

**DRAFT**  
FOR APPROVAL OF STOCKHOLDERS AT THE NEXT MEETING

MINUTES OF THE ANNUAL STOCKHOLDERS' MEETING  
OF

**BELLE CORPORATION**

Held on April 22, 2019 at 2:00 p.m.  
SMX Convention Center, Mall of Asia Complex  
Pasay City, Metro Manila

TOTAL NUMBER OF SHARES OUTSTANDING	9,763,126,236
TOTAL NUMBER OF SHARES PRESENT/REPRESENTED AND ENTITLED TO VOTE	7,727,039,068

Before the start of the meeting, the following members of the Board of Directors present were introduced:

EMILIO S. DE QUIROS, JR.  
WILLY N. OCIER  
ELIZABETH ANNE C. UYCHACO  
MANUEL A. GANA  
CESAR E. A. VIRATA  
AMANDO M. TETANGCO, JR.  
GREGORIO U. KILAYKO  
JACINTO C. NG, JR.  
VIRGINIA A. YAP

The following executive officers of the Corporation were likewise in attendance at the shareholders' meeting:

A. BAYANI K. TAN (Corporate Secretary)  
ARTHUR A. SY (Assistant Corporate Secretary)  
ARMIN ANTONIO B. RAQUEL SANTOS (Executive Vice President, Business Unit Head – Integrated Resorts)  
JACKSON T. ONGSIP (Executive Vice President – Chief Financial Officer / Compliance Officer / Chief Risk Officer)  
MARY ELEANOR A. MENDOZA (Business Unit Head – Real Estate Group)  
MICHELLE T. HERNANDEZ (Vice President – Governance)  
TRISTAN B. CHOA (Vice President – Investor Relations)

Representatives of Alberto, Pascual and Associates, an independent party engaged to validate the results of the voting by poll for the 2019 Annual Stockholders' meeting, were likewise in attendance.

Ms. Belinda T. Beng Hui, representing the Company's external auditor, Sycip, Gorres, Velayo & Co., was also present to address questions from the shareholders during the meeting.

**CALL TO ORDER**

The Chairman of the Board of Directors, Mr. Emilio S. De Quiros, Jr., called the meeting to order and presided over the same. The Corporate Secretary, Mr. A. Bayani K. Tan, recorded the minutes of the proceedings.

**CERTIFICATION OF NOTICE AND QUORUM**

The Secretary certified that, based on the certification of CACS Express and Allied

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Services, Inc., the courier service engaged by the Corporation, notices of the meeting were sent starting on March 20, 2019 to all shareholders of record as of March 14, 2019, in accordance with the provisions of the By-Laws. The Chairman instructed the Secretary to append the Certificate attesting to the mailing of notices to the original Minutes of the Meeting.

Thereafter, the Secretary certified that, based on the register of attendees and proxies as tabulated by the Stock Transfer Agent, out of Nine Billion Seven Hundred Sixty-Three Million One Hundred Twenty-Six Thousand Two Hundred Ninety-Seven (9,763,126,297) shares of the total outstanding capital stock of the Corporation, Seven Billion Six Hundred Seventy-One Million Five Hundred Eighteen Thousand Eight Hundred Thirty-Three (7,671,518,833) shares were represented by proxy and holders of Fifty-Five Million Five Hundred Twenty Thousand Two Hundred Thirty-Five (55,520,235) shares were present in person, or a total of Seven Billion Seven Hundred Twenty-Seven Million Thirty-Nine Thousand Sixty-Eight (7,727,039,068) shares present in person or by proxy representing an attendance of 79.15% of the total outstanding capital stock of the Corporation. Accordingly, the Secretary certified that a quorum existed for the transaction of business at hand.

**APPROVAL OF THE MINUTES OF THE LAST STOCKHOLDERS' MEETING**

Upon motion duly made and seconded, the reading of the minutes of the last stockholders' meeting held on April 23, 2018 was dispensed with as the same had been previously distributed to the shareholders. Meanwhile, the Chairman opened the floor for questions about the Minutes of the 2018 Annual Stockholders' Meeting but none were raised.

The Minutes of the said meeting was thereafter approved, as circulated:

<b>AGENDA ITEM</b>	<b>VOTES IN FAVOR</b>	<b>VOTES AGAINST</b>	<b>ABSTAIN</b>
Approval of Minutes of the Previous Meeting of Stockholders	7,727,039,068	0	0

The following resolution was thereafter passed:

“RESOLVED, that the Minutes of the Annual Meeting of the Stockholders of Belle Corporation held on April 23, 2018 is hereby approved.”

**2018 REPORT ON OPERATIONS AND RESULTS**

At the request of the Chairman, the President, Mr. Manuel A. Gana, presented the following Report on the Corporation's Operations and Results for 2018:

***2018 Operations Report***

“We are delighted to inform you that your Company delivered strong results for 2018 in spite of a challenging business climate. Our key businesses proved resilient in the face of changing sector dynamics and allowed us to achieve record revenues and recurring net income for the year.

