

# SECURITIES AND EXCHANGE COMMISSION

## SEC FORM 20-IS

### INFORMATION STATEMENT PURSUANT TO SECTION 17.1(b) OF THE SECURITIES REGULATION CODE

1. Check the appropriate box:

- Preliminary Information Statement  
 Definitive Information Statement

2. Name of Registrant as specified in its charter

Belle Corporation

3. Province, country or other jurisdiction of incorporation or organization

Metro Manila, Philippines

4. SEC Identification Number

52412

5. BIR Tax Identification Code

430-000-156-011

6. Address of principal office

5th Floor, Tower A, Two E-Com Center, Palm Coast Avenue, Mall of Asia Complex CBP-1A, Pasay City

Postal Code

1300

7. Registrant's telephone number, including area code

(632) 8662-888

8. Date, time and place of the meeting of security holders

June 22, 2020 at 2:00 P.M. Given the circumstances, the meeting will be conducted virtually.

9. Approximate date on which the Information Statement is first to be sent or given to security holders

May 22, 2020

10. In case of Proxy Solicitations:

Name of Person Filing the Statement/Solicitor

N/A

Address and Telephone No.

N/A

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):

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
Common Stock, P1.00 par value	9,763,126,297

13. Are any or all of registrant's securities listed on a Stock Exchange?

Yes  No

If yes, state the name of such stock exchange and the classes of securities listed therein:

The Philippine Stock Exchange, Inc.

*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 17-5 - Information Statement for Annual or  
Special Stockholders' Meeting**  
*References: SRC Rule 20 and  
Section 17.10 of the Revised Disclosure Rules*

<b>Date of Stockholders' Meeting</b>	Jun 22, 2020
<b>Type (Annual or Special)</b>	Annual
<b>Time</b>	2:00 P.M.
<b>Venue</b>	Not Applicable (via Remote Communication)
<b>Record Date</b>	May 21, 2020

**Inclusive Dates of Closing of Stock Transfer Books**

<b>Start Date</b>	N/A
<b>End date</b>	N/A

**Other Relevant Information**

Amended to reflect the updated Management's Discussion and Analysis as of March 31, 2020, in relation to the submission of the SEC Form 17-Q.

**Filed on behalf by:**

<b>Name</b>	MICHELLE HERNANDEZ
<b>Designation</b>	Vice President - Governance & Corporate Affairs



## Revised Notice of Annual Stockholders' Meeting

To all Stockholders:

The annual meeting of the stockholders of Belle Corporation (the "Company") will be held on June 22, 2020, Monday at 2:00 P.M. Given the current circumstances, the meeting will be conducted virtually and voting conducted *in absentia* through the Company's secure online voting facility.

### Agenda:

1. Call to Order
2. Proof of Notice of Meeting
3. Certification of Quorum
4. Approval of the Minutes of the Annual Meeting of Stockholders held on April 22, 2019
5. Approval of 2019 Operations and Results
6. Ratification of all Acts of the Board of Directors and Management during their term of office
7. Election of Directors for 2020-2021
8. Appointment of External Auditors
9. Other Matters
10. Adjournment

Please refer to Annex A for a brief explanation of each agenda item for approval.

The Board of Directors has fixed the end of trading hours of the Philippine Stock Exchange on May 21, 2020 as the record date for the determination of stockholders entitled to the notice of, participation via remote communication, and voting in absentia at such meeting, and any adjournment thereof.

The conduct of the meeting will be streamed live, and stockholders may attend the meeting by registering via [asmregister.bellecorp.com](http://asmregister.bellecorp.com) and submitting the supporting documents listed there until June 18, 2020. All information submitted shall be verified and validated by the Corporate Secretary.

Stockholders who wish to cast votes through a proxy may accomplish the corresponding proxy form (which need not be notarized) and submit the same on or before June 10, 2020. In view of the community quarantine, scanned forms will be accepted. Paper copies shall be sent to the office of the Corporate Secretary at 2704 East Tower, Philippine Stock Exchange Centre, Exchange Road, Ortigas Center, Pasig City once the community quarantine is lifted.

Stockholders who successfully registered can cast their votes *in absentia* through the Company's secure online voting facility for this meeting. In order to participate remotely, they will also be provided with access to the meeting that will be held virtually. The "Guidelines for Participation via Remote Communication and Voting *in Absentia*" as appended to the Definitive Information Statement labeled as Schedule A will be posted in the Company's website [www.bellecorp.com/asm2020](http://www.bellecorp.com/asm2020) and PSE Edge.

Pasig City, May 19, 2020.



A. BAYANI K. TAN  
Corporate Secretary

## **RATIONALE FOR AGENDA ITEMS**

### **Agenda Item 1. Call to Order.**

The Chairman of the Board of Directors, Mr. Emilio S. De Quiros, Jr., will call the meeting to order.

### **Agenda Item 2. Proof of Notice of Meeting**

The Corporate Secretary, Atty. A. Bayani K. Tan, will certify that copies of this Notice were sent to Stockholders of record as of **May 21, 2020**.

### **Agenda Item 3. Certification of Quorum**

The Corporate Secretary will also certify the number of attendees, whether in person or by proxy, for the purpose of determining the existence of quorum to validly transact business.

### **Agenda Item 4. Approval of the Minutes of the Annual Meeting of Stockholders held on April 22, 2019**

The draft minutes of the April 22, 2019 Annual Stockholders' Meeting (ASM) are available on the Corporation's website: <https://www.bellecorp.com/investor-relations/asm-minutes-and-results-asm/> and copies will also be made available during the ASM. Stockholders will be asked to approve the Minutes of the 2019 Annual Stockholders' Meeting as recommended by the Board of Directors.

### **Agenda Item 5. Approval of 2019 Operations and Results**

A report on the highlights of the performance of the Corporation for the year ended 2019 will be presented to Stockholders. The same was reviewed by the Audit Committee and the Board of Directors, and have been audited by the external auditors who declared an unqualified opinion on the Audited Financial Statements (AFS). A summary of the 2019 AFS shall also be presented to the Stockholders. Stockholders, after identifying themselves, will be given an opportunity to raise questions regarding the operations and report of the Corporation.

### **Agenda Item 6. Ratification of all Acts of the Board of Directors and Management during their term of office**

All actions, proceedings and contracts entered into, as well as resolutions made and adopted by the Board of Directors and of Management from the date of the Stockholders Meeting held on April 22, 2019 to the date of this meeting shall be presented for confirmation, approval, and ratification.

### **Agenda Item 7. Election of Directors for 2020-2021**

The incumbent sent of Board of Directors, as nominated, reviewed, qualified, and recommended by the Corporate Governance Committee, shall be presented for election. Their proven expertise and qualifications based on current regulatory standards and the Corporation's own norms, will help sustain the Company's solid performance that will result to its stockholders' benefit. The profiles of the Directors are contained in the DIS for reference of the stockholders and are likewise posted on the Corporation's website. If elected, they shall serve as such from June 22, 2020 until their successors shall have been duly qualified and elected.

### **Agenda Item 8. Appointment of External Auditors**

The Audit Committee has pre-screened and recommended, and the Board has endorsed for consideration of the stockholders to re-appoint SyCip Gorres Velayo & Co. (SGV & Co.) as the Corporation's External Auditor for 2020-2021. SGV & Co. is one of the leading auditing firms in the country and is duly accredited by the Securities and Exchange Commission. The Stockholders will also be requested to delegate to the Board the authority to approve the appropriate audit fee for 2020.

### **Agenda Item 9. Other Matters**

The Chairman will open the floor for comments and questions by the stockholders. Stockholders may raise other matters or issues that may be properly taken up at the meeting.

### **Agenda Item 10. Adjournment**

After all business has been considered and resolved, the Chairman shall declare the meeting adjourned.

**PROXY FORM**

The undersigned stockholder of **Belle Corporation (the “Company”)** registered in the name of Philippine Central Depository Nominee Corporation, if applicable\*, hereby appoints \_\_\_\_\_, (as sub-proxy,\*) or in his absence, the Chairman of the meeting, as attorney and proxy, with power of substitution, to represent and vote all shares registered in his/her/its name as proxy of the undersigned stockholder, at the Annual Meeting of Stockholders of the Company on **June 22, 2020** and at any of the adjournments thereof for her purpose of acting on the following matters:

- a) Election of Directors
- b) \_\_\_\_\_ 1.1. Vote for all nominees listed below

- 1. Election of Directors
- \_\_\_\_\_ 1.1. Vote for all nominees listed below:

- |  |  |
|--|--|
| 1.1.1. Emilio S. De Quiros, Jr.            | 1.1.7. Jose T. Sio                                     |
| 1.1.2. Willy N. Ocier<br>Elizabeth Anne C. | 1.1.8. Virginia A. Yap                                 |
| 1.1.3. Uychaco                             | 1.1.9. Gregorio U. Kilayko (Independent Director)      |
| 1.1.4. Manuel A. Gana                      | 1.1.10. Amando M. Tetangco, Jr. (Independent Director) |
| 1.1.5. Jacinto C. Ng, Jr.                  | 1.1.11. Cesar E.A. Virata (Independent Director)       |
| 1.1.6. Ricardo L. Moldez                   |  |

- \_\_\_\_\_ 1.2. Withhold authority for all nominees listed above
- \_\_\_\_\_ 1.3. Withhold authority to vote for the nominees listed below:

_____	_____
_____	_____
_____	_____

- |   |   |
|---|---|
| c) Approval of minutes of previous Annual Stockholders' Meeting   | f) Appointment of SyCip Gorres Velayo & Co. (SGV & Co.) as external auditor for 2020-2021   |
| _____ Yes _____ No _____ Abstain  | _____ Yes _____ No _____ Abstain  |
| d) Approval of 2019 Annual Report   | g) At their discretion, the proxies named above are authorized to vote upon such other matters as may be properly come before the meeting |
| _____ Yes _____ No _____ Abstain  | _____ Yes _____ No _____ Abstain  |
| e) Ratification of all acts and resolutions of the Board of Directors and Management from date of last Stockholders' Meeting to June 22, 2020 |   |
| _____ Yes _____ No _____ Abstain  |   |

\_\_\_\_\_  
Printed Name of Stockholder/Broker/PCD Participant

\_\_\_\_\_  
Signature of Stockholder or Name and Signature of Authorized Signatory of Corporate Stockholder/Broker/PCD Participant

\_\_\_\_\_  
Date

*This Proxy must be submitted together with the following:*

**For Individual Stockholders**

*If a representative will sign on behalf of stockholder, this proxy must be submitted together with a duly executed Special of General Power of Attorney showing the authority of the representative to sign on behalf of the individual stockholder.*

**For Corporate Stockholders**

*A duly executed Secretary's Certificate showing the authority of the representative to sign on behalf of the stockholder corporation. Enclosed is a sample Secretary's Certificate for your reference.*

**For PCD Participants/Brokers**

*A duly executed Secretary's Certificate showing the authority of the representative to sign on behalf of the PCD Participant/Broker, as well as the duly accomplished proxy or certificate of shareholdings issued by the PDTC. Enclosed is a sample Secretary's Certificate for your reference.*

This Proxy should be received by the Corporate Secretary on or before June 10, 2020, or at least seven (7) business days before the date set for the annual meeting as provided in the By-laws. The Chairman of the meeting shall act as the proxy in the event no name is given. This proxy form shall be valid for five (5) years from date of signing.

This Proxy need not be notarized, and when properly executed, will be voted in the manner as directed herein by the stockholder(s). If no direction is made, this Proxy will be voted "for" the election of all nominees and for the approval of the matters stated above and for such other matters as may properly come before the meeting in the manner described in the Information Statement and/or as recommended by Management or the Board of Directors. A stockholder giving a proxy has the power to revoke it at any time before the right granted is exercised.

A proxy is also considered revoked if the stockholder attends the meeting in person and expressed his intention to vote in person.

*\*For PCD Participants/Brokers*

**SPECIAL POWER OF ATTORNEY**

Know all men by these presents:

I, \_\_\_\_\_, \_\_\_\_\_ citizen, of legal age and a resident of \_\_\_\_\_, do hereby name, constitute, and appoint \_\_\_\_\_, \_\_\_\_\_ citizenship, of legal age and a resident of \_\_\_\_\_, to be my true and lawful attorney-in-fact for myself and in my name, place and stead, to do and perform the following acts and things, namely:

1. To attend the 2020 Annual Stockholders' Meeting of Belle Corporation, or at any adjournments thereof, of which I am a shareholder, and then and there to exercise my voice and vote and whatsoever privileges, rights, and prerogatives may correspond to me by reason of my shares therein; and
2. To delegate in whole or in part any or all of the powers and authorities herein covered, by means of an instrument in writing in favor of any third person or persons whom the attorney-in-fact may select.

Hereby giving and granting unto said attorney-in-fact full power and authority to do and perform any and every act and thing, whatsoever, requisite or necessary or proper to be done in and about the premises, as fully to all intents and purposes as I might or could do, with full power of substitution or revocation, and hereby ratifying and confirming all that the said attorney-in-fact or his substitute shall lawfully do or cause to be done under and by virtue of these presents.

IN WITNESS WHEREOF, I have signed this instrument in \_\_\_\_\_ on \_\_\_\_\_ 2020.

\_\_\_\_\_  
Name and Signature of Stockholder

Signed in presence of:

\_\_\_\_\_

Acknowledgement  
Republic of the Philippines )  
\_\_\_\_\_ )

Before me, a Notary Public for and in the City of \_\_\_\_\_, this \_\_ day of \_\_\_\_\_ 2020 personally appeared \_\_\_\_\_ who presented to me his/her (Gov't. issued ID No.) issued on \_\_\_\_\_ at \_\_\_\_\_ and who was identified by me through his/her competent evidence of identity to be the same person described in the foregoing instrument, who acknowledged before me that his/her signature on the instrument was voluntarily affixed by him/her for the purposes stated therein, and who declared to me that he/she has executed the instrument as his/her free and voluntary act and deed.

This instrument refers to the Special Power of Attorney consisting of (\_\_) pages, including this page, and signed by the persons executing this instrument and sealed with the notarial seal.

WITNESS MY HAND AND SEAL on the date and place first above written.

Doc. No. \_\_\_\_\_;  
Page No. \_\_\_\_\_;  
Book No. \_\_\_\_\_;  
Series of \_\_\_\_\_.



**SECRETARY'S CERTIFICATE**

I, \_\_\_\_\_, \_\_\_\_\_ citizen, of legal age and with office address at \_\_\_\_\_, do hereby certify that:

1. I am the duly appointed Corporate Secretary of \_\_\_\_\_ (the "Corporation"), a corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines, with office address at \_\_\_\_\_.

2. Based on the records, during the lawfully convened meeting of the Board of Directors of the Corporation held on \_\_\_\_\_, the following resolutions were passed and approved:

“RESOLVED, That \_\_\_\_\_, \_\_\_\_\_ be authorized and appointed, as he is hereby authorized and appointed, as the Corporation’s Proxy (the “Proxy”) to attend all meetings of the stockholders of Belle Corporation whether the meeting is regular or special, or at any meeting postponed or adjourned therefrom, with full authority to vote the shares of stock of the Corporation held in PLC and to act upon all matters and resolution that may come before or presented during meetings, or any adjournments thereof, in the name, place and stead of the Corporation.

“RESOLVED, FINALLY, That Belle Corporation be furnished with a certified copy of this resolution and Belle Corporation may rely on the continuing validity of this resolution until receipt of written notice of its revocation.”

3. The foregoing resolutions have not been modified, amended or revoked in accordance with the records of the Corporation presently in my custody.

IN WITNESS WHEREOF, I have signed this instrument in \_\_\_\_\_ on \_\_\_\_\_.

\_\_\_\_\_  
Printed Name and Signature of the  
Corporate Secretary

SUBSCRIBED AND SWORN TO BEFORE ME on \_\_\_\_\_ in \_\_\_\_\_.  
Affiant exhibited to me his Competent Evidence of Identity by way of \_\_\_\_\_ issued on \_\_\_\_\_ at \_\_\_\_\_.

Doc. No. \_\_\_\_\_;  
Page No. \_\_\_\_\_;  
Book No. \_\_\_\_\_;  
Series of \_\_\_\_\_.



**EMILIO S. DE QUIROS, JR.**

Chairperson  
Non-Executive Director  
Date of First Appointment – September 2010  
Re-elected on 04 December 2017  
Chairperson, Corporate Social Responsibility Committee  
Member, Compensation and Remuneration Committee  
Member, Environmental and Social Committee

**EDUCATION / EXPERIENCE**

Mr. De Quiros, 71, has served as a Director of the Company since September 2010 and served as Chairman of the Board from August 2016 until April 2017. He was re-elected as a Non-Executive Director on 04 December 2017, and re-appointed as Chairperson on April 23, 2018. He is also an independent director of Atlas Consolidated Mining and Development Corporation and an independent director of Crown Equities Inc. He was previously the President and Chief Executive Officer of the Social Security System (SSS) and also served as a Director of UnionBank of the Philippines and Philhealth Insurance Corporation. Prior to his appointment as President of SSS, he served as Executive Vice President of Bank of the Philippine Islands and President of Ayala Life Insurance Inc., Ayala Plans Inc. and BPI Bancassurance, Inc.

Mr. De Quiros graduated from Ateneo de Naga with a Bachelor of Arts in Economics degree (Cum Laude), and holds a Master of Arts in Economics degree from University of the Philippines.



**WILLY N. OCIER**

Vice Chairperson  
Executive Director  
Date of First Appointment – June 1999  
Chairperson, Executive Committee  
Member, Environmental and Social Committee

**EDUCATION / EXPERIENCE**

Mr. Ocier, 63, is an Executive Director and Co-Vice Chairman of Belle Corporation. He is also the Chairman and Director of Premium Leisure Corp., APC Group, Inc., Premium Leisure and Amusement, Inc., and the Vice Chairman of Tagaytay Highlands International Golf Club, Inc. and Highlands Prime, Inc. He is the Chairman and Director of Tagaytay Midlands Golf Club, Inc., The Country Club at the Tagaytay Highlands, Inc., The Spa and Lodge, Inc. Mr. Ocier is also the Chairman, President, and Chief Executive Officer of Philippine Global Communications, Inc., Chairman and President of Pacific Online Systems Corporation, and Chairman of Total Gaming and Technologies, Inc. He is a Director of Leisure and Resorts World Corporation. He also sits as a Director to the following unaffiliated corporations, IVantage Equities, Philequity Management, Inc., Abacore Capital Holdings, Inc. and Toyota Corporation Batangas. He was formerly President and Chief Operating Officer of Eastern Securities Development Corporation.

Mr. Ocier graduated from Ateneo de Manila University with a Bachelor of Arts degree in Economics. In recognition of Mr. Ocier's corporate leadership and role in providing employment opportunities to Filipinos, the University of Batangas conferred him a degree in Doctor of Humanities, honoris causa.



**ELIZABETH ANNE C. UYCHACO**

Vice Chairperson

Non-Executive Director

Date of First Appointment – December 2009

Chairperson, Environmental and Social Committee

Member, Executive Committee

Member, Compensation and Remuneration Committee

Member, Corporate Social Responsibility Committee

**EDUCATION / EXPERIENCE**

Ms. Uychaco, 64, is a Board Director and Co-Vice Chairperson of Belle Corporation. She is also a Senior Vice President of SM Investments Corporation, and a Board Director of Republic Glass Holdings Corporation, BDO Life Assurance Company, Inc, Goldilocks Bakeshop, Inc., The Net Group and ACE Hardware Philippines, Inc. She was a Board Director of Megawide Construction Corp., Premium Leisure Corp., Premium Leisure and Amusement, Inc., and Transnational Diversified Corp. She was also formerly Senior Vice President and Chief Marketing Officer of Philippine American Life and General Insurance Company and Board Director of Philam Call Center, and Vice President of Globe Telecom, Inc., Kuok Philippine Properties, Inc. and Transnational Diversified Corp.

Ms. Uychaco graduated from St. Scholastica's College in 1978 with a Bachelor of Arts Degree. She obtained a Master's Degree in Business Economics from the University of Asia and Pacific and a Master's Degree in Business Administration from the Ateneo School of Business.



**MANUEL A. GANA**

President and Chief Executive Officer

Executive Director

Date of First Appointment – March 2017

Member, Executive Committee

Member, Compensation and Remuneration Committee

Member, Corporate Social Responsibility Committee

**EDUCATION / EXPERIENCE**

Mr. Gana, 62, is an Executive Board Director and the President and Chief Executive Officer of Belle Corporation since March 15, 2017. Mr. Gana was appointed as the Vice President and Chief Financial Officer of the Company in September 2000, and was promoted to Executive Vice President and Chief Financial Officer in August 2007. He joined Belle in 1997 as Vice President for Corporate Development and Special Projects, during which time he was also assigned as the Vice President-Finance and Chief Financial Officer for MagiNet Corporation, then a subsidiary of Sinophil Corporation (now called Premium Leisure Corp.). He is also a Director of Tagaytay Highlands International Golf Club, Inc. Previously, he was Director of Investment Banking at Nesbitt Burns Securities Inc. in New York, USA. He also previously worked for Bank of Montreal and Merrill Lynch Capital Markets (both in New York), and for Procter & Gamble Philippine Manufacturing Corporation.

Mr. Gana holds a Master of Business Administration degree from the Wharton School of the University of Pennsylvania, and degrees in Accounting and Economics from De La Salle University. He is a Certified Public Accountant.



**RICARDO L. MOLDEZ**

Non-Executive Director

Date of First Appointment – May 2019

Member, Corporate Social Responsibility Committee

Member, Environmental and Social Committee

**EDUCATION / EXPERIENCE**

Mr. Moldez, 72, is a Board Director of Belle Corporation. He is also a member of the Social Security Commission (SSC), which serves as the governing board of the Social Security System. He shares in the responsibility for the governance of SSS in terms of providing policy directions, monitoring and overseeing management actions and with powers and duties specified by the Social Security Act of 2018. Commissioner Moldez has been designated as member of the Executive Committee and SSC Audit and Information Technology and Credit and Collection Committee. Before working at the SSC, Mr. Moldez was a litigation lawyer for more than 40 years. He also served at the Department of Justice as special counsel and at the Municipal Court of Muntinlupa.

Mr. Moldez holds a Bachelor of Arts and Laws degrees from the Lyceum of the Philippines Manila.



**JACINTO C. NG, JR.**

Non-Executive Director

Date of First Appointment – August 2000

Member, Executive Committee

Member, Audit Committee

Member, Risk Oversight Committee

**EDUCATION / EXPERIENCE**

Mr. Ng, 50, is a Board Director of Belle Corporation and concurrently a Director of Highlands Prime, Inc. He is the Chairman of Elanvital Enclaves, Inc., and Quantuvis Resources Corporation and also the President of Extraordinary Enclaves, Inc. and Everyhome Enclaves, Inc.

Mr. Ng holds a Bachelor of Science degree in Architecture from the University of the Philippines.



**JOSE T. SIO**

Non-Executive Director

Date of First Appointment – December 2009

Chairman, Compensation and Remuneration Committee

**EDUCATION / EXPERIENCE**

Mr. Sio, 80, a non-executive director, is the Chairman of the Board of Directors of SM Investments Corporation and a member of the Board of Directors of China Banking Corporation, Atlas Consolidated Mining and Development Corporation, Far Eastern University, NLEX Corporation and Ortigas Land Corporation. He is also an Adviser to the Board of Directors of BDO Unibank, Inc. and Premium Leisure Corp. Mr. Sio is a former Senior Partner of SyCip Gorres Velayo & Co. (SGV).

He is a Certified Public Accountant and obtained his Master's Degree in Business Administration (MBA) from New York University, USA.



**VIRGINIA A. YAP**

Non-Executive Director

Date of First Appointment – July 2010

Member, Executive Committee

Member, Corporate Social Responsibility Committee

Member, Environmental and Social Committee

**EDUCATION / EXPERIENCE**

Ms. Yap, 68, is a Director of Belle Corporation. She is also a member of the Company's Executive, Corporate Social Responsibility and Environmental & Social Committees. Ms. Yap holds key positions in SM Investments Corporation as a Senior Vice President – Office of the Chairman Emeritus and Securities Department. She is also a Director of the APC Group, Inc

She holds a Bachelor of Science in Commerce (Major in Accounting) degree from the University of Mindanao.



**GREGORIO U. KILAYKO**

Independent Director

Date of First Appointment – February 2003

Chairperson, Audit Committee

Member, Risk Oversight Committee

Member, Related Party Transactions Committee

Member, Compensation and Remuneration Committee

Member, Corporate Governance Committee

**EDUCATION / EXPERIENCE**

Mr. Kilayko, 64, is an Independent Director of the Company and also serves as Independent Director of SM Prime Holdings, Inc., Philequity Funds and East West Bank. He is the former Chairman of ABN Amro's banking operations in the Philippines. He was the founding head of ING Baring's stock brokerage and investment banking business in the Philippines and a Philippine Stock Exchange Governor in 1996 and 2000. He was a director of the Philippine Stock Exchange in 2003. He took his Masters in Business Administration at the Wharton School of the University of Pennsylvania.



**AMANDO M. TETANGCO, JR.**

Independent Director

Date of First Appointment – December 2017

Chairperson, Related Party Transactions Committee

Chairperson, Corporate Governance Committee

**EDUCATION / EXPERIENCE**

Mr. Tetangco, 67, is an Independent Director of Belle Corporation who was elected on December 4, 2017. He was the third Governor of the Bangko Sentral ng Pilipinas (BSP) and served for two consecutive 6-year terms from July 2005 to July 2017. Under his leadership, the BSP initiated bank regulatory reforms such as risk management, capitalization increase and asset quality, among others. A career central banker, he occupied different positions at the BSP where he started as an employee at the BSP's Department of Economic Research and rose from the ranks. He was connected with the Management Services Division of SyCip Gorres Velayo & Co. before he joined the BSP.

Mr. Tetangco graduated from Ateneo de Manila University with an AB Economics degree (Cum Laude) where he also took up graduate courses in Business Administration. As a BSP scholar, he obtained his MA in Public Policy and Administration (Development Economics) at the University of Wisconsin in Madison, USA.



**CESAR E. A. VIRATA**

Lead Independent Director

Date of First Appointment – May 1996

Chairperson, Risk Oversight Committee

Member, Audit Committee

Member, Corporate Governance Committee

Member, Related Party Transactions Committee

**EDUCATION / EXPERIENCE**

Mr. Virata, 89, is an Independent Director of Belle Corporation. He is currently the Vice Chairman of Rizal Commercial Banking Corporation (RCBC); and Director of RCBC subsidiaries and some affiliates like Malayan Insurance Company, Inc. and Malayan Colleges, Inc. He is also an Independent Director of Lopez Holdings Corporation, City & Land Developers, Inc. and Business World Publishing Corporation. He is a Director of Cavitex Holdings Corporation, The World Trade Center Management Corporation and Micah Quality Property Development Corporation. Mr. Virata was formerly the Chairman of the Board of Investments, Minister of Finance and Prime Minister of the Philippines. He was Dean of the University of the Philippines College of Business Administration, now named the UP Virata School of Business.

Mr. Virata holds a Master of Business Administration degree from the Wharton School of the University of Pennsylvania, and B.S. in Mechanical Engineering and B.S. in Business Administration degrees from the University of the Philippines.

**SECURITIES AND EXCHANGE COMMISSION  
SEC FORM 20-IS**

**Information Statement Pursuant to Section 20  
of the Securities Regulation Code**

- a) Check the appropriate box  
 Preliminary Information Statement  
 Definitive Information Statement
- b) Name of Registrant as specified in its charter: **BELLE CORPORATION**
- c) Province, country or other jurisdiction of incorporation or organization: **Metro Manila, Philippines**
- d) SEC Identification Number: **52412**
- e) BIR Tax Identification Number: **430-000-156-011**
- f) Address of principal office: **5<sup>th</sup> Floor Tower A, Two E-com Center, Palm Coast Avenue, Mall of Asia Complex CBP-1A, Pasay City 1300**
- g) Registrant's telephone number, including area code: **(632) 8662-8888**
- h) Date, time, and place of the meeting of security holders:
- Date: June 22, 2020 (via Remote Communication)**  
**Time: 2:00 PM**  
**Venue: via remote communication as allowed by the SEC per MC No. 6, Series of 2020**
- i) Approximate date on which the Information Statement is to be sent or given to security holders:  
**May 22, 2020**
- j) 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):

Title of Each Class	Number of Shares of Common Stock Outstanding
<b>Common Stock, ₱1.00 par value</b>	<b>9,763,126,297</b> <b>(as of April 30, 2020)</b>
	Amount of Debt Outstanding
	<b>₱5.8 Billion</b> <b>(as of April 30, 2020)</b>

- k) Are any or all of Registrant's securities listed on a Stock Exchange?

Yes  No

If so disclose name of the Exchange: **The Philippine Stock Exchange, Inc.**  
Class of securities listed: **Common Shares**

**Statement that proxies are not solicited:**

**WE ARE NOT ASKING YOU FOR A PROXY AND YOU ARE REQUESTED NOT TO SEND US  
A PROXY.**



## **Voting Securities**

In light of the community quarantine imposed over various areas of the country and to ensure the safety and welfare of stockholders and everyone involved, this year's Annual Stockholders' Meeting will be conducted virtually, and will be broadcasted via livestreaming accessible to registered stockholders, the details of which can be found in [www.bellecorp.com/asm2020](http://www.bellecorp.com/asm2020). The Company will record in video the proceedings and maintain a copy with the office of the Corporate Secretary.

The Board of Directors adopted a resolution allowing stockholders to participate, and to exercise their right to vote, via remote communication or *in absentia*.

Stockholders as of Record Date must inform the Corporate Secretary of their intention to participate in the meeting via remote communication and to vote *in absentia* by registering at [asmregister.bellecorp.com](http://asmregister.bellecorp.com) on or before **June 18, 2020 (Thursday)**, subject to the verification and validation by the Corporate Secretary. Stockholders who will participate through remote communication or *in absentia* shall be deemed present for purposes of quorum for the meeting. Voting will be made through a secure online voting facility accessible only to verified stockholders to protect the integrity and secrecy of votes cast.

*The detailed guidelines for participation and voting for this meeting are set forth in the “**Guidelines for Participating via Remote Communication and Voting in Absentia**” appended as Schedule “A” in this Information Statement.*

## GENERAL INFORMATION

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

- a) Date: June 22, 2020 (Monday)  
Time: 2:00 PM  
Venue: via remote communication as allowed by the SEC per MC No. 6, Series of 2020
- b) The approximate date on which the Information Statement will be sent or given to security holders is on May 22, 2020.
- c) The complete mailing address of the principal office of Belle Corporation (the “Company”) is:  
**5<sup>th</sup> Floor Tower A, Two E-Com Center, Palm Coast Avenue, Mall of Asia Complex CBP-1A, Pasay City 1300.**

### **Item 2. Dissenter’s Right of Appraisal**

The matters to be voted upon in the Annual Stockholders’ Meeting on **June 22, 2020** are not among the instances enumerated in Sections 41 and 80 of the Revised Corporation Code (“Revised Code”) whereby the right of appraisal, defined to the right of any stockholder to dissent and demand payment of the fair value of his shares, may be exercised. The instances where the right of appraisal may be exercised are as follows:

- a) In case any amendment to the Articles of Incorporation has the effect of changing or restricting the rights of any stockholder or class of shares, or of authorizing preferences in any respect superior to those outstanding shares of any class, or of extending or shortening the term of corporate existence;
- b) In case of sale, lease, exchange, transfer, mortgage, pledge or other disposition of all or substantially all of the corporate property and assets as provided in the Revised Code;
- c) In case the Company decides to invest its funds in another corporation or business outside of its primary purpose; and
- d) In case of merger or consideration.

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

- a) No person who has been a director or officer or any nominee for election as director of the Company or associate of such persons, have substantial interest, direct or indirect, in any matter to be acted upon other than the election of directors for the year 2020.
- b) The Company is not aware of any director or security holder who intends to oppose any action to be taken by the registrant during the stockholders’ meeting.

## CONTROL AND COMPENSATION INFORMATION

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

- a) As of April 30, 2020, the Registrant had 9,763,126,297 common shares outstanding and each share is entitled to one vote.
- b) As of April 30, 2020, the Shares Owned by Foreigners had 2,083,063,743 common shares outstanding and each share is entitled to one vote.
- c) The record date with respect to the determination of the stockholders entitled to notice of and vote at the Annual Stockholders' Meeting is **May 21, 2020**.
- d) With respect to the election of eleven (11) directors, each stockholder may vote such number of shares for as many as eleven (11) persons he may choose to be elected from the list of nominees, or he may cumulate said shares and give one candidate as many votes as the number of his shares multiplied by eleven (11) 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 him shall not exceed the number of shares owned by him multiplied by eleven (11).

The Company also provides an online voting facility where certified stockholders can cast their votes if not attending in person (see attached **Schedule "A"**).

- e) Security ownership of certain record and beneficial owners and management.

1. Security Ownership of Certain Record and Beneficial Owners

The following persons or groups are known to the Company as directly or indirectly the record or beneficial owners of more than five percent (5) of the Company's voting securities as of April 30, 2020:

Title of Class	Name and Address of Record Owner and Relationship with Issuer	Name and Address of Beneficial Owner and Relationship with Record Owner	Citizenship	No. of Shares Held	Percent
Common	Belleshare Holdings, Inc. Makati Stock Exchange Building, Ayala Avenue, Makati City	Belleshare Holdings	Filipino	2,604,740,622	24.664
Common	PCD Nominee Corporation <sup>1</sup> GF Makati Stock Exchange, 6767 Ayala Avenue, Makati City	(see footnote)	Filipino	2,512,708,659	23.792
Common	PCD Nominee Corporation <sup>1</sup> GF Makati Stock Exchange, 6767 Ayala Avenue, Makati City	(see footnote)	Non-Filipino	2,026,278,885	19.186
Common	Sysmart Corporation <sup>2</sup> Makati Stock Exchange Building, Ayala Avenue, Makati City	Sysmart Corporation	Filipino	1,629,355,469	15.428
Common	Sybase Equity Investments Corporation <sup>2</sup> Makati Stock Exchange Building, Ayala Avenue, Makati City	(see footnote)	Filipino	531,320,577	5.031

<sup>1</sup> PCD Nominee Corporation (“PCDNC”) is a wholly-owned subsidiary of Philippine Central Depository, Inc. (“PCD”). The beneficial owners of such shares registered under the name of PCDNC are PCD’s participants who hold the shares in their own behalf or in behalf of their clients. The PCD is prohibited from voting these shares; instead, the participants have the power to decide how the PCD shares in Belle are to be voted. The participants of PCD who owns more than 5% of the Company’s outstanding capital are:

- a. Citibank N.A. – with ownership of 1,199,610,029 or 11.426%, and
- b. The Hong Kong Shanghai Banking Corporation Limited – Clients’ Account – with ownership of 817,422,941 or 7.786%.

<sup>2</sup> The shares held by Sysmart Corporation and Sybase Equity Investments Corporation, Citibank N.A. and The Hong Kong Shanghai Business Corporation – Clients’ Account, shall be voted or disposed by the persons who shall be duly authorized by these record or beneficial shareholders for the purpose. The natural person/s that has/have the power to vote on the shares of the foregoing companies shall be determined upon the submission of its proxy from the Company, which is not later than seven (7) days before the date of the meeting.

Apart from the foregoing, there are no other persons holding more than 5% of the Company’s outstanding capital stock.

