million as of December 1, 2006 and December 31, 2005, respectively. Deferred tax assets are recognized only to extent that taxable income will be available against which the deferred tax assets can be used. The Group assesses the unrecognized deferred tax assets and will recognize a previously unrecognized deferred tax asset to the extent that it has become probable that future taxable income will allow the deferred tax asset to be recovered. Accordingly, in 2006, the Group recognized portion of deferred income tax effects of the deductible temporary differences not recognized in prior years and this amounted to ₱31.78 million.

As of December 31, 2006, the Group's available NOLCO amounting to ₱12.92 million was applied against the current provision for income tax and income tax payables.



The provision for (benefit from) income tax shown in the consolidated statement of income consists of:

	2006	2005	2004
Final	₱9,396,980	₱10,470,800	₱-
Current	514,368,812	497,908,228	90,458,793
Deferred	(61,137,989)	58,496,703	(27,565,672)
	₱462,627,803	₱566,875,731	₱62,893,121

The reconciliation of the statutory income tax rate to the effective income tax rate follows:

	2006	2005	2004
Statutory income tax rate	35.00%	32.50%	32.00%
Adjustments for:			
Nondeductible depreciation expense on adjusted cost	-	-	1.32
Changes in unrecognized deferred tax assets	(1.24)	0.50	(29.67)
Nondeductible interest expense	1.17	0.22	0.01
Nondeductible expenses	0.02	0.02	0.11
Nontaxable equity in net earnings of associates and jointly controlled entities	(0.53)	(0.17)	(0.15)
Interest income subjected to final tax at a lower rate - net	(2.58)	(0.78)	(0.03)
Gain on sale of investments in shares of stock subjected to final tax	(6.75)	(12.98)	(0.02)
Non taxable dividend income	-	(0.04)	-
Gain on sale of dilution	-	(5.47)	-
Change in tax rate	-	(1.83)	-
Others - net	(0.02)	(0.03)	0.35
Effective income tax rate	25.07%	11.94%	3.92%

Republic Act (RA) No. 9337

RA No. 9337 was enacted into law amending various provisions in the existing 1997 National Internal Revenue Code. On October 18, 2005, the SC has rendered its final decision declaring the validity of RA No. 9337. Among the reforms introduced by the said RA, which became effective on November 1, 2005, are as follows:

- Increase in the corporate income tax rate from 32% to 35% with a reduction thereof to 30% beginning January 1, 2009;
- Grant of authority to the Philippine President to increase the value-added tax (VAT) rate from 10% to 12% effective February 1, 2006;
- Revised invoicing and reporting requirements for VAT;
- Expanded scope of transactions subject to VAT; and
- Provide thresholds and limitations on the amounts of VAT credits that can be claimed.

Due to enactment of the RA, the deferred tax assets and liabilities as of December 31, 2005 was measured at 35%.



30. Basic / Diluted Earnings Per Share

The following table presents information necessary to calculate basic earnings per share (in thousands except basic earnings per share):

	2006	2005	2004
Net income	₱1,135,299	₱3,591,511	₱1,466,980
Less dividends on preferred shares	-	542	24,641
	1,135,299	3,590,969	1,442,339
Divided by weighted average number of common shares	2,255,494	2,255,494	2,255,494
Basic earnings per share	₱0.50	₱1.59	₱0.64

The assumed conversion of the Group's preferred shares has no dilutive effect. The preferred shareholders' right of conversion expired in March 2002. Accordingly, no diluted earnings per share is presented in the accompanying consolidated statement of income in 2006, 2005 and 2004.

31. Coal Supply Agreements with NPC, Solid Cement Corporation and APO

NPC

The Company has a CSA with NPC, a major customer, dated May 19, 1995, whereby the Company agreed to sell and NPC agreed to buy from the Company the local coal requirements of its 2 x 300 megawatt coal-fired power plants at Calaca, Batangas (Calaca I & II).

The CSA is effective for 15 years up to May 2010. Subsequent amendments have been made to the CSA in 2001 and 2002 and the most relevant among those amendments included the following:

- a) NPC to be entitled to an additional 3% discount in the event that its aggregate lifting in any given year exceeds 1,100,000 MT up to 2,400,000 MT of coal. Discount computation shall start on the month its aggregate lifting exceeds 1,100,000 MT of coal;
- b) maintenance by the Company, at its own expense, of a minimum coal running inventory of at least 100,000 MT that meets the applicable coal specifications set forth in the second amendment of the CSA and ready in all aspects for loading and delivery to Calaca I and Calaca II;
- c) limitation in the coal's sulfur content to 1.0% in compliance with the Clean Air Act and reduction in its ash specification to 20% to minimize coal handling problems;
- d) inclusion of certain bases of NPC's exercise of its rights to reject and/or stop coal deliveries by the Company to NPC, consequences of coal rejection in terms of title and risk of loss to coal delivered, relief from payment by NPC, and removal of delivered coal from NPC premises; and remedies for the Company in the event NPC exercises such rights;



- e) changes in (i) the pricing periods to a 3-month period which shall commence respectively at the beginning of a calendar quarter namely: January 1, April 1, July 1, and October 1; and (ii) the computation of the base price of the Company's coal delivery including the determination of the initial and final base prices, to consider the volatile foreign exchange situation and the price of all NPC imported coal for Calaca plant during the pricing period; and
- f) changes in the computation of the adjustment for penalty or bonus from the base price per MT.

In 2003, the supplemental agreement (Agreement) to the CSA has been finalized. The Agreement provided for, among others, the services to be undertaken by the Company for the coal handling operations at Calaca, Batangas as a result of the extension of coal delivery from C&F Discharge Port to C&F Silo with the cost of ₱66 per MT plus value added tax.

The services to be undertaken by the Company in order to extend its delivery service from discharge port to silos includes coal unloading and handling; repairs and maintenance of coal handling facilities; stevedoring services; support activities and coal yard management; and tree planting, marine life protection program and environmental programs to enhance image of NPC power plants. The Company recognized a net income (loss) of ₱25.98 million, (₱26.87) million and ₱17.71 million from this handling operation for the years ended December 31, 2006, 2005 and 2004, respectively.

The Company's receivables from NPC amounted to ₱380.93 million and ₱809.33 million as of December 31, 2006 and 2005, respectively.

Solid and APO

The Company has existing MOAs with Solid and APO. These MOAs cover coal deliveries aggregating 108,000 MT in 2006 and 20,000 MT in 2005 with an estimated base price of ₱1,800.00 per MT.

As provided for in the MOA, the Company received advance payments that are subsequently applied against coal delivery sales. The unapplied portion of these advance payments are presented as "Customers' deposits" account in the balance sheet (Note 12).

32. Coal Operating Contract with DOE

Semirara has a Coal Operating Contract with DOE dated July 11, 1977, as amended on January 16, 1981, for the exploration, development, mining and utilization of coal over Semirara Island, Antique under the terms and conditions provided therein and pursuant to the provisions of Presidential Decree No. 972, otherwise known as the Coal Development Act of 1976. The contract also provides for the manner and basis of sharing the gross proceeds from coal production between Semirara and DOE. Semirara's liability to DOE (including accrued interest computed at 14% per annum on outstanding balance) under this contract and to the different local government units in the province of Antique, under the provisions of the Local Government Code of 1991, amounted to ₱46.14 million and ₱326.94 million as of December 31, 2005 and 2004, respectively. These liabilities are included under the "*Accounts and other payables*" account in the consolidated balance sheet (Note 17). The contract is for a maximum period of 35 years (inclusive of the developmental stage and renewals) up to July 2012.



In 2002, the DOE, through the Energy Resources Development Bureau, approved the exclusion of coal produced and used solely by Semirara to feed its power plant in determining the amount due to DOE.

33. Segment Reporting

Business Segment Information

Financial information by segment is reported on the basis used internally for evaluating segment performance and allocating resources among operating segments.

The industry segments where the Group operates are: general construction, coal mining, real estate development and Parent Company & others.

