

# SECURITIES AND EXCHANGE COMMISSION

## SEC FORM 17-C

### CURRENT REPORT UNDER SECTION 17 OF THE SECURITIES REGULATION CODE AND SRC RULE 17.2(c) THEREUNDER

1. Date of Report (Date of earliest event reported)  
Mar 25, 2021
2. SEC Identification Number  
52412
3. BIR Tax Identification No.  
000-156-011-000
4. Exact name of issuer as specified in its charter  
Belle Corporation
5. Province, country or other jurisdiction of incorporation  
Metro Manila, Philippines
6. Industry Classification Code(SEC Use Only)
7. Address of principal office  
5th Floor, Tower A, Two E-Com Center, Palm Coast Avenue, Mall of Asia Complex, Pasay City  
Postal Code  
1300
8. Issuer's telephone number, including area code  
(+632) 8662 8888
9. Former name or former address, if changed since last report  
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10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
Common Stock	9,763,126,297

11. Indicate the item numbers reported herein  
Item No. 9

*The Exchange does not warrant and holds no responsibility for the veracity of the facts and representations contained in all corporate disclosures, including financial reports. All data contained herein are prepared and submitted by the disclosing party to the Exchange, and are disseminated solely for purposes of information. Any questions on the data contained herein should be addressed directly to the Corporate Information Officer of the disclosing party.*



## Belle Corporation

### BEL

**PSE Disclosure Form 4-3 - Amendments to Articles of Incorporation**  
**References: SRC Rule 17 (SEC Form 17-C) and**  
**Section 4.4 of the Revised Disclosure Rules**

<b>Subject of the Disclosure</b>
Amendment to Articles of Incorporation
<b>Background/Description of the Disclosure</b>
<p>To conform with the Revised Corporation Code, the Board of Directors approved the proposed amendment to the Fourth Article of the Articles of Incorporation to allow the perpetual existence of the Corporation.</p> <p>In addition, the recommendation to reduce the membership of the Corporation's Board of Directors from the current eleven (11) members to nine (9) members, and the corresponding amendment to the Sixth Article of the Corporation's Articles of Incorporation, were likewise unanimously approved.</p> <p>The reduction in the membership of the Corporation's Board will increase the ratio of independent directors to the regular directors. Also, this will be in line with the Corporation's efforts to streamline its operations throughout the organization as the current level of operations of the Corporation does not require an expanded membership in its Board of Directors.</p>

<b>Date of Approval by Board of Directors</b>	Mar 25, 2021
<b>Date of Approval by Stockholders</b>	TBA
<b>Other Relevant Regulatory Agency, if applicable</b>	-
<b>Date of Approval by Relevant Regulatory Agency, if applicable</b>	N/A
<b>Date of Approval by Securities and Exchange Commission</b>	TBA
<b>Date of Receipt of SEC approval</b>	TBA

**Amendment(s)**

Article No.	From	To
IV	That the term for which said corporation is to exist is FIFTY (50) YEARS from and after date of incorporation.	That the term of the corporation shall be perpetual.

VI	That the number of directors of the corporation shall be eleven (11) and that the names and residences of the directors who are to serve until their successors are duly elected and qualified as provided for in the By-laws xxx	That the number of directors of the corporation shall be nine (9) and that the names and residences of the directors who are to serve until their successors are duly elected and qualified as provided for in the By-laws xxx
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**Rationale for the amendment(s)**

The amendment to the Forth Article of the Articles of Incorporation is to conform with the Revised Corporation Code to allow the perpetual existence of the Corporation.

The number of directors is being reduced (i) increase the ratio of independent directors to the regular directors, and (ii) because the current level of operations of the Corporation does not require an expanded membership in its Board of Directors.

**The timetable for the effectivity of the amendment(s)**

<b>Expected date of filing the amendments to the Articles of Incorporation with the SEC</b>	TBA
<b>Expected date of SEC approval of the Amended Articles of Incorporation</b>	TBA

**Effect(s) of the amendment(s) to the business, operations and/or capital structure of the Issuer, if any**

The amendment to the Forth Article of the Articles of Incorporation will to conform with the Revised Corporation Code to allow the perpetual existence of the Corporation.

The reduction in the number of directors is not expected to have any significant impact on the business, operations, and/or capital structure of the Corporation.