#### 1. Security Ownership of Management

The following table shows the shares beneficially owned by the directors and executive officers of the Company as of April 30, 2020:

<b>Title of Class</b>	<b>Name and Citizenship</b>	<b>Amount and Nature of Beneficial Ownership</b>		<b>Percent of Class</b>
Common	Jacinto C. Ng, Jr. (Filipino)	135,860,666	Direct	1.39
Common	Willy N. Ocier (Filipino)	64,679,702	Direct	0.61
Common	Nancy O. Hui (Filipino)	3,500,000	Direct	0.03
Common	A. Bayani K. Tan (Filipino)	347,341	Direct	0.000
Common	Virginia A. Yap (Filipino)	160,000	Direct / Indirect	0.000
Common	Manuel A. Gana (Filipino)	51,000	Direct	0.000
Common	Emilio S. De Quiros, Jr. (Filipino)	50,001	Direct	0.000
Common	Jose T. Sio (Filipino)	1,000	Direct	0.000
Common	Elizabeth Anne C. Uychaco (Filipino)	1,000	Indirect	0.000
Common	Amando M. Tetangco, Jr. (Filipino)	1,000	Indirect	0.000
Common	Gregorio U. Kilayko (Filipino)	1	Indirect	0.000
Common	Cesar E. A. Virata (Filipino)	1	Direct	0.000
Common	Ricardo L. Moldez (Filipino)	1	Direct	0.00
Common	All directors and executive officers as a group	200,804,372		2.03

#### 2. Voting Trust Holders of Five Percent (5%) or More

There is no party known to the Company as holding any voting trust or any similar arrangement for five percent (5%) or more of the Company’s voting securities.

#### Changes in Control

There is no arrangement that may result in a change in control of the Company.

## **Item 5. Directors and Executive Officers**

The names, ages and periods of service of all incumbent Directors and Executive Officers of the Company are as follows:

### **Directors:**

	<b>Name</b>	<b>Citizenship</b>	<b>Age as of 12.31.2019</b>	<b>Position</b>
1	<b>Emilio S. De Quiros, Jr.</b>	Filipino	71	Chairman
2	<b>Willy N. Ocier</b>	Filipino	63	Vice Chairperson
3	<b>Elizabeth Anne C. Uychaco</b>	Filipino	64	Vice Chairperson
4	<b>Manuel A. Gana</b>	Filipino	62	Director / President and CEO
5	<b>Jose T. Sio</b>	Filipino	80	Director
6	<b>Virginia A. Yap</b>	Filipino	68	Director
7	<b>Ricardo L. Moldez*</b>	Filipino	72	Director (starting May 2019)
8	<b>Jacinto C. Ng, Jr.</b>	Filipino	50	Director
9	<b>Gregorio U. Kilayko</b>	Filipino	64	Director (Independent)
10	<b>Amando M. Tetangco, Jr.</b>	Filipino	67	Director (Independent)
11	<b>Cesar E. A. Virata</b>	Filipino	89	Director (Independent)

### **Executive Officers:**

	<b>Name</b>	<b>Citizenship</b>	<b>Age as of 12.31.2019</b>	<b>Position</b>
1	<b>Manuel A. Gana</b>	Filipino	62	Director / President and CEO
2	<b>Jackson T. Ongsip</b>	Filipino	46	EVP and CFO
3	<b>Armin Antonio B. Raquel Santos</b>	Filipino	52	EVP - Integrated Resorts
4	<b>A. Bayani K. Tan</b>	Filipino	64	Corporate Secretary
5	<b>Arthur A. Sy</b>	Filipino	50	Asst. Corporate Secretary
6	<b>Nancy O. Hui</b>	Filipino	62	VP for Administration
7	<b>Michelle T. Hernandez</b>	Filipino	48	VP for Governance
8	<b>Tristan B. Choa</b>	Filipino	49	VP for Investor Relations
9	<b>Zenia K. Sy</b>	Filipino	58	VP for Sales

\* Mr. Ricardo L. Moldez was elected as a Director on May 30, 2019, replacing Ms. Aurora Cruz Ignacio

## **Board of Directors**

The information on the business affiliations and experiences of the following directors and officers are current and/or within the past five (5) years.

The following are the incumbent members of the Board of Directors, who are also nominated herein for re-election as members of the Board of Directors for 2020-2021, as certified by the Corporate Governance Committee composed of Messrs. Amando M. Tetangco, Jr. (Chairman), Cesar E.A. Virata, and Gregorio U. Kilayko.

On February 27, 2019, the Company's Corporate Governance Committee also endorsed the respective nominations for the three (3) independent directors. These nominations were given in favor of Mr. Amando M. Tetangco, Jr. by Mr. Manuel A. Gana, Mr. Cesar E.A. Virata by Mr. Emilio S. De Quiros, Jr. and Mr. Gregorio U. Kilayko by Mr. Jacinto C. Ng, Jr. The nominees, Messrs. Tetangco, Virata, and Kilayko are not related to the nominating stockholders, Messrs. Gana, De Quiros and Ng, Jr., respectively.

### **EMILIO S. DE QUIROS, JR.**

Mr. De Quiros, 71, has served as a Director of the Company since September 2010 and served as Chairman of the Board from August 2016 until April 2017. He was re-elected as a Non-Executive Director on December 4, 2017, and re-appointed as Chairperson on April 23, 2018. He is also an independent director of Atlas Consolidated Mining and Development Corporation and an independent director of Crown Equities Inc. He was previously the President and Chief Executive Officer of the Social Security System (SSS) and also served as a Director of UnionBank of the Philippines and Philhealth Insurance Corporation. Prior to his appointment as President of SSS, he served as Executive Vice President of Bank of the Philippine Islands and President of Ayala Life Insurance Inc., Ayala Plans Inc. and BPI Bancassurance, Inc. Mr. De Quiros graduated from Ateneo de Naga with a Bachelor of Arts in Economics degree (Cum Laude), and holds a Master of Arts in Economics degree from University of the Philippines.

### **WILLY N. OCIER**

Mr. Ocier, 63, is an Executive Director and Co-Vice Chairman of Belle Corporation. He is also the Chairman and Director of Premium Leisure Corp., APC Group, Inc., Premium Leisure and Amusement, Inc. and the Vice Chairman of Tagaytay Highlands International Golf Club, Inc. and Highlands Prime, Inc. He is the Chairman and Director of Tagaytay Midlands Golf Club, Inc., The Country Club at the Tagaytay Highlands, Inc., The Spa and Lodge, Inc. Mr. Ocier is also the Chairman, President, and Chief Executive Officer of Philippine Global Communications, Inc., Chairman and President of Pacific Online Systems Corporation, and Chairman of Total Gaming and Technologies, Inc. He is a Director of Leisure and Resorts World Corporation. He also sits as a Director to the following unaffiliated corporations, IVantage Equities, Philequity Management, Inc., Abacore Capital Holdings, Inc. and Toyota Corporation Batangas. He was formerly President and Chief Operating Officer of Eastern Securities Development Corporation. Mr. Ocier graduated from Ateneo de Manila University with a Bachelor of Arts degree in Economics. In recognition of Mr. Ocier's corporate leadership and role in providing employment opportunities to Filipinos, the University of Batangas conferred him a degree in Doctor of Humanities, honoris causa.

## **ELIZABETH ANNE C. UYCHACO**

Ms. Uychaco, 64, is a Board Director and Co-Vice Chairperson of Belle Corporation. She is also a Senior Vice President of SM Investments Corporation, and a Board Director of Republic Glass Holdings Corporation, BDO Life Assurance Company, Inc, Goldilocks Bakeshop, Inc., The Net Group and ACE Hardware Philippines, Inc. She was a Board Director of Megawide Construction Corp., Premium Leisure Corp., Premium Leisure and Amusement, Inc., and Transnational Diversified Corp. She was also formerly Senior Vice President and Chief Marketing Officer of Philippine American Life and General Insurance Company and Board Director of Philam Call Center, and Vice President of Globe Telecom, Inc., Kuok Philippine Properties, Inc. and Transnational Diversified Corp. Ms. Uychaco graduated from St. Scholastica's College in 1978 with a Bachelor of Arts Degree. She obtained a Master's Degree in Business Economics from the University of Asia and Pacific and a Master's Degree in Business Administration from the Ateneo School of Business.

## **MANUEL A. GANA**

Mr. Gana, 62, is an Executive Board Director and the President and Chief Executive Officer of Belle Corporation since March 15, 2017. Mr. Gana was appointed as the Vice President and Chief Financial Officer of the Company in September 2000, and was promoted to Executive Vice President and Chief Financial Officer in August 2007. He joined Belle in 1997 as Vice President for Corporate Development and Special Projects, during which time he was also assigned as the Vice President-Finance and Chief Financial Officer for MagiNet Corporation, then a subsidiary of Sinophil Corporation (now called Premium Leisure Corp.). He is also a Director of Tagaytay Highlands International Golf Club, Inc. Previously, he was Director of Investment Banking at Nesbitt Burns Securities Inc. in New York, USA. He also previously worked for Bank of Montreal and Merrill Lynch Capital Markets (both in New York), and for Procter & Gamble Philippine Manufacturing Corporation. Mr. Gana holds a Master of Business Administration degree from the Wharton School of the University of Pennsylvania, and degrees in Accounting and Economics from De La Salle University. He is a Certified Public Accountant.

## **AURORA CRUZ IGNACIO**

Ms. Ignacio, 62, was a Non-Executive Director of the Company from February 28 to April 2019. She is the first woman chairperson of the Social Security Commission (SSC), the governing body of the Social Security System (SSS). She is a member of various committees of the SSC, including the Investment Oversight, Governance, Media Affairs, Coverage and Collection, Risk Management, Information Technology, and Audit Committees. Prior to her appointment at SSC, Ms. Ignacio served as Assistant Secretary for Special Projects under the Office of the President of the Republic of the Philippines, and was designated as the Focal Person for Anti-Illegal Drugs pursuant to Presidential Directive No. 5. In addition, she was also tasked to handle Special Projects for the Office of the President, while at the same time attending to her duties as Principal Member of the Task Force on the Establishment of Rehabilitation and Treatment Centers for Drug Users. She was a Guest Member of the Dangerous Drugs Board and a council member of the National Food Authority. Prior to her government stint, Ms. Ignacio worked in the Bank of the Philippine Islands as corporate banking employee. Ms. Ignacio obtained her Bachelor of Science Degree in Commerce, Major in Banking and Finance, from Centro Escolar University.

## **RICARDO L. MOLDEZ**

Mr. Moldez, 72, is a Board Director of Belle Corporation. He is also a member of the Social Security Commission (SSC), which serves as the governing board of the Social Security System. He shares in the responsibility for the governance of SSS in terms of providing policy directions, monitoring and overseeing management actions and with powers and duties specified by the Social Security Act of 2018. Commissioner Moldez has been designated as member of the Executive Committee and SSC Audit and Information Technology and Credit and Collection Committee. Before working at the SSC, Mr. Moldez was a litigation lawyer for more than 40 years. He also served at the Department of Justice as special counsel and at the

Municipal Court of Muntinlupa. Mr. Moldez holds a Bachelor of Arts and Laws degrees from the Lyceum of the Philippines Manila.

#### **JACINTO C. NG, JR.**

Mr. Ng, 50, is a Board Director of Belle Corporation and concurrently a Director of Highlands Prime, Inc. He is the Chairman of Elanvital Enclaves, Inc., and Quantuvis Resources Corporation and also the President of Extraordinary Enclaves, Inc. and Everyhome Enclaves, Inc. Mr. Ng holds a Bachelor of Science degree in Architecture from the University of the Philippines.

#### **JOSE T. SIO**

Mr. Sio, 80, a non-executive director, is the Chairman of the Board of Directors of SM Investments Corporation and a member of the Board of Directors of China Banking Corporation, Atlas Consolidated Mining and Development Corporation, Far Eastern University, NLEX Corporation and Ortigas Land Corporation. He is also an Adviser to the Board of Directors of BDO Unibank, Inc. and Premium Leisure Corp. Mr. Sio is a former Senior Partner of SyCip Gorres Velayo & Co. (SGV). He is a Certified Public Accountant and obtained his Master's Degree in Business Administration (MBA) from New York University, USA.

#### **VIRGINIA A. YAP**

Ms. Yap, 68, is a Director of Belle Corporation. She is also a member of the Company's Executive, Corporate Social Responsibility and Environmental & Social Committees. Ms. Yap holds key positions in SM Investments Corporation as a Senior Vice President – Office of the Chairman Emeritus and Securities Department. She is also a Director of the APC Group, Inc. She holds a Bachelor of Science in Commerce (Major in Accounting) degree from the University of Mindanao.

#### **GREGORIO U. KILAYKO\***

Mr. Kilayko, 64, is an Independent Director of the Company and also serves as Independent Director of SM Prime Holdings, Inc., Philequity Funds and East West Bank. He is the former Chairman of ABN Amro's banking operations in the Philippines. He was the founding head of ING Baring's stock brokerage and investment banking business in the Philippines and a Philippine Stock Exchange Governor in 1996 and 2000. He was a director of the Philippine Stock Exchange in 2003. He took his Masters in Business Administration at the Wharton School of the University of Pennsylvania.

#### **AMANDO M. TETANGCO, JR.\***

Mr. Tetangco, 67, is an Independent Director of Belle Corporation who was elected on December 4, 2017. He was the third Governor of the Bangko Sentral ng Pilipinas (BSP) and served for two consecutive 6-year terms from July 2005 to July 2017. Under his leadership, the BSP initiated bank regulatory reforms such as risk management, capitalization increase and asset quality, among others. A career central banker, he occupied different positions at the BSP where he started as an employee at the BSP's Department of Economic Research and rose from the ranks. He was connected with the Management Services Division of SyCip Gorres Velayo & Co. before he joined the BSP. Mr. Tetangco graduated from Ateneo de Manila University with an AB Economics degree (Cum Laude) where he also took up graduate courses in Business Administration. As a BSP scholar, he obtained his MA in Public Policy and Administration (Development Economics) at the University of Wisconsin in Madison, USA.



## **CESAR E. A. VIRATA\***

Mr. Virata, 89, is an Independent Director of Belle Corporation. He is currently the Vice Chairman of Rizal Commercial Banking Corporation (RCBC); and Director of RCBC subsidiaries and some affiliates like Malayan Insurance Company, Inc. and Malayan Colleges, Inc. He is also an Independent Director of Lopez Holdings Corporation, City & Land Developers, Inc. and Business World Publishing Corporation. He is a Director of Cavitex Holdings Corporation, The World Trade Center Management Corporation and Micah Quality Property Development Corporation. Mr. Virata was formerly the Chairman of the Board of Investments, Minister of Finance and Prime Minister of the Philippines. He was Dean of the University of the Philippines College of Business Administration, now named the UP Virata School of Business. Mr. Virata holds a Master of Business Administration degree from the Wharton School of the University of Pennsylvania, and B.S. in Mechanical Engineering and B.S. in Business Administration degrees from the University of the Philippines.

### **\*Independent Directors**

The nomination, pre-screening and election of independent directors were made in compliance with the requirements of the Code of Corporate Governance and the Securities and Exchange Commission's Guidelines on the Nomination and Election of Independent Directors, which have been adopted and made part of the Corporation's By-Laws.

The Corporate Governance Committee, composed of Messrs. Amando M. Tetangco, Jr. (Chairman), Cesar E.A. Virata, and Gregorio U. Kilayko, is tasked to determine that the nominees for Independent directors possess all the qualifications and have none of the disqualifications for independent directors as set forth in the Company's Revised Manual on Corporate Governance and Rule 38 of the Implementing Rules of the Securities Regulation Code (SRC).

### **Orientation and Continuing Education**

All new directors undergo an orientation program soon after date of election. This is intended to familiarize the new directors on their statutory / fiduciary roles and responsibilities in the Board and its Committees, Belle's strategic plans, enterprise risks, group structures, business activities, compliance programs, Code of Business Conduct and Ethics and the Revised Manual on Corporate Governance.

All directors are also encouraged to participate in continuing education programs annually at Belle's expense to promote relevance and effectiveness and to keep them abreast of the latest developments in corporate directorship and good governance.

## **Executive Officers**

### **MANUEL A. GANA**

Mr. Gana, 62, is an Executive Board Director and the President and Chief Executive Officer of Belle Corporation since March 15, 2017. Mr. Gana was appointed as the Vice President and Chief Financial Officer of the Company in September 2000, and was promoted to Executive Vice President and Chief Financial Officer in August 2007. He joined Belle in 1997 as Vice President for Corporate Development and Special Projects, during which time he was also assigned as the Vice President-Finance and Chief Financial Officer for MagiNet Corporation, then a subsidiary of Sinophil Corporation (now called Premium Leisure Corp.). He is also a Director of Tagaytay Highlands International Golf Club, Inc. Previously, he was Director of Investment Banking at Nesbitt Burns Securities Inc. in New York, USA. He also previously worked for Bank of Montreal and Merrill Lynch Capital Markets (both in New York), and for Procter & Gamble Philippine Manufacturing Corporation. Mr. Gana holds a Master of Business Administration degree from the Wharton School of the University of Pennsylvania, and degrees in Accounting and Economics from De La Salle University. He is a Certified Public Accountant.

## **JACKSON T. ONGSIP**

Mr. Ongsip, 46, was appointed as Executive Vice President and Chief Financial Officer on March 15, 2017. He is concurrently the Vice President for Portfolio Investments of SM Investments Corporation; a Director, the President and Chief Executive Officer of APC Group, Inc., and the Vice President for Finance and Chief Financial Officer of Premium Leisure Corp. He is a Certified Public Accountant with an extensive audit and finance background accumulated from 5 years in external audit with SyCip, Gorres, Velayo & Co. (SGV) and 11 years with Globe Telecom. He graduated from University of Santo Tomas with a degree of Bachelor of Science in Accountancy.

## **ARMIN ANTONIO B. RAQUEL SANTOS**

Mr. Raquel-Santos, 52, is concurrently the Executive Vice President – Integrated Resorts of Belle Corporation, Director, and the President and Chief Executive Officer of both Premium Leisure Corp. and its subsidiary Premium Leisure and Amusement, Inc. He is also a Director of Pacific Online Systems Corporation and Tagaytay Highlands International Golf Club, Inc., and a member of the Board of Trustees of Melco Resorts (Philippines) Foundation Corporation. Formerly, he was Chief Finance Officer of Aboitizland Inc., Cebu Industrial Park, Inc. and Mactan Economic Zone II. His experience includes stints with multinational companies such as Securities 2000 Inc. (Singapore Technologies Group) and First Chicago Trust Company of New York. He holds a Master of Arts in Liberal Studies from Dartmouth College, U.S.A. and Bachelor of Science in Business Administration Major in Finance from Iona College, U.S.A.

## **A. BAYANI K. TAN**

Atty. Tan, 64, has been the Corporate Secretary of the Corporation since May 1994. He is a Non-Executive Director of Premium Leisure Corp. and is also a Director of the following listed companies: Discovery World Corporation, I-Remit, Inc., and TKC Metals Corporation. He is the Corporate Secretary of the following companies: Pacific Online Systems Corporation, Coal Asia Holdings, Inc., Tagaytay Highlands International Golf Club, Inc., Tagaytay Midlands Golf Club, Inc., The Country Club at Tagaytay Highlands, Inc., The Spa and Lodge at Tagaytay Highlands, Inc. Atty. Tan is also a Director of Sterling Bank of Asia, Inc. He is the Managing Partner of the law offices of Tan Venturanza Valdez, and the Managing Director / President of Shamrock Development Corporation. He is a Director of Destiny LendFund, Inc., Pascual Laboratories, Inc. and Pure Energy Holdings Corporation. He is the President of Catarman Chamber Elementary School Foundation, Inc., Managing Trustee of SC Tan Foundation, Inc., Trustee and Treasurer of Rebisco Foundation, Inc. and Trustee and Corporate Secretary of St. Scholastica's Hospital, Inc. He is also a member of the Board of Trustees of Guimaras Forest Foundation, Inc., Reintegration for Care and Wholeness (RCW) Foundation, Inc., and St. Scholastica's College Manila. Atty. Tan holds a Master of Laws degree from New York University (Class of 1988) and earned his Bachelor of Laws degree from the University of the Philippines (Class of 1980), where he was a member of the Order of the Purple Feather (U.P. College of Law Honor Society) and ranked ninth in his class. Atty. Tan passed the bar examinations in 1981, where he placed sixth. He has a Bachelor of Arts degree, major in Political Science, from the San Beda College (Class of 1976), from where he graduated Class Valedictorian and was awarded the medal for Academic Excellence.

## **ARTHUR A. SY**

Atty. Sy, 50, is an Assistant Corporate Secretary of the Company. He is also the Senior Vice President, Corporate Legal Affairs of SM Investments Corporation. He is the Corporate Secretary of various corporations within the SM Group of Companies. He is also the Corporate Secretary of the National University. He holds a Juris Doctor degree from Ateneo de Manila University and is a member of the New York Bar.

## **NANCY O. HUI**

Ms. Hui, 61, is the Vice President for Administration and concurrently in-charge of the Logistics and Purchasing Division of the Company. Before joining the Company, Ms. Hui was the Managing Director of Guatson International Travel and Tours. An advocate for environmental concerns, Ms. Hui has a bachelor's degree in Biology and a degree in veterinary medicine from the University of the Philippines.

## **ROGELIO I. ROBANG**

Mr. Robang, 60, was a Vice President in the Corporate Raw Land Department until his retirement from the Company on September 30, 2019. His functions included the acquisition and management of raw land, community and governmental relations. A BS Geodetic Engineering graduate, with studies in Civil Engineering, from the University of the Philippines, he joined the Company as the Assistant Project Director for the Tagaytay Highlands Golf Club project and also supervised the construction of the Tagaytay Midlands project. He served as Belle's Construction Project Director for the City of Dreams Manila project. He also served as Technical Assistant to the President, and, subsequently, to the Vice Chairman. Prior to joining Belle, Mr. Robang was the Manager for Mining Tenements at Surigao Consolidated Mining Company. Mr. Robang, a board topnotcher, also holds a Master in Business Administration degree from De La Salle University. Mr. Robang retired on September 30, 2019.

## **MICHELLE T. HERNANDEZ**

Ms. Hernandez, 48, is the Vice President for Governance, in which capacity she is mainly responsible for developing, implementing and managing various strategies, processes and policies related to Corporate Governance, Enterprise Risk Management and Corporate Affairs for the Company and its subsidiaries. She has a bachelor's degree in Tourism (Cum Laude) from the University of Sto. Tomas. Before joining the Company, she worked in Thomas Cook Philippines, Inc., a member of Metrobank's Group of Companies.

## **TRISTAN B. CHOA**

Mr. Choa, 49, was appointed as Vice President for Investor Relations on February 23, 2018. He is an industrial engineer by education. Prior to joining Belle Corporation, he was Vice President in the Portfolio Investments Group at SM Investments Corporation where he was seconded as Chief Finance Officer of Philippines Urban Living Solutions and as the Executive Vice President of General Support Services at Carmen Copper Corporation, a wholly-owned subsidiary of Atlas Consolidated Mining and Development Corporation. He has held senior roles in corporate finance, HR, IT and marketing in various companies such as Prudential Corporation Asia, Coca Cola Export Corporation and Asian Alliance Investment Corporation. He obtained his Bachelor of Science degree in Industrial and Management Engineering from Rensselaer Polytechnic Institute of Troy, New York (Magna Cum Laude), and his master's degree in Business Administration from Columbia University.

## **ZENIA K. SY**

Ms. Sy, 58, has more than 26 years of extensive experience in the real estate industry; specifically, in Sales and Marketing in an executive position. A Certified Public Accountant from the University of Santo Tomas and a Licensed Real Estate Appraiser and Broker, she is responsible for the sales performance of the leisure properties in Tagaytay Highlands and organization of the Sales Divisions. She is well exposed to global business having spent five years in her capacity as Head of the International Sales with Federal Land, Inc. in addition to her regular functions overseeing the sales operations in Italy, Spain, France, UK, US, Guam, Canada, Japan, Singapore and the Middle East. She has held the position of President and a member of the board of the various Condominium Corporations of companies she has worked for in the past.

**Period of Officership:**

	<b>Name</b>	<b>Office</b>	<b>Period Served</b>
1	Manuel A. Gana	President and CEO	From March 15, 2017 to Present
		EVP and CFO	From September 2000 to March 15, 2017
		VP for Corporate Finance and Special Projects	From July 1997 to September 2000
2	Jackson T. Ongsip	EVP and CFO	From March 15, 2017 to Present
3	Armin B. Raquel-Santos	EVP - Integrated Resorts	From September 2011 to Present
4	A. Bayani K. Tan	Corporate Secretary	From May 1994 to Present
5	Arthur A. Sy	Asst. Corporate Secretary	From April 2010 to Present
6	Nancy O. Hui	VP for Administration	From June 2001 to Present
7	Rogelio I. Robang*	VP for Corporate Law Land	From January 2002 to September 30, 2019
8	Michelle T. Hernandez	VP for Governance	From March 2015 to Present
9	Tristan B. Choa	VP for Investor Relations	From February 2018 to Present
10	Zenia K. Sy	VP for Sales	From February 2012 to Present

\*Mr. Rogelio I. Robang retired on September 30, 2019

The following will be nominated as Officers at the Organizational meeting of the Board of Directors:

	<b>Name</b>	<b>Office</b>
1	Manuel A. Gana	President and CEO
2	Jackson T. Ongsip	EVP and CFO
3	Armin B. Raquel-Santos	EVP - Integrated Resorts
4	A. Bayani K. Tan	Corporate Secretary
5	Arthur A. Sy	Asst. Corporate Secretary
6	Nancy O. Hui	VP for Administration
7	Michelle T. Hernandez	VP for Governance
8	Tristan B. Choa	VP for Investor Relations
9	Zenia K. Sy	VP for Sales

**a) Directorships in Other Publicly Listed Companies:**

As of December 31, 2019, the following are directorships held by Directors and Officers in other reporting companies in the last five years:

<b>Directors' and Officers' Names</b>	<b>Name of Listed Company</b>	<b>Type of Directorship (Executive, Non-Executive, Independent) Indicate if Director is also the Chairman</b>
Emilio S. De Quiros, Jr.	Atlas Consolidated Mining and Development Corporation	Independent Director
	Crown Equities, Inc.	Independent Director
Jose T. Sio	SM Investments Corporation	Chairman of the Board of Directors
	China Banking Corporation	Non-Executive Director
	Atlas Consolidated Mining and Development Corporation	Non-Executive Director
	Far Eastern University, Incorporated	Non-Executive Director
Willy N. Ocier	Premium Leisure Corp.	Chairman, Executive Director
	Pacific Online Systems Corporation	Chairman and President
	APC Group, Inc.	Chairman, Executive Director

<b>Directors' and Officers' Names</b>	<b>Name of Listed Company</b>	<b>Type of Directorship (Executive, Non-Executive, Independent) Indicate if Director is also the Chairman</b>
	AbaCore Capital Holdings, Inc.	Non-Executive Director
	Leisure & Resorts World Corporation	Non-Executive Director
	Vantage Equities, Inc.	Non-Executive Director
Elizabeth Anne C. Uychaco	Republic Glass Holdings Corporation	Non-Executive Director
	Megawide Construction Corporation	Non-Executive Director
Virginia A. Yap	APC Group, Inc.	Non-Executive Director
Cesar E. A. Virata	Rizal Commercial Banking Corporation	Vice Chairman, Non-Executive Director
	Lopez Holdings Corporation	Independent Director
	City & Land Developers, Inc.	Independent Director
Gregorio U. Kilayko	SM Prime Holdings, Inc.	Independent Director
	East West Banking Corporation	Independent Director
Atty. A. Bayani K. Tan	Premium Leisure Corp.	Non-Executive Director
	Discovery World Corporation	Non-Executive Director
	I-Remit, Inc.	Non-Executive Director
	TKC Metals Corporation	Non-Executive Director
	First Abacus Financial Holdings Corporation	Non-Executive Director (until September 2017)
	Coal Asia Holdings, Inc.	Non-Executive Director (until August 2017)
	Asia United Bank	Non-Executive Director (until July 2016)

**b) Significant Employees**

There are no other significant employees.

**c) Family Relationships**

Mr. Willy N. Ocier, Vice Chairperson, and Ms. Nancy O. Hui, Vice President for Administration are siblings.

**d) Involvement in Certain Legal Proceedings**

Offense charged / investigated was Other Deceits under Art. 318 of RPC for alleged non-declaration of machineries of SM Seaside City Cebu (NPS Docket No. VII0-09-INV-17B-00240) with the Department of Justice. The City Government of Cebu filed a complaint against the directors and officers of SM Prime Holdings, Inc., in their official capacities, including their incumbent independent directors Mr. Gregorio U. Kilayko, who is also an independent director of Belle Corporation. The case was for alleged non-declaration of machineries of SM Seaside City Cebu in connection with its real property tax assessment. The Complaint was dismissed due to insufficiency of evidence. The Cebu City Government filed a Motion for Reconsideration which was denied by the Department of Justice – Manila. The Cebu City Government then filed a Petition for Review with the Regional Prosecution Office, Cebu City (RPO). The respondents filed their respective Comments to the Petition. The Petition for Review and the Comments have been elevated by the RPO to DOJ. On November 9, 2018, the DOJ indorsed the case back to RPO. On November 23, 2018, the RPO inhibited from the case and returned the case to DOJ. The matter is currently pending with the DOJ.

A criminal and administrative case (OMB-C-C-13-0092) against Mr. Amando M. Tetangco, Jr. with the Ombudsman was dismissed on May 13, 2015, the dismissal was elevated to the Court of Appeals (CA-G.R. SP No. 144038), which sustained the dismissal on May 15, 2017. The Court of Appeals' resolution was assailed with the Supreme Court (G.R. 234696) upon the filing of a Petition for Review dated November 29,

2017. As of December 2019, no information from the Supreme Court has been given due course to the petition.

Except as provided above, the Company is not aware of any of the following events wherein any of its directors, nominees for election as director, executive officers, underwriter or control person were involved during the past five (5) years:

- a) any bankruptcy petition filed by or against any business of which any of the above persons was a general partner or executive officer either at the time of the bankruptcy or within two years prior to that time;
- b) any order, judgment, or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, domestic or foreign, permanently or temporarily enjoining, barring, suspending or otherwise limiting the involvement of any of the above persons in any type of business, securities, commodities or banking activities; and,
- c) any finding by a domestic or foreign court of competent jurisdiction (in civil action), the SEC or comparable foreign body, or a domestic or foreign exchange or electronic marketplace or self-regulatory organization, that any of the above persons has violated securities or commodities law, and the judgment has not been reversed, suspended or vacated.

## **Item 6. Compensation of Directors and Executive Officers**

### **Summary Compensation Table (Annual Compensation)**

	Position	Year	Salary	Bonus	Retirement Benefits
Manuel A. Gana	President and CEO				
Armin B. Raquel-Santos	EVP - Integrated Resorts				
Jackson T. Ongsip	EVP and CFO				
Rogelio I. Robang *	VP - Corporate Rawland				
Michelle T. Hernandez	VP - Governance				
Nancy O. Hui	VP - Administration				
President and 4 Most Highly Compensated Executive Officers		2020 (Estimate)	51,580,521	10,760,145	3,727,164
		2019	48,660,869	10,151,080	3,516,193
		2018	45,906,480	10,151,080	3,317,163
All other officers and Directors as a group unnamed		2020 (Estimate)	38,334,985	2,728,101	4,371,138
		2019	38,334,985	2,728,101	4,371,138
		2018	36,165,080	2,573,680	4,123,715

\* Retired on September 30, 2019.

### **Compensation of Directors**

All independent directors get a per diem of Fifty Thousand Pesos (₱50,000.00) each per meeting attended, while the other directors get a per diem of Twenty Thousand Pesos (₱20,000.00) each per meeting attended.

As of December 31, 2019, there were no outstanding warrants or options held by any of the Company's directors and officers.

## **Employment Contracts and Termination of Employment and Change-in-Control Arrangements**

There was no compensatory plan or arrangement with respect to named executive officers that resulted or will result from the resignation, retirement or termination of such executive officer or from a change-in-control in the Company.

## **Stock Warrants and Options Outstanding**

There were no outstanding stock warrants and options held by directors and officers as of December 31, 2019.

Pursuant to Section 5.2. of the Amended Stock Option Plan, the number of shares granted under the Plan shall be correspondingly adjusted in the event of any merger, consolidation, reorganization, recapitalization, reclassification of stock, stock dividends, splits, rights, or any other change in the corporate structure or capitalization of the Company's common stock as presently consulted.

The Company will not be taking any action as regards its existing Stock Option Plan.

## **Item 7. Independent Public Accountants**

SyCip Gorres Velayo & Co. ("SGV"), the Company's external auditors for 2019-2020, will be recommended for re-appointment as such for the current year. Representatives of SGV are expected to be present at the Annual Stockholders' Meeting to respond to appropriate questions and will be given the opportunity to make a statement if they so desire.

Over the past five (5) years, there was no event where SGV and the Company had any disagreement with regard to any matter relating to accounting principles or practices, disclosure of financial statements or auditing scope of procedure.

In compliance with SRC Rule 68, paragraph 3 (b) and (ix) (Rotation of External Auditors) which states that the signing partner shall be rotated after every five (5) years of engagement, with a two-year cooling-off period for the re-engagement of the same signing partner, the Company engaged Ms. Belinda Beng Hui of SGV for the examination of financial statements starting 2016. Previously, the examination of financial statements was handled by the following SGV partners, Mr. Juanito A. Fullecido (years 2007 to 2008); Mr. Roel E. Lucas (years 2009 to 2011); Ms. Clairma C. Manganey (years 2012-2013); Ms. Marydith C. Miguel (year 2014); and Ramon Dizon (year 2015).

The Company paid SGV ₱1,400,000.00 for external audit services for both 2019 and 2018. For each of the last two (2) fiscal years, SGV did not render services for tax accounting, planning, compliance, advice, or any other professional services for which it billed the Company the corresponding professional fees.

The Audit Committee, composed of Mr. Gregorio U. Kilayko as Chairman, and Messrs. Jacinto C. Ng, Jr. and Cesar E. A. Virata as Members, recommends to the Board of Directors the appointment of the external auditors. The Board of Directors and the stockholders approve the Audit Committee's recommendation. The Executive Committee approves the audit fees as recommended by the Audit Committee.

## **OTHER MATTERS**

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

The Company will seek the approval by the stockholders of the Minutes of the previous Stockholders' Meeting during which the following were taken up:

- (1) Call to Order;
- (2) Proof of Notice of Meeting;
- (3) Certification of Quorum;
- (4) Approval of the Minutes of the Previous Meeting of Stockholders held last April 22, 2019;
- (5) Approval of 2019 Operations and Results;
- (6) Ratification of all Acts of the Board of Directors and Officers;
- (7) Election of Directors;
- (8) Appointment of SyCip Gorres Velayo & Co. as External Auditors;
- (9) Other Matters; and
- (10) Adjournment.

The Company will also seek approval by the stockholders of the 2019 Operations and reports, contained and discussed in the Annual Report attached and made part of this Information Statement. Approval of the reports will constitute approval and ratification of the acts of management and of the Board of Directors for the past year.

Two inspectors, who are officers or employees of the Company, shall be appointed by the Board of Directors to count the votes to be cast before or at each meeting of the stockholders, if no such appointment shall have been made or if the inspectors appointed by the Board of Directors refused to act or fail to attend when the appointment shall be made by the presiding officer of the meeting.