Business Segments

The following tables present revenue, net income (loss) and depreciation, depletion and amortization information regarding business segments for the years ended December 31, 2006, 2005 and 2004 and property, plant and equipment additions, total assets and total liabilities for the business segments as of December 31, 2006, 2005 and 2004 (amounts in millions):

2006

	General Construction	Coal Mining	Real Estate Development	Parent Company and Others	Total
Revenue	₱1,747	₱4,688	₱1,905	₱362	₱8,702
Net income before minority interest but after tax	137	601	287	358	1,383
Depreciation, Depletion and Amortization	60	1,336	12	11	1,419
Net finance income (expense)	(6)	(159)	112	59	6
Income taxes	86	309	59	9	463
Property, plant and equipment additions	139	1,504	35	13	1,691
Segment Assets	5,405	6,265	5,541	3,361	20,572
Segment Liabilities	1,092	2,254	3,947	1,619	8,192

2005

	General Construction	Coal Mining	Real Estate Development	Parent Company and Others	Total
Revenue	₱2,790	₱5,553	₱1,508	₱178	₱10,029
Net income before minority interest but after tax	74	1,592	140	2,375	4,181
Depreciation, Depletion and Amortization	92	1,239	4	3	1,338
Net finance income (expense)	18	(63)	(10)	42	(14)
Income taxes	51	423	81	12	567
Property, plant and equipment additions	84	1,798	4	–	1,886
Segment Assets	3,743	6,935	6,026	327	17,031
Segment Liabilities	923	2,798	2,683	148	6,552



2004

	General Construction	Coal Mining	Real Estate Development	Parent Company and Others	Total
Revenue	₱1,953	₱5,066	₱718	₱24	₱7,761
Net income before minority interest but after tax	118	1,439	35	(51)	1,541
Depreciation, Depletion and Amortization	75	685	2	2	764
Net finance income (expense)	14	(439)	(45)	105	(357)
Income taxes	(5)	42	11	15	63
Property, plant and equipment additions	22	1,299	14	–	1,335
Segment Assets	2,437	3,862	6,196	255	12,750
Segment Liabilities	1,632	2,502	1,886	1,509	7,529

The Group generally accounts for inter-segment sales and transfers as if the sales or transfers were to third parties at current market prices.

34. Financial Instruments

Financial Risk Management Objectives and Policies

The Group's principal financial instruments, other than derivatives, comprise cash and cash equivalents and interest-bearing loans and borrowings. The main purpose of these financial instruments is to raise financing for its operations and capital expenditures. The Group has various other financial assets and liabilities, such as receivables and payables which arise directly from its operations.

The main risks arising from the use of financial instruments are foreign currency risk, credit risk, liquidity risk, interest rate risk and commodity price risk. The Group's BOD reviews and approves policies for managing each of these risks and they are summarized below.

Foreign exchange risk

The Group's foreign exchange risk results primarily from movements of the Philippine Peso against the United States Dollar. All revenue are generated in Pesos and some of the capital expenditures are in US\$. Approximately 46% and 69% of debts as of December 31, 2006 and 2005, respectively, were denominated in US\$.

Credit risk

The Group's exposure to credit risk arises from default of the counterparties which include certain financial institutions, real estate buyers, subcontractors and suppliers. Credit risk management involves dealing only with institutions or individuals for which credit limits have been established, and with subcontractors and suppliers whose paying and performance capabilities are rigorously screened. The Treasury policy sets a credit limit for each counterparty.



Liquidity risk

The Group seeks to manage its liquidity profile to be able to service its maturing debts and to finance capital requirements. The Group maintains a level of cash and cash equivalents deemed sufficient to finance operations. As part of its liquidity risk management, the Group regularly evaluates its projected and actual cash flows. It also continuously assesses conditions in the financial markets for opportunities to pursue fund-raising activities. Fund-raising activities may include bank loans and capital market issues both on-shore and off-shore.

Interest rate risk

The Group's exposure to market risk for changes in interest rates relates primarily to the Group's long-term debt obligations. The Group's policy is to manage its interest cost using a mix of fixed and variable rate debt.

The following table shows the information about the Group's significant financial instruments that are exposed to cash flow and fair value interest rate risks and presented by maturity profile.

	Within 1 year	1-2 years	2-3 years	3-4 years	4-5 years	More than 5 years	Total - Gross (in PHP)	Total - Gross (In USD)
Liabilities:								
Floating Rate (exposed to fair value risk)								
\$15.14 million loan (USD)								
6 month USD LIBOR plus 1.5% per annum	₱148,446,773	₱148,446,773	₱148,446,771	₱64,795,403	₱-	₱-	₱510,135,720	\$10,404,563
\$6.64 million loan (USD)								
3 month SIBOR plus 1.95% per annum	76,620,174	76,630,301	76,625,237	76,625,237	-	-	306,500,949	6,251,294
₱1,696.58 million promissory note								
13.00% per annum	406,504,933	235,692,334	191,973,993	99,231,826	550,631,419	-	1,484,034,505	-
Various letters of credits and suppliers debt with various interest rates								
	692,622,250	-	-	-	-	-	692,622,250	181,387
	₱1,324,194,130	₱460,769,408	₱417,046,001	₱240,652,466	₱550,631,419	₱-	₱2,993,293,424	\$16,837,244

Financial Assets and Liabilities

Financial assets and liabilities are recognized initially at cost which is the fair value of the consideration given (in the case of the asset) or received (in the case of liability). Debt issuance costs are included in the initial measurement of all financial assets and liabilities except those that are designated as fair value through profit and loss. Subsequent to initial recognition, assets and liabilities are either valued at amortized cost using effective interest rate method or at fair value depending on their classification.



The table below presents a comparison by category of carrying amounts and estimated fair values of all the Group's financial instruments as of December 31, 2006 and 2005.

	2006		2005	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Financial Assets				
Cash and cash equivalents	₱1,251,911,185	₱1,251,911,185	₱1,949,710,991	₱1,949,710,991
AFS investments	259,591,510	259,591,510	817,994,916	817,994,916
Receivables - net	3,714,848,789	3,874,374,910	3,449,861,208	3,551,797,436
Noncurrent receivables	687,640,695	687,640,695	1,023,328,313	1,023,328,313
Refundable deposits	80,218,125	80,218,125	49,424,051	49,424,051
	₱5,994,210,304	₱6,153,736,425	₱7,290,319,479	₱7,392,255,707
Financial Liabilities				
Accounts payable and other payables	₱3,015,060,317	₱3,015,060,317	₱2,472,167,891	₱2,472,167,891
Payable to related parties	473,162,605	473,162,605	177,608,696	177,608,696
Loans payable and long-term debt - including current portion	4,653,416,335	4,653,416,335	2,973,057,980	2,973,057,980
Other noncurrent liabilities	395,142,363	395,142,363	289,992,592	289,992,592
	₱8,536,781,620	₱8,536,781,620	₱5,912,827,159	₱5,912,827,159
Net Financial Assets (Liabilities)	(₱2,542,571,316)	(₱2,383,045,195)	₱1,377,492,320	₱1,479,428,548

Fair Value of Financial Instruments

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:

Financial Assets

Due to the short-term nature of the transactions, the fair value of cash and cash equivalents, AFS investments receivables and refundable deposits approximate the amount of consideration at the time of initial recognition.

The fair values of real estate receivable and long-term debt are based on the discounted value of future cash flows using the applicable rates for similar types of loans and receivables. The discount rates used range from 10% to 13% in 2006 and 2005.

Financial Liabilities

Debt Type

Floating rate loans

USD

Php

Fixed rate loan

Php

Fair Value Assumptions

The carrying values approximated the fair value because of recent and regular repricing (quarterly) based on market conditions.

Estimated fair value is based on the discounted value of future cash flows using the applicable rates for similar type of loans.

35. Capital Restructuring of Semirara

On March 17, 2004, the stockholders of Semirara ratified the BOD resolution on Semirara's Capital Restructuring. The Capital Restructuring of Semirara was approved by the SEC on July 2, 2004.



The Capital Restructuring of Semirara includes the following:

- (a) Reduction of the authorized capital stock from ₱1,812,200,000, divided into 1,662,200,000 common shares at ₱1 par value per share and 15,000 preferred shares at ₱10,000 par value per share to ₱21,370,448 divided into 21,370,448 common shares at ₱1 par value per share;
- (b) Retirement and cancellation of the ₱150,000,000 authorized preferred shares;
- (c) Issued and outstanding common shares will be used to eliminate deficit as of December 31, 2003 of ₱1,625,852,920, thus reducing issued and outstanding common shares to ₱5,342,612; and
- (d) Increase in authorized capital stock from ₱21,370,448 divided into 21,370,448 common shares to ₱100,000,000 divided into 100,000,000 shares with a par value of ₱1 per share.

On July 30, 2004, Semirara's BOD approved the application for additional listing on the Philippine Stock Exchange (PSE) of 19,657,388 common shares. These shares were subscribed by the Semirara out of the increase in the authorized capital stock approved by the SEC on July 2, 2004 as part of Semirara's Capital Restructuring at a price of ₱1.05 per share thereby increasing the Semirara's shareholdings in Semirara from 74.40% to 94.53%.

On September 14, 2004, Semirara's BOD approved the increase in Semirara's authorized capital stock from ₱100 million divided into 100 million common shares with ₱1 par value per share to 1,000 million divided into 1 billion common shares with ₱1 par value per share. Semirara's BOD also approved the declaration of stock dividends in the amount of ₱225.0 million consisting of 225 million common shares at a par value of ₱1 per share in favor of all Semirara's stockholders as of the record date to be determined by the SEC in proportion to their respective shareholdings as of said record date. On October 8, 2004, Semirara's stockholders approved the said increase in the authorized capital stock and the declaration of stock dividends. Semirara's stockholders also approved the offer for subscription to qualified institutional buyers of common shares out of the authorized capital stock provided it does not exceed 20% of the issued and outstanding capital stock after the offered shares have been subscribed.