Total revenues improved by 6% to P8.5 billion in 2018, a new high following the previous record of P8 billion in 2017. Recurring net income of P3.6 billion in 2018 was likewise a new record, exceeding the previous high of P3.3 billion in 2017 by about 10%.

This growth was driven by our exposure to the growing integrated resort industry and by our legacy real estate business in the Tagaytay Highlands and Midlands areas.

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Our integrated resort business is conducted through our investment in City of Dreams Manila and our operating partnership with Melco Resorts and Entertainment Philippines Corporation. City of Dreams Manila continued to grow its client base - both foreign and domestic - capitalizing on record tourist arrivals, timely introduction of new attractions and refreshed resort areas.

The lease of land and buildings in City of Dreams Manila to Melco realized revenues of P2.4 billion, representing an improvement of 6%.

The share in gaming earnings of City of Dreams Manila of our subsidiary Premium Leisure Corp. increased by 23% to P3.2 billion.

Belle's real estate development and related activities in the Tagaytay Highlands and Midlands areas also saw very healthy growth, as revenues therefrom grew by 19% to P979 million.

It was a challenging year for Pacific Online Systems Corporation, which saw its revenues contract by 17% to P1.9 billion, due to the competition from the small town lottery. However, Pacific Online continued to be profitable in 2018 and paid cash dividends of P268 million or 60 centavos per share, in addition to a 100% stock dividend. In the meantime, we are also evaluating and exploring additional business options for Pacific Online.

Belle continues to have a strong balance sheet, which gives us a measure of protection during difficult economic times while at the same time allowing us the flexibility to consider major investment opportunities. As of December 31, 2018, Belle's current assets covered 171% of its current liabilities and 130% of its total debt. The Company's debt-to-equity ratio was a very conservative 25%, which is well below its peers in the real estate and integrated resort industries.

Belle's strong operating performance and financial position enabled your Company to pay a cash dividend of about P1.2 billion or 12 centavos a share on March 28, 2019.

We see our businesses as well positioned to continue achieving operating growth in 2019, and are vigilant for opportunities in the premium leisure and tourism development space.

We remain committed to social good through Belle Kaagapay, your Company's corporate social responsibility arm. We pursue initiatives on health, education and livelihood to help address concerns on malnutrition, poverty, illiteracy and environment protection. We are active in supporting initiatives which would empower our host communities to increase their productivity.

We have also dedicated time and resources to evaluate our businesses and organization to determine the systems needed to ensure that we are in fact able to sustain a successful future for the Company. These efforts have resulted in our maiden sustainability report, *Creating a Sustainable Tomorrow*, which highlights our environmental, social and governance performance. We invite you to pick up a copy at the entrance.

Your Corporation's success is the collective effort of many - from the prudent guidance of our Board, to the diligent execution by our Management team and staff, and to the support of our Shareholders. “

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The President then thanked the Board of Directors for its valuable guidance, the employees for their tireless dedication, and the shareholders for their continued trust and support in the Corporation and Management.

Thereafter, the Chairman opened the floor for questions to be raised on the report on the Corporation’s operations. No questions, however, were raised by the shareholders present on the reports on the Corporation’s operations and its Audited Financial Statements. Thus, the President’s Report for the year ended December 31, 2018 together with the Audited Financial Statements for the Fiscal Year ended December 31, 2018, upon motion duly made and seconded, were approved based on the results of the voting via poll:

<b>AGENDA ITEM</b>	<b>VOTES IN FAVOR</b>	<b>VOTES AGAINST</b>	<b>ABSTAIN</b>
2018 Reports on Operations and Results	7,724,090,068	0	2,949,000

The following resolution was likewise approved:

“RESOLVED, that the President’s Report on Belle Corporation’s Operations and Results for 2018, together with the Audited Financial Statements for the year ended December 31, 2018, be approved.”

**RATIFICATION OF CORPORATE ACTS**

The next item in the agenda was the ratification of the corporate acts.

After the motion to confirm, ratify, and approve all the acts of the Board of Directors and Officers of the Corporation from the date of the last meeting up to date of the present meeting, as indicated in the Information Statement, was duly made and seconded, the Chairman opened the floor for issues to be taken up pertaining to the ratification of all corporate acts. No questions or issues, however, were raised about the corporate acts. Accordingly, motion was then approved as follows based on the results of voting via poll:

<b>AGENDA ITEM</b>	<b>VOTES IN FAVOR</b>	<b>VOTES AGAINST</b>	<b>ABSTAIN</b>
Ratification of Corporate Acts	7,724,090,068	0	2,949,000

The following resolution was likewise approved:

“RESOLVED, that all acts of the Board of Directors and Officers of Belle Corporation from the date of the last meeting of the shareholders on April 23, 2018 up to the date of this meeting, are hereby confirmed, ratified and approved.”

**ELECTION OF DIRECTORS**

The Chairman announced that the next item in the agenda is the election of the members of the Board of Directors for the ensuing year. Prior to the announcement of the nominees for election, however, the Corporate Secretary was requested to explain to the Body a recent development.