Representative of Alberto, Pascual and Associates, an accountancy firm accredited by the Board of Accountancy, shall be present during the Annual Stockholders' Meeting for the purpose of validating and tallying the votes cast.

### **Item 16. Matters Not Required to be Submitted**

No action is to be taken with respect to any matter, which is not required to be submitted to a vote of security holders.

### **Item 18. Other Proposed Actions**

The following are to be proposed for approval during the Annual Stockholders' Meeting:

- a) Minutes of the Previous Meeting of Stockholders held last April 22, 2019;
- b) 2019 Operations and Results;
- c) Ratification of all Acts of the Board of Directors and Management during their term of office;
- d) Election of Directors for 2020-2021;
- e) Appointment of SyCip Gorres Velayo & Co. as External Auditors;
- f) Other Matters.



The items covered with respect to the ratification of the acts of the Board of Directors and officers for the past year up to the date of the meeting are those items entered into in the ordinary course of business, with those of significance having been covered by appropriate disclosures such as:

- a. Election of Ms. Aurora Cruz-Ignacio to the Board of Directors
- b. Approval of the Audited Consolidated Financial Statements as of year ended December 31, 2019 and SEC Form 17-A
- c. Cash dividend declaration (₱0.12 per share as of record date)
- d. Approval of the Board and Board Committee Charters
- e. Designation of representatives to the shareholders' meetings of investee and other related companies (PLC, SM Prime, SMIC, Pacific Online, APC Group, Tagaytay Clubs, etc.)
- f. Approval of 2018 Audited Financial Statements
- g. Approval of First Quarter 2019 Financial Report (SEC Form 17-Q)
- h. Election of Officers
- i. Membership in the relevant board committees
- j. Election of Atty. Ricardo L. Moldez to the Board vice Ms. Aurora Cruz-Ignacio
- k. Amendment of Facility Agreement with BDO Unibank, Inc. (extension of availability period)
- l. Approval of New Short-Term Facility from China Banking Corporation
- m. Approval of Second Quarter 2019 Financial Report (SEC Form 17-Q)
- n. Transaction with Social Security System (Renewal of Lease, Conveyance, Undertaking)
- o. Approval of Third Quarter 2019 Financial Report (SEC Form 17-Q)
- p. Approval of the Material Related Party Transactions Policy
- q. Approval of the 2020 Operating Budget and 2020-2024 Mid-Range Plans
- r. Approval on the Schedule of Regular Board and Committee Meetings for 2020
- s. Approval of the Sustainability Roadmap
- t. Setting of 2020 Annual Stockholders' Meeting
- u. Renewal of Lease of Corporate Office at E-com with SM Prime Holdings
- v. Renewal of Directors' and Officers' Liability Insurance
- w. Renewal of Service Agreement with Highlands Prime, Inc.

Management reports which summarize the acts of management for the year 2019 are included in the Company's Annual Report to be sent to the stockholders together with this Information Statement and shall be submitted for approval by the stockholders at the meeting. Accordingly, approval of the Annual Report will constitute approval and ratification of the acts of Management stated in the Management Report during the period covered thereby.

### **Item 19. Voting Procedures**

#### **Vote required for approval**

Matters subject to stockholder approval, except in cases where the law provides otherwise, shall be decided by the plurality vote of stockholders present in person or by proxy and entitled to vote, a quorum being present in such meeting. Each stockholder entitled to vote may cast the vote to which the number of shares he owns entitles him.

Matters presented to stockholders for approval at this year's Annual Stockholders' Meeting require only a majority of the stockholders for approval. For election of directors, the stockholders are entitled to cumulate their votes as discussed in Item 4 (d) of this Information Statement.

## Methods by which votes will be casted and counted

The Company's By-laws does not prescribe a specific manner of voting by stockholders. For this year's Annual Stockholders' Meeting, the Board of Directors approved a resolution allowing stockholders to participate in the meeting via remote communication and to vote *in absentia*.

Stockholders as of Record Date who have successfully registered their intention to participate in the annual meeting via remote communication and to vote *in absentia*, duly verified and validated by the Company, shall be provided with unique log-in credentials to securely access the voting portal.

Stockholders and proxy holders can then cast their votes on specific matters for approval, including the election of directors.

Votes will then be automatically tabulated and counted at the close of voting for each agenda item during the meeting.

The Corporate Secretary is tasked and authorized to validate, count and tabulate votes by stockholders. For this year's annual meeting, Alberto, Pascual and Associates (APA) has been engaged and appointed to independently count and validate tabulation of stockholder votes.

Pursuant to the Company's By-laws, duly accomplished proxy forms must be submitted to the Corporate Secretary at least seven (7) business days before the annual meeting. Original and duly signed proxy forms should therefore be submitted no later than 12:00 noon on June 10, 2020 (Wednesday) at the Office of the Corporate Secretary at 2704 East Tower, Philippine Stock Exchange Centre, Exchange Road, Ortigas Center, Pasig City for validation. A sample format of the proxy form for individual, corporate stockholder and PCD participants/brokers are here attached and are also available at the Company website at [www.bellecorp.com/asm2020](http://www.bellecorp.com/asm2020).

The Corporate Secretary will lead the validation of proxies, in coordination with Belle Corporation's stock and transfer agent, and attended by APA as independent validator and tabulator of votes. Any questions and issues relating to the validity and sufficiency of proxies, both as to form and substance, shall be resolved by the Corporate Secretary. The Corporate Secretary's decision shall be final and binding on the stockholders, and those not settled at such forum shall be deemed waived and may no longer be raised during the meeting.

The detailed guidelines for participation and voting for this meeting are set forth in the "**Guidelines for Participating via Remote Communication and Voting in Absentia**" appended as Schedule "A" in this Information Statement.

## Omitted Items

Items 8, 9, 10, 11, 12, 13, 14 and 17 are not responded to in this report, the Company having no intention to take any action with respect to the information required within.

**SIGNATURE**

After reasonable inquiry and to the best of our knowledge and belief, we hereby certify that the information set forth in this report are true, complete and correct.

This report is signed in the City of Pasay, Metro Manila on May 19, 2020.

  
**MANUEL A. GANA**  
President and Chief Executive Officer

## **BELLE CORPORATION**

### **BUSINESS AND GENERAL INFORMATION**

#### **Background**

Belle Corporation (“Belle” or the “Company”) was incorporated in 1973 as Belle Mining and Oil Exploration, Incorporated (“Belle Resources”) and, in 1977, was listed on the Philippine Stock Exchange. In 1989, Belle Resources developed a golf club named Tagaytay Highlands International Golf Club, Incorporated (“Tagaytay Highlands”), which became its initial foray into the property development sector. In 1994, Belle Resources changed its name to Belle Corporation to underscore the shift in its principal activity.

In early 2001, Belle decided to spin-off some of its property development assets. The spin-off involved the transfer of approximately 534 hectares of undeveloped land, 70 developed subdivision lots, and 25 finished residential units into a newly formed subsidiary, Highlands Prime, Incorporated (“Highlands Prime”). Highlands Prime was registered with the Securities and Exchange Commission on February 15, 2001, and its shares became listed on the Philippine Stock Exchange on April 23, 2002, at which time Belle sold approximately 64% of its interest in Highlands Prime to investors. In August 2013, Belle exchanged its 809 million shares in Highlands Prime for approximately 109.2 million shares in SM Prime Holdings, Inc. (“SMPH”), pursuant to the tender offer with SM Land, Inc. for the shares of Highlands Prime and SM Development Corporation, Belle sold 47.4 million of its SMPH shares from 2015 to 2017, and held 61.8 million shares as of December 31, 2019.

On April 14, 2011, Belle acquired all the shares of Premium Leisure & Amusement, Inc. (“PLAI”) through the issuance of 2.7 billion new common shares. PLAI is a grantee by Philippine Amusement and Gaming Corporation (“PAGCOR”) of a Certificate of Affiliation and License (“the License”) to operate integrated resorts, including casinos, in the vicinity of the Bagong Nayong Pilipino Manila Bay Entertainment City (“Entertainment City” or “PAGCOR City”). PLAI’s License, which was issued by PAGCOR as a Provisional License in 2008, runs concurrent with the PAGCOR’s Congressional Franchise, which expires in 2033 unless renewed for another 25 years by the Philippine Congress. Belle started construction of foundation and structure of the integrated resorts in 2010 on a 6.2-hectare land along the entrance of Entertainment City. In October 2012, Belle and PLAI entered into a Cooperation Agreement with Melco Crown Entertainment Limited, now called Melco Resorts & Entertainment Limited, and its Philippine affiliates (collectively, “Melco”). The Cooperation Agreement placed Belle as a co-licensee and the owner of the land and buildings and Melco’s Philippine affiliate, Melco Resorts & Entertainment (Philippines) Corporation (“MRP”), as a co-licensee, developer and operator of all facilities within the integrated resort, which was subsequently branded as “City of Dreams Manila”. City of Dreams Manila had its soft opening on December 14, 2014 and its Grand Launch on February 2, 2015. Belle, PLAI and MRP fully complied with all the PAGCOR requirements under the License as of the date of the soft opening, and in May 2015, City of Dreams Manila became the first integrated resort in Entertainment City to have its License converted from Provisional to Regular status by PAGCOR.

#### **Development of the Business of the Registrant and its Subsidiaries/Affiliates during the Past 3 Years**

Belle, the registrant, shifted its principal activity from mining and oil exploration to property development when it developed Tagaytay Highlands in 1989. Its property development projects are located in Tagaytay City and Batangas, and includes the following: Alta Mira, Fairfield, Lakeside Fairways, Lakeview Heights, Nob Hill, Pinecrest Village, Plantation Hills, Tagaytay Highlands International Gold Club, Tagaytay Midlands Golf Club, The Belle View, The Country Club at Tagaytay Highlands, The Parks at Saratoga Hills, The Spa and Lodge at Tagaytay Highlands, The Verandas at Saratoga Hills, The Villas, and The Woodlands.

Lakeside Fairways comprises of Belle’s largest development area in Batangas, and was introduced by Belle in April 2007. This project consists of subdivision lots located south of the existing 27-hole Tagaytay Midlands golf course in Talisay, Batangas. As of December 31, 2019, Belle’s projects in Lakeside Fairways were comprised of Kew Gardens, Terrazas de Alava, Lakeside Enclave and Tivoli Place, Cotswold, Yume, Katsura and Sycamore Heights.

Pacific Online Systems Corporation (“Pacific Online”), incorporated in 1993, leases online betting equipment to the Philippine Charity Sweepstakes Office (“PCSO”) for their lottery operations. Pacific Online has been consistently profitable since its fiscal year 2002. Pacific Online listed its shares on the Philippine Stock Exchange with a successful initial public offering on April 2, 2007. A total of 39.8 million shares were offered to the public at ₱8.88 per share. Because of high demand for Pacific Online shares, it opened in the market at ₱13.25 per share on the listing date. Belle’s subsidiary, Premium Leisure Corp., owned 50.1% of all issued shares in Pacific Online as of December 31, 2019.

Premium Leisure Corp. (“PLC”) comprises the group’s vehicle for gaming investments. It was originally incorporated as Sinophil Oil Exploration Co., Inc. in 1993 with the primary purpose of engaging in oil and gas exploration and development activities. On June 3, 1997, its name was changed to Sinophil Corporation with a primary purpose of being an investment holding company and, on July 18, 2014, its stockholders approved a further change in its name to Premium Leisure Corp. with the primary purpose being investments in gaming-related businesses. On July 24, 2014, Belle completed transfers to PLC of its 100% stake in PLAI and approximately 102 million shares in Pacific Online (comprising about 34% of issued common shares in Pacific Online), with the Company transferring Belle various real estate assets and corporate securities. PLC also increased its authorized capital stock from 16.1 billion shares to 43.6 billion shares, with Belle subscribing to 24.7 billion new common shares or approximately 90%. During September and October 2014, Belle, its subsidiaries and affiliates sold a total of approximately 3.5 billion shares in PLC in the secondary market, in order to increase PLC’s public float. These share sales reduced Belle’s consolidated ownership in PLC to 24.9 billion shares or 78.7%, which level is unchanged as of December 31, 2019. On August 5, 2015, Belle sold its remaining 47.9 million shares in Pacific Online to PLC.

As the owner of 100% of the outstanding shares of PLAI, PLC will directly benefit from PLAI’s share in gaming operations of City of Dreams Manila. Under the operating agreement between Belle, PLAI and Melco, PLAI will be entitled to receive from MRP agreed-upon monthly payments, after the opening of gaming operations in City of Dreams Manila, consisting of the following:

- The higher of (i) one-half of mass market gaming earnings before interest, taxes, depreciation and amortization (after adjusting for certain agreed deductions and for adding back expenses related to the lease agreement with Belle) or (ii) 15% of net mass market gaming revenues (after deductions for PAGCOR’s non-VIP license fees), whichever is higher; and
- The higher of (i) one-half of VIP gaming earnings before interest, taxes, depreciation and amortization (after adjusting for certain agreed deductions and for adding back expenses related to the lease agreement with Belle) or (ii) 5% of net mass market gaming revenues (after deductions for PAGCOR’s VIP license fees, VIP commissions and incentives and VIP bad debts expenses), whichever is higher.

The Board of Directors of PLC has set a policy for PLC to declare as dividends to its shareholders in every year at least 80% of its unrestricted retained earnings as of the previous financial year that are qualified to be paid as dividends.

### **Investment Agreement on PLAI, and Lease and Cooperation Agreement with Melco**

On April 14, 2011, Belle acquired PLAI through the issuance of 2.7 billion new common shares of Belle. PLAI is a grantee by PAGCOR of a License to operate integrated resorts, including casinos in the vicinity of Entertainment City. PLAI’s License, which was issued by PAGCOR as a Provisional License in 2008, runs concurrent with PAGCOR’s Congressional Franchise, which expires in 2033 unless renewed for another 25 years by the Philippine Congress. On October 16, 2010, the transfer and valuation of Belle and PLAI shares was approved by the Securities and Exchange Commission (“SEC”). The Certificate Authorizing Registration (“CAR”) from the Bureau of Internal Revenue (“BIR”), which triggered the completion of the transfer, was approved on October 4, 2011.

The PAGCOR License stipulates certain requirements and guidelines that licensees will have to achieve by the opening date of their integrated resorts (the “PAGCOR Guidelines”). Among these are:

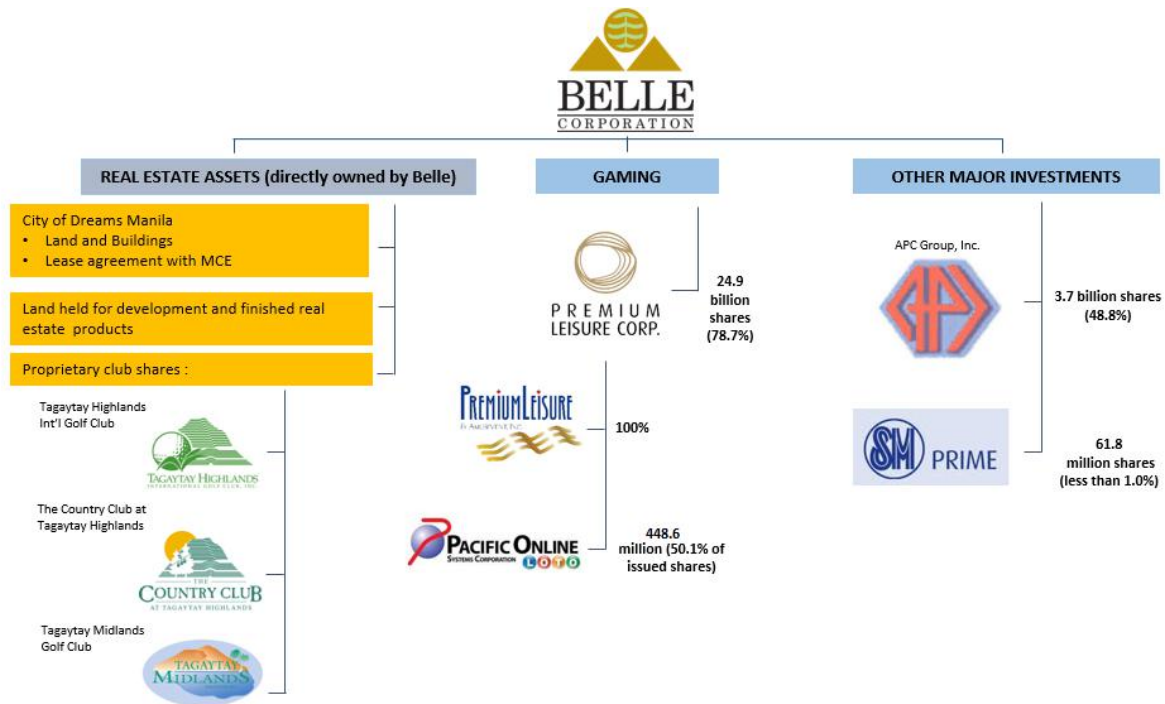
- Total investment commitment of US\$1 billion, with at least US\$650 million as of the opening date of the integrated resort (including up to US\$150 million in market value of land used for the resort) and the balance of US\$350 million within three years of such opening date;
- At least 800 hotel rooms, with an average floor area of at least 40 square meters;
- Total gross floor area of at least 250,000 square meters;
- At least 20,000 square meters of gross floor area available for retail and food / beverage outlets;
- An entertainment feature that costs at least ₱1 billion to construct;
- Total gaming space not to exceed 7.5% of the resort’s total gross floor area;
- Maximum number of gaming tables and slot machines / electronic tables games to be set using a formula based on the total number of hotel rooms in the resort and the quality of such rooms.

On October 2012, Belle and PLAI entered into a Cooperation Agreement with Melco, which places Belle as a co-licensee and the owner of the land and buildings and Melco’s Philippine affiliate MRP as a co-licensee, developer and operator of all the facilities within the resort complex with March 13, 2013 as its effectivity date. As a result, both Belle and MRP were expected to make equal investment contributions to the \$1 billion minimum investment for the project. Melco is the developer and owner of integrated resorts focused on the Macau Market, with its landmark project to date being the highly successful “City of Dreams”. On October 25, 2012, the Belle, as a lessor, entered into a lease agreement with MRP for the lease of land and building structures to be used in the integrated casino development project. The lease period started on March 13, 2013 and is co-terminus with the operating agreement between the Company and MRP, which is in turn co-terminus with the License from PAGCOR, and provides for monthly rentals (with annual escalation) to be paid by MRP to Belle in respect of the land and buildings. PLAI and Melco also entered into an operating agreement that is similarly co-terminus with the License from PAGCOR, whereby MCE was given full management discretion on the operation of the integrated resort and PLAI was accorded a share of earnings from gaming operations in the resort.

On October 9, 2013, MRP announced that the integrated resort will be branded as “City of Dreams Manila”, the namesake of Melco’s flagship integrated resort in Macau. MRP subsequently announced the branding of three hotels in City of Dreams as Nobu, Hyatt and Crown Towers (re-branded as “Nuwa” in 2017). MRP also announced plans for “DreamPlay”, City of Dreams Manila’s fully immersive, technology-rich, family entertainment center developed in collaboration with DreamWorks Animation, which is the first of its kind in the world.

City of Dreams Manila was substantially completed as of December 2014, with all requirements under the PAGCOR Guidelines being met by Belle and MRP, including the full US\$1 billion investment commitment. The resort’s soft opening was held on December 14, 2014, on which date most of the resort’s facilities, including its mass market gaming operations, were officially open to the public. The Grand Launch of City of Dreams Manila was held on February 2, 2015. In May 2015, City of Dreams Manila became the first integrated resort in Entertainment City to have its License converted from Provisional to Regular status by PAGCOR.

**BELLE CORPORATION**  
**CORPORATE STRUCTURE AND MAJOR LINES OF BUSINESS/SUBSIDIARIES**  
**AS OF DECEMBER 31, 2019**



**Products**

Belle is principally engaged in real estate development, gaming (through subsidiaries) and other leisure and resort activities. Since 2010, Belle has allocated significant resources to the development of its mixed-use gaming facility, the City of Dreams Manila integrated resort, which opened its doors to the public on December 14, 2014.

Belle's investments in companies engaged in gaming and gaming-related activities are indicated below. In the Philippines, the gaming industry is relatively untapped by the private sector, creating opportunities for experienced leisure operators. Belle's gaming businesses are undertaken, or will be undertaken, mainly by the following subsidiaries / affiliates:

1. Premium Leisure Corp. ("PLC"), a 78.7%-owned publicly listed subsidiary of Belle with a primary purpose of investing gaming-related businesses. PLC owns 100% of PLAI and approximately 50.1% of issued shares of Pacific Online.
2. Premium Leisure and Amusement, Inc. ("PLAI"), is a grantee by PAGCOR of Certificate of Affiliations and Provisional License to operate integrated resorts, including casinos, in the vicinity of PAGCOR Entertainment City. The License runs concurrent with PAGCOR's Congressional Franchise, which expires in 2033, unless renewed for another 25 years by the Philippine Congress. PLAI is a wholly-owned unlisted subsidiary of PLC.
3. Pacific Online Systems Corporation ("Pacific Online"), is a publicly listed subsidiary of PLC that leases on-line betting equipment to the Philippine Charity Sweepstakes Office ("PCSO") for their lottery operations in the Visayas and Mindanao regions. PLC owns a total of 50.1% of all issued shares of Pacific Online.

## Revenues and Other Income

The following are the major revenue items in 2019 and 2018:

	2019		2018	
	Amount in Thousands	% of Total Revenue	Amount in Thousands	% of Total Revenue
<b>Revenues and Other Income</b>				
Gaming revenue share - net	2,976,366	39%	3,211,857	37%
Lease income	2,670,953	35%	724,431	8%
Equipment rental and instant scratch ticket sales	989,865	13%	1,935,944	23%
Sale of real estate and club shares	487,307	6%	670,527	8%
Revenue from property management	214,635	3%	186,194	2%
Interest income on finance lease	-	0%	1,663,824	19%
Interest income	75,157	1%	58,252	1%
Other revenues	157,092	2%	122,235	1%
<b>Total</b>	<b>7,571,375</b>	<b>100%</b>	<b>8,573,264</b>	<b>100%</b>

## Distribution Methods of Products

Belle's high-end real estate products are sold principally to the A and B property market segments. The Company has its own in-house staff responsible for marketing and sales of the Company's products, as well as after-sales service. The Company also accredits and taps the services of external brokers to complement its in-house marketing and sales teams.

## Status of Projects

### Real Estate:

**Alta Mira:** The project was completed in 2000.

**The Belle View:** The project was completed in 1998.

**The Country Club at Tagaytay Highlands, Inc.:** The project was completed in 1996.

**Fairfield:** The project was completed in 2013.

**Lakeside Fairways:** As of December 31, 2019, the first seven phases (Kew Gardens, Terrazas de Alava, Lakeside Enclave, Tivoli Place, Cotswold, Katsura, and Yume) of the project were already 100% completed. In 2011, Belle launched its newest subdivision within Lakeside Fairways, Sycamore Heights, with its first three phases having more than 23 hectares in gross land area, comprising 352 residential lots, averaging to 360 sqm per lot. As of December 31, 2019, Sycamore Heights Phases 1-4 were already complete.

**Lakeview Heights:** The project was completed in 2002.

**Nob Hill:** The project was completed in 2017.

**The Parks at Saratoga Hills:** The Parks at Saratoga Hills ("The Parks"), located in Tanauan, Batangas, was launched in 2005. As of December 31, 2007, land development for The Parks was fully completed.

**Plantation Hills:** Only a few remaining slots in The Sanctuary, The Ridge, The Meadows, The Heights (Phases 1, 2, 3, and 5 of Plantation Hills, respectively) were unsold, and construction of these phases was fully completed, as of December 31, 2007. Plantation Hills is a farm lots subdivision.

**Tagaytay Highlands International Golf Club, Inc. ("THIGCI"):** THIGCI comprises a clubhouse with restaurant and conferences facilities; and an 18-hole golf course. It was completed by Belle in 1994.



**Tagaytay Midlands Golf Club, Inc.:** The golf clubhouse and a 27-hole golf course are fully complete and operational.

**The Parks at Saratoga Hills:** The Parks at Saratoga Hills (“The Parks”), located in Tanauan, Batangas, was launched in 2005. As of December 31, 2007, land development for The Parks was fully completed.

**The Verandas at Saratoga Hills:** The Verandas at Saratoga Hills (“The Verandas”), located in Tanauan, Batangas beside The Parks, was launched in 2006. It was fully completed as of December 31, 2007.

**The Spa and Lodge at Tagaytay Highlands:** The Spa and Lodge was completed in 2001. The Spa and Lodge structure is a hotel-like facility that boasts 25 five-star suites and spa facilities.

**The Woodlands:** Belle started the delivery of units to homeowners in 1998. The project was completed in 1999.

## **Gaming**

On April 14, 2011, the Company acquired PLAI, which holds a License from PAGCOR, through the issuance of 2.7 billion new common shares, then valued at ₱1.95 per share, in exchange for 100% of the outstanding capital stock of PLAI. This marked the Company’s strategic entry into the Integrated Resort Industry. In October 2012, the Company entered into a Cooperation Agreement with Melco, which placed Belle as a co-licensee and owner of the land and buildings and Melco’s Philippine affiliate MRP as co-licensee, developer and operator of the integrated resort, which was subsequently branded as “City of Dreams Manila”. City of Dreams Manila is sited on 6.2 hectares of prime land at the corner of Roxas Boulevard and Aseana Avenue in Parañaque City, at the entrance of PAGCOR’s Entertainment City complex. The construction of the integrated resort was substantially complete as of its Grand Launch in February 2, 2015, with approximately 300 hectares of gross floor area containing approximately 2.2 hectares of gaming areas, more than 2 hectares of retail and restaurant facilities, with more than 900 hotel rooms of 4-star, 5-star, and 6-star quality and other entertainment facilities. City of Dreams Manila is only about 1 kilometer away from the Mall of Asia Complex.

Melco’s major shareholder is Melco International Development Limited, a developer and owner of integrated resort facilities focused on the Macau market. Its operating complex in Macau’s Cotai Strip, known as the “City of Dreams”, is a highly successful project that houses a gaming facility, four luxury hotels (the Morpheus Hotel, Nuwa Hotel, a Grand Hyatt Hotel and the Countdown Hotel) and an upscale retail operation, along with a mix of bars and restaurants that are drawing crowds mainly from Hong Kong and China. The “City of Dreams” is also known for its spectacular show called “The House of Dancing Water”, which has become one of Macau’s major tourist attractions. During 2015, Melco launched its second integrated resort in Macau, called “Studio City”.

Pacific Online, incorporated in 1993, leases online betting equipment to the PCSO for their lottery operations. It listed its shares on the Philippine Stock Exchange on April 12, 2007.

## **Competition**

Property development has been Belle’s historical core business area. Belle believes that its large-scale, self-contained, and community-type leisure developments in Tagaytay Highlands and Tagaytay Midlands are unique in the Philippines. In general, Belle competes somewhat with the developers such as Ayala Land, Inc., Landco Pacific Corporation and Megaworld Corporation with respect to its residential and subdivision projects. Some of these developers, like Ayala Land, Inc., are bigger in size than Belle. Nevertheless, Belle is able to effectively compete with the above companies primarily on the basis of product quality, reliability to deliver the projects as promised, project location, and high-end property development expertise. Furthermore, Belle has a market base of more than 7,000 wealthy individuals who are existing members of Tagaytay Highlands International Golf Club, The Country Club at Tagaytay Highlands, and Tagaytay Midlands, which provides a marketing advantage.

In gaming, City of Dream Manila competes against casinos operated by PAGCOR and the other three licensees that are already operating – Resorts World Manila of Travelers International Hotel Group, Inc.

("Travelers"), Solaire Resort and Casino of Bloomberry Resorts Corporation, and Okada Manila of Universal Entertainment Corporation. Travelers has also broken ground on its planned Westside City (formerly known as Resorts World Bayshore) project in PAGCOR City, with the opening of the casino in Westside City reportedly estimated by Travelers in late 2021.

### **Suppliers**

The Company has a broad base of local and foreign suppliers. As is the case with most property development companies, there is a risk that contractual arrangements with contractors may not meet the Company's performance standards. To serve as safeguards to these eventualities, therefore, performance bonds are normally required for these contractors.

### **Customers**

Belle's market base includes wealthy local and foreign individual and institutional clients. The Company has historically sold its real estate projects (residential units and lots) to its golf or country club members.

### **Transactions with and / or Dependence on Related Parties**

No director or executive officer or any member of their immediate family, during the last two (2) years, had a direct, or indirect, material interest in a transaction or proposed transaction to which the Company was a party.

### **Licenses**

Belle acquired all the shares of Premium Leisure & Amusement, Inc. ("PLAI") through the issuance of 2.7 billion new common shares. PLAI is a grantee by Philippine Amusement and Gaming Corporation ("PAGCOR") of a Certificate of Affiliation and License ("the License") to operate integrated resorts, including casinos, in the vicinity of the Bagong Nayong Pilipino Manila Bay Entertainment City ("Entertainment City" or "PAGCOR City"). PLAI's License, which was issued by PAGCOR as a Provisional License in 2008, runs concurrent with the PAGCOR's Congressional Franchise, which expires in 2033 unless renewed for another 25 years by the Philippine Congress. Belle started construction of foundation and structure of the integrated resorts in 2010 on a 6.2-hectare land along the entrance of Entertainment City. In October 2012, Belle and PLAI entered into a Cooperation Agreement with Melco Crown Entertainment Limited, now called Melco Resorts & Entertainment Limited, and its Philippine affiliates (collectively, "Melco"). The Cooperation Agreement placed Belle as a co-licensee and the owner of the land and buildings and Melco's Philippine affiliate, Melco Resorts & Entertainment (Philippines) Corporation ("MRP"), as a co-licensee, developer and operator of all facilities within the integrated resort, which was subsequently branded as "City of Dreams Manila". Belle, PLAI and MRP fully complied with all the PAGCOR requirements under the License as of the date of the soft opening, and in May 2015, City of Dreams Manila became the first integrated resort in Entertainment City to have its License converted from Provisional to Regular status by PAGCOR.

### **Government Approvals / Regulations**

As part of its normal course of real estate operation, the Company secures government approvals such as the Environment Compliance Certificate, Development Permits, DAR Clearances, and Licenses to Sell, etc.

The Company is also subject to the regulations of PAGCOR for its Gaming License and Philippine Economic Zone Authority (PEZA) as the developer of the City of Dreams Manila.

### **Effect of Existing or Probable Government Regulations on the Business**

Belle has complied with all the government requirements necessary for its operations. Future government regulations are perceived to have no material impact to the normal operations of the Company.

### **Amount Spent on Research and Development Activities and Compliance and Environmental Laws**

Consultancy fees, engineering and architectural design, surveying, ECC, permits and licenses, etc. are being added to the cost of the project. Generally, these costs represent about 4% of gross revenues.

### **Number of Employees**

As of December 31, 2019, Belle had one hundred twenty-eight (128) employees, all of whom are full-time employees. Belle employees are not subject to Collective Bargaining Agreements. Belle's management had generally not encountered any significant difficulties with its labor force, and no major strikes had been staged in the past.

The following are the breakdown of Belle employees according to type:

Executive	13
Senior Manager	4
Manager	17
Assistant Manager	12
Supervisor	31
Rank and File	51
<hr/>	
Total	128

Aside from the basic salary and 13<sup>th</sup> month pay, other supplemental benefits or incentives that are being provided by Belle to its employees include: health card, life and accident insurance, retirement plan and salary loan facilities, among others.

### **Risks**

Some of the risks that the Company and its related subsidiaries and affiliates may be exposed to are the following:

#### **Economic and Political Conditions**

The Company's business is mainly the development and sale of high-end leisure properties in the Philippines which is generally influenced by the Philippine political and macroeconomic climate. Events and conditions that may negatively impact the Philippine economy as a whole may also adversely affect the Company's ability to sell its real estate projects.

#### **Competition**

The degree of competition in the property industry varies considerably by sector and geography. In general, Belle may compete with other developers for purchases of land, as well as clientele for its residential and club projects.

#### **Changes in Local and International Interest Rates**

Belle's local and foreign-denominated borrowings may be adversely affected by drastic increases in interest rates.

#### **Changes in the Value of the Peso**

The Company is not exposed to the risk of depreciation of the Peso since it does not have material financial assets and liabilities denominated in foreign currencies.

#### **Contractors and Suppliers**

As is the case with most property development companies, there is a risk that contractual arrangements with contractors may not meet the Company's performance standards. To serve as safeguards to these eventualities, therefore, performance bonds are normally required for these contractors.

### **Government Regulations**

Belle's property development business is subject to certain laws and regulations of various branches of the government, such as the local governments, the Department of Environment and Natural Resources ("DENR"), and the Housing and Land Use Regulatory Board ("HLURB"). Belle has complied with the licensing and regulatory requirements necessary for its operations.

Belle's gaming businesses are also subject to certain laws and regulations. Belle's involvement in the lottery run by the PCSO is via its ownership in Pacific Online, which holds an equipment lease agreement with the PCSO for the operation on on-line lottery system in the Visayas – Mindanao regions. Belle's subsidiary PLC owns PLAI, which holds a License granted to it by PAGCOR to operate integrated resorts, including casinos, within Entertainment City.

### **Changes to the Philippine Laws and Regulations**

Although laws and regulations are enacted for the common benefit, changes to these laws and regulations may create negative effects to the operating and financial condition of Belle, including its subsidiaries and affiliates.

In order to mitigate the risks mentioned above, the Company will continue to exercise fiscal prudence and adopt what it considers conservative financial and operational controls.

### **Working Capital**

Belle finances its working capital requirements through a combination of internally-generated funds, pre-selling and borrowings.

### **Credit Risks**

Customers who wish to purchase Belle properties on credit terms are subject to credit verification procedures, and receivable balances are monitored to reduce exposure to bad debts.

### **Information Technology**

With the current business environment, Information technology risks are ever increasing. These cover unauthorized access to confidential data, loss or release of critical information, corruption of data, regulatory violation, and possible increase in costs and inefficiencies.

In order to address these risks, Belle has a co-location arrangement with redundant capability and automatic fail-over set-up disaster recovery. It also continues to implement enterprise security solutions to manage external and internal threats. Annual review of technology roadmap to ensure the alignment between the business and information technology is performed.

### **Data Privacy**

Belle may be at risk for breach of data privacy as detailed information is gathered from customers and prospective buyers, suppliers, contactors, and other business partners. The risk is mitigated through company-wide orientation on the Data Privacy Act, the topics of which include legal bases and implementing rules and regulations, rights of the individuals owning the information, exercising breach reporting procedures and other advisories.

### **Enterprise Risk Management Committee**

The Company has an Enterprise Risk Management Committee (ERMC), comprised of certain Directors and Executives of the Company, which is an oversight committee created to act as the monitoring body for the individual risk management activities of the Corporation. The ERMC has the responsibility of developing a formal framework to assist the Company in managing its risks and is mandated to report regularly to the Risk Oversight Committee of the Board of Directors on any risk concerns.

**DISAGREEMENT WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL  
DISCLOSURES**

No principal accountant or independent accountants of the registrant has resigned, was dismissed, or has ceased to perform services during the two (2) most recent fiscal years or any subsequent interim period.

There have been no disagreements with any accountant on any matter of accounting principles or practices, financial statements disclosure or auditing scope of procedure.