36. Contingencies and Commitments

Contingencies

The Group is contingently liable for lawsuits or claims filed by third parties which are either pending decision by the courts or are under negotiation, the outcomes of which are not presently determinable. In the opinion of management and its legal counsel, the eventual liability under these lawsuits or claims, if any, will not have a material effect on the consolidated financial statements. The information usually required by PAS 37, *Provisions, Contingent Liabilities and Contingent Assets*, is not disclosed on the grounds that it can be expected to prejudice the outcome of these lawsuits, claims and assessments.

DMCI has a contingent claim from URPHI representing interest on contract receivables, the recoverability of which is dependent on the successful implementation of URPHI's rehabilitation plan.



Lease Commitments

As Lessee

The Group leases a portion of its office premises that are renewed under the terms and condition agreed with the lessors.

As of December 31, 2006, future minimum lease payments under the aforementioned finance lease and the present value of the net minimum lease payments (in millions) are as follows:

Within one year	₱16
After one year but not more than five years	40
Total minimum lease payments	₱56

As Lessor

The Group entered into commercial property leases on its investment portfolio. All leases include a clause to enable upward revision of the rental charge on an annual basis based on prevailing market conditions.

Future minimum rentals receivable under operating leases follow (in millions):

	2006	2005
Within one year	₱3.5	₱3.0
After one year but not more than five years	8.0	11.0
Total	₱11.5	₱14.0

37. Note to Consolidated Statements of Cash Flows

The Group's significant noncash investing and financing activities follow:

	2006	2005
	(In Thousands)	
Acquisition of conventional and continuous mining equipment through availments of long-term debt	₱973,276	₱642,071
Retirement of redeemed treasury shares	189,830	242,240
Redemption of preferred shares by related parties charged against advances	1,100	-
Gain on sale of investments	-	292,272

38. Approval of Financial Statements

The accompanying consolidated financial statements were authorized for issue by the Board of Directors (BOD) and Audit Committee on April 3, 2007.



DMCI HOLDINGS, INC. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

For the period ended March 31, 2007 and December 31, 2006

(Amounts in Thousands of Philippine Pesos,

Except Par Value and Number of Shares)

	MARCH	AUDITED
	2007	2006
ASSETS		
Current Assets		
Cash and cash equivalents	1,310,580	1,251,911
Available-for-sale investments	70,182	259,592
Receivables - net	4,371,300	3,714,849
Costs and estimated earnings in excess of billings on uncompleted contract	0	17,016
Inventories - net	4,948,589	4,714,825
Prepaid expenses and other current assets	263,591	379,057
Total Current Assets	10,964,241	10,337,250
Noncurrent Assets		
Noncurrent receivables - net	842,625	687,641
Investments in associates, jointly controlled entities and others - net	3,780,357	3,266,773
Investment properties - net	1,972,732	2,279,059
Property, Plant and Equipment - net	3,150,078	3,295,499
Deferred tax assets	0	219,868
Pension assets	0	0
Other non-current assets - net	762,158	486,279
Total Noncurrent Assets	10,507,949	10,235,119
Total Assets	21,472,190	20,572,369
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current Liabilities		
Bank Loans	55,480	53,811
Accounts and other payables	3,078,524	3,015,060
Current portion of long-term debt	1,243,746	1,122,685
Billings in Excess of Costs on Uncompleted Contracts	0	20,566
Income Tax Payable	84,396	43,892
Total Current Liabilities	4,462,145	4,256,014
Noncurrent Liabilities		
Long-Term Debt - net of current portion	2,237,768	3,476,921
Payables to related parties	416,109	473,163
Deferred Tax Liability	260,951	263,768
Deferred revenues	1,000,001	0
Pension Liabilities	55,070	47,171
Other Noncurrent Liabilities	15,889	395,142
Total Noncurrent Liabilities	3,985,788	4,656,165
Total Liabilities	8,447,933	8,912,179
Equity		
Equity attributable to equity holders of the parent:		
Paid-up capital (Note 3)	5,820,076	4,659,283
Retained earnings	5,393,272	5,103,728
Cumulative translation adjustment	39,873	39,873
Preferred shares held in treasury (Note 3)	0	(1,100)
	11,253,221	9,801,784
Minority Interest	1,771,036	1,858,406
Total Equity	13,024,257	11,660,190
	21,472,190	20,572,369

DMCI HOLDINGS, INC. AND SUBSIDIARIES**CONSOLIDATED STATEMENTS OF INCOME AND RETAINED EARNINGS**

For the period ended March 31, 2007 and 2006 and for the quarter ended

March 31, 2007 and 2006

(Amounts in Thousands of Philippine Pesos)

	For the period		For the quarter	
	2007	2006	2007	2006
SALE OF GOODS AND SERVICES (Note 5)	2,604,168	2,714,105	2,604,168	2,714,105
COSTS OF SALES & SERVICES (Note 5)	1,956,028	2,075,797	1,956,028	2,075,797
GROSS PROFIT	648,140	638,308	648,140	638,308
OPERATING EXPENSES	(258,590)	(152,126)	(258,590)	(152,126)
EQUITY IN NET EARNINGS (LOSSES) OF ASSOCIATES, JOINTLY CONTROLLED ENTITIES AND OTHERS	137,309	(2,117)	137,309	(2,117)
FINANCE INCOME	19,047	33,471	19,047	33,471
FINANCE COSTS	(135,945)	(113,318)	(135,945)	(113,318)
OTHER INCOME	64,858	72,025	64,858	72,025
INCOME BEFORE INCOME TAX	474,819	476,243	474,819	476,243
PROVISION FOR INCOME TAX	137,127	136,706	137,127	136,706
NET INCOME	337,692	339,537	337,692	339,537
ATTRIBUTABLE TO				
Equity holders of the parent	289,544	241,034	289,544	241,034
Minority Interest	48,148	98,503	48,148	98,503
	337,692	339,537	337,692	339,537
Earnings per Common share				
Basic*	0.12	0.11	0.12	0.11
Diluted	0.00	-	0.00	-

*Net Income less dividends divided by the total outstanding shares of 2,255,494,000

DMCI HOLDINGS, INC.
CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY
FOR THE PERIOD ENDED MARCH 31, 2007 AND 2006

	MARCH 2007	MARCH 2006
CAPITAL STOCK		
Cumulative and convertible		
Preferred stock - P1 par value		
Authorized - 100,000,000 shares		
Issued - 2,400,000 shares	2,400,000	2,400,000
Retirement of preferred shares	(2,395,520)	(2,392,470)
	<u>4,480</u>	<u>7,530</u>
Reclassification of preferred stock to liability	-	(7,530)
	<u>4,480</u>	<u>-</u>
Common stock - P1 par value		
Authorized - 5,900,000,000 shares		
Issued - 2,255,494,000 shares	2,255,494,000	2,255,494,000
Additional Subscription	168,000,000	
	<u>2,423,494,000</u>	<u>2,255,494,000</u>
ADDITIONAL PAID-IN CAPITAL		
Balance at the beginning	2,403,783,826	2,827,839,006
Retirement of Preferred Shares	(1,099,000)	(406,099,980)
Additional Paid-in Capital of new subscribed shares	993,893,100	
	<u>3,396,577,926</u>	<u>2,421,739,026</u>
Reclassification of preferred shares-APIC to liability	-	(48,286,623)
	<u>3,396,577,926</u>	<u>2,373,452,403</u>
RETAINED EARNINGS (DEFICIT)		
Balance at beginning of the period	5,103,727,748	4,193,977,659
Net income(loss) for the period	289,543,997	241,034,385
Accrued dividends declared	-	-
Balance at end of the period	<u>5,393,271,745</u>	<u>4,435,012,044</u>
Cumulative Translation Adjustment	<u>39,872,880</u>	<u>2,402,067</u>
PREFERRED SHARES HELD IN TREASURY		
Balance at beginning of the period	(1,100,000)	(187,210,650)
Acquisitions for the period	-	(502,801)
Redemption/Retirement of preferred shares	1,100,000	187,210,650
Balance at end of the period	<u>-</u>	<u>(502,801)</u>
TOTAL STOCKHOLDERS' EQUITY	<u>11,253,221,031</u>	<u>9,065,857,713</u>

DMCI HOLDINGS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF CASH FLOWS
For the period ended March 31, 2007 and 2006
(Amounts in Thousands of Philippine Pesos)