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As requested, the Corporate Secretary advised the Body that the Information Statement sent to the shareholders by the Corporation indicated that there will be eleven (11) nominees for election to the Board. However, one of the nominees named, Ms. Aurora Cruz-Ignacio, the recently designated President and Chief Executive Officer of the Social Security System (SSS), advised the Corporation that she was withdrawing herself from being nominated for election because of her increased responsibilities at the SSS. Because of this recent development, only ten (10) of the eleven (11) available Board seats will be filled during this meeting.

Thereafter, the Chairman of the Corporate Governance Committee, Mr. Amando M. Tetangco, Jr., was requested to announce the names of those nominated for election as members of the Board. Mr. Tetangco likewise informed the Body that the profiles of the nominees for election as members of the Board were included in the Company’s Information Statement as well as in the Annual Report. The information included their age, nationality, qualifications, dates of first appointment and other directorships in publicly-listed companies.

Nominations for election as members of the Board of Directors of the Corporation were then duly made and seconded from the floor; with a further motion that all unqualified votes be cast in favor of the nominees. Accordingly, the stockholders elected the ten (10) nominees as directors of the Corporation for the ensuing year to serve as such until their successors are elected and qualified, and adopted the following resolution:

“RESOLVED, that pursuant to the recommendation of the Corporate Governance Committee, the following individuals are hereby elected as directors of **BELLE CORPORATION** for a period of one (1) year and until their successors shall have been duly qualified and elected:

EMILIO S. DE QUIROS  
WILLY N. OCIER  
ELIZABETH ANNE C. UYCHACO  
MANUEL A. GANA  
JOSE T. SIO  
JACINTO C. NG, JR.  
VIRGINIA A. YAP

Independent Directors

GREGORIO U. KILAYKO  
AMANDO M. TETANGCO, JR.  
CESAR E. A. VIRATA

The final tally of votes, as tabulated by the Committee of Inspectors of Proxies and Ballots and validated by Alberto, Pascual and Associates, is as follows:

<b>ELECTION OF DIRECTORS</b>	<b>VOTES IN FAVOR</b>	<b>VOTES AGAINST</b>	<b>ABSTAIN</b>
EMILIO S. DE QUIROS	7,706,672,468	0	20,366,600
WILLY N. OCIER	7,704,750,468	1,922,000	20,366,600
ELIZABETH ANNE C. UYCHACO	7,703,992,468	2,680,000	20,366,600
MANUEL A. GANA	7,726,631,068	0	408,000
JOSE T. SIO	7,703,992,468	2,854,000	20,192,600
JACINTO C. NG, JR.	7,706,030,768	0	21,008,300
GREGORIO U. KILAYKO	7,723,995,068	2,680,000	364,000
AMANDO M. TETANGCO, JR.	7,724,359,068	2,680,000	0
CESAR E. A. VIRATA	7,723,995,068	2,680,000	364,000
VIRGINIA A. YAP	7,706,672,468	0	20,366,600

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**APPOINTMENT OF EXTERNAL AUDITOR**

The Body next considered the appointment of the Corporation’s external auditors for Year 2019. The Chairman announced that the Corporation’s Audit Committee has recommended, and the Board of Directors has endorsed for the consideration of the shareholders, the re-appointment of SyCip Gorres Velayo & Co. as the Corporation’s external auditor for Year 2019.

No questions or objections having been raised by the shareholders present despite opportunity having been given by the Chairman, the proposal to re-appoint SyCip Gorres Velayo & Co. as the Corporation’s external auditor for Year 2019 was approved by the shareholders as follows based on the results of voting via poll:

<b>AGENDA ITEM</b>	<b>VOTES IN FAVOR</b>	<b>VOTES AGAINST</b>	<b>ABSTAIN</b>
Appointment of SGV & Co. as External Auditor for 2019	7,727,039,068	0	0

The following resolution was likewise approved:

“RESOLVED, that SyCip Gorres Velayo & Co. be re-appointed as the external auditor of Belle Corporation for Year 2019.”

**OTHER MATTERS**

Before the meeting was adjourned, the Chairman again opened the floor questions on other matters that its stockholders wish to discuss.

Mr. Sam Canua, a stockholder of record, inquired as to whether All-Asia Resources and Reclamation Corporation, of which Belle is a consortium-member, will still be pursuing the Sangley International Airport project. The President answered that consortium is ready to re-submit its bid should the Philippine Government require assistance for the Sangley Airport Project.

Also, responding to a request by another shareholder, Mr. Federico Aldecoa, that Management’s presentations during the next shareholders’ meeting should include a report on the Corporation’s present and future projects, the President assured the Body that the same will be done to the extent that the Corporation will not run afoul with rules on public disclosures.

**ADJOURNMENT**

There being no other business to transact, the meeting was thereupon adjourned.

**EMILIO S. DE QUIROS, JR.**  
Chairman of the Board of Directors  
Chairman of the Meeting

**A. BAYANI K. TAN**  
Corporate Secretary