**MANAGEMENT DISCUSSION AND ANALYSIS OF OPERATING PERFORMANCE AND FINANCIAL CONDITION**

**Management’s Discussion and Analysis of Financial Condition and Results of Operations**

**March 31, 2020 versus March 31, 2019 Results of Operations (in thousands)**

	March 31		Horizontal Analysis	Vertical Analysis		
	2020	2019	Increase (Decrease)	2020	2019	
<b>REVENUE</b>						
Gaming revenue share	P 445,037	P 724,716	(279,679)	-38.6%	31.3%	38.3%
Lease income - Building	619,077	619,077	-	0.0%	43.5%	0.0%
Equipment rental and instant scratch ticket sales	134,004	199,607	(65,603)	-32.9%	9.4%	0.0%
Sale of real estate	50,497	127,921	(77,424)	-60.5%	3.6%	0.0%
Distribution and commission income	46,104	94,196	(48,092)	-51.1%	3.2%	0.0%
Lease income	48,666	49,001	(335)	-0.7%	3.4%	10.5%
Revenue from property management	43,381	52,025	(8,644)	-16.6%	3.1%	0.0%
Others	34,824	25,501	9,323	36.6%	2.4%	0.0%
<b>TOTAL REVENUES</b>	<b>1,421,590</b>	<b>1,892,044</b>	<b>(470,454)</b>	<b>-24.9%</b>	<b>100.0%</b>	<b>100.0%</b>
<b>COST OF GAMING OPERATIONS</b>	<b>(33,226)</b>	<b>(33,153)</b>	<b>(73)</b>	<b>-0.2%</b>	<b>-2.3%</b>	<b>-1.8%</b>
<b>COST OF LEASE INCOME</b>	<b>(223,683)</b>	<b>(225,754)</b>	<b>2,071</b>	<b>0.9%</b>	<b>-15.7%</b>	<b>-11.9%</b>
<b>COST OF LOTTERY SERVICES</b>	<b>(174,895)</b>	<b>(257,755)</b>	<b>82,860</b>	<b>32.1%</b>	<b>-12.3%</b>	<b>-13.6%</b>
<b>COST OF REAL ESTATE SOLD</b>	<b>(26,202)</b>	<b>(64,050)</b>	<b>37,848</b>	<b>59.1%</b>	<b>-1.8%</b>	<b>-3.4%</b>
<b>COST OF PROPERTY MANAGEMENT SERVICES</b>	<b>(28,692)</b>	<b>(33,693)</b>	<b>5,001</b>	<b>14.8%</b>	<b>-2.0%</b>	<b>-1.8%</b>
<b>GENERAL AND ADMINISTRATIVE EXPENSES</b>	<b>(206,712)</b>	<b>(256,357)</b>	<b>49,645</b>	<b>19.4%</b>	<b>-14.5%</b>	<b>-13.5%</b>
<b>TOTAL COSTS AND EXPENSES</b>	<b>(693,410)</b>	<b>(870,762)</b>	<b>177,352</b>	<b>20.4%</b>	<b>-48.8%</b>	<b>-46.0%</b>
<b>INCOME FROM OPERATIONS</b>	<b>728,180</b>	<b>1,021,282</b>	<b>(647,806)</b>	<b>-63.4%</b>	<b>51.2%</b>	<b>54.0%</b>
<b>UNREALIZED GAIN ON FINANCIAL ASSET</b>						
AT FAIR VALUE THROUGH PROFIT OR LOSS	(14,225)	2,476	(16,701)	674.5%	-1.0%	0.1%
<b>INTEREST EXPENSE AND OTHER FINANCE CHARGES</b>	<b>(85,357)</b>	<b>(118,128)</b>	<b>32,771</b>	<b>27.7%</b>	<b>-6.0%</b>	<b>-6.2%</b>
<b>INTEREST INCOME</b>	<b>19,190</b>	<b>13,351</b>	<b>5,839</b>	<b>43.7%</b>	<b>1.3%</b>	<b>0.7%</b>
<b>DIVIDEND INCOME</b>	<b>10,355</b>	<b>-</b>	<b>10,355</b>	<b>n/a</b>	<b>0.7%</b>	<b>0.0%</b>
<b>NET FOREIGN EXCHANGE LOSS</b>	<b>8</b>	<b>(11)</b>	<b>19</b>	<b>-172.7%</b>	<b>0.0%</b>	<b>0.0%</b>
<b>OTHER INCOME (CHARGES)</b>	<b>14,500</b>	<b>4,299</b>	<b>10,201</b>	<b>-237.3%</b>	<b>1.0%</b>	<b>0.2%</b>
<b>INCOME BEFORE INCOME TAX</b>	<b>672,651</b>	<b>923,268</b>	<b>(250,617)</b>	<b>-27.1%</b>	<b>47.3%</b>	<b>48.8%</b>
<b>PROVISION FOR INCOME TAXES</b>						
Current	92,874	51,174	41,700	81.5%	6.5%	2.7%
Deferred	3,009	37,391	(34,382)	-92.0%	0.2%	2.0%
	<b>95,883</b>	<b>88,565</b>	<b>7,318</b>	<b>8.3%</b>	<b>6.7%</b>	<b>4.7%</b>
<b>NET INCOME</b>	<b>P 576,768</b>	<b>P 834,703</b>	<b>(257,935)</b>	<b>-30.9%</b>	<b>40.6%</b>	<b>44.1%</b>

Belle Corporation (“Belle” or the “Company”) realized consolidated revenues of ₱1,421.6 million for the first quarter of 2020, down 25% compared to revenues of ₱1,892.0 million for the first quarter of 2019. As a result, Belle’s consolidated net income of ₱576.8 million for the first quarter of 2020 was 31% lower than consolidated net income of ₱834.7 million for the first quarter of 2019.

The decreases in revenues and profits resulted primarily from Covid-19 related developments. The effects of the pandemic began with declining tourist arrivals prior to the implementation of the enhanced community quarantines nationwide, and was compounded by the temporary suspension of gaming operations at City of Dreams Manila on March 16, 2020 in compliance with government initiatives to contain the virus. Belle’s primary growth driver, its share in the gaming revenues at City of Dreams Manila, consequently reached ₱445.0 million in the first quarter of 2020, 39% lower compared to ₱724.7 million in the first quarter of 2019. City of Dreams Manila is using this time to prioritize the health of its employees, to establish protocols that ensure a safe working and recreational environment and to support the government in keeping people safe and restarting the economy.

Belle’s real estate operations recorded an 8% decrease in revenues, to ₱754.0 million in the first quarter of 2020 from ₱821.5 million in the first quarter of 2019. Of real estate revenues in 2020, ₱667.7 million came from Belle’s lease of the land and buildings comprising City of Dreams Manila to Melco Resorts and Entertainment (Philippines) Corporation (“MRP”), which was essentially unchanged from 2019. Belle’s real estate sales and property management activities at its Tagaytay Highlands complex which were affected by the Taal Volcano eruption in January 2020 contributed ₱86.3 million during 2020, 44% lower than in 2019.

Despite this challenging business environment, and in keeping with its efforts to consistently declare regular annual dividends, Belle fulfilled the payment of its regular cash dividend to its common shareholders on March 28, 2020 in the amount of twelve centavos (₱0.12) per share, or approximately ₱1,171.6 million in total. This was at par with its previous regular cash dividend paid in 2019.

### **Revenues**

Total consolidated revenues of ₱1,421.6 million for the three months ended March 31, 2020 were lower by ₱470 million (25%), compared to ₱1,892.0 million for the three months ended March 31, 2019. Revenue from the share of PLC in gaming earnings of City of Dreams Manila decreased by ₱279.6 million (39%), from ₱724.7 million for the 2019 period to ₱445.0 million for the current period. Revenues of Pacific Online decreased by ₱113.7 million (39%), from ₱293.8 million in the 2019 period to ₱180.1 million in the current period, and revenues from real estate development and management activities decreased by ₱76.7 million (37%), from ₱205.4 million in the 2019 period to ₱128.7 million in the current period.

### **Costs of Lottery Services**

Costs of lottery services at Pacific Online decreased by ₱82.9 million (32%), to ₱174.9 million in the current period from ₱257.8 million in the 2019 period, mainly due to lower consultancy and professional fees.

### **Costs of Real Estate sold**

Costs of real estate sold decreased by ₱37.8 million (59%) to ₱26.2 million in the current period, from ₱64.1 million in the 2019 period, due to the lower revenue therefrom recognized during the period.

### **Costs of Property Management Services**

Costs of property management services decreased by ₱5.0 million (15%), to ₱28.7 million for the current period, from ₱33.7 million for the 2019 period, due to lower utilities consumed.

### **General and Administrative Expenses**

General and administrative expenses decreased by ₱49.6 million (19%), to ₱206.7 million for the current period from ₱256.4 million for the 2019 period, due to lower general expenses at PLC.

### **Financial Income (Expense)**

Interest expense and other finance charges decreased by ₱32.8 million (28%) to ₱85.4 million for the current period, from ₱118.1 million for the 2019 period. The lower interest expense was due to the a ₱1,202.9 million (17%) reduction in the Company's total interest-bearing debt during the first quarter of 2020, as compared to the first quarter of 2019. As of March 31, 2020, the Company's total debt stood at ₱ 5,912.5 million, compared to ₱7,115.4 million as of March 31, 2019. Interest income increased by ₱5.8 million (44%), to ₱19.2 million in the current period from ₱13.4 million in the 2019 period, due to higher average yields on investments.

### **Provision for Income Taxes**

The Company's consolidated provision for income taxes increased by ₱7.3 million (8%) during the first quarter of 2020, to ₱95.9 million from ₱88.6 million in the first quarter of 2019, due to higher taxable income at the Parent Company during the current period.

### **Net Income**

As a result of the foregoing, the Company realized consolidated net income of ₱576.8 million for the three months ended March 31, 2020, which was lower by ₱257.9 million (31%) compared to the three months ended March 31, 2019, due mainly to the effects of Covid-19 pandemic and the Taal Volcano eruption in January 2020. Belle's consistent profitability allowed the Company to pay a regular cash dividend to its shareholders on March 28, 2020 in the amount of ₱1,171.6 million (₱0.12 per outstanding share). Belle's dividend per outstanding share paid during the current period matched those paid in 2018 and 2019.

### March 31, 2020 (Unaudited) vs December 31, 2019 (Audited) Statement of Financial Position (in thousands)

	Unaudited		Audited		Horizontal Analysis		Vertical Analysis	
	March 31, 2020	December 31, 2019	Inc (Dec)	%	2020	2019		
<b>ASSETS</b>								
<b>Current Assets</b>								
Cash and cash equivalents	P 2,746,038	P 4,104,674	(1,358,636)	-33.1%	6.5%	9.2%		
Financial assets at fair value through profit or loss	76,231	140,457	(64,226)	-45.7%	0.2%	0.3%		
Receivables	2,233,183	2,463,605	(230,422)	-9.4%	5.3%	5.5%		
Contract assets	460,745	40,511	420,234	1037.3%	1.1%	0.1%		
Real estate for sale	349,010	327,124	21,886	6.7%	0.8%	0.7%		
Land held for future development	3,010,660	3,005,429	5,231	0.2%	7.1%	6.7%		
Other current assets	1,570,568	1,637,773	(67,205)	-4.1%	3.7%	3.7%		
	<b>10,446,435</b>	<b>11,719,573</b>	<b>(1,273,138)</b>	<b>-10.9%</b>	<b>24.6%</b>	<b>26.2%</b>		
<b>Noncurrent Assets</b>								
Contract assets - net of noncurrent portion	553,741	494,130	59,611	100.0%	1.3%	1.1%		
Financial assets at fair value through other comprehensive income	4,532,042	5,512,817	(980,775)	-17.8%	10.7%	12.3%		
Intangible asset	4,436,247	4,465,206	(28,959)	-0.6%	10.5%	10.0%		
Investment properties	19,341,806	19,491,825	(150,019)	-0.8%	45.6%	43.5%		
Goodwill	1,343,809	1,343,809	-	0.0%	3.2%	3.0%		
Property and equipment	173,156	164,825	8,331	5.1%	0.4%	0.4%		
Investments in and advances to associates - net	78,008	77,950	58	0.1%	0.2%	0.2%		
Pension asset	-	10,312	(10,312)	-100.0%	0.0%	0.0%		
Deferred tax asset	35,698	52,825	(17,127)	-32.4%	0.1%	0.1%		
Right of Use	863,706	914,088	(50,382)	N/A	2.0%	2.0%		
Other noncurrent assets	596,116	524,508	71,608	13.7%	1.4%	1.2%		
	<b>31,954,329</b>	<b>33,052,295</b>	<b>(1,097,966)</b>	<b>-3.3%</b>	<b>75.4%</b>	<b>73.8%</b>		
<b>TOTAL ASSET</b>	<b>P 42,400,764</b>	<b>P 44,771,868</b>	<b>(2,371,104)</b>	<b>-5.3%</b>	<b>100.0%</b>	<b>100.0%</b>		
<b>LIABILITIES AND EQUITY</b>								
<b>Current Liabilities</b>								
Trade and other current liabilities	P 2,487,717	P 2,301,824	185,893	8.1%	5.9%	5.1%		
Loans payable	2,112,512	1,950,017	162,495	8.3%	5.0%	4.4%		
Income tax payable	943	4,275	(3,332)	-77.9%	0.0%	0.0%		
Current portion of:								
Long-term debt	261,111	944,444	(683,333)	-72.4%	0.6%	2.1%		
Lease Liability - current	55,014	85,660	(30,646)	-35.8%	0.1%	0.2%		
	<b>4,917,297</b>	<b>5,286,220</b>	<b>(368,923)</b>	<b>-7.0%</b>	<b>11.6%</b>	<b>11.8%</b>		
Noncurrent portion of:								
Long-term debt	3,538,889	3,566,667	(27,778)	-0.8%	8.3%	8.0%		
Lease Liability - noncurrent	910,613	918,275	(7,662)	-0.8%	2.1%	2.1%		
Pension liability	48,002	54,532	(6,530)	-12.0%	0.1%	0.1%		
Deferred tax liabilities	2,751,248	2,741,361	9,887	0.4%	6.5%	6.1%		
Other noncurrent liability	388,211	343,424	44,787	13.0%	0.9%	0.8%		
	<b>7,636,963</b>	<b>7,624,259</b>	<b>12,704</b>	<b>0.2%</b>	<b>18.0%</b>	<b>17.0%</b>		
<b>TOTAL LIABILITIES</b>	<b>12,554,260</b>	<b>12,910,479</b>	<b>(356,219)</b>	<b>-2.8%</b>	<b>29.6%</b>	<b>28.8%</b>		
<b>Equity</b>								
Attributable to equity holders of parent:								
Common stock	10,561,000	10,561,000	-	0.0%	24.9%	23.6%		
Additional paid-in capital	5,503,731	5,503,731	-	0.0%	13.0%	12.3%		
Treasury stock	(2,476,700)	(2,476,700)	-	0.0%	-5.8%	-5.5%		
Equity share in cost of Parent Company shares held by as	(2,501)	(2,501)	-	0.0%	0.0%	0.0%		
Cost of Parent Company common and preferred shares h	(1,493,752)	(1,493,752)	-	0.0%	-3.5%	-3.3%		
Unrealized gain on financial assets at fair value through other comprehensive income	433,126	1,386,615	(953,489)	-68.8%	1.0%	3.1%		
Other reserves	2,916,864	2,992,768	(75,904)	-2.5%	6.9%	6.7%		
Excess of net asset value of an investment over cost	252,040	252,040	-	0.0%	0.6%	0.6%		
Retained Earnings	11,102,351	11,707,576	(605,225)	-5.2%	26.2%	26.1%		
Total equity attributable to equity holders of the Parent	26,796,159	28,430,777	(1,634,618)	-5.7%	63.2%	63.5%		
Non-controlling interests	3,050,345	3,430,612	(380,267)	-11.1%	7.2%	7.7%		
<b>Total Equity</b>	<b>29,846,504</b>	<b>31,861,389</b>	<b>(2,014,885)</b>	<b>-6.3%</b>	<b>70.4%</b>	<b>71.2%</b>		
<b>TOTAL LIABILITIES AND EQUITY</b>	<b>P 42,400,764</b>	<b>P 44,771,868</b>	<b>(2,371,104)</b>	<b>-5.3%</b>	<b>100.0%</b>	<b>100.0%</b>		



## **ASSETS**

Total assets of the Company decreased by ₱2,371.1 million (5%) to ₱42,400.8 million as of March 31, 2020, from ₱44,771.9 million as of December 31, 2019.

### **Cash and Cash equivalents**

Cash and cash equivalents decreased by ₱1,358.6 million (33%), to ₱2,746.0 million as of March 31, 2020 from ₱4,104.7 million as of December 31, 2019, due mainly to the regular cash dividend payment of ₱1,171.6 million on March 28, 2020.

### **Financials Assets at Fair Value through Profit or Loss (“FVTPL”)**

The Company’s FVTPL decreased by ₱64.2 million (46%), to ₱76.2 million as of March 31, 2020, from ₱140.5 million as of December 31, 2019 due to the decline in market value of listed shares held by Pacific Online. As of March 31, 2020, the Company’s consolidated FVTPL consists of investments of Pacific Online in listed shares of Leisure and Resorts World Corporation, Vantage Equities, Inc., and Philippine Long Distance Telephone Company.

### **Receivables and Contract Assets**

Receivables and Contract Assets increased by ₱249.4 million (8%), to ₱3,247.7 million as of March 31, 2020 from ₱2,998.2 million as of December 31, 2019. The increase was mainly due to increases in trade receivables from gaming revenue share, lease income and real estate sales. Payment extensions were given to real estate buyers and tenants during the government-mandated enhanced community quarantine resulting from the Covid-19 pandemic.

### **Real Estate for Sale**

Real estate for sale increased by ₱21.9 million (7%), to ₱349.0 million as of March 31, 2020 from ₱327.1 million as of December 31, 2019, due mainly to sale cancellations.

### **Financials Assets at Fair Value through Other Comprehensive Income (“FVOCI”)**

The Company’s FVOCI decreased by ₱980.8 million (18%), to ₱4,532.0 million as of March 31, 2020 from ₱5,512.8 million as of December 31, 2019, due to decreases in market prices of these investments. As at March 31, 2020, the Company’s FVOCI consists of investments in SM Prime, SM Investments, club shares of Tagaytay Highlands International Golf Club, Inc., Tagaytay Midlands International Golf Club, Inc., The Country Club at Tagaytay Highlands, Inc. and The Spa and Lodge at Tagaytay Highlands, Inc.

### **Intangible Asset**

This pertains to the cost of the PAGCOR License to operate integrated resorts that was granted by PAGCOR to PLAI. Belle and MRP are Co-Licensees under PLAI’s PAGCOR License. As part of PLAI’s practice of regular and continuous review of existing contracts, PLAI implemented an initiative to change its amortization policy to align the life of the license with the PAGCOR charter, which is renewable for another 25 years upon its expiration in July 2033. Amortization of the intangible asset on the License started on December 14, 2014, which is the effectivity date of the Notice to Commence Casino Operations granted by PAGCOR. Amortization expense for the three months ended March 31, 2019 amounted to ₱29.0 million.

### **Investment Properties**

This account consists mainly of carrying value of the City of Dreams Manila land and building in PAGCOR Entertainment City in Paranaque. The ₱150.0 million decrease during the first three months of 2020 is due to depreciation expense on the City of Dreams Manila building.

**Right-of-Use Assets**

The right-of-use asset, or ROU asset, is an asset that represents a lessee's right to operate, hold, or occupy a leased property, item, or piece of equipment for the lease term. The ₱50.4 million decrease during the first three months of 2020 is due to the amortization of right-of-use assets.

**Goodwill**

The Company's goodwill amounted to ₱1,343.8 million as of March 31, 2020 as a result of consolidating Pacific Online.

**Other Assets**

Other assets increased by ₱4.4 million (0.2%), to ₱2,166.7 million as of March 31, 2020 from ₱2,162.3 million as of December 31, 2019, mainly due to prepaid expenses.

**LIABILITIES**

Total liabilities decreased by ₱356.2 million (3%), to ₱12,554.3 million as of March 31, 2020, from ₱12,910.5 million as of December 31, 2019, due mainly to repayments of long-term debt.

**Trade and Other Current Liabilities**

Trade and other current liabilities increased by ₱185.9 million (8%) to ₱2,487.7 million as of March 31, 2020 from ₱2,301.8 million as of December 31, 2019, due higher payable to suppliers.

**Loans Payable and Long-Term Debt**

Total consolidated debt, amounting to ₱5,912.5 million as of March 31, 2020 consists of Peso-denominated borrowings of Belle from various local financial institutions, with an average interest rate of approximately 5.26% per annum during the first quarter of 2020. The outstanding amount of total debt decreased by ₱548.6 million (8%), to ₱5,912.5 million as of March 31, 2020 from ₱6,461.1 million as of December 31, 2019, due to debt principal repayments.

**Other Noncurrent Liability**

Other Noncurrent Liability increased by ₱44.8 million as of March 31, 2020 to ₱388.2 million as of March 31, 2020 due to additional rental security deposits.

**EQUITY**

The Company's shareholders' equity as of March 31, 2020 of ₱29,846.5 million was lower by ₱2,014.9 million (6%), compared to its shareholders' equity of ₱31,861.4 million as of December 31, 2019, due to the Company's ₱1,171.6 million regular cash dividend paid to its shareholders on March 28, 2019 and the decrease in market value of FVOCI of ₱953.5 million, offset by its consolidated net income for the three months ended March 31 2020 amounting to ₱576.8 million.

Below are the comparative key performance indicators of the Company and its subsidiaries:

	Manner by which the Company calculates the key performance indicators	<b>31 March 2020 (unaudited)</b>	31 March 2019 (unaudited)	31 December 2019 (audited)
Asset to equity ratio	Total assets over equity	<b>1.42 : 1.00</b>	<b>1.45 : 1.00</b>	1.41: 1.00
Current or Liquidity ratio	Current assets over current liabilities	<b>2.12 : 1.00</b>	<b>1.41 : 1.00</b>	2.22: 1.00
Debt-to-equity ratio	Interest-bearing debt over equity	<b>0.20 : 1.00</b>	<b>0.24 : 1.00</b>	0.20: 1.00
Net debt-to-equity ratio	Interest-bearing debt less cash and cash equivalents	<b>0.11 : 1.00</b>	<b>0.18 : 1.00</b>	0.07: 1.00
Interest rate coverage ratio	EBIT over interest expense	<b>8.12 :1.00</b>	<b>7.57 :1.00</b>	7.56:1.00
Return on assets	Annualized net income over average total assets during the period	<b>5.3%</b>	<b>6.6%</b>	6.5%
Return on equity	Annualized net income over average equity during the period	<b>7.5%</b>	<b>9.5%</b>	9.2%

The above performance indicators are calculated as follows:

Current Ratio

$\frac{\text{Current Assets}}{\text{Current Liabilities}}$

Debt to Equity Ratio

$\frac{\text{Interest-bearing debt}}{\text{Total Equity}}$

Asset-to-equity Ratio

$\frac{\text{Total Assets}}{\text{Total Equity}}$

Return on Equity

$\frac{\text{Net Income}}{\text{Average equity during the period}}$

Return on Assets

$\frac{\text{Net Income}}{\text{Average assets during the period}}$

Interest Coverage Ratio

$\frac{\text{Income Before Interest \& Tax}}{\text{Interest Expense}}$

Net debt-to-equity ratio

$\frac{\text{Interest-bearing debt less cash and cash equivalents}}{\text{Total Equity}}$

The Company does not foresee any cash flow or liquidity problems over the next twelve months. As of March 31, 2020, consolidated total debt of the Company of ₱5,912.5 million was comprised of borrowings from renewable short-term bank lines of ₱2,000.0 million and amortizing term loans from banks of ₱3,912.5 million. Belle has real estate projects, lease agreements and investments from which it expects to generate cash flow sufficient for its foreseeable requirements. Meanwhile, the Company continues to be in compliance with the terms of all of its debt obligations.

As of March 31, 2020, except for what has been noted in the preceding, there were no material events or uncertainties known to management that had a material impact on past performance, or that would have a material impact on the future operations, in respect of the following:

- a. Any Known Trends, Events or Uncertainties (Material Impact on Liquidity) Material commitments for capital expenditures that are reasonably expected to have a material impact on the Company's short-term or long-term liquidity;
- b. Events that will trigger direct or contingent financial obligation that is material to the company, including any default or acceleration of an obligation.
- c. All material off-balance sheet transactions, arrangements, obligations (including contingent obligations), and other relationships of the company with unconsolidated entities or other persons created during the reporting period.
- d. Description of any material commitments for capital expenditures, general purpose of such commitments, expected sources of funds for such expenditures:
- e. Any Known Trends, Events or Uncertainties (Material Impact on Sales)
- f. Any Significant Elements of Income or Loss (from continuing operations)

## **PART II – OTHER INFORMATION**

### **Financial Risk Management Objectives and Policies**

The Company's principal financial assets and financial liabilities are composed of cash and cash equivalents, receivables, investments held for trading, AFS financial assets, trade and other current liabilities, loans payables, long-term debt, nontrade liability, installment payable, obligations under finance lease and assignment of receivables with recourse. The main purpose of these financial assets and financial liabilities is to raise finances for the Company's operations. The Company has various other financial assets and financial liabilities such as receivables, advances to associates and other related parties and trade and other liabilities, which arise directly from its real estate operations.

The main risks arising from the Company's financial assets and financial liabilities are interest rate risk, foreign currency risk, equity price risk, credit risk and liquidity risk. The Company's BOD and management review and agree on the policies for managing each of these risks and these are summarized below.

**Interest Rate Risk.** Interest rate risk arises from the possibility that changes in interest rates will affect future cash flows or the fair values of financial assets and financial liabilities. The Company's exposure to interest rate risk relates primarily to the Company's long-term debt which is subject to cash flow interest rate risk. Re-pricing of FRNs is done every nine months while re-pricing of long-term debt is normally done every three months.

The Company's policy is to manage its interest cost by limiting its borrowings.

**Foreign Currency Risk.** Foreign currency risk is the risk that the fair value or future cash flows of financial asset or financial liability will fluctuate due to changes in foreign exchange rates.

It is the Company's policy to ensure that capabilities exist for active but conservative management of its foreign currency risk. The Company seeks to mitigate its transactional currency exposure by maintaining its costs at consistently low levels, regardless of any upward or downward movement in the foreign currency exchange rate.

**Equity Price Risk.** Equity price risk is the risk that the fair value of quoted investments held for trading decreases as a result of changes in the value of individual stock. The Company's exposure to equity price risk relates primarily to the Company's investments held for trading. The Company monitors the equity investments based on market expectations. Significant movements within the portfolio are managed on an individual basis and all buy and sell decisions are approved by the BOD.

**Credit Risk.** Credit risk is the risk that the Company will incur a loss because its customers or counterparties fail to discharge their contractual obligations. It is the Company's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis with the result that the Company's exposure to bad debts is not significant. The Company does not offer credit terms without the specific approval of the management. There is no significant concentration of credit risk.

In the Company's real estate business, title to the property is transferred only upon full payment of the purchase price. There are also provisions in the sales contract which allow forfeiture of installments/deposits made by the customer in favor of the Company and retain ownership of the property. The Company has the right to sell, assign or transfer to third party and any interest under sales contract, including its related receivables from the customers. The Company's primary target customers are high-income individuals and top corporations, in the Philippines and overseas. These measures minimize the credit risk exposure or any margin loss from possible default in the payments of installments.

Trade receivables from sale of real estate units are secured with pre-completed property units. The legal title and ownership of these units will only be transferred to the customers upon full payment of the contract price. Receivables from sale of club shares are secured by the shares held by the Company. For other receivables, since the Company trades only with recognized third parties, there is no requirement for collateral.

With respect to credit risk arising from the financial assets of the Company, which comprise of cash and cash equivalents, short-term investments, receivables, finance lease receivables, advances to associates and other related parties and AFS financial assets, deposits and guarantee bonds, the Company's exposure to credit risk arises from default of the counterparty, with a maximum exposure equal to the carrying value of these financial assets.

**Liquidity Risk.** Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. The Company seeks to manage its liquidity profile to be able to finance its capital expenditures and service its maturing debts. The Company's objective is to maintain a balance between continuity of funding and flexibility through valuation of projected and actual cash flow information. The Company considers obtaining borrowings as the need arises.

### **Fair Value of Financial Assets and Financial Liabilities**

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

- Level 1: quoted (unadjusted) prices in active markets for identical assets or liabilities;
- Level 2: other techniques for which all inputs which have significant effect on the recorded fair value are observable, either directly or indirectly; and,
- Level 3: techniques which use inputs which have a significant effect on the recorded fair value that are not based on observable market data.

Set out below is a comparison by category and by class of carrying values and fair values of all the Company's financial assets and liabilities:

	<b>March 31, 2020</b>		<b>December 31, 2019</b>	
	<b>(Unaudited)</b>		<b>(Audited)</b>	
<i>Financial assets measured at fair value</i>				
Through profit or loss	76,231	76,231	140,457	140,457
Through other comprehensive income	4,532,042	4,532,042	5,512,817	5,512,817
<i>Financial assets for which fair value is disclosed</i>	19,341,806	48,444,804	17,537,249	43,609,782
<i>Financial liabilities for which fair value is disclosed</i>				
Refundable deposit	16,805,818	13,856,777	16,778,195	15,188,477
Long term debt	3,800,000	3,910,388	4,511,111	4,705,396
Lease liability	1,161,189	1,161,189	1,226,294	1,226,294

Fair value is defined as the amount at which the financial assets and financial liabilities could be exchanged in a current transaction between knowledgeable willing parties in an arm's length transaction, other than in a forced liquidation or sale. Fair values are obtained from quoted market prices, discounted cash flow models and other valuation models, as appropriate.

The following methods and assumptions are used to estimate the fair value of each class of financial assets and financial liabilities:

Cash and Cash Equivalents, Short-term Investments, Advances to Associates, Receivables, Loans Payable and Trade and Other Current Liabilities. The carrying values of these financial assets approximate their fair values due to the relatively short-term maturities of these financial assets and financial liabilities.

Trade Receivables and Finance Lease Receivable. The fair value of these instruments is determined by discounting the estimated cash flows using prevailing interest rates as at reporting dates.

Investments Held for Trading and AFS Financial Assets. The fair values of investments held for trading and AFS financial assets in quoted equity shares are based on quoted prices in the PSE or those shares whose prices are readily available from brokers or other regulatory agency as at reporting date. There are no quoted market prices for the unlisted shares and there are no other reliable sources of their fair values, therefore, these are carried at cost, net of any impairment loss.

Nontrade Liability. The fair value of nontrade liability is determined by discounting estimated cash flows using prevailing interest rates as at reporting dates.

Long-term Debt. The fair value of long-term debt is determined by discounting the obligations' expected future cash flows using prevailing interest rates as at reporting dates.

Obligations under Finance Lease. The fair value of installment payable and obligations under finance lease with fixed interest rate is based on the discounted net present value of cash flows using the prevailing MART 2 rates as at reporting dates.

### **Determination of Fair Value and Fair Value Hierarchy**

The Company has Investments held for trading and AFS investments in quoted equity securities recorded at Level 1 fair value. These are the only financial assets and financial liabilities carried at fair value.

### **Other Required Disclosures**

- A. The attached interim financial reports were prepared in compliance with Philippine Financial Reporting Standards (PFRS). The accounting policies and methods of computation followed in these interim financial statements are the same compared with the audited financial statements for the period ended December 31, 2019.

The adoption of the following PFRS standards enumerated below does not have significant impact on its consolidated financial statements which are effective January 1, 2020.

- i. Amendments to PFRS 3, Definition of a Business
- ii. Amendments to PAS 1, Presentation of Financial Statements, and PAS 8, Accounting Policies, Changes in Accounting Estimates and Errors, Definition of Material

The Company continues to assess the impact of the above new, amended and improved accountings standards effective subsequent to December 31, 2019 on its consolidated financial statements in the period of initial application. Additional disclosures required by these amendments will be included in the Company's consolidated financial statements when these amendments are adopted.

- B. Impact of Covid-19 to Belle's business and operations.

On March 16, 2020, the Philippine Government declared the entire Luzon area under enhanced community quarantine ("ECQ), which was slightly eased to a modified enhanced community quarantine ("MECQ) for Metro Manila on May 16, 2020. ECQ and MECQ restrictions have temporarily disrupted the business operations of the Company.

- C. There were no material changes in estimates of amounts reported in prior periods that have material effects in the current interim period.
- D. Except as disclosed in the MD&A, there were no other issuances, repurchases and repayments of debt and equity securities.
- E. There were no material events subsequent to March 31, 2020 up to the date of this report that needs disclosure herein.
- F. There were no changes in contingent liabilities or contingent assets since March 31, 2020.
- G. There exist no material contingencies affecting the current interim period.

## December 31, 2019 versus December 31, 2018 Results of Operations (in thousands)

	December 31		Horizontal Analysis	Vertical Analysis		
	2019	2018	Increase (Decrease)	2019	2018	
<b>REVENUE</b>						
Gaming revenue share	P 2,976,366	P 3,211,857	(235,491)	-7%	40%	38%
Lease income - Building	2,670,953	724,431	1,946,522	269%	36%	9%
Equipment rental and instant scratch ticket sales (POSC)	681,484	1,448,318	(766,834)	-53%	9%	17%
Sale of real estate	487,307	670,527	(183,220)	-27%	7%	8%
Distribution and commission income (POSC)	308,381	487,626	(179,245)	-37%	4%	6%
Revenue from property management	214,635	186,194	28,441	15%	3%	2%
Interest income on finance lease accounting	-	1,663,824	(1,663,824)	-100%	0%	20%
Others	157,092	122,235	34,857	29%	2%	1%
<b>TOTAL REVENUES</b>	<b>7,496,218</b>	<b>8,515,012</b>	<b>(1,018,794)</b>	<b>-12%</b>	<b>100%</b>	<b>100%</b>
<b>COST OF GAMING OPERATIONS</b>	<b>(135,865)</b>	<b>(178,264)</b>	<b>(42,399)</b>	<b>24%</b>	<b>-2%</b>	<b>-2%</b>
<b>COST OF LEASE INCOME</b>	<b>(836,938)</b>	<b>(341,600)</b>	<b>495,338</b>	<b>-145%</b>	<b>-11%</b>	<b>-4%</b>
<b>COST OF LOTTERY SERVICES</b>	<b>(983,422)</b>	<b>(1,270,160)</b>	<b>(286,738)</b>	<b>23%</b>	<b>-13%</b>	<b>-15%</b>
<b>COST OF REAL ESTATE SOLD</b>	<b>(202,335)</b>	<b>(363,568)</b>	<b>(161,233)</b>	<b>44%</b>	<b>-3%</b>	<b>-4%</b>
<b>COST OF PROPERTY MANAGEMENT SERVICES</b>	<b>(159,854)</b>	<b>(134,960)</b>	<b>24,894</b>	<b>-18%</b>	<b>-2%</b>	<b>-2%</b>
<b>GENERAL AND ADMINISTRATIVE EXPENSES</b>	<b>(1,386,592)</b>	<b>(1,802,136)</b>	<b>(415,544)</b>	<b>23%</b>	<b>-18%</b>	<b>-21%</b>
<b>TOTAL COSTS AND EXPENSES</b>	<b>(3,705,006)</b>	<b>(4,090,688)</b>	<b>(385,682)</b>	<b>9%</b>	<b>-49%</b>	<b>-48%</b>
<b>INCOME FROM OPERATIONS</b>	<b>3,791,212</b>	<b>4,424,324</b>	<b>(633,112)</b>	<b>-14%</b>	<b>51%</b>	<b>52%</b>
<b>UNREALIZED GAIN ON FINANCIAL ASSET AT FAIR VALUE</b>						
THROUGH PROFIT OR LOSS	(15,248)	(11,903)	(3,345)	28%	0%	0%
INTEREST EXPENSE AND OTHER FINANCE CHARGES	(478,880)	(464,861)	14,019	-3%	-6%	-5%
INTEREST INCOME	75,157	58,251	16,906	29%	1%	1%
NET FOREIGN EXCHANGE LOSS	(2)	(683)	681	-100%	0%	0%
OTHER INCOME (CHARGES)	(155,073)	(191,084)	36,011	-19%	-2%	-2%
<b>INCOME BEFORE INCOME TAX</b>	<b>3,217,166</b>	<b>3,814,044</b>	<b>(596,878)</b>	<b>-16%</b>	<b>43%</b>	<b>45%</b>
<b>PROVISION FOR INCOME TAXES</b>						
Current	274,033	225,415	48,618	22%	4%	3%
Deferred	19,406	363,495	(344,089)	-95%	0%	4%
	293,439	588,910	(295,471)	-50%	4%	7%
<b>NET INCOME</b>	<b>P 2,923,727</b>	<b>P 3,225,134</b>	<b>(301,407)</b>	<b>-9%</b>	<b>39%</b>	<b>38%</b>

Belle realized consolidated revenues of ₱7,496.2 million for the year ended December 31, 2019, down 12% compared to revenues of ₱8,515.0 million for 2018. As a result, Belle's consolidated net income of ₱2,923.7 million for 2019 was 9% lower than consolidated net income of ₱3,225.1 million for 2018.