	2007	2006
CASH FLOWS FROM OPERATING ACTIVITIES		
Net (Loss)/ Income	289,544	241,034
Adjustments to reconcile net income (loss) to net cash:		
Equity in net losses (earnings) of affiliates	(137,309)	2,117
Depreciation, depletion and amortization	185,458	96,387
Income (Loss) applicable to Minority Interest	(48,148)	(98,503)
Changes in assets and liabilities:		
Decrease / (Increase) in :		
Receivables- net	(811,435)	(899,299)
Inventories - net	(233,764)	(563,081)
Prepaid expenses and other current assets	115,466	2,266
Increase/ (Decrease) in :		
Accounts payable and accrued expenses	63,464	197,144
Current portion of long-term debt	121,061	25,734
Non current liabilities	(670,377)	567,671
Billings in excess of cost of uncompleted contracts	(3,550)	304,501
Income Tax Payable	40,504	8,930
Net cash provided by operating activities	(1,089,086)	(115,099)
CASH FLOWS FROM INVESTING ACTIVITIES		
Decrease (increase) in:		
Available for sale investments	189,410	(7,104)
Investments - net	(207,257)	314,656
Real estate held for sale and development	0	0
Property, plant and equipment - net	145,421	(262,489)
Deferred charges and other assets - net	(56,011)	(5,936)
Net cash provided by investing activities	71,563	39,127
CASH FLOWS FROM FINANCING ACTIVITIES		
Net availments (payments) of:		
Notes payable	1,669	1,535
Additional subscription of common shares		
Capital Stock at P 1.00 par value	168,000	0
Additional paid-in capital	993,893	0
Redemption of preferred shares		
Capital Stock at P 1.00 par value	(1)	0
Additional paid-in capital	(1,099)	0
Redemption of preferred shares from treasury	1,100	186,708
Accrual of Dividends paid:		
Preferred Shares	0	0
Net increase (decrease) in minority interest	(87,370)	(1,387)
Net cash provided by financing activities	1,076,192	186,856
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	58,669	110,884
CASH AND CASH EQUIVALENTS, BEGINNING	1,251,911	1,949,711
CASH AND CASH EQUIVALENTS, ENDING	1,310,580	2,060,595

DMCI HOLDINGS, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Corporate Information

DMCI Holdings, Inc. (the Company/DMCI-HI) is incorporated in the Philippines. The Company's registered office address is 3rd Floor, Dacon Building, 2281 Don Chino Roces Avenue, Makati City.

The Company is the holding company of the DMCI Group (collectively referred to herein as the Group) which is primarily engaged in general construction, coal mining, infrastructure and real estate development and manufacturing.

The consolidated financial statements include the financial statements of the Company and the following subsidiaries (which were all incorporated in the Philippines):

	Effective Percentages of Ownership	
	2006	2005
General Construction:		
D.M. Consunji, Inc. (DMCI) ¹	100.00	100.00
DMCI International, Inc. (DMCII) ²	100.00	100.00
OHKI-DMCI Corporation (OHKI) ²	100.00	100.00
DMCI-Laing Construction, Inc. (DMCI-Laing) ²	60.00	60.00
Beta Electric Corporation (Beta Electric) ²	50.77	50.77
Raco Haven Automation Philippines, Inc. (Raco) ²	50.14	50.14
Coal Mining:		
Semirara Mining Corporation (Semirara)	58.31	62.92
Infrastructure and Real Estate Development:		
DMCI Project Developers, Inc. (PDI)	100.00	100.00
Constress Philippines, Inc. (Constress) ³	-	100.00
Hampstead Gardens Corporation (Hampstead) ³	100.00	100.00
Riviera Land Corporation (Riviera) ³	96.38	96.38
Manufacturing:		
Semirara Cement Corporation (SemCem) *	100.00	100.00
Oriken Dynamix Company, Inc. (Oriken) ²	89.00	89.00
Wire Rope Corporation of the Philippines (Wire Rope)	61.70	61.70
Marketing Arm:		
DMCI Homes, Inc. (DMCI Homes) ³	100.00	100.00
Utilities:		
DMCI Power Corporation	100.00	-
DMCI-MPIC Water Company, Inc.**	50.00	-

* Organized on January 29, 1998 and October 16, 2006, respectively, and has not yet started commercial operations.

** Owns 84% of Maynilad Water Services, Inc.

¹ Also engaged in real estate development

² DMCI's subsidiaries

³ PDI's subsidiaries

On November 2, 2005, the BOD approved the merger of the PDI with Constress Philippines, Inc., with the PDI as the surviving corporation. On March 7, 2006, the SEC has approved the said merger. The merger was accounted for at cost similar to a pooling of interest since the entities that were merged are under common control.

2. Changes in Accounting Policies

The accounting policies adopted are consistent with those of the previous financial year except as follows:

The Group has adopted the following new and amended Philippine Financial Reporting Standards (PFRS) and Philippine Interpretations during the year. Adoption of these revised standards and interpretations did not have any effect on the financial statements of the Group. These, however, give rise to additional disclosures in the consolidated financial statements.

Philippine Accounting Standards (PAS) 19, Amendment - Employee Benefits

- PAS 21, *Amendment - The Effects of Changes in Foreign Exchange Rates*
- PAS 39, *Amendments - Financial Instruments: Recognition and Measurement*
- PFRS 6, *Exploration for and Evaluation of Mineral Resources*
- PIC Q&A 2006-1, *PAS 18, Appendix, paragraph 9-Revenue Recognition for Sales of Property Units under Pre-completion Contracts*
- Philippine Interpretation - International Financial Reporting Interpretations Committee (IFRIC) 4 - *Determining whether an Arrangement Contains a Lease*
- Philippine Interpretation IFRIC 5 - *Rights to Interests arising from Decommissioning, Restoration and Environmental Rehabilitation Funds*
- Philippine Interpretation IFRIC 6 - *Liabilities arising from Participating in a Specific Market-Waste Electrical and Electrical Equipment*

The principal effects of these changes are as follows:

PAS 19 - Employee Benefits

As of January 1, 2006, the Group adopted the amendments to PAS 19. As a result, additional disclosures are made providing information about trends in the assets and liabilities in the defined benefit plans and the assumptions underlying the components of the defined benefit cost. This change has resulted in additional disclosures being included in the consolidated financial statements (Note 22) but has not had a recognition or measurement impact, as the Group chose not to apply the new option offered to recognize actuarial gains and loss outside of the consolidated statement of income.

PAS 21 - The Effects of Changes in Foreign Exchange Rates

As of January 1, 2006, the Group adopted the amendments to PAS 21. Under this amendment, all exchange differences arising from a monetary item that forms part of the Group's investment in a foreign operation are recognized in a separate component of equity in the consolidated financial statements regardless of the currency in which the monetary item is denominated. This change did not impact the consolidated financial statements as there are no investments in foreign operation.

PAS 39 - Financial Instruments: Recognition and Measurement

Amendment for financial guarantee contracts - amended the scope of PAS 39 to require financial guarantee contracts that are not considered to be insurance contracts to be

recognized initially at fair value and to be remeasured at the higher of the amount determined in accordance with PAS 37, *Provisions, Contingent Liabilities and Contingent Assets* and the amount initially recognized less, when appropriate, cumulative amortization recognized in accordance with

PAS 18, *Revenue*. The effect of the adoption of the amendment was not significant to the consolidated financial statements.

Amendment for hedges of forecast intragroup transactions - amended PAS 39 to permit the foreign currency risk of a highly probable intragroup forecast transaction to qualify as the hedged item in a cash flow hedge, provided that the transaction is denominated in a currency other than the functional currency of the entity entering into that transaction and that the foreign currency risk will affect the consolidated statement of income. As the Group has no such transactions, the amendment did not have any effect on the consolidated financial statements.

Amendment for the fair value option - amended PAS 39 to restrict the use of the option to designate any financial asset or any financial liability to be measured at fair value through the consolidated statement of income. The Group had not previously used this option; hence, the amendment will not have any effect on the consolidated financial statements.

As allowed under PFRS 1, PAS 32 and PAS 39 were adopted from January 1, 2005. The effect of adopting these standards, were charged against retained earnings as of January 1, 2005.

The adoption of the fair value measurement of AFS investments and the adoption of the provision of PAS 39 on the classification and related measurement of financial assets and liabilities on the consolidated financial statements resulted in the recognition of unrealized gain on AFS investments shown as a separate equity item amounting to ₱2.40 million as of January 1, 2005. In addition, installment receivable was discounted in compliance with PAS 39 and resulted to ₱41.46 million decrease in retained earnings.

PFRS 6, Exploration for and Evaluation of Mineral Resources

This standard requires a company to develop its own accounting policy for the recognition and measurement of exploration and evaluation of assets without specifically considering the requirements of paragraphs 11 and 12 of PAS 8, *Accounting Policies, Changes in Accounting Estimates and Errors*. Thus, a company adopting PFRS 6 may continue to use the accounting policies applied immediately before adopting the PFRS. This includes continuing to use recognition and measurement practices that are part of those accounting policies. The standard also specifies the circumstances in which the companies recognized exploration and evaluation assets should test such assets for impairment in accordance with PAS 36, *Impairment of Assets*. The standard also requires companies engaged in the exploration for and evaluation of mineral resources to disclose information about exploration and evaluation assets, the level at which such assets are assessed for impairment and any impairment losses recognized. The adoption of this standard did not have a material impact on the Group's consolidated financial statements as the Group is not presently engaged in any exploration for and evaluation of mineral resources. The adoption, however, resulted to the reclassification of the costs of acquisition of the mining rights from "Property, plant and equipment" to "Mining rights acquisition cost" account shown under the "Other noncurrent assets" account in the consolidated balance sheet.