**Other Relevant Information**

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**Filed on behalf by:**

<b>Name</b>	Darwin Mendoza
<b>Designation</b>	Assistant Manager



March 25, 2021

**Securities and Exchange Commission**

Secretariat Building, PICC Complex,  
Roxas Boulevard, Pasay City

Attention : **Mr. Vicente Graciano P. Felizmenio, Jr.**  
Director, Markets and Securities Regulation Department

Subject : **Results of Meeting of the Board of Directors**

Gentlemen :

Please be informed of the following matters approved by our Board of Directors (the "Board") in its meeting held today:

1. Rescheduling of 2021 Annual Stockholders' Meeting

In light of the renewed tightening of the restrictions on mass gatherings and stricter enforcement of social distancing measures due to the resurgence of COVID-19 cases in the country especially in the National Capital Region and adjoining areas, the Board has approved the recommendation to reschedule the 2021 Annual Stockholders' Meeting (ASM) from April 26, 2021 to May 27, 2021 at 2:00 P.M. The rescheduling will allow the Corporation to recalibrate its preparations for the ASM for the same to be conducted virtually to allow maximum shareholders' participation and still be able to comply with mass gathering and social distancing regulations.

The agenda for the ASM will be as follows:

- i. Call to Order
- ii. Proof of Notice of Meeting and Quorum
- iii. Approval of the Minutes of the Annual Meeting of Stockholders held on June 22, 2020
- iv. Approval of 2020 Operations and Results
- v. Ratification of all Acts of the Board of Directors and Management during their term of office

- vi. Election of Directors for 2021 to 2022
- vii. Appointment of External Auditor
- viii. Amendment of the Articles of Incorporation
  - a. to adopt the perpetual corporate term for the Corporation;
  - b. to Reduce the Membership of the Board of Directors from 11 to 9
- ix. Other Matters
- x. Adjournment

The Record Date to determine the shareholders entitled to notice to, and participate at, the ASM will likewise be changed from March 12, 2021 to April 16, 2021.

The Definitive Information Statement to be circulated prior to the ASM will provide the details through which the shareholders will be able to register for, and participate in, the meeting.

## 2. Amendment of Articles of Incorporation

To conform with the Revised Corporation Code, the Board of Directors approved the proposed amendment to the Fourth Article of the Articles of Incorporation to allow the perpetual existence of the Corporation.

In addition, the recommendation to reduce the membership of the Corporation's Board of Directors from the current eleven (11) members to nine (9) members, and the corresponding amendment to the Sixth Article of the Corporation's Articles of Incorporation, were likewise unanimously approved.

The reduction in the membership of the Corporation's Board will increase the ratio of independent directors to the regular directors. Also, this will be in line with the Corporation's efforts to streamline its operations throughout the organization as the current level of operations of the Corporation does not require an expanded membership in its Board of Directors.

## 3. Retirement and Appointment of Officers

Atty. A. Bayani K. Tan has given notice of his decision to retire as the Corporation's Corporate Secretary, effective March 26, 2021.

In view of Atty. Tan's retirement, the Board appointed Atty. Jason C. Nalupta as the Corporate Secretary, effective March 26, 2021.

Atty. Nalupta, Filipino, 49, is currently the Corporate Secretary or Assistant Corporate Secretary of the following listed firms: Asia United Bank Corporation, A. Brown Company, Inc., Pacific Online Systems Corporation, and Crown Asia Chemicals Corporation. He is also a

Director and/or Corporate Secretary or Assistant Corporate Secretary of the following private companies: Sino Cargoworks Agencies, Inc., Falcon Resources, Inc., Mercury Ventures, Inc., Total Gaming Technologies, Inc., Parallax Resources, Inc., SLW Development Corporation, Metropolitan Leisure & Tourism Corporation, Sagesoft Solutions, Inc., Radenta Technologies, Inc., Xirrus, Inc., Glyphstudios, Inc., Grabagility, Inc., Lucky Circle Corporation, Loto Pacific Leisure Corporation, Basic Leisure Networks, Inc., Stage Craft International, Inc., and Sta. Clara International Corporation. Atty. Nalupta is a Partner at Tan Venturanza Valdez Law Offices specializing on corporate, securities, and business laws. He earned his Juris Doctor degree, as well as his Bachelor of Science degree in Management (major in Legal Management), from the Ateneo de Manila University in 1996 and 1992, respectively. Atty. Nalupta was admitted to the Philippine Bar in 1997.

Thank you.



**Jackson T. Ongsip**  
Compliance Officer