Belle's overall operating performance was affected by weaker results at Pacific Online Systems Corporation ("Pacific Online"), which leases online betting equipment to the Philippine Charity Sweepstakes Office ("PCSO") for their lottery and keno operations. Pacific Online, which is 50.1%-owned by Belle's subsidiary Premium Leisure Corp. ("PLC"), posted a 49% decrease in revenues, from ₱1,935.9 million in 2018 to ₱989.9 million in 2019. This was due to competition from the small-town lottery, and the temporary suspension of lottery and keno operations by the PCSO during the third quarter of 2019. With the suspensions since lifted, Pacific Online is working closely with the PCSO and its network of agents to boost the attractiveness of the pari-mutuel games it offers, and is working to implement cost efficiency measures across its operations.

Belle's real estate operations realized a 5% increase in revenues, to ₱3,530.0 million in 2019 from ₱3,367.2 million in 2018. Of real estate revenues in 2019, ₱2,671.0 million came from Belle's lease of the land and buildings comprising City of Dreams Manila to Melco Resorts and Entertainment (Philippines) Corporation ("MRP"), which was a 12% improvement over 2018. Belle's real estate sales and property management activities at its Tagaytay Highlands complex contributed the balance of ₱859.0 million during 2019.



Belle's primary growth driver, its share in the gaming revenues at City of Dreams Manila, remains resilient. PLC registered a ₱2,976.4 million share in gaming earnings of City of Dreams Manila in 2019, which was lower by 7% compared to ₱3,211.9 million in 2018. To mitigate this, Belle decreased its total costs and expenses by 9%, to ₱3,705.0 million in 2019 from ₱4,090.7 million in 2018. As a result, excluding extraordinary and non-recurring items, Belle's recurring net income of ₱3,437.6 million for 2019 was within range of its recurring net income of ₱3,464.2 million for 2018.

### **Revenues**

Total consolidated revenues of ₱7,496.2 million for 2019 were lower by ₱1,018.8 million (12%), compared to ₱8,515.0 million for 2018. The lease revenue from the land and buildings of City of Dreams Manila increased by ₱282.7 million (12%) in 2019, from ₱2,388.3 million for 2018 to ₱2,671.0 million for 2019. This was offset by decreases in revenues of Pacific Online by ₱946.1 million (49%), from ₱1,935.9 million in 2018 to ₱989.9 million in 2019, gaming revenue share in City of Dreams Manila by ₱235.5 million (7%) from ₱3,211.9 million in 2018 to ₱2,976.4 million in 2019 and revenue from real estate development and management activities by ₱120.0 million (12%), from ₱979.0 million in 2018 period to ₱859.0 million in 2019.

### **Costs of Gaming Operations**

The costs of gaming operations at PLC decreased by ₱42.4 million (24%) to ₱135.9 million for 2019, from ₱178.3 million for 2018, due to lower consultancy fees and other costs at PLC's wholly-owned subsidiary, Premium Leisure and Amusement Inc. ("PLAI"). PLAI has a direct economic participation in the gaming operations at City of Dreams Manila, by virtue of an operating agreement with MRP that accords PLAI a share of gaming revenue or earnings. MRP is a Philippine Corporation controlled by Melco Resorts and Entertainment Limited ("Melco"), a Hong Kong-based corporation which develops, owns and operates gaming and entertainment facilities around the world, mostly in Macau.

### **Costs of Lease Income**

Costs of lease income in respect of the City of Dreams Manila property increased by ₱495.3 million (145%), to ₱836.9 million in 2019 from ₱341.6 million in 2018, mainly due to depreciation expense recognized as a result of the change in the accounting basis for the lease of the buildings at City of Dreams Manila from finance lease to operating lease, starting in October 2018 and adoption of PFRS 16, Leases.

### **Costs of Lottery Services**

Costs of lottery services at Pacific Online decreased by ₱286.8 million (23%), to ₱983.4 million in 2019 from ₱1,270.2 million in 2018, mainly due to lower consultancy and professional fees.

### **Costs of Real Estate Sold**

Costs of real estate sold decreased by ₱161.3 million (44%) to 202.3 million in 2019, from ₱363.6 million in 2018, due to the lower revenue therefrom recognized during the period.

### **Costs of Property Management Services**

Costs of property management services increased by ₱24.9 million (18%), to ₱159.9 million for 2019, from ₱135.0 million for 2018, due to additional depreciation on service equipment.

### **General and Administrative Expenses**

General and administrative expenses decreased by ₱415.5 million (23%), to ₱1,386.6 million for 2019 from ₱1,802.1 million for 2018, due to lower expenses at PLC.

**Financial Income (Expense)**

Interest expense and other finance charges increased by ₱14.0 million (3%) to ₱478.9 million for 2019, from ₱464.9 million for 2018. In 2019, as a result of PFRS 16 (Leases) adoption, the Company recognized an interest expense on lease liabilities amounting to ₱71.4 million. The interest expense paid to financial institutions was lower by ₱57.4 million (12%) due to a ₱1,076.7 million (14%) reduction in the Company's total interest-bearing debt in 2019, to ₱6,461.1 million as of December 31, 2019, from ₱7,537.8 million as of December 31, 2018. Interest income increased by ₱16.9 million (29%), to ₱75.2 million in 2019, from ₱58.3 million in 2018, due to higher balances of and average yields on short-term investments.

**Provision for Income Taxes**

The Company's consolidated provision for income taxes decreased by ₱295.5 million (50%) in 2019, to ₱293.4 million from ₱588.9 million in 2018, due to the net operating loss at Pacific Online during 2019.

**Net Income**

As a result of the foregoing, the Company realized consolidated net income of ₱2,923.8 million for 2019. While the Company's total consolidated net income was ₱301.3 million (9%) lower than consolidated net income of ₱3,225.1 million for 2018, Belle's core operations continued to be stable. Earnings before interest, taxes, depreciation and amortization ("EBITDA") excluding Pacific Online for 2019 increased by ₱665.1 million (14%) to ₱5,554.2 million, compared to ₱4,889.1 million for the 2018 period.

Belle's consistent profitability allowed the Company to declare a regular cash dividend to its shareholders on February 27, 2020 in the amount of ₱1,171.5 million (0.12 per outstanding share), payable on March 27, 2020 to shareholders of record as of March 13, 2020.

## December 31, 2019 vs December 31, 2018 Statement of Financial Position (in thousands)

	December 31		Horizontal Analysis		Vertical Analysis	
	2019	2018	Inc (Dec)	%	2019	2018
<b>ASSETS</b>						
<b>Current Assets</b>						
Cash and cash equivalents	P 4,104,674	P 2,653,717	1,450,957	55%	9%	6%
Financial assets at fair value through profit or loss	140,457	155,705	(15,248)	-10%	0%	0%
Receivables	2,463,605	1,688,453	775,152	46%	6%	4%
Contract assets	40,511	37,892	2,619	7%	0%	0%
Real estate for sale	327,124	475,785	(148,661)	-31%	1%	1%
Land held for future development	3,005,429	2,998,577	6,852	0%	7%	7%
Other current assets	1,637,773	1,763,057	(125,284)	-7%	4%	4%
	<b>11,719,573</b>	<b>9,773,186</b>	<b>1,946,387</b>	<b>20%</b>	<b>26%</b>	<b>23%</b>
<b>Noncurrent Assets</b>						
Contract assets - net of noncurrent portion	89,612	130,123	(40,511)	-31%	0%	0%
Installment receivables	404,518	510,446	(105,928)	-21%	1%	1%
Financial assets at fair value through other comprehensive income	5,512,817	4,770,772	742,045	16%	12%	11%
Investments in and advances to associates - net	77,950	78,017	(67)	0%	0%	0%
Investment properties	19,491,825	20,094,843	(603,018)	-3%	44%	47%
Intangible asset	4,465,206	4,581,040	(115,834)	-3%	10%	11%
Goodwill	1,343,809	1,721,327	(377,518)	-22%	3%	4%
Property and equipment	164,825	363,939	(199,114)	-55%	0%	1%
Right of Use	914,088	-	914,088	N/A	2%	0%
Pension asset	10,312	7,856	2,456	31%	0%	0%
Deferred tax asset	52,825	8,864	43,961	496%	0%	0%
Other noncurrent assets	524,508	450,673	73,835	16%	1%	1%
	<b>33,052,295</b>	<b>32,717,900</b>	<b>334,395</b>	<b>1%</b>	<b>74%</b>	<b>77%</b>
<b>TOTAL ASSET</b>	<b>P 44,771,868</b>	<b>P 42,491,086</b>	<b>2,280,782</b>	<b>5%</b>	<b>100%</b>	<b>100%</b>
<b>LIABILITIES AND EQUITY</b>						
<b>Current Liabilities</b>						
Trade and other current liabilities	P 2,301,824	P 2,110,143	191,681	9%	5%	5%
Loans payable	1,950,017	1,500,017	450,000	30%	4%	4%
Income tax payable	4,275	9,415	(5,140)	-55%	0%	0%
Current portion of:						
Long-term debt	944,444	2,091,319	(1,146,875)	-55%	2%	5%
Lease Liability	85,660	-	85,660	N/A	0%	0%
Obligations under finance lease	-	19,379	(19,379)	-100%	0%	0%
	<b>5,286,220</b>	<b>5,730,273</b>	<b>(444,053)</b>	<b>-8%</b>	<b>12%</b>	<b>13%</b>
Noncurrent portion of:						
Long-term debt	3,566,667	3,911,111	(344,444)	-9%	8%	9%
Lease Liability	918,275	-	918,275	N/A	2%	0%
Obligations under finance lease	-	15,995	(15,995)	-100%	0%	0%
Pension liability	54,532	8,582	45,950	535%	0%	0%
Deferred tax liabilities	2,741,361	2,667,581	73,780	3%	6%	6%
Other noncurrent liability	343,424	312,313	31,111	10%	1%	1%
	<b>7,624,259</b>	<b>6,915,582</b>	<b>708,677</b>	<b>10%</b>	<b>17%</b>	<b>16%</b>
<b>TOTAL LIABILITIES</b>	<b>12,910,479</b>	<b>12,645,855</b>	<b>264,624</b>	<b>2%</b>	<b>29%</b>	<b>30%</b>
<b>Equity</b>						
Attributable to equity holders of parent:						
Common stock	10,561,000	10,561,000	-	0%	24%	25%
Additional paid-in capital	5,503,731	5,503,731	-	0%	12%	13%
Treasury stock	(2,476,700)	(2,476,700)	-	0%	-6%	-6%
Equity share in cost of Parent Company shares held by associates	(2,501)	(2,501)	-	0%	0%	0%
Cost of Parent Company common and preferred shares held by subsidiaries	(1,493,752)	(1,695,369)	201,617	-12%	-3%	-4%
Unrealized gain on financial assets at fair value through other comprehensive income	1,386,615	1,047,057	339,558	32%	3%	2%
Other reserves	2,992,768	3,059,718	(66,950)	-2%	7%	7%
Excess of net asset value of an investment over cost	252,040	252,040	-	0%	1%	1%
Retained Earnings	11,707,576	10,221,830	1,485,746	15%	26%	24%
Total equity attributable to equity holders of the Parent	<b>28,430,777</b>	<b>26,470,806</b>	<b>1,959,971</b>	<b>7%</b>	<b>64%</b>	<b>62%</b>
Non-controlling interests	3,430,612	3,374,425	56,187	2%	8%	8%
<b>Total Equity</b>	<b>31,861,389</b>	<b>29,845,231</b>	<b>2,016,158</b>	<b>7%</b>	<b>71%</b>	<b>70%</b>
<b>TOTAL LIABILITIES AND EQUITY</b>	<b>P 44,771,868</b>	<b>P 42,491,086</b>	<b>2,280,782</b>	<b>5%</b>	<b>100%</b>	<b>100%</b>

## **ASSETS**

Total assets of the Company increased by ₱2,280.8 million (5%) to ₱44,771.9 million as of December 31, 2019, from ₱42,491.1 million as of December 31, 2018.

### **Cash and Cash equivalents**

Cash and cash equivalents increased by ₱1,451.0 million (55%), to ₱4,104.7 million as of December 31, 2019 from ₱2,653.7 million as of December 31, 2018, due mainly to cash flows from operations, offset by the regular cash dividend of ₱1,171.5 million paid on March 28, 2019.

### **Financial Assets at Fair Value through Profit or Loss (“FVTPL”)**

The Company’s FVTPL decreased by ₱15.2 million (10%), to ₱140.5 million as of December 31, 2019 from ₱155.7 million as of December 31, 2018, due to the decrease in market value of listed shares held by Pacific Online. As at December 31, 2019, the Company’s consolidated FVTPL consists of investments of Pacific Online in listed shares of Leisure and Resorts World Corporation, Vantage Equities, Inc., and PLDT, Inc.

### **Receivables, Contract Assets and Installment Receivables**

Receivables, Contract Assets and Installment Receivables increased by ₱631.3 million (27%), to ₱2,998.2 million as of December 31, 2019 from ₱2,366.9 million as of December 31, 2018.

### **Real Estate for Sale**

Real estate for sale decreased by ₱148.7 million (31%), to 327.1 million as of December 31, 2019 from ₱475.8 million as of December 31, 2018, due to sales of real estate.

### **Financial Assets at Fair Value through Other Comprehensive Income (“FVOCI”)**

The Company’s FVOCI increased by ₱742.0 million (16%), to ₱5,512.8 million as of December 31, 2019 from ₱4,770.8 million as of December 31, 2018, due increases in the market values of these investments.

### **Intangible Asset**

This pertains to the cost of the License to operate integrated resorts that was granted by the Philippine Amusement and Gaming Corp (“PAGCOR”) to PLAI. Belle and MRP are Co-Licensees under PLAI’s PAGCOR License. Amortization of the intangible asset on the License started on December 14, 2014, which is the effectivity date of the Notice to Commence Casino Operations granted by PAGCOR. Intangible assets decreased by ₱115.8 million (3%) in 2019 mainly due to amortization expense on the License.

### **Investment Properties**

This account consists mainly of carrying value of the City of Dreams Manila land and building in Entertainment City in Aseana Business Park in Paranaque City. The ₱603.0 million (3%) decrease during 2019 were due to depreciation expense on the City of Dreams Manila building.

### **Goodwill**

Goodwill decreased by ₱377.5 million due to provision for impairment on Pacific Online’s Goodwill in 2019.

### Right-Of-Use Assets

Right-Of-Use Assets increased in 2019 by ₱914.0 million due to the adoption of PFRS 16, Leases starting January 1, 2019.

### Other Assets

Other assets decreased by ₱51.4 million (2%), to ₱2,162.3 million as of December 31, 2019 from ₱2,213.7 million as of December 31, 2018, mainly due to decreases in advances to contractors.

## LIABILITIES

Total liabilities increased by ₱264.6 million (2%), to ₱12,910.5 million as of December 31, 2019, from ₱12,645.8 million as of December 31, 2018, due to the recognition of contractual liabilities from leases as a result of the adoption of PFRS 16 (Leases) starting January 1, 2019.

### Trade and Other Current Liabilities

Trade and other current liabilities increased by ₱191.7 million (9%) to ₱2,301.8 million as of December 31, 2019, from ₱2,110.1 million as of December 31, 2018, due to increases in trade payables.

### Loans Payable and Long-Term Debt

Total consolidated debt, amounting to ₱6,461.1 million as of December 31, 2019, consists of Peso-denominated borrowings of Belle from various local financial institutions, with an average interest rate of approximately 5.57% per annum during the year ended December 31, 2019. The outstanding amount of total debt decreased by ₱1,076.7 million (14%) from ₱7,537.8 million as of December 31, 2018, due to debt principal repayments.

### Other Noncurrent Liabilities

Other Noncurrent Liabilities increased by ₱1,069.1 million (35%) to ₱4,057.6 million as of December 31, 2019, from ₱2,988.5 million as of December 31, 2018, due to the recognition of liabilities from long-term operating leases as a result of the adoption of PFRS 16 (Leases).

## EQUITY

The Company's shareholders' equity as of December 31, 2019 of ₱31,861.4 million was higher by ₱2,016.2 million (7%), compared to its shareholders' equity of ₱29,845.2 million as of December 31, 2018, due to the Company's consolidated net income of ₱2,923.8 million for 2019 and the ₱339.6 million increase in market values of financial assets at FVOCI. The increases were offset by the ₱1,541.9 million regular cash dividend paid to its shareholders on March 28, 2019.

Below are the comparative key performance indicators of the Company and its subsidiaries:

### *Belle Corporation (consolidated)*

	December 31, 2019	December 31, 2018
Asset to equity ratio	1.41 : 1.00	1.42: 1.00
Current or Liquidity ratio	2.22 : 1.00	1.71: 1.00
Debt-to-equity ratio	0.20 : 1.00	0.25: 1.00
Net debt-to-equity ratio	0.07 : 1.00	0.16: 1.00
Interest rate coverage ratio	7.56 : 1.00	9.08:1.00
Return on assets	6.7%	7.7%
Return on equity	9.5%	10.7%

*Premium Leisure Corp. (consolidated)*

	<b>December 31, 2019</b>	December 31, 2018
Asset to equity ratio	<b>1.11 : 1.00</b>	1.09 : 1.00
Current or Liquidity ratio	<b>4.35 : 1.00</b>	4.58 : 1.00
Debt-to-equity ratio	<b>0.008 : 1.00</b>	0.00 : 1:00
Net debt-to-equity ratio	<b>0.00 : 1.00</b>	(0.17) : 1.00
Interest rate coverage ratio	<b>215.38 : 1.00</b>	5.996 : 1:00
Return on assets	<b>10.74%</b>	12.2%
Return on equity	<b>11.82%</b>	13.3%

*Pacific Online Systems Corporation (consolidated)*

	<b>December 31, 2019</b>	December 31, 2018
Asset to equity ratio	<b>1.30 : 1.00</b>	1.19 : 1.00
Current or Liquidity ratio	<b>2.40 : 1.00</b>	4.00 : 1.00
Debt-to-equity ratio	<b>0.30 : 1.00</b>	0.19 : 1.00
Net debt-to-equity ratio	<b>0.00 : 1.00</b>	(0.30) : 1.00
Interest rate coverage ratio	<b>(55.40) : 1.00</b>	79.04 : 1.00
Return on assets	<b>-18.7%</b>	14.5%
Return on equity	<b>-24.4%</b>	17.3%

The above performance indicators are calculated as follows:

Current Ratio	$\frac{\text{Current Assets}}{\text{Current Liabilities}}$
Debt to Equity Ratio	$\frac{\text{Interest-bearing debt}}{\text{Total Equity}}$
Asset-to-equity Ratio	$\frac{\text{Total Assets}}{\text{Total Equity}}$
Return on Equity	$\frac{\text{Net Income}}{\text{Average equity during the period}}$
Return on Assets	$\frac{\text{Net Income}}{\text{Average assets during the period}}$
Interest Coverage Ratio	$\frac{\text{Income Before Interest \& Tax}}{\text{Interest Expense}}$
Net debt-to-equity ratio	$\frac{\text{Interest-bearing debt less cash and cash equivalents}}{\text{Total Equity}}$

The Company does not foresee any cash flow or liquidity problems over the next twelve months. As of December 31, 2019, consolidated total debt of the Company of ₱6,461.1 million was comprised of borrowings from renewable short-term bank lines of ₱1,950.0 million and amortizing term loans from banks of ₱4,511.1 million. Belle has real estate projects, lease agreements and investments from which it expects to generate cash flow sufficient for its foreseeable requirements. Meanwhile, the Company continues to be in compliance with the terms of all of its debt obligations.

As of December 31, 2019, except for what has been noted in the preceding, there were no material events or uncertainties known to management that had a material impact on past performance, or that would have a material impact on the future operations, in respect of the following:

- a. Any Known Trends, Events or Uncertainties (Material Impact on Liquidity) Material commitments for capital expenditures that are reasonably expected to have a material impact on the Company's short-term or long-term liquidity;
- b. Events that will trigger direct or contingent financial obligation that is material to the company, including any default or acceleration of an obligation.
- c. All material off-balance sheet transactions, arrangements, obligations (including contingent obligations), and other relationships of the company with unconsolidated entities or other persons created during the reporting period.
- d. Description of any material commitments for capital expenditures, general purpose of such commitments, expected sources of funds for such expenditures:
- e. Any Known Trends, Events or Uncertainties (Material Impact on Sales)
- f. Any Significant Elements of Income or Loss (from continuing operations)

## December 31, 2018 versus December 31, 2017 Results of Operations (in thousands)

	For year ended December 31		Horizontal Analysis		Vertical Analysis	
	2018	2017	Increase (Decrease)	2018	2017	
<b>REVENUE</b>						
Gaming revenue share	P 3,211,857	P 2,609,353	602,504	23.1%	37.7%	32.6%
Interest income on finance lease accounting	1,663,824	2,069,841	(406,017)	-19.6%	19.5%	25.8%
Equipment rental and instant scratch ticket sales (POSC)	1,448,318	1,840,521	(392,203)	-21.3%	17.0%	23.0%
Sale of real estate	670,527	596,667	73,860	12.4%	7.9%	7.4%
Lease income - Building	532,539	-	532,539	n/a	6.3%	0.0%
Distribution and commission income (POSC)	487,626	479,472	8,154	1.7%	5.7%	6.0%
Revenue from property management	186,194	115,939	70,255	60.6%	2.2%	1.4%
Lease income	191,892	190,021	1,871	1.0%	2.3%	2.4%
Others	122,235	110,246	11,989	10.9%	1.4%	1.4%
<b>TOTAL REVENUES</b>	<b>8,515,012</b>	<b>8,012,060</b>	<b>502,952</b>	<b>6.3%</b>	<b>100.0%</b>	<b>100.0%</b>
<b>COST OF GAMING OPERATIONS</b>	<b>(178,264)</b>	<b>(234,630)</b>	<b>(56,366)</b>	<b>-24.0%</b>	<b>-2.1%</b>	<b>-2.9%</b>
<b>COST OF LEASE INCOME</b>	<b>(341,600)</b>	<b>(196,831)</b>	<b>144,769</b>	<b>-73.5%</b>	<b>-4.0%</b>	<b>-2.5%</b>
<b>COST OF LOTTERY SERVICES</b>	<b>(1,270,160)</b>	<b>(1,238,442)</b>	<b>31,718</b>	<b>-2.6%</b>	<b>-14.9%</b>	<b>-15.5%</b>
<b>COST OF REAL ESTATE SOLD</b>	<b>(363,568)</b>	<b>(256,500)</b>	<b>107,068</b>	<b>41.7%</b>	<b>-4.3%</b>	<b>-3.2%</b>
<b>COST OF PROPERTY MANAGEMENT SERVICES</b>	<b>(134,960)</b>	<b>(68,907)</b>	<b>66,053</b>	<b>95.9%</b>	<b>-1.6%</b>	<b>-0.9%</b>
<b>GENERAL AND ADMINISTRATIVE EXPENSES</b>	<b>(1,668,051)</b>	<b>(1,467,255)</b>	<b>200,796</b>	<b>13.7%</b>	<b>-19.6%</b>	<b>-18.3%</b>
<b>TOTAL COSTS AND EXPENSES</b>	<b>(3,956,603)</b>	<b>(3,462,565)</b>	<b>494,038</b>	<b>14.3%</b>	<b>-46.5%</b>	<b>-43.2%</b>
<b>INCOME FROM OPERATIONS</b>	<b>4,558,409</b>	<b>4,549,495</b>	<b>8,914</b>	<b>-0.2%</b>	<b>53.5%</b>	<b>56.8%</b>
<b>UNREALIZED GAIN (LOSS) ON FINANCIAL ASSET AT FAIR VALUE THROUGH PROFIT OR LOSS</b>						
	(11,903)	67,705	(79,608)	-117.6%	-0.1%	0.8%
<b>INTEREST EXPENSE AND OTHER FINANCE CHARGES</b>	<b>(464,861)</b>	<b>(503,665)</b>	<b>(38,804)</b>	<b>-7.7%</b>	<b>-5.5%</b>	<b>-6.3%</b>
<b>INTEREST INCOME</b>	<b>58,251</b>	<b>29,577</b>	<b>28,674</b>	<b>96.9%</b>	<b>0.7%</b>	<b>0.4%</b>
<b>NET FOREIGN EXCHANGE LOSS</b>	<b>(683)</b>	<b>(1,641)</b>	<b>958</b>	<b>-58.4%</b>	<b>0.0%</b>	<b>0.0%</b>
<b>OTHER INCOME (CHARGES)</b>	<b>(325,169)</b>	<b>166,149</b>	<b>(491,318)</b>	<b>-295.7%</b>	<b>-3.8%</b>	<b>2.1%</b>
<b>INCOME BEFORE INCOME TAX</b>	<b>3,814,044</b>	<b>4,307,620</b>	<b>(493,576)</b>	<b>-11.5%</b>	<b>44.8%</b>	<b>53.8%</b>
<b>PROVISION FOR INCOME TAXES</b>						
Current	225,415	316,330	(90,915)	-28.7%	2.6%	3.9%
Deferred	363,495	480,649	(117,154)	-24.4%	4.3%	6.0%
	<b>588,910</b>	<b>796,979</b>	<b>(208,069)</b>	<b>-26.1%</b>	<b>6.9%</b>	<b>9.9%</b>
<b>NET INCOME</b>	<b>P 3,225,134</b>	<b>P 3,510,641</b>	<b>(285,507)</b>	<b>-8.1%</b>	<b>37.9%</b>	<b>43.8%</b>
Net profit attributable to:						
Equity holders of the parent	P 2,647,757	P 2,872,412	(224,655)	-7.8%	31.1%	35.9%
Non-Controlling Interests	577,377	638,229	(60,852)	-9.5%	6.8%	8.0%
	<b>P 3,225,134</b>	<b>P 3,510,641</b>	<b>(285,507)</b>	<b>-8.1%</b>	<b>37.9%</b>	<b>43.8%</b>

Belle Corporation (“Belle” or the “Company”) reported consolidated revenues of ₱8,515.0 million for 2018, up 6% compared to ₱8,012.1 million in 2017. Belle’s consolidated net income decreased 8% to ₱3,225.1 million in 2018, from ₱3,510.6 million the previous year; however, excluding capital gains on sales of non-core investments and extraordinary items, Belle’s recurring net income of ₱3,610.6 million for 2018 was 10% higher than recurring net income of ₱3,287.8 million for 2017. Belle’s revenues and recurring net income for 2018 were both record levels, driven primarily by growth in gaming revenues.

Through its subsidiary Premium Leisure Corp. (“PLC”), Belle reported a 23% increase in its share of gaming earnings from City of Dreams Manila, rising to ₱3,211.9 million in 2018 from ₱2,609.4 million a year earlier.

Belle’s real estate business also contributed to its banner year with ₱3,367.2 million in revenues, up 9% from ₱3,082.7 billion in 2017. Of this, ₱2,388.3 million came from Belle’s lease of land and building to Melco Resorts and Entertainment (Philippines) Corporation, a 6% improvement over 2017 levels. Belle’s real estate sales and property management activities at its Tagaytay and Midlands residential and leisure complexes contributed the balance of ₱979.0 million, 19% more than previous year.

The strong 2018 results enabled Belle to declare a regular dividend of ₱0.12 per share on February 28, 2019, for a total dividend payment of approximately ₱1,171.5 million, payable on March 28, 2019 to shareholders of record as of March 14, 2019.



## **Revenues**

Total revenues of ₱8,515.0 million for the year ended December 31, 2018 were higher by ₱503.0 million (6%), compared to ₱8,012.1 million for the year ended December 31, 2017, mainly due to: an increase in revenue from the share of PLC in gaming earnings of City of Dreams Manila by ₱602.5 million (23%), from ₱2,609.4 million for the 2017 period to ₱3,211.9 million for the 2018 period; an increase in lease revenue from the City of Dreams Manila buildings by ₱128.4 million (6%), from ₱2,259.9 million in the 2017 to ₱2,388.3 million during the 2018; an increase in distribution and commission income of Pacific Online Systems Corp. (“Pacific Online”) by ₱8.2 million (2%), from ₱479.5 million in 2017 period to ₱487.6 million in the 2018 period; and an increase in revenue from real estate development and management activities by ₱156.1 million (19%), from ₱822.9 million in the 2017 period to ₱979.0 million in the 2018 period. This was offset by a ₱392.2 million (21%) decrease in revenues from Lotto and Keno equipment rental and instant scratch ticket sales of Pacific Online, from ₱1,840.5 million for the 2017 period to ₱1,448.3 million for the 2018 period.

## **Costs of Gaming Operations**

The costs of gaming operations at PLC decreased by ₱₱56.4 million (24%) to ₱₱178.3 million for the 2018 period, from ₱₱234.6 million for the 2017 period, due to lower consultancy fees and other costs at PLC’s wholly-owned subsidiary, Premium Leisure and Amusement Inc. (“PLAI”). PLAI has a direct economic participation in the gaming operations at City of Dreams Manila, by virtue of an operating agreement with Melco Resorts and Entertainment (Philippines) Corporation (“MRP”) that accords PLAI a share of gaming revenue on earnings.

## **Costs of Lease Income**

Costs of lease income, in respect of the City of Dreams Manila property, increased by ₱144.8 million (74%), to ₱341.6 million in the 2018 period from ₱196.8 million in the 2017 period, mainly due to depreciation recognized as a result of a change in the accounting basis for the lease of the buildings of City of Dreams Manila, from finance lease to operating lease, as well as to higher insurance and property taxes on the City of Dreams Manila.

## **Costs of Lottery Services**

Costs of lottery services at Pacific Online increased by ₱31.7 million (3%), to ₱1,270.2 million in the 2018 period from ₱1,238.4 million in the 2017 period, mainly due to an increase in depreciation expenses for lottery equipment and professional fees.

## **Costs of Real Estate sold**

Costs of real estate sold increased by ₱107.1 million (42%) to ₱363.6 million in the 2018 period, from ₱256.5 million in the 2017 period, due to the higher revenue therefrom recognized during the period.

## **Costs of Property Management Services**

Costs of property management services increased by ₱66.1 million (96%), to ₱135.0 million for the 2018 period, from ₱68.9 million for the 2017 period, due to higher power and water usage by customers during the period.

## **General and Administrative Expenses**

General and administrative expenses increased by ₱200.8 million (14%), to ₱1,668.0 million for the 2018 period from ₱1,467.3 million for the 2017 period, due to higher general expenses at PLC.

**Financial Income (Expense)**

Interest expense and other finance charges decreased by ₱38.8 million (8%) to ₱464.9 million for 2018 period, from ₱503.7 million for the 2017 period. This lower interest expense was due to the Company's debt principal repayments in 2018. Interest income increased by ₱28.7 million (97%), to ₱58.3 million in the 2018 period, from ₱29.6 million in the 2017 period, due to higher average yields on short-term investments.

**Provision for Income Taxes**

The provision for income taxes decreased by ₱208.1 million (26%) in 2018, to ₱588.9 million from ₱796.8 million in 2017, due to lower taxable income consolidated from Pacific Online in 2018.

**Net Income**

As a result of the foregoing, the Company realized consolidated net income of ₱3,225.1 million for the year ended December 31, 2018, which was ₱285.5 million (8%) lower than consolidated net income of ₱3,510.6 million for the year ended December 31, 2017. Excluding capital gains from sales of non-core investments and extraordinary items, Belle realized recurring net income of ₱3,610.6 million for the year ended December 31, 2018, which was ₱322.8 million (10%) higher than recurring net income of ₱3,287.8 million for the year ended December 31, 2017. Belle's consistent profitability allowed the Company to pay a regular cash dividend to its shareholders on March 23, 2018 in the amount of ₱1,267.3 million (₱0.12 per outstanding share).