PIC Q&A 2006-1, *PAS 18, Appendix, paragraph 9-Revenue Recognition for Sales of Property Units under Pre-completion Contracts*, which states that the law in different countries may determine the point in time at which the entity transfers the significant risks and rewards of ownership and that the examples in the Appendix need to be read in the context of the laws relating to the sale of goods in the country in which the transaction takes place. In the Philippines, equitable interest may vest in the buyer before a condominium building is complete and before legal title passes since the concept of equitable interest is recognized in Presidential Decree 957, known as the *Condominium and Subdivision Buyers' Protective Decree*. Although the sale of property units under pre-completion contracts is not within the scope of PAS 11, *Construction Contracts*, the method of determining the stage of completion and revenue recognition as provided in that Standard may be referred to for guidance in determining revenue as the acts are performed.

The effect of the adoption of the interpretation was not significant to the consolidated financial statements.

Philippine Interpretation IFRIC 4 - *Determining Whether an Arrangement Contains a Lease*
The Group adopted IFRIC 4 as of January 1, 2006, which provides guidance in determining whether a lease contained an arrangement to which lease accounting must be applied. This change in accounting policy did not impact the consolidated financial statements.

The following Philippine Interpretations and accounting standards have been issued but effective for financial statements after January 1, 2006. The Group did not early adopt these Philippine Interpretations and accounting standards.

- Philippine Interpretation IFRIC 8, *Scope of PFRS 2 (effective for financial years beginning on or after June 1, 2006)*. This IFRIC Interpretation clarifies that PFRS 2, *Share-based Payment*, will apply to any arrangement when equity instruments are granted or liabilities (based on a value of the Group's equity instruments) are incurred by the Group, when the identifiable consideration appears to be less than the fair value of the instruments given. The adoption of this Philippine Interpretation will not impact the consolidated financial statements as the Group has no share-based payments.
- Philippine Interpretation IFRIC 9, *Reassessment of Embedded Derivatives (effective for financial years beginning on or after June 1, 2006)*. This Philippine Interpretation requires an entity to assess whether a contract contains an embedded derivative at the date an entity first become a party to the contract and prohibits reassessment unless there is change to the contract that significantly modifies the cash flows. The Group will reassess to determine whether or not embedded derivatives were assessed at the date of transition to PFRS rather than at the date of entering into the contract. This Philippine Interpretation requires the Group to revisit and revise accounting for embedded derivatives.
- Philippine Interpretation IFRIC 10, *Interim financial Reporting and Impairment (effective for annual periods beginning on or after November 1, 2006)*. This Philippine Interpretation addresses an inconsistency between PAS 34, *Interim Financial Reporting* and the impairment requirements relating to goodwill in PAS 36, *Impairment of Assets* and equity instruments classified as available for sale in PAS 39, *Financial Instruments: Recognition and Measurement*. The interpretation states that the specific requirements of PAS 36 and PAS 39 take precedence over the general requirements of PAS 34 and, therefore, any impairment loss recognized for these assets in an interim period may not

be reversed in subsequent interim periods. The Group will assess the impact of this Philippine Interpretation.

- PFRS 7, *Financial Instruments - Disclosures* (effective for annual periods beginning on or after January 1, 2007). PFRS 7 includes all of the disclosure requirements relating to financial instruments and will replace the disclosure section of PAS 32, *Financial Instruments: Disclosure and Presentation* and all of PAS 30, *Disclosures in the Financial Statements of Banks and Similar Financial Institutions*. PAS 32 will then contain only presentation requirements for financial instruments. The most significant additional disclosure requirements of PFRS 7 (compared to PAS 32 and PAS 30) are as follows:
 - (a) qualitative risk disclosures are to include information on the processes that an entity uses to manage and measure its risks, (b) quantitative data about the exposure to each type of risk (including credit risk, liquidity risk and market risk) arising from financial instruments,
 - (c) information about the credit quality of financial assets that are neither past due nor impaired, (d) an analysis of financial assets that are past due or impaired, including a description of collateral held as security and its fair value, (e) a market risk sensitivity analysis which includes the effect of a reasonably possible change in the risk variables, along with the methods and assumptions used in preparing the analysis. The Group will assess whether the processes and systems in place are capable of collecting these information and making any necessary changes. The Group will reassess to determine whether documented policies are comprehensive and complete. The amendment requires presentation of comparative information in the consolidated financial statements.
- Amendments to PAS 1, *Presentation of Financial Statements - Capital Disclosure*. This amendment, which is effective for annual periods beginning on or after January 1, 2007, requires entities to disclose information that enables readers to evaluate the entity's objectives, policies and processes for managing capital. The disclosures are based on information provided internally to key management personnel, and will include: (a) the objectives, procedures and policies used to manage capital, (b) a description of what the entity manages as capital, the nature of any externally imposed capital requirements (if any) and how it meets objectives for managing capital, (c) quantitative information about what the entity manages as capital and any changes from the prior period, (d) whether the entity complied with externally imposed capital requirements and the consequences of any non-compliance, (if applicable). The Group will consider what information is currently used internally and how this is to be incorporated into the disclosures.
- Philippine Interpretation IFRIC 7, *Applying the Restatement Approach under PAS 29, Financial Reporting in Hyperinflationary Economies* (effective for annual periods beginning on or after January 1, 2007). This Philippine Interpretation requires entities to apply PAS 29, *Financial Reporting in Hyper-inflationary Economies*, in the reporting period in which an entity first identifies the existence of hyperinflation in the economy of its functional currency as if the economy had always been hyperinflationary. This Philippine Interpretation is not applicable to the Group.

- Philippine Interpretation IFRIC 11, *PFRS2 - Group and Treasury Share Transactions (effective for annual periods beginning on or after March 1, 2007)*. This Philippine Interpretation requires arrangements whereby an employee is granted rights to equity instruments to be accounted for as an equity-settled scheme by the Group even if: (a) the Group chooses or is required to buy those equity instruments (e.g. treasury shares) from another party, or (b) the shareholders of the Group provide the equity instruments needed. The adoption of this Philippine Interpretation will not impact the consolidated financial statements.
- Philippine Interpretation IFRIC 12, *Service Concession Arrangements (effective for annual periods beginning on or after January 1, 2008)*. This Philippine Interpretation outlines an approach to account for contractual arrangements arising from entities providing public services. It provides that the operator should not account for the infrastructure as property, plant and equipment, but recognize a financial asset and/or an intangible asset. The Group will assess the impact of this Philippine Interpretation since the Group will now be involved in providing public services with the acquisition of water and power distribution facilities.
- PFRS 8, *Operating Segments (effective for annual periods beginning on or after January 1, 2009)*. This amendment was issued as part of the convergence project with the US Financial Accounting Standards Board. This new standard replaces PAS 14, *Segment Reporting* and adopts a management approach to segment reporting as required in the US Standard SFAS 131, *Disclosures about Segments of an Enterprise and Related Information*. The information reported would be that which management uses internally for evaluating the performance of operating segments and allocating resources to those segments. This information may be different from that reported in the consolidated balance sheet and consolidated statement of income and entities will need to provide explanations and reconciliations of the differences. As the information required to be disclosed will likely be readily available as it is already used internally, the Group will reassess to determine whether additional processes should be put into place to reconcile information to the consolidated balance sheet and consolidated statement of income.

3. Summary of Significant Accounting Policies

Revenue 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. The following specific recognition criteria must also be met before revenue is recognized:

Construction Contracts

Revenue from construction contracts is recognized under the percentage-of-completion method of accounting and is measured principally on the basis of the estimated completion of a physical proportion of the contract work. Contracts to manage, supervise, or coordinate the construction activity of others and those contracts wherein the materials and services are supplied by contract owners are recognized only to the extent of the contracted fee revenue. Revenue from cost plus contracts is recognized by reference to the recoverable costs incurred during the period plus the fee earned, measured by the proportion that costs incurred to date bear to the estimated total costs of the contract.

Contract costs include all direct materials and labor costs and those indirect costs related to contract performance. Expected losses on contracts are recognized immediately when it is probable that the total contract costs will exceed total contract revenue. The amount of such loss is determined irrespective of whether or not work has commenced on the contract; the stage of completion of contract activity; or the amount of profits expected to arise on other contracts, which are not treated as a single construction contract. Changes in contract performance, contract conditions and estimated profitability, including those arising from contract penalty provisions and final contract settlements that may result in revisions to estimated costs and gross margins are recognized in the year in which the changes are determined. Profit incentives are recognized as revenue when their realization is reasonably assured.