## December 31, 2018 vs December 31, 2017 Statement of Financial Position (in thousands)

	December 31, 2018		December 31, 2017		Horizontal Analysis		Vertical Analysis	
		Audited		Audited	Inc (Dec)	%	2018	2017
<b>ASSETS</b>								
<b>Current Assets</b>								
Cash and cash equivalents	P	2,653,717	P	3,711,248	(1,057,531)	-28.5%	6.2%	8.5%
Financial assets at fair value through profit or loss		155,705		2,279,666	(2,123,961)	-93.2%	0.4%	5.2%
Receivables		1,309,181		1,706,269	(397,088)	-23.3%	3.1%	3.9%
Contract assets		417,164		-	417,164	n/a	1.0%	0.0%
Real estate for sale		475,785		643,265	(167,480)	-26.0%	1.1%	1.5%
Land held for future development		2,998,577		3,099,166	(100,589)	-3.2%	7.1%	7.1%
Current portion of finance lease receivable		-		1,689,973	(1,689,973)	-100.0%	0.0%	3.9%
Other current assets		1,763,057		1,347,963	415,094	30.8%	4.1%	3.1%
		<b>9,773,186</b>		<b>14,477,550</b>	<b>(4,704,364)</b>	<b>-32.5%</b>	<b>23.0%</b>	<b>33.1%</b>
<b>Noncurrent Assets</b>								
Receivables - noncurrent portion		-		389,515	(389,515)	-100.0%	0.0%	0.9%
Contract assets - net of noncurrent portion		640,569		-	640,569	100.0%	1.5%	0.0%
Financial assets at fair value through other comprehensive income		4,770,772		2,475,287	2,295,485	92.7%	11.2%	5.7%
Intangible asset		4,581,040		5,001,237	(420,197)	-8.4%	10.8%	11.4%
Investment properties		20,094,843		1,869,025	18,225,818	975.2%	47.3%	4.3%
Goodwill		1,721,327		1,832,261	(110,934)	-6.1%	4.1%	4.2%
Property and equipment		363,939		648,444	(284,505)	-43.9%	0.9%	1.5%
Investments in and advances to associates - net		78,017		77,975	42	0.1%	0.2%	0.2%
Pension asset		7,856		15,440	(7,584)	-49.1%	0.0%	0.0%
Deferred tax asset		8,864		13,414	(4,550)	-33.9%	0.0%	0.0%
Finance lease receivable - net of current portion		-		16,393,208	(16,393,208)	-100.0%	0.0%	37.5%
Other noncurrent assets		450,673		540,337	(89,664)	-16.6%	1.1%	1.2%
		<b>32,717,900</b>		<b>29,256,143</b>	<b>3,461,757</b>	<b>11.8%</b>	<b>77.0%</b>	<b>66.9%</b>
<b>TOTAL ASSET</b>	<b>P</b>	<b>42,491,086</b>	<b>P</b>	<b>43,733,693</b>	<b>(1,242,607)</b>	<b>-2.8%</b>	<b>100.0%</b>	<b>100.0%</b>
<b>LIABILITIES AND EQUITY</b>								
<b>Current Liabilities</b>								
Trade and other current liabilities	P	2,110,143	P	2,011,183	98,960	4.9%	5.0%	4.6%
Loans payable		1,500,017		2,500,017	(1,000,000)	-40.0%	3.5%	5.7%
Income tax payable		9,415		29,434	(20,019)	-68.0%	0.0%	0.1%
Contract liability - current		-		18,646	(18,646)	-100.0%	0.0%	0.0%
Estimated liability on construction costs		-		18,646	(18,646)	-100.0%	0.0%	0.0%
Current portion of:								
Long-term debt		2,091,319		1,056,944	1,034,375	97.9%	4.9%	2.4%
Obligations under finance lease		19,379		39,489	(20,110)	-50.9%	0.0%	0.1%
		<b>5,730,273</b>		<b>5,655,713</b>	<b>74,560</b>	<b>1.3%</b>	<b>13.5%</b>	<b>12.9%</b>
Noncurrent portion of:								
Long-term debt		3,911,111		5,202,431	(1,291,320)	-24.8%	9.2%	11.9%
Obligations under finance lease		15,995		35,374	(19,379)	-54.8%	0.0%	0.1%
Pension liability		8,582		24,102	(15,520)	-64.4%	0.0%	0.1%
Deferred tax liabilities		2,667,581		2,220,559	447,022	20.1%	6.3%	5.1%
Other noncurrent liability		312,313		234,340	77,973	33.3%	0.7%	0.5%
		<b>6,915,582</b>		<b>7,716,806</b>	<b>(801,224)</b>	<b>-10.4%</b>	<b>16.3%</b>	<b>17.6%</b>
<b>TOTAL LIABILITIES</b>		<b>12,645,855</b>		<b>13,372,519</b>	<b>(726,664)</b>	<b>-5.4%</b>	<b>29.8%</b>	<b>30.6%</b>
<b>Equity</b>								
Attributable to equity holders of parent:								
Common stock		10,561,000		10,561,000	-	0.0%	24.9%	24.1%
Additional paid-in capital		5,503,731		5,503,731	-	0.0%	13.0%	12.6%
Treasury stock		(2,476,700)		(181,185)	(2,295,515)	1266.9%	-5.8%	-0.4%
Equity share in cost of Parent Company shares held by associates		(2,501)		(2,501)	-	0.0%	0.0%	0.0%
Cost of Parent Company common and preferred shares held by subsidiaries		(1,695,369)		(1,585,336)	(110,033)	6.9%	-4.0%	-3.6%
Unrealized gain on financial asset at fair value through other comprehensive income		1,047,057		1,365,375	(318,318)	-23.3%	2.5%	3.1%
Other reserves		3,059,718		3,045,886	13,832	0.5%	7.2%	7.0%
Excess of net asset value of an investment over cost		252,040		252,040	-	0.0%	0.6%	0.6%
Retained Earnings		10,221,830		8,194,187	2,027,643	24.7%	24.1%	18.7%
Total equity attributable to equity holders of the Parent		<b>26,470,806</b>		<b>27,153,197</b>	<b>(682,391)</b>	<b>-2.5%</b>	<b>62.3%</b>	<b>62.1%</b>
Non-controlling interests		3,374,425		3,207,977	166,448	5.2%	7.9%	7.3%
<b>Total Equity</b>		<b>29,845,231</b>		<b>30,361,174</b>	<b>(515,943)</b>	<b>-1.7%</b>	<b>70.2%</b>	<b>69.4%</b>
<b>TOTAL LIABILITIES AND EQUITY</b>	<b>P</b>	<b>42,491,086</b>	<b>P</b>	<b>43,733,693</b>	<b>(1,242,607)</b>	<b>-2.8%</b>	<b>100.0%</b>	<b>100.0%</b>

## **ASSETS**

Total assets of the Company decreased by ₱1,242.6 million (3%) to ₱42,491.1 million as of December 31, 2018, from ₱43,733.7 million as of December 31, 2017.

### **Cash and Cash equivalents**

Cash and cash equivalents decreased by ₱1,057.5 million (29%), to ₱2,653.7 million as of December 31, 2018 from ₱3,711.2 million as of December 31, 2017, due mainly to the regular cash dividend payment of ₱1,267.3 million on March 23, 2018.

### **Financials Assets at Fair Value through Profit or Loss (“FVTPL”)**

The Company’s FVTPL decreased by ₱2,124.0 million (93%), to ₱155.7 million as of December 31, 2018 from ₱2,279.7 million as of December 31, 2017. Due to the adoption of Philippine Financial Reporting Standards (PFRS 9) *Financial Instruments*, Parent Company investments in the shares of Tagaytay Highlands International Golf Club, Inc. (“Tagaytay Highlands”), Tagaytay Midlands Golf Club Inc. (“Midlands”) and The Country Club at Tagaytay Highlands, Inc. (“Country Club”) were reclassified to Financial Assets at Fair Value through Comprehensive Income (“FVOCI”). As at December 31, 2018, the Company’s consolidated FVTPL consists of investments in Pacific Online in listed shares of Leisure and Resorts World Corporation, Vantage Equities, Inc., DFNN, Inc., ISM Communications Corp. and Philippine Long Distance Telephone Company.

### **Finance Lease Receivables**

Due to requirements under Philippine Accounting Standards 17 (PAS 17), the Company accounted its lease agreement with MRP for the City of Dreams Manila buildings as a finance lease until October 2018, even though there is neither a requirement nor any intention to transfer title therefor to Melco or MRP. The Company thus recorded a finance lease receivable in March 2013 equivalent to the estimated fair value of the leased property, amounting to ₱9.4 billion for the Phase 1 building structure of City of Dreams Manila. In January 2015, the Company recorded a finance lease receivable, amounting to ₱5.3 billion for the estimated fair value of the Phase 2 building structure of City of Dreams Manila. Fair valuation was determined by discounting minimum lease payments at the inception date of the lease agreement.

On October 14, 2018, MRP converted a portion of the leased parking spaces to a food and entertainment area. Consequently, the change in the usage of leased premises prompted the Company to reassess its lease accounting of the City of Dreams Manila building. After considering the impact of the changes introduced by the change in usage of leased premises, the Company has changed its lease accounting from finance lease to operating lease effective October 14, 2018. In accordance with PAS 17, the balance of Finance Lease Receivables as of the date of change amounting to ₱18,342.3 million was reclassified to Investment Property, and was considered as the new carrying amount of the City of Dreams Manila building.

### **Receivables and Contract Assets**

Receivables and Contract Assets increased by ₱271.1 million (13%), to ₱2,366.9 million as of December 31, 2018 from ₱2,095.8 million as of December 31, 2017. The increase was mainly due to increases in trade receivables from lease income and real estate sales.

### **Real Estate for Sale**

Real estate for sale decreased by ₱167.5 million (26%), to ₱475.8 million as of December 31, 2018 from ₱643.3 million as of December 31, 2017, due to real estate sales.

### **Financial Assets at Fair Value through Other Comprehensive Income (“FVOCI”)**

The Company’s FVOCI increased by ₱2,295.5 million (93%), to ₱4,770.8 million as of December 31, 2018 from ₱2,475.3 million as of December 31, 2017, due to the adoption of PFRS 9 *Financial Instruments*, under which the Company reclassified its investments in shares of Tagaytay Highlands, Midlands and Country Club from FVPL to FVOCI.

**Intangible Asset**

This pertains to the cost of the PAGCOR License to operate integrated resorts that was granted by PAGCOR to PLAI. Belle and MRP are Co-Licensees under PLAI's PAGCOR License. As part of PLAI's practice of regular and continuous review of existing contracts, PLAI implemented an initiative to change its amortization policy to align the life of the license with the PAGCOR charter, which is renewable for another 25 years upon its expiration in 2033. Amortization of the intangible asset on the License started on December 14, 2014, which is the effectivity date of the Notice to Commence Casino Operations granted by PAGCOR. Amortization expense for the year ended December 31, 2018 amounted to ₱115.8 million.

**Goodwill**

The Company's recognized goodwill decreased by ₱110.9 million (6%) from ₱1,832.6 million as of December 31, 2017 to ₱1,721.3 million as of December 31, 2018 due to the goodwill impairment recognized by Pacific Online in its investment in Falcon Resources Inc.

**Other Assets**

Other assets increased by ₱325.4 million (24%), to ₱2,213.7 million as of December 31, 2018 from ₱1,888.3 million as of December 31, 2017, mainly due to an increase in advances to contractors.

**LIABILITIES**

Total liabilities decreased by ₱726.7 million (1%), to ₱12,645.8 million as of December 31, 2018 from ₱13,372.5 million as of December 31, 2017, due mainly to net repayments of borrowings from local banks.

**Trade and Other Current Liabilities**

Trade and other current liabilities increased by ₱99.0 million (5%) to ₱2,110.1 million as of December 31, 2018, from ₱2,011.2 million as of December 31, 2017, due mainly to a decrease in trade payables.

**Loans Payable and Long-Term Debt**

Total debt, amounting to ₱7,537.8 million as of December 31, 2018, consists of ₱7,502.4 million in Peso-denominated borrowings of Belle from various local financial institutions, with an average interest rate of approximately 5.81% per annum during 2018, and ₱35.4 million in finance lease obligations of Pacific Online. The outstanding amount of total debt decreased by ₱1,296.4 million (15%) from ₱8,834.6 million as of December 31, 2017 due to scheduled repayments of principal of long term-debt. Pacific Online's finance lease obligations pertain to its lottery equipment under finance lease accounting. This decreased by ₱39.5 million (53%), from ₱74.9 million as of December 31, 2017 to ₱35.4 million as of December 31, 2018, due to the amortization of principal therein.

**EQUITY**

The Company's shareholders' equity as of December 31, 2018 of ₱29,845.2 million was lower by ₱515.9 million (2%), compared to its shareholders' equity of ₱30,361.2 million as of December 31, 2017, due to the Company's ₱1,267.3 million regular cash dividend paid to its shareholders on March 23, 2018 and purchase of treasury stock in the amount of ₱2,295.5 million in August 2018, offset by the consolidated net income recognized for the year ended December 31, 2018 amounting to ₱3,225.1 million. Excluding the dividend, the Company's shareholders' equity as of December 31, 2018 would have been ₱31,112.5 million, or approximately ₱751.3 million (2%) higher than at December 31, 2017.

Below are the comparative key performance indicators of the Company and its subsidiaries:

***Belle Corporation (consolidated)***

	<b>December 31, 2018</b>	December 31, 2017
Asset to equity ratio	<b>1.42 : 1.00</b>	1.44 : 1.00
Current or Liquidity ratio	<b>1.71 : 1.00</b>	2.56 : 1.00
Debt-to-equity ratio	<b>0.25 : 1.00</b>	0.29 : 1.00
Net debt-to-equity ratio	<b>0.16 : 1.00</b>	0.17 : 1.00
Interest rate coverage ratio	<b>9.08 : 1.00</b>	9.49 : 1.00
Return on assets	<b>7.70%</b>	8.20%
Return on equity	<b>10.7%</b>	12.1%

***Premium Leisure Corp. (consolidated)***

	<b>December 31, 2018</b>	December 31, 2017
Asset to equity ratio	<b>1.09 : 1.00</b>	1.09 : 1.00
Current or Liquidity ratio	<b>4.58 : 1.00</b>	3.93 : 1.00
Debt-to-equity ratio	<b>0.00 : 1.00</b>	0.00 : 1.00
Net debt-to-equity ratio	<b>(0.17) : 1.00</b>	(0.17) : 1.00
Interest rate coverage ratio	<b>5,996 : 1.00</b>	239.2 : 1.00
Return on assets	<b>12.20%</b>	11.27%
Return on equity	<b>13.30%</b>	12.04%

***Pacific Online Systems Corporation (consolidated)***

	<b>December 31, 2018</b>	December 31, 2017
Asset to equity ratio	<b>1.19 : 1.00</b>	1.30 : 1.00
Current or Liquidity ratio	<b>4.00 : 1.00</b>	2.16 : 1.00
Debt-to-equity ratio	<b>0.19 : 1.00</b>	0.30 : 1.00
Net debt-to-equity ratio	<b>(0.30) : 1.00</b>	(0.18) : 1.00
Interest rate coverage ratio	<b>79.04 : 1.00</b>	67.46 : 1.00
Return on assets	<b>14.46%</b>	18.71%
Return on equity	<b>17.27%</b>	24.40%

The above performance indicators are calculated as follows:

Current Ratio	$\frac{\text{Current Assets}}{\text{Current Liabilities}}$
Debt to Equity Ratio	$\frac{\text{Interest-bearing debt}}{\text{Total Equity}}$
Asset-to-equity Ratio	$\frac{\text{Total Assets}}{\text{Total Equity}}$
Return on Equity	$\frac{\text{Net Income}}{\text{Average assets during the period}}$
Interest Coverage Ratio	$\frac{\text{Income Before Interest \& Tax}}{\text{Interest Expense}}$
Net debt-to-equity ratio	$\frac{\text{Interest-bearing debt less cash and cash equivalents}}{\text{Total Equity}}$

The Company does not foresee any cash flow or liquidity problems over the next twelve months. As of December 31, 2018, consolidated total debt of the Company of ₱7,537.8 million was comprised of borrowings from renewable short-term bank loans of ₱1,500.0 million, amortizing term loans from banks of ₱6,002.4 million and obligations under finance leases of ₱35.4 million. Belle has real estate projects, lease agreements and interests in subsidiaries from which it expects to generate cash flow sufficient for its foreseeable requirements. Meanwhile, the Company continues to be in compliance with the terms of all of its debt obligations.

As of December 31, 2018, except for what has been noted in the preceding, there were no material events or uncertainties known to management that had a material impact on past performance, or that would have a material impact on the future operations, in respect of the following:

- a. Any Known Trends, Events or Uncertainties (Material Impact on Liquidity) Material commitments for capital expenditures that are reasonably expected to have a material impact on the Company's short-term or long-term liquidity;
- b. Events that will trigger direct or contingent financial obligation that is material to the company, including any default or acceleration of an obligation;
- c. All material off-balance sheet transactions, arrangements, obligations (including contingent obligations), and other relationships of the company with unconsolidated entities or other persons created during the reporting period;
- d. Description of any material commitments for capital expenditures, general purpose of such commitments, expected sources of funds for such expenditures;
- e. Any Known Trends, Events or Uncertainties (Material Impact on Sales);
- f. Any Significant Elements of Income or Loss (from continuing operations).

## December 31, 2017 versus December 31, 2016 Results of Operations (in thousands)

	Years Ended December 31		Horizontal Analysis	Vertical Analysis		
	2017	2016	Increase (Decrease)	2017	2016	
<b>REVENUE</b>						
Gaming revenue share	P 2,609,353	P 1,642,976	966,377	58.8%	32.6%	26.0%
Interest income on finance lease accounting	2,069,841	2,003,840	66,001	3.3%	25.8%	31.7%
Equipment rental and instant scratch ticket sales	1,840,521	1,579,661	260,860	16.5%	23.0%	25.0%
Sale of real estate	596,667	350,253	246,414	70.4%	7.4%	5.5%
Distribution and commission income	479,472	308,438	171,034	55.5%	6.0%	4.9%
Lease income	190,021	190,042	(21)	0.0%	2.4%	3.0%
Revenue from property management	115,939	127,168	(11,229)	-8.8%	1.4%	2.0%
Others	110,246	119,130	(8,884)	-7.5%	1.4%	1.9%
<b>TOTAL REVENUES</b>	<b>8,012,060</b>	<b>6,321,508</b>	<b>1,690,552</b>	<b>26.7%</b>	<b>100.0%</b>	<b>100.0%</b>
<b>COST OF LOTTERY SERVICES</b>	<b>(1,238,442)</b>	<b>(931,263)</b>	<b>307,179</b>	<b>33.0%</b>	<b>-15.5%</b>	<b>-14.7%</b>
<b>COST OF REAL ESTATE SOLD</b>	<b>(256,500)</b>	<b>(120,517)</b>	<b>135,983</b>	<b>112.8%</b>	<b>-3.2%</b>	<b>-1.9%</b>
<b>COST OF GAMING OPERATIONS</b>	<b>(234,630)</b>	<b>(416,507)</b>	<b>(181,877)</b>	<b>-43.7%</b>	<b>-2.9%</b>	<b>-6.6%</b>
<b>COST OF LEASE INCOME</b>	<b>(196,831)</b>	<b>(209,391)</b>	<b>(12,560)</b>	<b>-6.0%</b>	<b>-2.5%</b>	<b>-3.3%</b>
<b>COST OF PROPERTY MANAGEMENT SERVICES</b>	<b>(68,907)</b>	<b>(63,813)</b>	<b>5,094</b>	<b>8.0%</b>	<b>-0.9%</b>	<b>-1.0%</b>
<b>GENERAL AND ADMINISTRATIVE EXPENSES</b>	<b>(1,467,255)</b>	<b>(957,280)</b>	<b>509,975</b>	<b>53.3%</b>	<b>-18.3%</b>	<b>-15.1%</b>
<b>TOTAL COSTS AND EXPENSES</b>	<b>(3,462,565)</b>	<b>(2,698,771)</b>	<b>763,794</b>	<b>28.3%</b>	<b>-43.2%</b>	<b>-42.7%</b>
<b>INCOME FROM OPERATIONS</b>	<b>4,549,495</b>	<b>3,622,737</b>	<b>926,758</b>	<b>25.6%</b>	<b>56.8%</b>	<b>57.3%</b>
<b>INTEREST EXPENSE AND OTHER FINANCE CHARGES</b>	<b>(503,665)</b>	<b>(355,779)</b>	<b>147,886</b>	<b>-41.6%</b>	<b>-6.3%</b>	<b>-5.6%</b>
<b>INTEREST INCOME</b>	<b>29,577</b>	<b>28,782</b>	<b>795</b>	<b>2.8%</b>	<b>0.4%</b>	<b>0.5%</b>
<b>UNREALIZED GAIN ON MARKETABLE SECURITIES</b>	<b>67,705</b>	<b>148,554</b>	<b>(80,849)</b>	<b>-54.4%</b>	<b>0.8%</b>	<b>2.3%</b>
<b>NET FOREIGN EXCHANGE LOSS</b>	<b>(1,641)</b>	<b>(10,816)</b>	<b>9,175</b>	<b>-84.8%</b>	<b>0.0%</b>	<b>-0.2%</b>
<b>PAYMENTS TO ABLGI/ACCRETION OF NONTRADE LIABILITY</b>	<b>-</b>	<b>(455,229)</b>	<b>(455,229)</b>	<b>-100.0%</b>	<b>0.0%</b>	<b>-7.2%</b>
<b>GAIN ON FINANCE LEASE</b>	<b>-</b>	<b>15,882</b>	<b>(15,882)</b>	<b>100.0%</b>	<b>0.0%</b>	<b>0.3%</b>
<b>OTHER INCOME (CHARGES)</b>	<b>166,149</b>	<b>981,628</b>	<b>(815,479)</b>	<b>-83.1%</b>	<b>2.1%</b>	<b>15.5%</b>
<b>INCOME BEFORE INCOME TAX</b>	<b>4,307,620</b>	<b>3,975,759</b>	<b>331,861</b>	<b>8.3%</b>	<b>53.8%</b>	<b>62.9%</b>
<b>PROVISION FOR INCOME TAXES</b>						
Current	316,330	283,461	32,869	11.6%	3.9%	4.5%
Deferred	480,649	596,175	(115,526)	-19.4%	6.0%	9.4%
	796,979	879,636	(82,657)	-9.4%	9.9%	13.9%
<b>NET INCOME</b>	<b>P 3,510,641</b>	<b>P 3,096,123</b>	<b>414,518</b>	<b>13.4%</b>	<b>43.8%</b>	<b>49.0%</b>

Belle Corporation reported consolidated revenues of ₱8,012.1 million for 2017, up 27% compared to ₱6,321.5 million in 2016. Belle's consolidated net income rose 13% to ₱3,510.6 million in 2017, from ₱3,096.1 million the previous year. Excluding capital gains on sales of non-core investments and extraordinary items, Belle's recurring net income of ₱3,287.8 million for 2017 was 58% higher than recurring net income of ₱2,076.2 million for 2016. This record performance was driven primarily by growth in gaming revenues.

Through its subsidiary Premium Leisure Corp. (PLC), Belle reported a 59% increase in its share of gaming earnings from City of Dreams Manila, rising to ₱2,609.4 million from ₱1,643.0 million a year earlier.

Belle's real estate business also contributed to its banner year with ₱3,082.7 million in revenues, up 10% from ₱2,790.4 million in 2016. Of this, ₱2,259.9 million came from Belle's lease to Melco Resorts and Entertainment (Philippines) Corporation ("MRP") of the land and buildings comprising City of Dreams Manila, while ₱822.9 million was from real estate sales and property management activities at its Tagaytay Highlands and Midlands residential and leisure complexes.

The strong 2017 results enabled Belle to declare a regular dividend of ₱0.12 per share on February 23, 2018, for a total dividend payment of approximately ₱1,267.3 million, payable on March 23, 2018 to shareholders of record as of March 9, 2018.



## **Revenues**

Total revenues of ₱8,012.1 million for the year ended December 31, 2017 were higher by ₱1,690.6 million (27%), compared to ₱6,321.5 million for the year ended December 31, 2016, mainly due to a ₱966.4 million (59%) increase in the share of PLC in the gaming revenue of City of Dreams Manila from ₱1,643.0 million for 2016 to ₱2,609.4 million for 2017. In addition, the Company's revenue from the lease of the City of Dreams Manila building (interest income on finance lease accounting) increased by ₱66.0 million (3%), from ₱2,003.8 million in 2016 to ₱2,069.8 million during 2017, Pacific Online's revenues from equipment rental, instant scratch ticket sales, distribution and commissions increased by ₱431.9 million (23%) from ₱1,888.1 million in 2016 to ₱2,320.0 million in 2017 and ₱226.3 million (38%) increase in revenue from sales of real estate and property management activities, from ₱596.6 million in 2016 to ₱822.9 million in the 2017.

## **Costs of Lottery Services**

Costs of lottery services at Pacific Online increased by ₱307.2 million (33%), to ₱1,238.4 million in 2017, from ₱931.3 million in 2016, mainly due to increased online lottery expenses and depreciation expenses for lottery equipment and professional fees.

## **Costs of Lease Income**

Costs of lease income decreased by ₱12.6 million (6%), to ₱196.8 million in 2017 from ₱209.4 million in 2016, mainly due to lower insurance expense during 2017 period.

## **Costs of Real Estate**

Costs of real estate increased by ₱136.0 million (113%), to ₱256.5 million in 2017, from ₱120.5 million in 2016, due to the higher sales revenue therefrom recognized during the period.

## **Costs of Services of Property Management**

Cost of services of property management increased by ₱5.1 million (8%) to ₱68.9 million for 2017, from ₱63.8 million for 2016, due to higher power usage during 2017 period.

## **Costs of Gaming Operations**

Costs of gaming operations increased by ₱181.9 million (44%) to ₱234.6 million for 2017, from ₱416.5 million for 2016, due to lower consultancy fees and other costs at PLC's wholly-owned subsidiary, Premium Leisure and Amusement Inc. ("PLAI"). PLAI has a direct economic participation in the gaming operations at City of Dreams Manila, by virtue of an operating agreement with MRP that accords it a share of gaming revenue on earnings.

## **General and Administrative Expenses**

General and administrative expenses increased by ₱510.0 million (53%), to ₱1,467.3 million for 2017 from ₱957.3 million for 2016, due to increased expenses relating to salaries, professional fees and other expenses.

## **Financial Income (Expense)**

Interest expense and other finance charges increased by ₱147.9 million (42%) to ₱503.7 million for 2017 period, from ₱355.8 million for the 2016 period. This higher interest expense was due to the Company's increased level of borrowings in 2017, which were incurred mostly to finance the pre-termination of the Memorandum of Agreement (the "MOA") with AB Leisure Global Inc. ("ABLGI") (Refer to "Nontrade Liability" on page 33 for details in the MOA with ABLGI). Interest income increased by ₱0.8 million (3%), to ₱29.6 million in the 2017 period, from ₱29.8 million in the 2016 period, due to higher average yields on short-term investments.

**Unrealized Gain on Marketable Securities**

Unrealized gain on marketable securities pertains to change in market value of club shares held by Belle and other marketable securities held by Pacific Online.

**Other Income**

This includes gains on the sale of shares in SM Prime Holdings, Inc. (“SMPH”) shares held by Belle. Belle sold 5.0 million SMPH shares at a gain of ₱76.5 million in 2017 and ₱26.5 million SMPH shares at a gain of ₱351.7 million in 2016. Belle also realized a gain on sale of properties in 2017 amounting to ₱105.8 million and a ₱634.8 million gain on pre-termination of ABLGI agreement in 2016.

**Provision for Income Taxes**

The provision for income taxes decreased by ₱82.7 million (9%) to ₱797.0 million for the year ended December 31, 2017, from ₱879.6 million for the year ended December 31, 2016, due to lower taxable income at Belle’s subsidiaries in 2017.

**Net Income**

As a result of the foregoing, the Company realized consolidated net income of ₱3,510.6 million for the year ended December 31, 2017. This is ₱414.5 million (13%) higher than consolidated net income of ₱3,096.1 million for the year ended December 31, 2016. The Company’s consistent profitability allowed the Company to pay a regular cash dividend on March 30, 2017 in the amount of ₱1,003.3 million (₱0.095 per share), and to declare a higher cash dividend on February 23, 2018 (payable on March 23, 2018), in the amount of ₱1,267.3 million (₱0.12 per share).

## December 31, 2017 vs December 31, 2016 Statement of Financial Position (in thousands)

	Years Ended December 31 (Audited)		Horizontal Analysis		Vertical Analysis	
	2017	2016	Inc (Dec)	%	2017	2016
<b>ASSETS</b>						
<b>Current Assets</b>						
Cash and cash equivalents	P 3,711,248	P 2,953,262	757,986	25.7%	8.5%	7.1%
Investments held for trading	2,279,666	2,232,710	46,956	2.1%	5.2%	5.4%
Receivables	2,095,784	1,881,754	214,030	11.4%	4.8%	4.5%
Current portion of finance lease receivable	1,689,973	1,541,035	148,938	9.7%	3.9%	3.7%
Real estate for sale	643,265	802,854	(159,589)	-19.9%	1.5%	1.9%
Other current assets	1,347,963	1,210,973	136,990	11.3%	3.1%	2.9%
	<b>11,767,899</b>	<b>10,622,588</b>	<b>1,145,311</b>	<b>10.8%</b>	<b>26.9%</b>	<b>25.6%</b>
<b>Noncurrent Assets</b>						
Finance lease receivable - net of current portion	16,393,208	16,104,586	288,622	1.8%	37.5%	38.7%
Intangible asset	5,001,237	4,812,707	188,530	3.9%	11.4%	11.6%
Land held for future development	3,099,166	3,092,399	6,767	0.2%	7.1%	7.4%
Available-for-sale financial assets	2,475,287	2,026,944	448,343	22.1%	5.7%	4.9%
Investment properties	1,869,025	1,540,961	328,064	21.3%	4.3%	3.7%
Goodwill	1,832,261	1,828,578	3,683	0.2%	4.2%	4.4%
Property and equipment	648,444	690,378	(41,934)	-6.1%	1.5%	1.7%
Investments in and advances to associates - net	77,975	77,903	72	0.1%	0.2%	0.2%
Pension asset	13,414	10,048	3,366	33.5%	0.0%	0.0%
Deferred tax asset	15,440	14,576	864	5.9%	0.0%	0.0%
Other noncurrent assets	540,337	743,290	(202,953)	-27.3%	1.2%	1.8%
	<b>31,965,794</b>	<b>30,942,370</b>	<b>1,023,424</b>	<b>3.3%</b>	<b>73.1%</b>	<b>74.4%</b>
<b>TOTAL ASSET</b>	<b>P 43,733,693</b>	<b>P 41,564,958</b>	<b>2,168,735</b>	<b>5.2%</b>	<b>100.0%</b>	<b>100.0%</b>
<b>LIABILITIES AND EQUITY</b>						
<b>Current Liabilities</b>						
Trade and other current liabilities	P 2,011,183	P 1,254,065	757,118	60.4%	4.6%	3.0%
Loans payable	2,500,017	2,000,017	500,000	25.0%	5.7%	4.8%
Estimated liability on construction costs	18,646	23,376	(4,730)	-20.2%	0.0%	0.1%
Income tax payable	29,434	51,900	(22,466)	-43.3%	0.1%	0.1%
Current portion of:						
Long-term debt	1,056,944	862,500	194,444	22.5%	2.4%	2.1%
Obligations under finance lease	39,489	47,698	(8,209)	-17.2%	0.1%	0.1%
Nontrade liability	-	3,762,000	(3,762,000)	-100.0%	0.0%	9.1%
	<b>5,655,713</b>	<b>8,001,556</b>	<b>(2,345,843)</b>	<b>-29.3%</b>	<b>12.9%</b>	<b>19.3%</b>
<b>Noncurrent Liabilities</b>						
Noncurrent portion of:						
Long-term debt	5,202,431	3,759,375	1,443,056	38.4%	11.9%	9.0%
Obligations under finance lease	35,374	71,644	(36,270)	-50.6%	0.1%	0.2%
Pension liability	24,102	12,550	11,552	92.0%	0.1%	0.0%
Deferred tax liabilities	2,220,559	1,742,187	478,372	27.5%	5.1%	4.2%
Other noncurrent liability	234,340	233,864	476	0.2%	0.5%	0.6%
	<b>7,716,806</b>	<b>5,819,620</b>	<b>1,897,186</b>	<b>32.6%</b>	<b>17.6%</b>	<b>14.0%</b>
<b>TOTAL LIABILITIES</b>	<b>13,372,519</b>	<b>13,821,176</b>	<b>(448,657)</b>	<b>-3.2%</b>	<b>30.6%</b>	<b>33.3%</b>
<b>Equity</b>						
Attributable to equity holders of parent:						
Common stock	10,561,000	10,561,000	-	0.0%	24.1%	25.4%
Additional paid-in capital	5,503,731	5,503,731	-	0.0%	12.6%	13.2%
Treasury stock	(181,185)	(181,185)	-	0.0%	-0.4%	-0.4%
Equity share in cost of Parent Company shares held by associates	(2,501)	(2,501)	-	0.0%	0.0%	0.0%
Cost of Parent Company common shares held by subsidiaries	(1,585,336)	(1,758,264)	172,928	-9.8%	-3.6%	-4.2%
Unrealized gain on available-for-sale financial assets - net	1,365,375	836,876	528,499	63.2%	3.1%	2.0%
Retained Earnings	8,194,187	6,289,302	1,904,885	30.3%	18.7%	15.1%
Other reserves	3,045,886	3,082,825	(36,939)	-1.2%	7.0%	7.4%
Excess of net asset value of an investment over cost	252,040	252,040	-	0.0%	0.6%	0.6%
Total equity attributable to equity holders of the Parent	<b>27,153,197</b>	<b>24,583,824</b>	<b>2,569,373</b>	<b>10.5%</b>	<b>62.1%</b>	<b>59.1%</b>
Non-controlling interests	3,207,977	3,159,958	48,019	1.5%	7.3%	7.6%
<b>Total Equity</b>	<b>30,361,174</b>	<b>27,743,782</b>	<b>2,617,392</b>	<b>9.4%</b>	<b>69.4%</b>	<b>66.7%</b>
<b>TOTAL LIABILITIES AND EQUITY</b>	<b>P 43,733,693</b>	<b>P 41,564,958</b>	<b>2,168,735</b>	<b>5.2%</b>	<b>100.0%</b>	<b>100.0%</b>

## **ASSET**

Total assets of the Company increased by ₱2,168.7 million (5%) to ₱43,733.7 million as of December 31, 2017, from ₱41,565.0 million as of December 31, 2016.

### **Cash and Cash equivalents**

Cash and cash equivalents increased by ₱758.0 million (26%), to ₱3,711.2 million as of December 31, 2017 from ₱2,953.3 million as of December 31, 2016, due to cashflows from operations and additional borrowings from local banks. The increases in cashflows was offset by the dividend payment of ₱1,003.3 million on March 30, 2017 and payments to ABLGI of about ₱4,072.0 million in order to terminate the MOA (refer to “Nontrade Liability” on page 33).

### **Investments Held for Trading**

This account consists of investments of the Parent Company in Tagaytay Highlands International Golf Club, Inc. (“Tagaytay Highlands”), Tagaytay Midlands Golf Club Inc. (“Midlands”), The Country Club at Tagaytay Highlands, Inc. (“Country Club”), and investments of Pacific Online in listed shares of Leisure and Resorts World Corporation (“LRWC”), Vantage Equities, Inc. and Philippine Long Distance Telephone Company.

### **Finance Lease Receivables**

Due to the requirements under Philippine Accounting Standards 17 (PAS 17), management accounts for its lease agreement with MRP for the City of Dreams Manila buildings as a finance lease, even though there is neither a requirement nor any intention to transfer title therefor to MRP. The Company thus recorded a finance lease receivable in March 2013 equivalent to the estimated fair value of the leased property, amounting to ₱9.4 billion for the Phase 1 building structure of City of Dreams Manila. In January 2015, the Company recorded a finance lease receivable, amounting to ₱5.3 billion for the estimated fair value of the Phase 2 building structure of City of Dreams Manila. Fair valuation was determined by discounting minimum lease payments at the inception date of the lease agreement.

### **Receivables**

Receivables increased by ₱214.0 million (11%), to ₱2,095.8 million as of December 31, 2017 from ₱1,881.8 million as of December 31, 2016. The increase was mainly due to the receivable from Real Estate and Pacific Online’s receivables on instant scratch ticket sales.

### **Real Estate for Sale**

Real estate for sale decreased by ₱159.6 million (20%), to ₱643.3 million as of 31 December 31, 2017 from ₱802.8 million as of December 31, 2016, due to sales during the period offset by project development in the Tagaytay Midlands and Greenlands areas.

### **Available-for-sale Investments**

Available-for-sale financial assets increased by ₱448.3 million (22%), to ₱2,475.3 million as of December 31, 2017 from ₱2,026.9 million as of December 31, 2016, which was attributable to the increase in market price of the investments. This was partially offset by Belle’s sale of 5.0 million shares of SMPH during the first half of 2017. Belle still held 61.8 million shares of SMPH as of December 31, 2017.

### **Intangible Asset**

This pertains to the cost of the PAGCOR License to operate integrated resorts that was granted by PAGCOR to PLAI. Belle and MRP are Co-Licensees under PLAI’s PAGCOR License. As part of PLAI’s practice of regular and continuous review of existing contracts, PLAI implemented an initiative to change its amortization policy to align the life of the license with the PAGCOR charter, which is renewable for another 25 years upon its expiration in 2033. The extension of the life of the gaming license lowers the amortization expense of PLAI by ₱13.9 million monthly effective April 2016. Amortization of the intangible asset on the License started on December 14, 2014, which is the effectivity date of the Notice to Commence Casino

Operations granted by PAGCOR. Amortization expense for the year ended December 31, 2017 amounted to ₱115.8 million.

### **Goodwill**

The Company recognized goodwill amounting to ₱1,832.3 million, as a result of consolidating Pacific Online starting June 5, 2014.

### **Other Assets**

Other assets decreased by ₱66.0 million (3%), to ₱1,888.3 million as of December 31, 2017 from ₱1,954.3 million as of December 31, 2016, mainly due to utilization of prepaid expenses, application of input VAT and advances to contractors for capital expenditures related to City of Dreams Manila.

## **LIABILITIES**

Total liabilities decreased by ₱448.7 million (3%), to ₱13,372.5 million as of December 31, 2017 from ₱13,821.2 million as of December 31, 2016, due to the pre-termination of the MOA with ABLGI. The decrease in liabilities amounting to ₱3,762.0 million brought about by the pre-termination of the MOA with ABLGI was offset by additional borrowings from local banks.

### **Trade and Other Current Liabilities**

Trade and other current liabilities increased by ₱757.1 million (60%) to ₱2,011.2 million as of December 31, 2017, from ₱1,254.1 million as of December 31, 2016, due mainly to the increase in trade payables.

### **Loans Payable and Long-Term Debt**

Total debt, amounting to ₱8,834.3 million as of December 31, 2017, consists of ₱8,759.4 million in Peso loans of Belle from various local financial institutions, with an average interest rate of approximately 5.61% per annum, and ₱74.9 million in finance lease obligations of Pacific Online. The outstanding amount of total debt from financial institutions increased by ₱2,137.5 million (32%) from ₱6,621.9 million as of December 31, 2016 due to availment of new loans and long term-debt. Pacific Online's finance lease obligations, pertain to its lottery equipment under finance lease accounting. This decreased by ₱44.5 million (37%), from ₱119.3 million as of December 31, 2016 to ₱74.9 million as of December 31, 2017, due to the amortization of principal therein.

### **Estimated Liability on Construction Costs**

The Company recorded estimated construction costs totaling ₱7.5 billion in order to complete the structure and utilities of the City of Dreams Manila buildings, as a result of accounting for its lease agreement with MRP as a finance lease (as required under PAS 17). The City of Dreams Manila buildings have a total gross floor area of approximately 30 hectares. The remaining liability hereunder pertains mostly to final payments still due to some contractors.

### **Nontrade Liability**

In 2013, Belle, PLAI, ABLGI and LRWC entered into the MOA, whereby Belle and PLAI agreed to grant ABLGI the right to the settlement of amounts in consideration of the waiver of ABLGI's rights as casino operator, the termination of ABLGI agreements relating to the integrated resort that is now known as City of Dreams Manila and the grant of the ABLGI advance, totaling about ₱4.8 billion, to help in the funding for the construction of the integrated resort building.

In December 2014, the implementing agreement for the MOA was executed, with the effectivity of terms and conditions retrospective to January 1, 2014. The ABLGI advance was determined as the fair value of ABLGI's settlement. Such liability was being accreted over the lease term using the Effective Interest Rate method.

On November 3, 2016, Belle, PLAI, ABLGI and LRWC signed an agreement (the “Termination Agreement”), which terminated the MOA of 2013 at the end of March 2017. Under the Termination Agreement, Belle repaid ABLGI its nontrade liability of ₱4,780.0 million and purchased ABLGI’s gaming consultancy contract with PLAI for ₱310.0 million, for a total consideration of ₱5,090.0 million. Of the total consideration, ₱1,018.0 million was paid upon signing and the balance was paid simultaneous with the termination of the MOA on March 31, 2017. The MOA was thus deemed fully terminated as of March 31, 2017. The acquired gaming consultancy contract was recorded as an intangible asset as of March 31, 2017.

## EQUITY

The Company’s shareholders’ equity as of December 31, 2017 of ₱30,361.2 million was higher by ₱2,617.4 million (9%), compared to the year-end 2016 of ₱27,743.8 million, due to increase in unrealized gain on available-for-sale financial assets of ₱528.5 million (63%) and consolidated net income of ₱3,510.6 million, partially offset by the ₱1,003.3 million cash dividend declared to its shareholders on March 30, 2017.

Below are the comparative key performance indicators of the Company and its subsidiaries:

### *Belle Corporation (consolidated)*

	<b>December 31, 2017</b>	December 31, 2016
Asset to equity ratio	<b>1.44 : 1.00</b>	1.50 : 1.00
Current or Liquidity ratio	<b>2.08 : 1.00</b>	1.33 : 1.00
Debt-to-equity ratio	<b>0.29 : 1.00</b>	0.24 : 1.00
Net debt-to-equity ratio	<b>0.17 : 1.00</b>	0.14 : 1.00
Interest rate coverage ratio	<b>9.49 : 1.00</b>	12.09 : 1.00
Return on assets	<b>8.2%</b>	7.3%
Return on equity	<b>12.1%</b>	11.6%

### *Premium Leisure Corp. (consolidated)*

	<b>December 31, 2017</b>	December 31, 2016
Asset to equity ratio	<b>1.09 : 1.00</b>	1.04 : 1.00
Current or Liquidity ratio	<b>3.93 : 1.00</b>	7.48 : 1.00
Debt-to-equity ratio	<b>0.004 : 1.00</b>	0.01 : 1.00
Net debt-to-equity ratio	<b>(0.17) : 1.00</b>	(0.10) : 1.00
Interest rate coverage ratio	<b>239.2 : 1.00</b>	114.0 : 1.00
Return on assets	<b>11.27%</b>	6.97%
Return on equity	<b>12.04%</b>	7.22%

***Pacific Online Systems Corporation (consolidated)***

	<b>December 31, 2017</b>	December 31, 2016
Asset to equity ratio	<b>1.30 : 1.00</b>	1.18 : 1.00
Current or Liquidity ratio	<b>2.16. : 1.00</b>	3.37 : 1.00
Debt-to-equity ratio	<b>0.30 : 1.00</b>	0.06 : 1:00
Net debt-to-equity ratio	<b>(0.18) : 1.00</b>	(0.07) : 1.00
Interest rate coverage ratio	<b>67.46 : 1.00</b>	46.77 : 1:00
Return on assets	<b>18.71%</b>	17.73%
Return on equity	<b>24.40%</b>	21.53%

The above performance indicators are calculated as follows:

Current Ratio	$\frac{\text{Current Assets}}{\text{Current Liabilities}}$
Debt to Equity Ratio	$\frac{\text{Interest-bearing debt}}{\text{Total Equity}}$
Asset-to-equity Ratio	$\frac{\text{Total Assets}}{\text{Total Equity}}$
Return on Equity	$\frac{\text{Net Income}}{\text{Average assets during the period}}$
Interest Coverage Ratio	$\frac{\text{Income Before Interest \& Tax}}{\text{Interest Expense}}$
Net debt-to-equity ratio	$\frac{\text{Interest-bearing debt less cash and cash equivalents}}{\text{Total Equity}}$

The Company does not foresee any cash flow or liquidity problems over the next twelve months. As of December 31, 2017, consolidated total debt of the Company of ₱8,834.3 million comprised of borrowings from renewable short-term bank loans of ₱2,500.0 million, amortizing term loans from banks of ₱6,259.4 million and obligations under finance lease of ₱74.9 million. Belle has a number of projects, rental income and expected dividends from subsidiaries from which it expects to generate cash flow sufficient for its foreseeable requirements. Meanwhile, the Company continues to be in compliance with the terms of all of its debt obligations.

As of December 31, 2017, except for what has been noted in the preceding, there were no material events or uncertainties known to management that had a material impact on past performance, or that would have a material impact on the future operations, in respect of the following:

- a. Any Known Trends, Events or Uncertainties (Material Impact on Liquidity) Material commitments for capital expenditures that are reasonably expected to have a material impact on the Company's short-term or long-term liquidity;
- b. Events that will trigger direct or contingent financial obligation that is material to the company, including any default or acceleration of an obligation;

- c. All material off-balance sheet transactions, arrangements, obligations (including contingent obligations), and other relationships of the company with unconsolidated entities or other persons created during the reporting period;
- d. Description of any material commitments for capital expenditures, general purpose of such commitments, expected sources of funds for such expenditures:

Under the License granted to PLAI by PAGCOR, the parties designated as Co-Licensees in the Consortium (PLAI, Belle and MRP) are committed to collectively invest a minimum of US\$1.0 billion (“Investment Commitment”) in the Project. Under the PAGCOR Guidelines, of the US\$1.0 billion, US\$650.0 million shall be invested upon the opening of the integrated resort and the US\$350.0 million balance shall be invested within a period of three (3) years from the commencement of the integrated resort operations. The Investment Commitment shall be composed of the value of the land (up to a maximum of US\$150 million) and the development costs of the infrastructure and facilities for the Project. The Consortium already exceeded the \$1.0 billion Investment Commitment upon the soft opening of City of Dreams Manila on December 14, 2014.

- e. Any Known Trends, Events or Uncertainties (Material Impact on Sales)
- f. Any Significant Elements of Income or Loss (from continuing operations)



## 2020 Plan of Operations

Belle shifted its principal activity from mining and oil exploration to property development when it developed Tagaytay Highlands in 1989. Residential projects in Tagaytay City include Pinecrest Village, The Villas, The Belle View, and The Woodlands. Residential projects in Batangas comprise the Midlands and Greenlands development areas. Among the Midlands residential projects are Alta Mira, Lakeview Heights, and Lakeside Fairways. Greenlands residential projects are Plantation Hills, The Parks at Saratoga Hills, The Verandas at Saratoga Hills, Fairfield and Nob Hill.

Development shifted to the Midlands starting with Alta Mira and Lakeview Heights, which were situated near the Tagaytay Midlands Golf Club. Midlands' themed residential subdivisions adjacent to the Tagaytay Midlands Golf Course were thereafter developed as Lakeside Fairways in 2007. Development of expansions in Lakeside Fairways continues to the present.

For the gaming side, construction of the Company's integrated resort at the entrance of PAGCOR's Entertainment City was completed in 2015. The site of the integrated resort is on a 6.2 hectare of prime land at the corner of Roxas Boulevard and Aseana Avenue in Parañaque City, and it is about one kilometer away from the Mall of Asia Complex. On October 25, 2012, Belle and PLAI signed a Cooperation Agreement placing Belle as the licensee and owner of the resort's land and buildings, while Melco's Philippine affiliate, Melco Resorts & Entertainment (Philippines) Limited ("MRP") will be the developer and operator of all facilities within the resort complex. Melco is the developer and owner of integrated resort facilities historically focused on the Macau market. Its highly successful "City of Dreams" integrated resort complex on Macau's Cotai Strip houses a gaming facility, several international luxury hotels, and an upscale retail operation, along with a mix of bars and restaurants that draw large crowds from Hong Kong and China on October 9, 2013, MRP announced the use of the name of Melco's flagship Macau resort to brand the integrated resort as "City of Dreams Manila", and later announced Crown Towers (changed to Nuwa in 2017), Hyatt and Nobu as the hotel brands to be used for the resort's more than 900 hotel rooms. City of Dreams Manila has approximately 30 hectares of gross floor area, which houses more than two hectares of gaming space, more than two hectares of retail and restaurant facilities, more than 900 high-quality hotel rooms, and various entertainment facilities. As of December 31, 2019, it is allowed to operate a maximum of approximately 302 gaming tables, 1,891 slot machines, and 234 electronic table games.

The combined investment of Belle and MRP in City of Dreams Manila as of the official opening date on February 2, 2015, including the estimated value of land used for the project, was approximately US\$1.3 billion. The soft opening of City of Dreams Manila took place on December 14, 2014, and the Grand Launch took place on February 2, 2015. Belle and MRP already satisfied the US\$1 billion minimum required level of investment and all other PAGCOR Guidelines by the time of its Grand Launch, resulting in City of Dreams Manila being the first property in Entertainment City to be issued a Regular License on May 5, 2015.

Existing investments will continue to be managed at Belle's listed gaming subsidiary, PLC. PLC, which is 78.7%-owned by Belle as of December 31, 2017, owns 100% of the capital stock of PLAI and 50.1% of all issued shares of Pacific Online. PLAI is a co-licensee with Belle and MRP under the PAGCOR license for City of Dreams Manila, and is entitled to a share of gaming earnings therefrom through an Operating Agreement with MRP. Pacific Online is a listed company that leases online equipment to the Philippine Charity Sweepstakes Office for its lottery and keno operations.

## ANNEX TO MANAGEMENT'S DISCUSSION AND ANALYSIS (MD&A) SECTION

### **Events that will trigger direct or contingent financial obligation that is material to the Company, including any default or acceleration of obligation**

None. The Company does not foresee and events that may trigger material financial obligation to the Company, including default or acceleration of an obligation.

### **All material off-balance sheet transactions, arrangement, obligations (including contingent obligations), and other relationships of the Company with unconsolidated entities or other persons created during the reporting period**

None. There were no material off-balance sheet transactions, arrangement, obligations, and other relationships of the Company with unconsolidated entities or other persons that the Company is aware of during the reporting period.

## **FINANCIAL STATEMENTS**

The consolidated Financial Statements and Supplementary Schedules as of and for the year ended December 31, 2019 listed in the accompanying Index to Financial Statements and Supplementary Schedules are filed as part of this Information Statement. Supplementary information are as follows:

- l) Supplementary Schedules
  - 1. Financial Assets
  - 2. Amounts Receivable from Directors, Officers, Employees, and Principal Stockholders (other than related parties)
  - 3. Amounts Receivable from related parties which are eliminated during consolidation of financial statements
  - 4. Intangible Assets – Other Assets
  - 5. Long-Term Debt
  - 6. Indebtedness to Related Parties
  - 7. Guarantees of Securities of Other Issuers
  - 8. Capital Stock
  - 9. Reconciliation of Retained Earnings Available for Dividend Declaration
  - 10. Key Financial Ratios
- m) Schedule of all effective standards and interpretations
- n) Map of the relationships of the companies within the group

## MARKET FOR REGISTRANT'S COMMON EQUITY AND RELATED STOCKHOLDER MATTERS

### Market Information

The principal market where the registrant's common equity is traded is the Philippine Stock Exchange ("PSE").

The high and low sales prices for each quarter within the last two (2) fiscal years of the registrant's common shares. As quoted on the PSE, are as follows:

Stock Prices in ₱		
	High	Low
<b>2020</b>		
<b>First Quarter</b>	<b>2.00</b>	<b>1.00</b>
<b>2019</b>		
First Quarter	2.74	2.31
Second Quarter	2.57	2.20
Third Quarter	2.37	2.08
Fourth Quarter	2.08	1.96
<b>2018</b>		
First Quarter	4.10	3.62
Second Quarter	3.72	3.10
Third Quarter	3.28	2.42
Fourth Quarter	2.55	2.16

As of April 30, 2020, Belle Corporation's market capitalization on 9,763,126,297 outstanding shares in the PSE amounted to ₱13,375,483,026.89 based on the closing price of ₱1.37.

### Security Holders

Belle has 1,774 shareholders as of April 30, 2020. Common shares outstanding as of April 30, 2020 totaled 9,763,126,297.

The top 20 stockholders as of April 30, 2020, with their corresponding shareholdings and percentage thereof to total shares outstanding, are:

RANK	NAME	No. of Shares Held	% to Total
1	BELLESHARES HOLDINGS, INC.	2,604,740,622	24.664
2	PCD NOMINEE CORPORATION (FILIPINO)	2,512,708,659	23.792
3	PCD NOMINEE CORPORATION (NON-FILIPINO)	2,026,278,885	19.186
4	SYSMART CORPORATION	1,629,355,469	15.428
5	SYBASE EQUITY INVESTMENTS CORPORATION	531,320,577	5.031
6	SOCIAL SECURITY SYSTEM	442,402,786	4.189
7	JACINTO C. JR. NG	135,860,666	1.286
8	EASTERN SECURITIES DEV. CORP.	111,730,866	1.058
9	SINOPHIL CORPORATION	99,987,719	0.947
10	JACINTO L. SR. NG	88,835,833	0.841
11	PARALLAX RESOURCES INC.	86,308,131	0.817
12	SLW DEVELOPMENT CORPORATION	66,082,333	0.626
13	EASTERN SEC. DEVT. CORP.	50,000,000	0.473
14	F. YAP SECURITIES, INC.	31,803,732	0.301
15	WILLY N. OCIER	23,457,709	0.222
16	JACINTO JR. NG &/OR ANITA C. NG	18,293,333	0.173
17	LIM SIEW KIM	6,200,000	0.059
18	JAMES GO	4,816,999	0.046
19	WILLIAM T. GABALDON	4,000,000	0.038
20	PACITA K. YAP OR PHILIP K. YAP	3,500,000	0.033

## **Dividends**

From 2015-2017, the Company's Board of Directors approved the declaration of a regular dividend of ₱0.095 per share, totaling at least ₱1 billion payable in March of each year. The Company also paid a special dividend of ₱0.180 per share, totaling ₱1.9 billion, on March 9, 2015.

From 2018-2019, the Company's Board of Directors approved the declaration of a regular dividend of ₱0.120 per share, totaling about ₱1.2 billion, payable in March of each year.

On February 27, 2020, the Company's Board of Directors approved the declaration of a regular dividend of ₱0.120 per share, totaling about ₱1.2 billion, payable on March 27, 2020 to stockholders of record as of May 21, 2020.

There is no legal restriction that limits or would likely limit Belle's ability to pay dividends, aside from its retained earnings available for such.

## **Dividend Policy**

- a) Subject to the discretion of the Board of Directors, all shareholders have the right to receive dividends.
- b) Dividends shall be paid to all shareholders within thirty (30) days from declaration.
- c) The Company shall be compelled to declare dividends when its retained earnings shall be in excess of 100% of its paid-in capital stock, except:
  1. When justified by definite corporate expansion projects or programs approved by the Board;
  2. When the Company is prohibited from declaring dividends under any loan agreement with any financial institution or creditor, whether local or foreign, without its consent, and such consent has not been secured;
  3. When it can be clearly shown that such retention is necessary under special circumstances obtaining in the Company, such as when there is a need for special reserve for probable contingencies.

## **Recent Sales of Unregistered Securities**

The Company did not sell or issue securities within the past three (3) years that were not registered under the Securities Regulation Code.

## **DIRECTORS AND EXECUTIVE OFFICERS**

Please refer to the portion of this Information Statement on “Directors and Executive Officers”.

## **COMPLIANCE WITH THE REVISED MANUAL OF CORPORATE GOVERNANCE**

### **Corporate Objectives:**

- 1. Deliver the finer things in life to our customers.**
  - Identify trends and opportunities in tourism and leisure industries.
  - Forge partnerships with world-class organizations: Belle has always looked for business partners with a proven track record, domain expertise, and similar values.
  - Enhance and launch prime leisure amenities and developments.
  
- 2. Enhance a shareholder value.**
  - Realize sustained recurring earnings growth year on year.
  - Endeavor to model global good governance best practices, and continue to be one of the top 100 Philippine publicly-listed companies scoring above 90 points in the annual ASEAN Corporate Governance Scorecard.
  - Pay consistent dividends to shareholders.
  
- 3. Establish a culture of sustainability across our business.**
  - Embed sustainability in its operations: Sustainability is a core value of Belle Corporation and working with the communities we operate in is a priority for our operations, including programs to lower use of fossil fuels, achieve more efficient waste management, care for the environment, and uplift the lives of the less privileged in our communities.
  - Establish social partnerships: Belle Kaagapay partners with a number of non-government organizations to expand the reach of its community initiatives.

The company remains focused on insuring the adoption of systems and practices of good corporate governance in enhancing value for its shareholders.

### **Board Attendance**

Regular meetings of the Board are scheduled at the beginning of the year and are held at least six (6) times annually. Special meetings may also be called by the Chairman, the President or Corporate Secretary. The Board and Committee Meetings for 2020 were scheduled during the Board Meeting in October 2019. A director’s absence or non-participation in more than 50% of all meetings in a year is a ground for temporary disqualification in the succeeding election. During 2019, each of the Company’s Directors have complied with the requirements. Below table shows the attendance of each board member in the meetings conducted during the year:

Attendance in Board of Directors' Meetings in 2019									
DIRECTOR		28-Feb	15-Mar	22-Apr	22-Apr	30-May	26-Jul	25-Oct	04-Dec
1	EMILIO S. D QUIROS, JR.	✓	✓	✓	✓	✓	✓	✓	✓
2	WILLY N. OCIER	✓	✓	✓	✓	✓	✓	✓	✓
3	ELIZABETH ANNE C. UYCHACO	✓	✓	✓	✓	✓	✓	✓	✓
4	MANUEL A. GANA	✓	✓	✓	✓	✓	✓	✓	✓
5	AURORA CRUZ IGNACIO*	x	✓	x	x	x	x	x	x
6	GREGORIO U. KILAYKO	✓	x	✓	✓	✓	✓	✓	✓
7	RICARDO L. MOLDEZ**	x	x	x	x	x	✓	✓	✓
8	JACINTO C. NG, JR.	✓	✓	✓	✓	✓	✓	✓	✓
9	JOSE T. SIO	✓	✓	✓	✓	✓	x	✓	✓
10	AMANDO M. TETANGCO, JR.	✓	✓	✓	✓	✓	✓	✓	✓
11	CESAR E.A. VIRATA	✓	✓	✓	✓	✓	✓	✓	x
12	VIRGINIA A. YAP	✓	✓	✓	✓	✓	x	✓	✓

\* served until April 2019

\*\* elected on May 30, 2019

### Board Performance Evaluation

The Company conducts annual performance evaluations of the Board of Directors, its individual members and Board Committees to ensure optimum Board performance. In this evaluation process, directors identify areas for improvement, some of which are: the timelines and integrity of information given to them, directors' access to management, the Corporate Secretary and Board Advisors, and other form of assistance as needed. The Board reviews the results of these evaluations and agrees on clear action plans to address any issues raised.

In line with governance best practices, the board evaluations shall be facilitated by a third-party independent assessor every three (3) years reckoned from January 1, 2017 (effectivity date of the 2016 Code of Corporate Governance for Publicly Listed Companies).

### Continuing Education Programs

The Board identifies areas of continuing education on corporate governance topics they require. To keep the Board and key officers well-informed of governance related developments, regular annual education programs are conducted in coordination with SM Investments Corporation and training providers duly accredited by the Securities and Exchange Commission.

### Revised Manual on Corporate Governance

In compliance with the initiative of the Securities and Exchange Commission ("SEC"), BELLE submitted its Revised Manual on Corporate Governance (the "Manual") to the SEC. This manual institutionalizes the principles of good corporate governance in the entire Company. The Company believes that corporate governance, the framework of rules, systems, and processes governing the performance of the Board of Directors and Management of their respective duties and responsibilities, and from which the organization's values and ethics emerge, is of utmost importance to the Company's shareholders and other stakeholders, which include, among others, clients, employees, suppliers, financiers, government, and community in which it operated. The Company undertakes every effort possible to create awareness throughout the entire organization.

## Board Committees

Even prior to the submission of its Manual, however, the Company already created various Board-level committees. These committees were comprised of:

1. Executive Committee – to oversee the management of the Company and is responsible for the Company’s goals, finances and policies;
2. Audit Committee – to review financial and accounting matters;
3. Compensation and Remuneration Committee – to look into an appropriate remuneration system;
4. Risk Oversight Committee – to review the policies and procedures relating to the identification, analysis, management, monitoring, and reporting of financial and non-financial risks.

Subsequently, the following Board Committees were created:

5. Related Party Transactions Committee – to assess material agreements with related parties to ensure that the RPT are conducted at market rates and on arm’s length basis;
6. Corporate Governance Committee – to assist and advise the Board of Directors in performing corporate governance compliance responsibilities in relation with the Company’s Revised Manual on Corporate Governance, the Philippine Code of Corporate Governance, and the disclosure rules of the SEC and the PSE;
  - Nomination Committee – for the selection and evaluation of qualifications of directors and officers. This Committee was merged with the Corporate Governance Committee in April 2017;
7. Corporate Social Responsibility Committee – to help strengthen the Corporation’s commitment to social development, and aims to balance the business objectives of the Company with social good; and;
8. Environmental and Social Committee – to help protect and sustain the environment and promote the welfare of the communities it operates in.

## Code of Business Conduct and Ethics

The Company remains committed to align with the best corporate governance practices following the release of the 2016 Code of Corporate Governance for Publicly Listed Companies. In addition to the Revised Manual on Corporate Governance (Manual), the Company’s Code of Business Conduct and Ethics (CBCE) defines good governance, ethics and compliance practices expected throughout the organization. The Manual and CBCE are communicated to directors, officers and employees to ensure familiarity and adherence. These documents are also made public through the Company’s corporate website.

## Governance Policies

Company policies on governance were developed, submitted to and approved by the Board to protect the interests and rights of the shareholders and stakeholders and to promote transparency and accountability. Such governance related policies are shown below and may be viewed through the BELLE Corporate website: <https://www.bellecorp.com/corporate-governance/company-policies>. These policies and procedures are initially cascaded throughout the organization via email blast, intranet portal and annual corporate governance trainings.

- a) Accountability, Integrity, and Vigilance (Whistle-Blowing)
- b) Alternative Dispute Resolution
- c) Board Diversity
- d) Conflict of Interest
- e) Corporate Disclosures
- f) Data Privacy Act (Records Management)
- g) Directors’ Board Seats Held in Other Companies
- h) Employees’ Safety, Health and Welfare
- i) Gifts / Hospitality / Entertainment

- j) Guidelines of Placing of Advertisements
- k) Insider Trading
- l) Material Related Party Transactions
- m) Safeguarding Creditors' Rights
- n) Succession Planning and Retirement Age for Directors and Key Officers
- o) Tenure of Independent Directors
- p) Vendor Accreditation and Selection

## Board Diversity

The Company values and promotes a diversity policy in the composition of our Company's Board of Directors to reinforce its effectiveness in providing strategic direction, oversight, and compliance with laws and regulations.

The Belle Board matrix below demonstrates compliance with this policy.

BELLE Board Skill Set Matrix				INDUSTRY EXPERIENCE / EXPERTISE / COMPETENCIES																			
NAME and DESIGNATION	AGE	GEN DER	EDUCATIONAL BACKGROUND	Accounting Audit	Anti-Money Laundering	Banking	Construction	Corp. Gov.	Economics	Finance	Hospitality/Leisure	IT/Comm	Insurance	Investment	Internal Control	Law	Management	Manufacturing	Mining	Real Estate	Retail	Risk Management	Sales & Mktg.
<b>Emilio S. De Quiros, Jr.</b> Chairman Non-Executive Director	71	M	Bachelor of Arts in Economics Master of Arts in Economics		✓	✓		✓	✓	✓				✓	✓		✓		✓	✓		✓	
<b>Willy N. Ocier</b> Vice-Chairperson Executive Director	63	M	Bachelor of Arts in Economics					✓	✓	✓	✓	✓		✓			✓			✓	✓	✓	✓
<b>Elizabeth Anne C. Uychaco</b> Vice-Chairperson Non-Executive Director	64	F	Bachelor of Arts Degree Master in Business Economics Master in Business Administration				✓	✓	✓	✓	✓	✓	✓	✓			✓	✓		✓	✓	✓	
<b>Manuel A. Gana</b> President & CEO Executive Director	62	M	Bachelor of Arts in Economics Bachelor of Science in Accounting Master of Business Administration	✓	✓	✓		✓	✓	✓	✓	✓		✓	✓		✓	✓		✓		✓	
<b>Jacinto C. Ng, Jr.</b> Non-Executive Director	50	M	Bachelor of Science Degree Architecture	✓	✓	✓	✓	✓	✓	✓	✓			✓			✓			✓		✓	✓
<b>Ricardo L. Moldez</b> Non-Executive Director	72	M	Accounting Degree Master in Business Administration	✓	✓	✓	✓	✓	✓	✓	✓			✓	✓		✓		✓	✓	✓	✓	
<b>Jose T. Sio</b> Non-Executive Director	80	M	Accounting Degree Master in Business Administration	✓	✓	✓	✓	✓	✓	✓	✓			✓	✓		✓		✓	✓	✓	✓	
<b>Virginia A. Yap</b> Non-Executive Director	68	F	Bachelor of Science Degree Commerce, Accounting Major	✓				✓	✓	✓		✓		✓			✓			✓		✓	
<b>Gregorio U. Kilayko, Jr.</b> Independent Director	64	M	Bachelor Degree Master in Business Administration	✓	✓	✓		✓	✓	✓	✓			✓			✓			✓		✓	
<b>Amando M. Tetangco, Jr.</b> Independent Director	67	M	AB Economics Degree Master in Business Administration Master in Public Policy & Administration		✓	✓		✓	✓	✓		✓		✓			✓			✓		✓	
<b>Cesar E.A. Virata</b> Lead Independent Director	89	M	Bachelor Degree in Mechanical Engineering Bachelor in Business Administration Master in Business Administration		✓	✓	✓	✓	✓	✓	✓	✓		✓			✓			✓		✓	



## Insider Trading Policy

Belle Corporation prohibits the Company's directors, officers, and employees from using privileged company information for personal gain.

Name of Director / Officer	Number of Shares held as of 12.31.2018	2019 Acquisition (+)	2019 Disposition (-)	Number of Shares held as of 12.31.2019	% of Ownership
Jacinto C. Ng, Jr.	135,860,666	-	-	135,860,666	1.39%
Willy N. Ocier	47,535,702	12,467,000	-	60,002,702	0.61%
Nancy O. Hui	3,500,000	-	-	3,500,000	0.04%
A. Bayani K. Tan	347,341	-	-	347,341	0.00%
Virginia A. Yap	160,000	-	-	160,000	0.00%
Manuel A. Gana	51,000	-	-	51,000	0.00%
Emilio S. De Quiros, Jr.	50,001	-	-	50,001	0.00%
Rogelio I. Robang*	20,000	-	-	-	-
Jose T. Sio	1,000	-	-	1,000	0.00%
Elizabeth Anne C. Uychaco	1,000	-	-	1,000	0.00%
Amando M. Tetangco, Jr.	1,000	-	-	1,000	0.00%
Gregorio U. Kilayko	1	-	-	1	0.00%
Cesar E.A. Virata	1	-	-	1	0.00%
Ricardo L. Moldez	-	1	-	1	0.00%
<b>TOTALS</b>	<b>187,527,712</b>	<b>12,467,001</b>	<b>0</b>	<b>199,974,713</b>	<b>2%</b>

\*Mr. Rogelio I. Robang retired on September 30, 2019

## Directorships of Non-Executive Directors in Other Listed Companies

In February 2018, the Board of Directors has approved the setting of a maximum limit of five (5) publicly-listed corporations, including Belle Corporation, for Non-Executive Directors to simultaneously hold at any given time.

## Tenure of Independent Directors

Further, the Board has approved the setting of maximum tenure of nine (9) years with year 2012, or the commencements of their term assuming it is later than January 2012, as reckoning date. The Independent Director (ID) may serve as a Non-Executive Director after his term as an ID.

## Chief Compliance Officer

The Company, through its Chief Compliance Officer, stresses full compliance with applicable laws and adherence to ethical practices as stated in the Code of Business Conduct and Ethics (CBCE) and the Revised Manual on Corporate Governance.

The Board established the major goals, policies, and objectives of the Company, as well as the means to monitor and evaluate the performance of Management. The Board also ensures that adequate internal control mechanisms are implemented and properly complied in all levels.

The Company is not aware of any non-compliance with its Revised Manual on Corporate Governance, by any of its directors, officers or employees.

**UNDERTAKING TO PROVIDE PRINTED COPIES OF THE  
INFORMATION STATEMENT AND ANNUAL REPORT**

**UPON WRITTEN REQUEST OF ANY SHAREHOLDER OF RECORD ENTITLED TO NOTICE OF AND VOTE AT THE MEETING, THE COMPANY SHALL FURNISH SUCH SHAREHOLDER WITH A COPY OF THE COMPANY'S INFORMATION STATEMENT (ON SEC FORM 20-IS) AND ANNUAL REPORT (ON SEC FORM 17-A) WITHOUT CHARGE. ANY SUCH WRITTEN REQUEST SHALL BE ADDRESSED TO:**

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

BELLE CORPORATION  
5<sup>th</sup> FLOOR TOWER A, TWO E-COM CENTER  
PALM COAST AVENUE, MALL OF ASIA COMPLEX  
CBP-1, PASAY CITY 1300, PHILIPPINES  
Email: [governance@bellec corp.com](mailto:governance@bellec corp.com)  
Tel No.: 632-8662-8888  
Fax no.: 632-6862-8890

## 2020 ANNUAL STOCKHOLDERS' MEETING

### Guidelines for Participating via Remote Communication and Voting *in Absentia*

The 2020 Annual Stockholders' Meeting (ASM) of Belle Corporation ("Belle" or the "Company") will be held on June 22, 2020 at 2:00 P.M. and the Board of Directors of the Corporation has fixed the end of trading hours of the Philippine Stock Exchange, Inc. on **May 21, 2020** ("Record Date") as the record date for the determination of stockholders entitled to the notice of, to attend, and to vote at such meeting and any adjournment thereof.

The Board of Directors of the Company has approved and authorized stockholders to participate in the ASM via remote communication and to exercise their right to vote *in absentia* or by proxy. This is in view of the community quarantine currently implemented in various areas of the country and in consideration of health and safety concerns of everyone involved.

### REGISTRATION

The conduct of the meeting will be streamed live, and stockholders may attend the meeting by registering until June 18, 2020, 12:00 noon via [asmregister.bellecorp.com](http://asmregister.bellecorp.com) and by submitting the following requirements and documents, subject to verification and validation:

1. Individual Stockholders
  - 1.1. Clear digital copy of the front and back portion of a valid government-issued identification card/s (ID/s), which include the passport, driver's license, SSS ID, senior citizen ID, among others in order to validate the registration of the shareholder (up to 2MB)
  - 1.2. Stock certificate number
  - 1.3. Active e-mail address/es
  - 1.4. Active contact number/s, with area and country codes
2. Multiple Stockholders or with joint accounts
  - 2.1. Clear digital copy of the front and back portion of a valid government-issued identification card/s (ID/s), which include the passport, driver's license, SSS ID, senior citizen ID, among others in order to validate the registration of the shareholders (up to 2MB)
  - 2.2. Stock certificate number/s
  - 2.3. Active e-mail addresses of the stockholders
  - 2.4. Active contact numbers, with area and country codes
  - 2.5. Digital copy of an authorization letter executed by all named holders, authorizing a holder to vote for and on behalf of the account
3. Corporate Stockholders
  - 3.1. Digital copy of the Secretary's Certificate (or equivalent for non-resident) attesting to the authority of the representative to vote for and on behalf of the corporation
  - 3.2. Clear digital copy of the front and back portion of a valid government-issued identification card/s (ID/s), which include the passport, driver's license, SSS ID, senior citizen ID, among others to validate the registration of the authorized representative (no more than 2MB)
  - 3.3. Active e-mail address/es of the authorized representative
  - 3.4. Active contact number of an authorized representative, with area and country codes

4. PCD Participants/Brokers
  - 4.1. Digital copy of the Secretary's Certificate (or equivalent for non-resident) attesting to the authority of the representative to vote for and on behalf of the PCD participant/broker
  - 4.2. Digital copy of the certificate of shareholdings issued by the PCD/broker
  - 4.3. Clear digital copy of the front and back portion of a valid government-issued identification card/s (ID/s), which include the passport, driver's license, SSS ID, senior citizen ID, among others to validate the registration of the authorized representative (no more than 2MB)
  - 4.4. Active e-mail address/es of the authorized representative
  - 4.5. Active contact number of the authorized representative, with area and country codes

**Important Reminder: Please refrain from sending duplicate and inconsistent information/documents as these can result in failed registration. All documents/information shall be subject to verification and validation by the Company.**

### **ONLINE VOTING**

1. Log-in to the voting portal by clicking the link, and using the log-in credentials, sent to the email address of the shareholder to the Company.
  2. Upon accessing the portal, the stockholder can vote on each agenda item. A brief description of each item for stockholders' approval are appended to the Notice of Meeting.
    - 2.1 A stockholder has the option to vote "Yes", "No", or "Abstain" on each agenda item for approval.
    - 2.2 For the election of directors, the stockholder has the option to vote for all nominees, withhold vote for any of the nominees, or vote for certain nominees only.
- Note: A stockholder may vote such number of his/her 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 (11 directors for Belle) 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 shall not exceed the number of shares owned by the stockholder.*
3. Once the stockholder has finalized his vote, he can proceed to submit his vote by clicking the "Submit" button.
  4. The stockholder can still change and re-submit votes, provided, such new votes are submitted using the same log-in credentials. Previous votes will be automatically overridden and replaced by the system with the new votes cast.