The asset, "*Costs and estimated earnings in excess of billings on uncompleted contracts,*" represents total costs incurred and estimated earnings recognized in excess of amounts billed. The liability, "*Billings in excess of costs and estimated earnings on uncompleted contracts,*" represents billings in excess of total costs incurred and estimated earnings recognized. Contract retentions are presented as part of "*Construction receivable*" under the "*Receivables*" account in the consolidated balance sheet.

Real Estate

Real estate sales are generally accounted for under the full accrual method. Under this method, the gain on sale is recognized when: (a) the collectibility of the sales price is reasonably assured; (b) the earnings process is virtually complete; and (c) the seller does not have a substantial continuing involvement with the subject properties. The collectibility of the sales price is considered reasonably assured when: (a) the buyers have actually confirmed their acceptance of the related loan applications after the same have been delivered to and approved by either the banks or other financing institutions for externally-financed accounts; or (b) the full down payment comprising a substantial portion of the contract price is received and the capacity to pay and credit worthiness of buyers have been reasonably established for sales under the deferred cash payment arrangement.

Real estate sales are accounted for under the percentage-of-completion method when: (a) equitable interest and/or legal title to the subject property is transferred to the buyer; (b) the seller is obliged to perform significant acts after the subject properties are sold; (c) the amount of revenue can be measured reliably; (d) the costs incurred or to be incurred can be measured reliably; and (e) it is probable that the economic benefits will flow to the entity. Under this method, the revenue and cost of sale is recognized as the acts are performed.

If any of the criteria under the full accrual method or the percentage-of-completion method is not met, the deposit method is applied until all the conditions for recording a sale are met. Pending recognition of sale, cash received from buyers are presented under the "*Customers' deposits*" account which is shown as part of the "*Accounts and Other Payables*" account in the liabilities section of the consolidated balance sheet.

Interest income

Revenue is recognized as 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).

Coal sales

Revenue from coal sales is recognized upon delivery when the significant risks and rewards of ownership of the goods have passed to the buyer and the amount of revenue can be measured reliably.

Merchandise sales

Revenue from merchandise sales is recognized upon delivery of the goods to and acceptance by the buyer and when the risks and rewards are passed on to the buyers.

Dividend income

Revenue is recognized when the Group's right to receive payment is established.

Rental Income

Rental income arising from operating leases on investment properties is accounted for on a straight-line basis over the lease terms.

Cash and Cash Equivalents

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

Financial Instruments

Financial assets within the scope of PAS 39 are classified as either financial assets at fair value through profit and loss (FVPL), loans and receivables, held-to-maturity (HTM) investments and AFS financial assets, as appropriate. Financial liabilities are classified into financial liabilities at FVPL and other financial liabilities carried at cost. When financial assets are recognized initially, these are measured at fair value, plus, in the case of investments measured not at FVPL, directly attributable costs. The Group considers whether a contract contains an embedded derivative when the entity first becomes a party to it. The embedded derivatives are separated from the host contract which is not measured at FVPL when analysis shows that the economic characteristics and risks of embedded derivatives are not closely related to those of the host contract.

The Group determines the classification of its financial assets after initial recognition and, where allowed and appropriate, re-evaluates this designation at each financial year end.

All regular way purchases and sales of financial assets are recognized on the trade date, which is the date that the Group commits to purchase the asset. Regular way purchases or sales - are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the market place.

Financial assets and financial liabilities at fair value through profit and loss (FVPL)

Financial assets and financial liabilities at FVPL include financial assets and liabilities held for trading, financial assets and financial liabilities designated upon initial recognition as at FVPL, and derivative instruments.

Financial assets and liabilities are classified as held for trading if they are acquired for the purpose of selling and repurchasing in the near term. Included in this classification are debt and equity securities which have been acquired principally during trading purposes.

Financial assets and liabilities may be designated at initial recognition as FVPL if the following criteria are met: (a) the designation eliminates or significantly reduces the inconsistent treatment that would otherwise arise from measuring the assets or recognizing gains or losses on them on a different basis; or (b) the assets are part of a group of financial assets which are managed and their performance evaluated on a fair value basis, in accordance with a documented risk management strategy; or (c) the financial asset contains an embedded derivative that would need to be separately recorded. As of December 31, 2006 and 2005, no financial assets have been designated as at FVPL.

HTM investments

HTM investments are quoted non-derivative financial assets which carry fixed or determinable payments and fixed maturities which the Group has the positive intention and ability to hold to maturity. After initial measurement, HTM investments are measured at amortized cost. This cost is computed as the amount initially recognized minus principal repayments, plus or minus the cumulative amortization using the effective interest method of any difference between the initially recognized amount and the maturity amount, less allowance for impairment. This calculation includes all fees and points paid or received between parties to the contract that are an integral part of the effective interest rate, transaction costs and all other premiums and discounts. Gains and losses are recognized in the consolidated statement of income when the investments are derecognized or impaired, as well as through the amortization process. As of December 31, 2006 and 2005, no financial assets have been designated as at HTM investments.

Loans and Receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. After initial measurement, loans and receivables are subsequently carried at amortized cost using the effective interest method less any allowance for impairment. Amortized cost is calculated taking into account any discount or premium on acquisition and includes fees that are an integral part of the effective interest rate and transaction costs. Gains and losses are recognized in the consolidated statement of income when the loans and receivables are derecognized or impaired, as well through the amortization process. The Group's loans and receivables consist mainly of receivable from customers and related parties.

AFS Investments

AFS investments are those non derivative financial assets that are designated as AFS or are not classified in any of the three preceding categories. After initial measurement, AFS are measured at fair value with unrealized gains or losses being recognized directly in equity in the unrealized gain on AFS investments. When the investment is disposed of, the cumulative gain or loss previously recorded in equity is recognized in the consolidated statement of income. Interest earned or paid on the investments is reported as interest income or expense using the effective interest rate. Dividends earned on investments are recognized in the consolidated statement of income when the right to receive has been established. The Group considers its quoted and unquoted securities, mutual funds, private bonds and government securities as its AFS investments (Note 7).

Fair Value

The fair value of investments that are actively traded in organized financial markets is determined by reference to quoted market bid prices at the close of business on the balance sheet date. For investments where there is no active market, fair value is determined using valuation techniques. Such techniques include using arm's length market transactions; references to the current market value of another instrument, which is substantially the same; discounted cash flow analysis or other valuation models.

Interest Bearing Loans and Borrowings

All loans and borrowings are initially recognized at the fair value of the consideration received less directly attributable transaction costs.

After initial recognition, interest bearing loans and borrowings are subsequently measured at amortized costs using the effective interest method.

Gains and losses are recognized in the consolidated statement of income when the liabilities are derecognized as well as through the amortization process.

Derecognition of Financial Assets and Liabilities

Financial Assets

A financial asset (or, where applicable a part of a financial asset or part of a group of similar financial assets) is derecognized when:

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

Where the Group has transferred its rights to receive cash flows from an asset and has neither transferred nor retained substantially all the risk 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 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 expires.

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, and the difference in the respective carrying amounts is recognized in the consolidated statement of income.

Offsetting

Financial assets and financial liabilities are only offset and the net amount reported in the consolidated balance sheet when there is a legally enforceable right to set off the recognized amounts and the Group intends to either settle on a net basis, or to realize the asset and settle the liability simultaneously.

Impairment of Financial Assets

The Group assesses at each balance sheet date whether a financial asset or group of financial assets is impaired.

Assets carried at amortized cost

If there is objective evidence that an impairment loss on loans and receivables carried at amortized cost has been incurred, 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 (excluding future expected credit losses that have not been incurred) discounted at the financial assets' original effective interest rate (i.e., the effective interest rate computed at initial recognition). The carrying amount of the asset is reduced through use of an allowance account. The amount of the loss shall be recognized in the consolidated statement of income during the period in which it arises.

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

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 the consolidated statement of income, to the extent that the carrying value of the asset does not exceed its amortized cost at the reversal date.

In relation to trade receivables, a provision for impairment is made when there is objective evidence (such as the probability of insolvency or significant financial difficulties of the debtor) that the Group will not be able to collect all of the amounts due under the original terms of the invoice. The carrying amount of the receivable is reduced through the use of an allowance account. Impaired debts are derecognized when they are assessed as uncollectible.

AFS financial investments

If an AFS asset is impaired, an amount comprising the difference between its cost (net of any principal payment and amortization) and its current fair value, less any impairment loss previously recognized in the consolidated statement of income, is transferred from equity to the consolidated statement of income. Reversals in respect of equity instruments classified as AFS are not recognized in the consolidated statement of income. Reversals of impairment losses on the debt instruments are reversed through the consolidated statement of income; if the increase in fair value of the instrument can be objectively related to an event occurring after the impairment loss was recognized in the consolidated statement of income.

Inventories

Inventories are valued at the lower of cost or net realizable value (NRV). NRV is the estimated replacement cost or the selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale. Costs incurred in bringing each product to its present location and conditions are accounted for as follows:

Coal inventory

The cost of coal inventory is determined using the weighted average production cost method. The cost of extracted coal includes all stripping costs and other mine related costs incurred during the period and allocated on per metric ton basis by dividing the total production cost with the total volume of coal produced. Except for shiploading cost, which is a component of total minesite cost, all other costs are charged to production cost.

Materials in-transit

Cost is determined using the specific identification basis.

Spare parts and other supplies

The cost of equipment parts, materials and supplies is determined principally by the average cost method (either by moving average or weighted average production cost).

Real estate inventories

Real estate inventories, consists of housing and condominium units for sale and development and land for sale and development, are carried at the lower of cost or NRV. Real estate costs include those costs that relate to the acquisition, development, improvement and construction of the real estate projects. Borrowing costs in 2004 are capitalized while the development and construction of the real estate projects are in progress, and to the extent that these are expected to be recovered in the future. NRV is the selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale such as commissions.

Investments in Associates, Jointly Controlled Entities and Others

Investments in associates and jointly controlled entities (investee companies) are accounted for under the equity method of accounting. An associate is an entity in which the Group has significant influence and which is neither a subsidiary nor a joint venture. 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 venturer has an interest.

Under the equity method, the investments in the investee companies are carried in the consolidated balance sheet at cost plus post-acquisition changes in the Group's share in the net assets of the investee companies. Goodwill relating to an associate is included in the carrying amount of the investment and is not amortized. The consolidated statement of income reflect the share of the results of the operations of the investee companies. Profit and losses resulting from transactions between the Group and the investee companies are eliminated to the extent of the interest in the investee companies.

The Group discontinues applying the equity method when their investments in investee companies are reduced to zero. Accordingly, additional losses are not recognized unless the Group has guaranteed certain obligations of the investee companies. When the investee companies subsequently report net income, the Group will resume applying the equity method but only after its share of that net income equals the share of net losses not recognized during the period the equity method was suspended.

The reporting dates of the investee companies and the Group are identical and the investee companies' accounting policies conform to those used by the Group for like transactions and events in similar circumstances.

Investment Properties

Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition investment properties, except land, are stated at cost less accumulated depreciation and any impairment in value. Land is stated at cost less any impairment in value. The carrying amount includes the cost of replacing part of an existing investment property at the time that cost is incurred if the recognition criteria are met and excludes the cost of day to day servicing of an investment property.

Investment properties are derecognized when they have either been disposed of or when the investment property is permanently withdrawn from use and no future benefit is expected from its disposal. Any gain or loss on the retirement or disposal of an investment property is recognized in the consolidated statement of income in the year in the year in which it arises.

Expenditures incurred after the investment properties have been put into operations, such as repairs and maintenance costs, are normally charged to income in the period in which the costs are incurred.

Transfers are made to investment property when, and only when, there is a change in use, evidenced by the end of owner occupation, commencement of an operating lease to another party or completion of construction or development. Transfers are made from investment property when, and only when, there is a change in use, as evidenced by commencement or owner occupation or commencement of development with a view to sale.

For a transfer from investment property to owner occupied property, the deemed cost of property for subsequent accounting is its fair value at the date of change in use. If the property occupied by the Group as an owner occupied property becomes an investment property, the Group accounts for such property in accordance with the policy stated under property, plant and equipment up to the date of change in use. When the Group completes the construction or development of a self constructed investment property, any difference between the fair value of the property at that date and its previous carrying amount is recognized in the consolidated statement of income.

Depreciation is calculated on a straight-line basis using the following estimated useful lives from the time of acquisition of the investment properties. The estimated useful lives of the property, plant and equipment follow:

	<u>Years</u>
Condominium units	5
Buildings and improvement	5-25

Property, Plant and Equipment

Property, plant and equipment, except land, are stated at cost less accumulated depreciation, depletion and amortization and any impairment in value. Land is stated at cost, less any impairment in value.

The initial cost of property, plant and equipment comprises its purchase price, including import duties, taxes and any directly attributable costs of bringing the asset to its working condition and location for its intended use. Expenditures incurred after the property, plant and equipment have been put into operation, such as repairs and maintenance and overhaul costs, are normally charged to operations in the period in which the costs are incurred. In situations where it can be clearly demonstrated that the expenditures have resulted in an increase in the future economic benefits expected to be obtained from the use of an item of property, plant and equipment beyond its originally assessed standard of performance, the expenditures are capitalized as additional cost of property, plant and equipment.

Depreciation, depletion and amortization of assets commences once the assets are put into operational use.

Depreciation and amortization of property, plant and equipment, except for mining rights, are calculated on the straight-line basis over the following estimated useful lives of the respective assets:

	<u>Years</u>
Land improvements	5-17
Buildings and building improvements	5-25
Construction equipment, machinery and tools	5-10
Office furniture, fixtures and equipment	3-5
Transportation equipment	4-5
Conventional and continuous mining equipment	2-13
Leasehold improvements	5-7 or remaining lease term, whichever is shorter

Depletion of mining rights is calculated based on the units-of-production method.

The estimated useful lives and depreciation, depletion and amortization methods are reviewed periodically to ensure that the period and methods of depreciation, depletion and amortization are consistent with the expected pattern of economic benefits from items of property, plant and equipment.

Construction in progress included in property, plant and equipment is stated at cost. This includes the cost of the construction of property, plant and equipment and other direct costs. Construction in progress is not depreciated until such time the relevant assets are completed and put into operational use.

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the item) is included in the consolidated statement of income in the year the item is derecognized.

Asset Retirement Obligation (ARO)

The Group is legally required to fulfill certain obligations as required under its Environmental Compliance Certificate (ECC) issued by Department of Environment and Natural Resources (DENR). When appropriate, the Group recognizes the liability for these obligations and this is included as part of the cost of property, plant and equipment.

Mine Exploration and Development Costs

Expenditures for mine exploration and development activities on mining properties are deferred as incurred. These deferred costs are charged to expense when the results of the exploration activities are determined to be negative or not commercially viable. When exploration results are positive or commercially viable, the exploration expenses and subsequent development expenses are capitalized and presented under the "*Other noncurrent assets*" account in the consolidated balance sheet. Upon the start of commercial production, such capitalized costs are accordingly transferred to the "*Property, plant and equipment*" account in the consolidated balance sheet and amortized using the unit-of-production method.

Intangible Assets

Intangible assets acquired separately are capitalized at cost and these are shown as part of the other noncurrent assets account in the consolidated balance sheet. Following initial recognition, intangible assets are measured at cost less accumulated amortization and provisions for impairment losses, if any. The useful lives of intangible assets with finite life are assessed at the individual asset level. Intangible assets with finite life are amortized over their useful life. Periods and method of amortization for intangible assets with finite useful lives are reviewed annually or earlier where an indicator of impairment exists.

Costs incurred to acquire and bring the computer software (not an integral part of its related hardware) to its intended use are capitalized as part of intangible assets. These costs are amortized over their estimated useful lives ranging from 3 to 5 years. Costs directly associated with the development of identifiable computer software that generate expected future benefits to the Group are recognized as intangible assets. All other costs of developing and maintaining computer software programs are recognized as expense when incurred.

Gains or losses arising from the derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the consolidated statement of income when the asset is derecognized.

Impairment of nonfinancial assets

The Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any such indication exists, or when an annual impairment testing for an asset is required, the group makes an estimate of the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash generating unit's fair value less cost to sell and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that largely independent of those from other assets or group of assets. Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. 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 assessments of the time value of money and the risks specific to the 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 Group makes an estimate of recoverable amount. 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, had no impairment loss been recognized for the asset in prior years.

Such reversal is recognized in the consolidated statement of income unless the asset is carried at revalued amount, in which case the reversal is treated as a revaluation increase.

Intangible assets with indefinite useful lives are tested for impairment annually as of December 31 either individually or at the cash generating unit level, as appropriate.

Borrowing Costs

Borrowing costs are generally expensed as incurred. Interest on borrowed funds used to finance the construction of a qualifying asset to the extent incurred during the period of construction is capitalized as part of the cost of the qualifying asset. The capitalization of these borrowing costs as part of the cost of the qualifying asset: (a) commences when the expenditures and borrowing costs are being incurred during the construction and related activities necessary to prepare the qualifying asset for its intended use are in progress; and (b) ceases when substantially all the activities necessary to prepare the qualifying asset for its intended use are complete. The capitalized borrowing costs are amortized using the straight-line method over the estimated useful life of the qualifying asset.

Treasury Shares

Treasury shares are recorded at cost and are presented as a deduction from equity. When the shares are retired, the capital stock account is reduced by its par value. The excess of cost over par value upon retirement is debited to the following accounts in the order given: (a) additional paid-in capital to the extent the specific or average additional paid-in capital when the shares were issued, and (b) retained earnings.

Income Tax

Current Tax

Current income tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the balance sheet date.

Deferred Income Tax

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

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

- where the deferred tax liability arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognized for all deductible temporary differences, carry forward of unused tax credits from excess minimum corporate income tax (MCIT) and unused net operating loss carry over (NOLCO), to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused NOLCO can be utilized except:

- where the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred tax assets are recognized only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilized.

The carrying amount of deferred tax assets is reviewed at each balance sheet 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 balance sheet 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 rate that are expected to apply to the period when the asset is realized or the liability is settled, based on tax rate (and tax laws) that have been enacted or substantively enacted at the balance sheet date.

Income tax relating to items recognized directly in equity is recognized in equity and not in the consolidated statement of income.

Under the provisions of Republic Act No. 7227, DMCII, being a Subic Bay Free Port Zone enterprise, is subject to a tax of 5% on gross income in lieu of all other taxes.

Foreign Currency Transactions

The Group's financial statements are presented in Philippine pesos, which is the functional and presentation currency. Each entity in the Group determines its own functional currency and items included in the consolidated financial statements of each entity are measured using that functional currency. Transactions in foreign currencies are initially recorded at the functional currency rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the functional currency rate of exchange ruling at the balance sheet date. All differences are taken to consolidated statement of income during the period of retranslation.

Retirement Cost

The Group's pension 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. Actuarial valuations are conducted with sufficient regularity, with option to accelerate when significant changes to underlying assumptions occur. Pension cost includes current service cost, interest cost, expected return on any plan assets, actuarial gains and losses and the effect of any curtailments or settlements.

The net pension liability recognized by the Group in respect of the defined benefit pension plan is the lower of: (a) the present value of the defined benefit obligation at the balance sheet date less the fair value of the plan assets, together with adjustments for unrecognized actuarial gains or losses and past service costs that shall be recognized in later periods; or (b) the total of any cumulative unrecognized net actuarial losses and past service cost and the present value of any economic benefits available in the form of refunds from the plan or reductions in future contributions to the plan. The defined benefit obligation is calculated annually by independent actuaries using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using risk-free interest rates of government bonds that have terms to maturity approximating the terms of the related pension liability.

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.

Group as a Lessee

Operating lease payments are recognized as an expense in the consolidated statement of income on a straight basis over the lease term.

Group as a Lessor

Leases where the Group retains substantially all the risks and benefits of ownership of the asset are classified as operating leases. Initial direct costs incurred in negotiating an operating lease are added to the carrying amount of the leased asset and recognized over the lease term on the same bases as rental income.

Earnings Per Share

Basic earnings per share (EPS) is computed by dividing the net income for the year attributable to common shareholders (net income for the period less dividends on convertible redeemable preferred shares) by the weighted average number of common shares issued and outstanding during the year and adjusted to give retroactive effect to any stock dividends declared during the period.

Diluted EPS is computed by dividing the net income for the year attributable to common shareholders by the weighted average number of common shares outstanding during the year adjusted for the effects of dilutive convertible redeemable preferred shares. Diluted earnings per share assumes the conversion of the outstanding preferred shares. When the effect of the conversion of such preferred shares is anti-dilutive, no diluted earnings per share is presented.

Segment Reporting

The Group's operating businesses are organized and managed separately according to the nature of the products and services provided, with each segment representing a strategic business unit that offers different products. Financial information on business segments is presented in Note 33 to the consolidated financial statements.

Provisions

A provision is recognized only when the Group has: (a) a present obligation (legal or constructive) as a result of a 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, where appropriate, the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognized as an interest expense. Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate.

Contingencies

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

Subsequent Events

Post year-end events up to the date of the auditors' report that provide additional information about the Group's position at balance sheet date (adjusting events) are reflected in the consolidated financial statements. Any post year-end events that are not adjusting events are disclosed in the notes to consolidated financial statements when material.

4. Preferred and Common Stock

The changes in the number of shares follow:

	2007	2006
Preferred stock - ₪1 par value cumulative and convertible to common stock		
Authorized number of shares	100,000,000	100,000,000
Issued and outstanding		
Balance at beginning of year	5,480	144,480
Cancellation/retirement of issued preferred shares	(1,000)	(139,000)
Balance at end of year	4,480	5,480
Common stock - ₪1 par value		
Authorized number of shares	5,900,000,000	5,900,000,000
Issued and outstanding	2,423,494,000	2,255,494,000
Additional subscription	168,000,000	
Preferred shares held in treasury		
Balance at beginning of year	(1,000)	(136,950)
Redemption of preferred shares	-	(3,050)
Cancellation/retirement of issued preferred shares	1,000	139,000
Balance at end of year	0	(1,000)

5. Business Segments

The following tables present sales and services, cost of sales and services, and gross profit information regarding business segments for the period and quarter ended March 31, 2007 and 2006 (amounts in thousand):

	Sales & Services			
	For the 2007	Period 2006	For the 2007	Quarter 2006
General Construction	449,698	612,194	449,698	612,194
Coal Mining	1,303,462	1,384,814	1,303,462	1,384,814
Infrastructure and Real Estate Development	753,072	658,828	753,072	658,828

Manufacturing and Parent Company	97,936	58,269	97,936	58,269
	2,604,168	2,714,105	2,604,168	2,714,105

Cost of Sales & Services

	For the period		For the Quarter	
	2007	2006	2007	2006
General Construction	379,569	593,446	379,569	593,446
Coal Mining	1,058,316	958,681	1,058,316	958,681
Infrastructure and Real Estate Development	432,066	470,497	432,066	470,497
Manufacturing and Parent Company	86,077	53,173	86,077	53,173
	1,956,028	2,075,797	1,956,028	2,075,797

Gross Profit

	For the period		For the Quarter	
	2007	2006	2007	2006
General Construction	70,129	18,748	70,129	18,748
Coal Mining	245,146	426,133	245,146	426,133
Infrastructure and Real Estate Development	321,006	188,331	321,006	188,331
Manufacturing and Parent Company	11,859	5,096	11,859	5,096
	648,140	638,308	648,140	638,308

Net Income*

	For the period		For the Quarter	
	2007	2006	2007	2006
General Construction	12,473	(3,785)	12,473	(3,785)
Coal Mining	69,937	172,930	69,937	172,930
Water Services	137,327	-	137,327	-
Infrastructure and Real Estate Development	108,944	58,558	108,944	58,558
Manufacturing and Parent Company	(39,139)	13,331	(39,139)	13,331
	289,544	241,034	289,544	241,034

* Net of Minority

6. **Related Party Transactions**

In the regular course of business, the Group's significant transactions with related parties consisted primarily of the following:

- (a) Comprehensive surety, corporate and letters of guarantee issued by the Company and DMCI for various credit facilities granted to and for full performance of certain obligations by certain related parties.
- (b) Certain assets of the Group, associates and other related parties were placed under accommodation mortgages to secure the indebtedness of the Group, its associates and other related parties
- (c) Interest and non interest-bearing cash and operating advances made by the Group to and from various associates and other related parties.

OTHER RECEIVABLES -	
D.M. Consunji, Inc.	14,864,746.00
Beta Electric Corporation	19,742,006.54
Racon Haven Automation	321,827.87
	<u>34,928,580.41</u>
DMCI Holdings, Inc.	5,039,932.21
DMCI Project Developers, Inc.	10,168,650.72
Semirara Mining Corporation	25,897,458.00
Riviera	130,144,902.12
	<u>171,250,943.05</u>
Sub-total	206,179,523.46
Total Non-trade Receivables	1,334,353,196.84
Less: Allowance for Doubtful Accounts	<u>-</u>
Net Non-trade Receivables	1,334,353,196.84
TOTAL RECEIVABLES	5,213,924,371.56

DMCI HOLDINGS, INC.
 ACCOUNTS RECEIVABLE DESCRIPTION
 March 31, 2007

Type of Receivable	Nature/Description	Collection Period
1) Contracts/Retention Receivable	Construction contract billings, sale of Goods and services pertaining to construction and related businesses of subsidiaries; real estate sales like sale of condominium units; development, improvements and construction of real estate projects; and coal mining sales	Contract Receivable - 20 to 30 days upon submission of progress billing Retention Receivable (10%) - depends on the agreement: 1) usually, 60 days after completion and acceptance of the project 2) if 50% completed, can bill 50% of retained amount as specified in the contract agreement Coal Mine Receivable - 1) Average standard term 80% of sales - 30 days upon presentation of invoice 20% of sales - 35 to 45 days term upon receipt of test results 2) Actual term - 45 to 60 days after billing Real Estate Receivable terms: Upon sale - 1) Reservation Fee - P 20,000.00 2) Balance paid through in-house or bank financing
2) Advances	Includes Advances to Suppliers, sub-contractors, and advances to employees/subject for liquidation	
3) Affiliates	Includes Advances to Subsidiaries and Affiliates	
4) Other Receivables	Includes refundable deposits, claims from some government agency like SSS, BIR and other receivables from miscellaneous billings	

Normal Operating Cycle

- 1.) Construction and Real Estate - positive net working capital
- 2) Mining - positive net working capital