### **ASM LIVESTREAM**

The ASM will be broadcasted live and stockholders who have successfully registered will be provided access to participate via remote communication. Instructions on how to access the livestream will also be posted at [www.bellecorp.com/asm2020](http://www.bellecorp.com/asm2020).

Video recordings of the ASM will be adequately maintained by the Company and will be made available to participating stockholders upon request.

### **OPEN FORUM**

During the virtual meeting, the Company will have an Open Forum, during which, the meeting's moderator will read and where representatives of the Company shall endeavor to answer as many of the questions and comments received from stockholders as time will allow.

Stockholders may send their questions in advance by sending an email bearing the subject "ASM 2020 Open Forum" to [corsec@bellecorp.com](mailto:corsec@bellecorp.com) on or before 21 June 2020. A section for stockholder comments/questions or a "chatbox" shall also be provided in the livestreaming platform.

Questions/comments received but not entertained during the Open Forum due to time constraints will be addressed separately by the Company's Investor Relations.

***For any concerns, please contact the Company's Governance and Corporate Affairs Department at (+632) 8662-8888 local 2111 or via email at [governance@bellecorp.com](mailto:governance@bellecorp.com).***

***For complete information on the annual meeting, please visit [www.bellecorp.com/asm2020](http://www.bellecorp.com/asm2020).***



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

**SECURITIES AND EXCHANGE COMMISSION**

Secretariat Building, PICC Complex  
Roxas Boulevard, Metro Manila Philippines

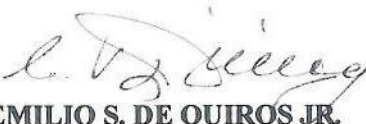
The management of Belle Corporation and Subsidiaries is responsible for the preparation and fair presentation of the consolidated financial statements including the schedules attached therein, for the years ended December 31, 2019 and 2018, in accordance with the prescribed financial reporting framework indicated therein, and for such internal control as management determines is necessary to enable the preparation of the consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is responsible for overseeing the Company's financial reporting process.

The Board of Directors reviews and approves the financial statements including the schedules attached therein, and submits the same to the stockholders.

SyCip Gorres Velayo & Co., the independent auditor appointed by the stockholders, has audited the consolidated financial statements of the Company in accordance with Philippine Standards on Auditing, and in its report to the stockholders, has expressed its opinion on the fairness of presentation upon completion of such audit.

  
**EMILIO S. DE QUIROS JR.**  
Chairman of the Board

  
**MANUEL A. GANA**  
President and Chief Executive Officer

  
**JACKSON T. ONGSIP**  
Executive Vice President  
and Chief Financial Officer

Signed February 27, 2020

SUBSCRIBED AND SWORN to before me this 27th day of February 2020 affiants exhibiting to me their Passports/TIN, as follows:


NAME	PASSPORT/ TIN No.	DATE OF ISSUE	PLACE OF ISSUE
Emilio S. De Quiros Jr.			
Manuel A. Gana			
Jackson T. Ongsip			

Doc. No. 480

Page No. 97

Book No. I

Series of 2020

  
**ATTY. CHERRY-AMOR O. CHAO**  
NOTARY PUBLIC  
UNTIL DEC. 31, 2020  
PTR No. 9141979 JAN. 10, 2020  
IBP Lifetime No. 017935 / Roll No. 69933  
Not. Comm. No. 2019-106  
MCLE Comp. No. VI-0005330 12/28/2017  
321 Illumina Residences Manila, P. Sanchez St.  
Cor. V. Mapa St., Sta. Mesa, MM.

# COVER SHEET

for  
**AUDITED FINANCIAL STATEMENTS**

SEC Registration Number

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**COMPANY NAME**

B	E	L	L	E		C	O	R	P	O	R	A	T	I	O	N		A	N	D		S	U	B	S	I	D	I	A
R	I	E	S																										

**PRINCIPAL OFFICE** ( No. / Street / Barangay / City / Town / Province )

5	t	h		F	l	o	o	r	,		T	o	w	e	r		A	,		T	w	o		E	-	C	o	m	
C	e	n	t	e	r	,		P	a	l	m		C	o	a	s	t		A	v	e	n	u	e	,		M	a	l
l	o	f		A	s	i	a		C	o	m	p	l	e	x	,		C	B	P	-	1	A	,		P	a	s	
a	y		C	i	t	y																							

Form Type

A	A	C	F	S
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Department requiring the report

	S	E	C
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Secondary License Type, If Applicable

	N	/	A
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**COMPANY INFORMATION**

Company's Email Address

**info@bellecop.com**

Company's Telephone Number

**662-8888**

Mobile Number

**N/A**

No. of Stockholders

**1,782**

Annual Meeting (Month / Day)

**4<sup>th</sup> Monday of April**

Fiscal Year (Month / Day)

**12/31**

**CONTACT PERSON INFORMATION**

The designated contact person ***MUST*** be an Officer of the Corporation

Name of Contact Person

**Mr. Jackson T. Ongsip**

Email Address

**info@bellecop.com**

Telephone Number/s

**662-8888**

Mobile Number

**0917-5578203**

**CONTACT PERSON'S ADDRESS**

**5th Floor, Tower A, Two E-Com Center, Palm Coast Avenue  
Mall of Asia Complex, CBP-1A, Pasay City**

**NOTE 1 :** In case of death, resignation or cessation of office of the officer designated as contact person, such incident shall be reported to the Commission within thirty (30) calendar days from the occurrence thereof with information and complete contact details of the new contact person designated.

**2 :** All Boxes must be properly and completely filled-up. Failure to do so shall cause the delay in updating the corporation's records with the Commission and/or non-receipt of Notice of Deficiencies. Further, non-receipt of Notice of Deficiencies shall not excuse the corporation from liability for its deficiencies.





## INDEPENDENT AUDITOR'S REPORT

The Stockholders and the Board of Directors  
Belle Corporation  
5th Floor, Tower A, Two E-Com Center  
Palm Coast Avenue, Mall of Asia Complex  
CPB-1A, Pasay City

### Opinion

We have audited the consolidated financial statements of Belle Corporation and its subsidiaries (“the Company”), which comprise the consolidated statements of financial position as at December 31, 2019 and 2018, and the consolidated statements of comprehensive income, consolidated statements of changes in equity and consolidated statements of cash flows for each of the three years in the period ended December 31, 2019, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Company as at December 31, 2019 and 2018, and its consolidated financial performance and its consolidated cash flows for each of the three years in the period ended December 31, 2019 in accordance with Philippine Financial Reporting Standards (PFRSs).

### Basis for Opinion

We conducted our audits in accordance with Philippine Standards on Auditing (PSAs). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics for Professional Accountants in the Philippines (Code of Ethics) together with the ethical requirements that are relevant to our audit of the consolidated financial statements in the Philippines, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.



We have fulfilled the responsibilities described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report, including in relation to these matters.

Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

### ***Recoverability of Goodwill in Pacific Online Systems Corporation (POSC)***

Under PFRS, the Company is required to annually test the amount of goodwill for impairment. As at December 31, 2019, goodwill arising from the acquisition of POSC amounted to ₱1,343.8 million. The Company's assessment of the recoverable amount of the POSC cash generating unit (CGU) was based on value-in-use calculation. In addition, management's assessment process requires significant judgment and is based on assumptions, specifically revenue growth rate, discount rate and the long-term growth rate. Given the significant level of management judgment and estimation involved in the value-in-use calculation, we considered this area to be a key audit matter.

The Company's disclosures about goodwill are included in Note 18 to the consolidated financial statements.

### ***Audit Response***

We involved our internal specialist in evaluating the methodologies and the assumptions used in determining the value-in-use. These assumptions include revenue growth rate, discount rate and the long-term growth rate. We compared the key assumptions used, such as revenue growth rate against the historical performance of the CGU and other relevant external data. We tested the parameters used in the determination of the discount rate and long-term growth rate against market data. We also reviewed the Company's disclosures about those assumptions to which the outcome of the impairment test is most sensitive; specifically those that have the most significant effect on the determination of the recoverable amount of goodwill.

### ***Adoption of PFRS 16, Leases***

Effective January 1, 2019, the Company adopted PFRS 16, *Leases*, under the modified retrospective approach which resulted in significant changes in the Company's accounting policy for leases. The Company's adoption of PFRS 16 is significant to our audit because the Company has high volume of lease agreements; the recorded amounts are material to the consolidated financial statements; the change in accounting policy requires policy elections; this involves application of significant judgment and estimation in determining whether the contract contains a lease; determining the lease term, including evaluating whether the Company is reasonably certain to exercise options to extend the lease; and determining the incremental borrowing rate. This resulted in an increase in right-of-use assets by ₱1,022.8 million and lease liabilities by ₱1,053.4 million as at January 1, 2019 and the recognition of depreciation expense and interest expense of ₱126.1 million and ₱71.4 million, respectively, for the year ended December 31, 2019.



The disclosures related to the adoption of PFRS 16 applied by the Company, are included in Notes 3 and 37 to the consolidated financial statements.

#### *Audit Response*

We obtained an understanding of the Company's process in implementing the new standard on leases, including the determination of the population of the lease contracts covered by PFRS 16, the application of the short-term exemption, the selection of the transition approach and any election of available practical expedients. We selected sample lease agreements (i.e., lease agreements existing prior to the adoption of PFRS 16 and new lease agreements in 2019) from the Master Lease Schedule and identified their contractual terms and conditions. We traced these selected contracts to the lease calculation prepared by management, which covers the calculation of financial impact of PFRS 16, including the transition adjustments. We tested the underlying lease data used (e.g., lease payments, lease term) by agreeing the terms of the selected contracts with the lease calculation. For selected lease contracts with renewal option, we reviewed the management's assessment of whether it is reasonably certain that the Company will exercise the option to renew. We tested the parameters used in the determination of the incremental borrowing rate by reference to market data. We test computed the lease calculation prepared by management, including the transition adjustments.

We also reviewed the working papers of other auditor on the adoption of PFRS 16, specifically on the review of the population of the lease contracts covered by PFRS 16, the application of the short-term lease exemption, the selection of the transition approach and any election of available practical expedients. We reviewed the selection of sample lease agreements (i.e., lease agreements existing prior to the adoption of PFRS 16 and new lease agreements in 2019) from the Master Lease Schedule, their identification of contractual terms and conditions, and their tracing of these selected contracts to the lease calculation prepared by management, which covers the calculation of financial impact of PFRS 16, including the transition adjustments.

We reviewed the disclosures related to leases, including the transition adjustments, based on the requirements of PFRS 16.

#### **Other Information**

Management is responsible for the other information. The other information comprises the information included in the SEC Form 20-IS (Definitive Information Statement), SEC Form 17-A and Annual Report for the year ended December 31, 2019, but does not include the consolidated financial statements and our auditor's report thereon. The SEC Form 20-IS (Definitive Information Statement), SEC Form 17-A and Annual Report for the year ended December 31, 2019 are expected to be made available to us after the date of this auditor's report.

Our opinion on the consolidated financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audits of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audits, or otherwise appears to be materially misstated.



## **Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements**

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

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

## **Auditor's Responsibilities for the Audit of the Consolidated Financial Statements**

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with PSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with PSAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit 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 Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's



report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit. We remain solely responsible for our audit opinion.

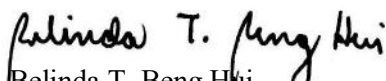
We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is Belinda T. Beng Hui.

SYCIP GORRES VELAYO & CO.

  
Belinda T. Beng Hui  
Partner

CPA Certificate No. 88823  
SEC Accreditation No. 0943-AR-3 (Group A),  
March 14, 2019, valid until March 13, 2022  
Tax Identification No. 153-978-243  
BIR Accreditation No. 08-001998-78-2018,  
March 14, 2018, valid until March 13, 2021  
PTR No. 8125213, January 7, 2020, Makati City

February 28, 2020



**BELLE CORPORATION AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF FINANCIAL POSITION**  
(Amounts in Thousands)

	December 31	
	2019	2018
<b>ASSETS</b>		
<b>Current Assets</b>		
Cash and cash equivalents (Notes 8 and 43)	₱4,104,674	₱2,653,717
Financial assets at fair value through profit or loss (Notes 9 and 43)	140,457	155,705
Receivables (Notes 10 and 43)	2,463,605	1,688,453
Contract assets - current (Notes 10 and 43)	40,511	37,892
Real estate for sale - at cost (Note 11)	327,124	475,785
Land held for future development - at cost (Note 11)	3,005,429	2,998,577
Other current assets (Notes 12 and 43)	1,637,773	1,763,057
Total Current Assets	11,719,573	9,773,186
<b>Noncurrent Assets</b>		
Contract assets - net of current portion (Note 10 and 43)	89,612	130,123
Installment receivables - net of current portion (Notes 10 and 43)	404,518	510,446
Financial assets at fair value through other comprehensive income (Notes 14 and 43)	5,512,817	4,770,772
Investments in and advances to associates - net (Notes 13, 39 and 43)	77,950	78,017
Investment properties (Notes 15 and 37)	19,491,825	20,094,843
Intangible asset (Note 17)	4,465,206	4,581,040
Goodwill (Note 18)	1,343,809	1,721,327
Property and equipment (Note 16)	164,825	363,939
Right-of-use assets (Notes 3 and 37)	914,088	-
Pension asset (Note 38)	10,312	7,856
Deferred tax assets - net (Note 36)	52,825	8,864
Other noncurrent assets (Notes 19 and 43)	524,508	450,673
Total Noncurrent Assets	33,052,295	32,717,900
<b>TOTAL ASSETS</b>	<b>₱44,771,868</b>	<b>₱42,491,086</b>

**LIABILITIES AND EQUITY**

**Current Liabilities**

Trade and other current liabilities (Notes 20, 39 and 43)	₱2,301,824	₱2,110,143
Loans payable (Notes 21 and 43)	1,950,017	1,500,017
Income tax payable	4,275	9,415
Current portion of:		
Long-term debt (Notes 23 and 43)	944,444	2,091,319
Lease liabilities (Notes 3 and 37)	85,660	-
Obligations under finance lease (Notes 37 and 43)	-	19,379
Total Current Liabilities	5,286,220	5,730,273

(Forward)



	<b>December 31</b>	
	<b>2019</b>	<b>2018</b>
<b>Noncurrent Liabilities</b>		
Noncurrent portion of:		
Long-term debt (Note 23)	<b>₱3,566,667</b>	₱3,911,111
Lease liabilities (Notes 3 and 37)	<b>918,275</b>	–
Obligations under finance lease (Notes 37 and 43)	–	15,995
Pension liability (Note 38)	<b>54,532</b>	8,582
Deferred tax liabilities - net (Note 36)	<b>2,741,361</b>	2,667,581
Other noncurrent liabilities (Note 22)	<b>343,424</b>	312,313
Total Noncurrent Liabilities	<b>7,624,259</b>	6,915,582
<b>TOTAL LIABILITIES</b>	<b>12,910,479</b>	12,645,855
<b>Equity Attributable to Equity Holders of the Parent</b>		
Common stock (Note 25)	<b>10,561,000</b>	10,561,000
Additional paid-in capital	<b>5,503,731</b>	5,503,731
Treasury shares (Note 25)	<b>(2,476,700)</b>	(2,476,700)
Equity share in cost of Parent Company shares held by associates (Note 13)	<b>(2,501)</b>	(2,501)
Cost of Parent Company common shares held by subsidiaries (Note 25)	<b>(1,493,752)</b>	(1,695,369)
Other reserves (Notes 2 and 38)	<b>4,379,383</b>	4,106,775
Excess of acquisition cost over net assets of acquired subsidiaries	<b>252,040</b>	252,040
Retained earnings (Note 25)	<b>11,707,576</b>	10,221,830
Total Equity Attributable to Equity Holders of the Parent	<b>28,430,777</b>	26,470,806
<b>Non-controlling Interests</b>	<b>3,430,612</b>	3,374,425
Total Equity	<b>31,861,389</b>	29,845,231
<b>TOTAL LIABILITIES AND EQUITY</b>	<b>₱44,771,868</b>	₱42,491,086

*See accompanying Notes to Consolidated Financial Statements.*



**BELLE CORPORATION AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**  
(Amounts in Thousands, Except Per Share Amounts)

	Years Ended December 31		
	2019	2018	2017
<b>REVENUE</b>			
Gaming revenue share - net (Notes 26 and 40)	₱2,976,366	₱3,211,857	₱2,609,353
Lease income (Notes 15 and 37)	2,670,953	724,431	190,021
Equipment rental (Notes 37 and 40)	681,484	1,448,318	1,840,521
Sale of real estate	487,307	670,527	596,667
Commission and distribution income	308,381	487,626	479,472
Revenue from property management	214,635	186,194	115,939
Others (Note 27)	157,092	122,235	110,246
Interest income on finance lease (Notes 3 and 37)	—	1,663,824	2,069,841
	<b>7,496,218</b>	<b>8,515,012</b>	<b>8,012,060</b>
<b>COSTS AND EXPENSES</b>			
General and administrative expenses (Note 33)	(1,386,592)	(1,802,136)	(1,467,255)
Cost of lottery services (Note 28)	(983,422)	(1,270,160)	(1,238,442)
Cost of lease income (Note 31)	(836,938)	(341,600)	(196,831)
Cost of real estate sold (Notes 11 and 30)	(202,335)	(363,568)	(256,500)
Cost of services for property management (Note 32)	(159,854)	(134,960)	(68,907)
Cost of gaming operations (Note 29)	(135,865)	(178,264)	(234,630)
	<b>(3,705,006)</b>	<b>(4,090,688)</b>	<b>(3,462,565)</b>
<b>OTHER INCOME (EXPENSES)</b>			
Interest expense (Note 34)	(478,880)	(464,861)	(503,665)
Interest income (Note 34)	75,157	58,251	29,577
Unrealized gain (loss) on financial asset at fair value through profit or loss (Note 9)	(15,248)	(11,903)	67,705
Net foreign exchange gain (loss)	(2)	(683)	(1,641)
Other income (loss) - net (Note 35)	(155,073)	(191,084)	166,149
	<b>(574,046)</b>	<b>(610,280)</b>	<b>(241,875)</b>
<b>INCOME BEFORE INCOME TAX</b>	<b>3,217,166</b>	<b>3,814,044</b>	<b>4,307,620</b>
<b>PROVISION FOR INCOME TAX (Note 36)</b>			
Current	274,033	225,415	316,330
Deferred	19,406	363,495	480,649
	<b>293,439</b>	<b>588,910</b>	<b>796,979</b>
<b>NET INCOME</b>	<b>₱2,923,727</b>	<b>₱3,225,134</b>	<b>₱3,510,641</b>

(Forward)





	<b>Years Ended December 31</b>		
	<b>2019</b>	2018	2017
<b>OTHER COMPREHENSIVE INCOME (LOSS)</b>			
Items to be reclassified to profit or loss in subsequent periods:			
Unrealized gain on available-for-sale financial assets - net (Note 14)	P-	P-	P605,066
Realized gain on available-for-sale financial assets transferred to profit or loss (Note 14)	-	-	(76,546)
	-	-	528,520
Items not to be reclassified to profit or loss in subsequent periods:			
Unrealized gain on financial assets at FVOCI (Note 14)	477,455	283,020	-
Remeasurement gain (loss) of pension asset/liability - net (Note 38)	(34,708)	23,430	(7,184)
Income tax effect	10,412	(7,029)	2,155
	453,159	299,421	(5,029)
<b>TOTAL OTHER COMPREHENSIVE INCOME</b>	<b>453,159</b>	299,421	523,491
<b>TOTAL COMPREHENSIVE INCOME FOR THE YEAR</b>	<b>P3,376,886</b>	P3,524,555	P4,034,132
Net income attributable to:			
Equity holders of the parent (Note 42)	P2,609,733	P2,647,757	P2,872,412
Non-controlling interests	313,994	577,377	638,229
	P2,923,727	P3,225,134	P3,510,641
Total comprehensive income attributable to:			
Equity holders of the parent	P2,891,414	P2,944,525	P3,395,620
Non-controlling interests	485,472	580,030	638,512
	P3,376,886	P3,524,555	P4,034,132
Basic/Diluted Earnings Per Share (Note 42)	P0.275	P0.267	P0.282

See accompanying Notes to Consolidated Financial Statements.



**BELLE CORPORATION AND SUBSIDIARIES**

**CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY**

**FOR THE YEARS ENDED DECEMBER 31, 2019, 2018 AND 2017**

**(Amounts in Thousands)**

	Attributable to Equity Holders of the Parent													Total	Non-controlling Interests (Note 25)	Total Equity
	Common Stock (Note 25)	Additional Paid-in Capital	Treasury Shares (Note 25)	Equity Share in Cost of Parent Company Shares Held by Associates (Notes 13 and 25)	Cost of Parent Company Shares Held by Subsidiaries (Note 25)	Unrealized Gain on Financial Assets at Fair Value OCI - net Through (Note 14)	Other Reserves	Share in Unrealized Gain on Available-for-Sale Financial Assets of Associates (Note 13)	Remeasurement of Pension Income (Expense) (Note 38)	Transactions with Non-Controlling Interests	Excess of Acquisition Cost over Net Assets of Subsidiaries	Retained Earnings (Note 25)				
Balance at January 1, 2019	₱10,561,000	₱5,503,731	(₱2,476,700)	(₱2,501)	(₱1,695,369)	₱1,047,057	₱14,061	₱1,529	₱3,044,128	₱252,040	₱10,221,830	₱26,470,806	₱3,374,425	₱29,845,231		
Sale of additional Parent Company shares by subsidiary (Note 25)	-	-	-	-	201,617	-	-	-	-	-	-	201,617	-	201,617		
Dividend declared by subsidiary	-	-	-	-	-	-	-	-	-	-	-	-	(429,285)	(429,285)		
Gain on sale of club shares	-	-	-	-	-	(9,073)	-	-	-	-	9,073	-	-	-		
Cash dividends (Notes 2 and 25)	-	-	-	-	-	-	-	-	-	-	(1,133,060)	(1,133,060)	-	(1,133,060)		
Net income	-	-	-	-	-	-	-	-	-	-	2,609,733	2,609,733	313,994	2,923,727		
Unrealized gain on financial assets at FVOCI - net (Note 14)	-	-	-	-	-	296,917	-	-	-	-	-	296,917	180,538	477,455		
Remeasurement loss on pension asset (liability) - net	-	-	-	-	-	-	-	(15,236)	-	-	-	(15,236)	(9,060)	(24,296)		
Total comprehensive income (loss) for the year	-	-	-	-	-	296,917	-	(15,236)	-	-	2,609,733	2,891,414	485,472	3,376,886		
Balance at December 31, 2019	₱10,561,000	₱5,503,731	(₱2,476,700)	(₱2,501)	(₱1,493,752)	₱1,334,901	₱14,061	(₱13,707)	₱3,044,128	₱252,040	₱11,707,576	₱28,430,777	₱3,430,612	₱31,861,389		



	Attributable to Equity Holders of the Parent														
	Common Stock (Note 25)	Additional Paid-in Capital	Treasury Shares (Note 25)	Equity Share in Cost of Parent Company Shares Held by Associates (Notes 13 and 25)	Cost of Parent Company Shares Held by Subsidiaries (Note 25)	Unrealized Gain on Available-for-Sale Financial Assets - net (Note 14)	Unrealized Gain on Financial Assets at Fair Value Through OCI - net (Note 14)	Share in Unrealized Gain on Available-for-Sale Financial Assets of Associates (Note 13)	Remeasurement of Pension Income (Expense) (Note 38)	Transactions with Non-Controlling Interests	Excess of Acquisition Cost over Net Assets of Acquired Subsidiaries	Retained Earnings (Note 25)	Total	Non-controlling Interests (Note 25)	Total Equity
Balance at January 1, 2018															
Purchase of treasury shares	-	-	(2,295,515)	-	-	-	-	-	-	-	-	-	(2,295,515)	(16,607)	(2,312,122)
Acquisition of additional Parent Company shares by POSC (Note 25)	-	-	-	-	(110,033)	-	-	-	-	-	-	-	(110,033)	-	(110,033)
Cash dividends (Notes 2 and 25)	-	-	-	-	-	-	-	-	-	-	-	(1,221,368)	(1,221,368)	(396,975)	(1,618,343)
Realized gain on financial assets at FVOCI transferred to retained earnings	-	-	-	-	-	-	(29,901)	-	-	-	-	29,901	-	-	-
Net income	-	-	-	-	-	-	-	-	-	-	-	2,647,757	2,647,757	577,377	3,225,134
Unrealized gain on financial assets at FVOCI - net (Note 14)	-	-	-	-	-	282,936	-	-	-	-	-	282,936	282,936	84	283,020
Remeasurement loss on pension asset (liability) - net	-	-	-	-	-	-	-	13,832	-	-	-	13,832	13,832	2,569	16,401
Total comprehensive income (loss) for the year	-	-	-	-	-	282,936	-	13,832	-	-	-	2,647,757	2,944,525	580,030	3,524,555
Balance at December 31, 2018	₱10,561,000	₱5,503,731	(₱2,476,700)	(₱2,501)	₱1,695,369	₱-	₱1,047,057	₱14,061	₱1,529	₱3,044,128	₱252,040	₱10,221,830	₱26,470,806	₱3,374,425	₱29,845,231



	Attributable to Equity Holders of the Parent													Total	Non-controlling Interests	Total Equity
	Common Stock (Note 25)	Additional Paid-in Capital	Treasury Shares (Note 25)	Equity Share in Cost of Parent Company Shares Held by Associates (Notes 13 and 25)	Cost of Parent Company Shares Held by Subsidiaries (Note 25)	Unrealized Gain on Available-for-Sale Financial Assets - net (Note 14)	Share in Unrealized Gain on Available-for-Sale Financial Assets of Associates (Note 13)	Remeasurement of Pension Income (Expense) (Note 38)	Transactions with Non-Controlling Interests	Excess of Acquisition Cost over Net Assets of Acquired Subsidiaries	Retained Earnings (Note 25)	Other Reserves				
Balance at January 1, 2017	₱10,561,000	₱5,503,731	(₱181,185)	(₱2,501)	(₱1,758,264)	₱836,876	₱14,061	(₱7,012)	₱3,075,776	₱252,040	₱6,289,302	₱24,583,824	₱3,159,958	₱27,743,782		
Purchase of treasury shares (Note 25)	-	-	-	-	-	-	-	-	-	-	-	-	(211,841)	(211,841)		
Purchase of treasury shares by POSC	-	-	-	-	-	-	-	-	-	-	-	-	(36,549)	(36,549)		
Acquisition of additional Parent Company shares by POSC	-	-	-	-	204,582	-	-	-	(31,648)	-	-	172,934	-	172,934		
Cash dividends (Notes 2 and 25)	-	-	-	-	(31,654)	-	-	-	-	-	-	(31,654)	-	(31,654)		
Net income	-	-	-	-	-	-	-	-	-	-	(967,527)	(967,527)	(342,103)	(1,309,630)		
Remeasurement loss of pension - asset (liability) - net	-	-	-	-	-	-	-	-	-	-	2,872,412	2,872,412	638,229	3,510,641		
Unrealized gain on available-for-sale financial assets - net (Note 14)	-	-	-	-	-	-	-	(5,291)	-	-	-	(5,291)	262	(5,029)		
Total comprehensive income for the year	-	-	-	-	-	528,499	-	-	-	-	-	528,499	21	528,520		
Balance at December 31, 2017	-	-	-	-	-	528,499	-	(5,291)	-	-	2,872,412	3,395,620	638,512	4,034,132		
	₱10,561,000	₱5,503,731	(₱181,185)	(₱2,501)	(₱1,585,336)	1,365,375	₱14,061	(₱12,303)	₱3,044,128	₱252,040	₱8,194,187	₱27,153,197	₱3,207,977	₱30,361,174		

See accompanying Notes to Consolidated Financial Statements



**BELLE CORPORATION AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**(Amounts in Thousands)**

	Years Ended December 31		
	2019	2018	2017
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>			
Income before income tax	₱3,217,166	₱3,814,044	₱4,307,620
Adjustments for:			
Depreciation and amortization (Notes 16, 17, 28, 29, 32 and 33)	1,080,631	594,571	381,222
Interest expense (Note 34)	478,880	464,861	503,665
Impairment of goodwill (Notes 18 and 35)	377,518	110,934	–
Interest income on finance lease (Note 37)	–	(1,663,824)	(2,069,841)
Write off of deposits	–	150,000	–
Write off of intangible asset (Notes 17 and 35)	–	292,512	–
Amortization of discount on trade receivables (Notes 10 and 27)	(80,854)	(68,619)	(56,297)
Interest income (Note 34)	(75,157)	(58,251)	(29,577)
Write-off of input VAT	–	–	25,000
Dividend income (Note 27)	(26,784)	(26,998)	(22,794)
Gain on sale of:			
Property and equipment (Notes 16 and 35)	(840)	(1,039)	(20,102)
Other assets (Notes 12 and 35)	–	–	(85,678)
Available-for-sale investments (Notes 14 and 35)	–	–	(76,546)
Investments held for trading (Notes 9, 27 and 35)	–	–	(11,610)
Unrealized mark-to-market loss (gain) on financial assets at fair value through profit or loss (Note 9)	15,248	11,903	(67,705)
Unrealized foreign exchange loss – net	2	683	1,593
Working capital adjustments:			
Decrease (increase) in:			
Receivables and contract assets	(575,963)	1,207,246	1,397,144
Real estate for sale and land held for future development	141,809	268,069	152,822
Increase in trade and other current liabilities	260,079	171,882	683,821
Pension asset/liability (Note 38)	8,786	13,503	2,541
Net cash generated from operations	4,820,521	5,267,974	5,012,737
Income taxes paid	(277,022)	(152,262)	(242,992)
Other assets	58,931	(485,563)	76,062
Interest received	100,643	53,200	29,482
Net cash provided by operating activities	4,703,073	4,696,852	4,877,830
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>			
Expenditures on investment properties (Note 15)	–	(18,646)	(328,064)
Acquisitions of:			
Financial assets through other comprehensive income (Note 14)	(310,769)	(15,350)	–
Property and equipment (Notes 16 and 44)	(45,323)	(66,567)	(183,632)
Investments held for trading (Note 9)	–	–	(17,034)
Intangible asset (Note 17)	–	–	(310,000)
Proceeds from disposal of:			
Financial assets at fair value through other comprehensive income (Note 14)	46,179	104,068	–
Property and equipment (Notes 16 and 35)	992	1,706	21,019
Available-for-sale financial assets (Note 14)	–	–	156,723
Financial assets at Fair Value through Profit or Loss (Note 9)	–	12,420	49,393

(Forward)



	<b>Years Ended December 31</b>		
	<b>2019</b>	2018	2017
Cash received from acquisition of subsidiaries (Note 18)	<b>₱-</b>	<b>₱-</b>	<b>₱66,445</b>
Dividends received (Note 27)	<b>26,784</b>	26,998	22,794
Decrease (increase) in investments in and advances to associates and related parties	<b>67</b>	(42)	(72)
<b>Net cash provided by (used in) investing activities</b>	<b>(282,070)</b>	44,587	(522,428)
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>			
Payments of:			
Long-term debt and loans payable (Notes 21 and 23)	<b>(4,691,319)</b>	(3,656,945)	(2,362,500)
Interest (see Note 34)	<b>(429,755)</b>	(459,810)	(492,806)
Principal portion of lease liabilities	<b>(138,242)</b>	-	-
Proceeds from:			
Availment of loans and long-term debt (Notes 21 and 23)	<b>3,650,000</b>	2,400,000	4,500,000
Acquisition of Parent Company shares held by a subsidiary	<b>201,617</b>	-	172,934
Dividends paid	<b>(1,562,345)</b>	(1,618,343)	(1,309,630)
Acquisition of:			
Treasury shares by Parent Company (Note 25)	-	(2,295,515)	-
Treasury shares by POSC	-	(16,607)	(211,841)
Acquisition of PLC shares by a subsidiary	-	-	(36,549)
Acquisition of Belle shares by a subsidiary (Note 25)	-	(110,033)	(31,654)
Decrease in:			
Nontrade liability	-	-	(3,762,000)
Obligations under finance lease	-	(39,489)	(61,777)
<b>Net cash used in financing activities</b>	<b>(2,970,044)</b>	(5,796,742)	(3,595,823)
<b>EFFECT OF EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS</b>			
	<b>(2)</b>	(683)	(1,593)
<b>NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS</b>	<b>1,450,957</b>	(1,057,531)	757,986
<b>CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR</b>	<b>2,653,717</b>	3,711,248	2,953,262
<b>CASH AND CASH EQUIVALENTS AT END OF YEAR (Note 8)</b>	<b>₱4,104,674</b>	<b>₱2,653,717</b>	<b>₱3,711,248</b>

*See accompanying Notes to Consolidated Financial Statements.*



# **BELLE CORPORATION AND SUBSIDIARIES**

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## **NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

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### **1. General Information**

#### Corporate Information

Belle Corporation (“Belle”, “Parent Company” or “Ultimate Parent Company”) is a stock corporation organized in the Philippines on August 20, 1973 and was listed at the Philippine Stock Exchange (PSE) on February 2, 1977. The businesses of Belle, direct and through subsidiaries and associates, include mainly real estate development, principally in the high-end leisure property market, gaming and various investment holdings.

The registered office address of Belle is 5th Floor, Tower A, Two E-Com Center, Palm Coast Avenue, Mall of Asia Complex, CBP-1A, Pasay City.

#### Authorization of the Issuance of the Consolidated Financial Statements

The accompanying consolidated financial statements were authorized for issue in accordance with a resolution of the Board of Directors (BOD) on February 28, 2020.

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### **2. Basis of Preparation and Statement of Compliance**

#### Basis of Preparation

The consolidated financial statements have been prepared on a historical cost basis, except for equity financial assets which have been measured at fair value. The consolidated financial statements are presented in Philippine peso, the Parent Company’s functional and presentation currency, and all values are rounded to the nearest thousands, except when otherwise indicated.

#### Statement of Compliance

The consolidated financial statements of the Company have been prepared in accordance with Philippine Financial Reporting Standards (PFRSs), which include availment of the relief granted by the Securities and Exchange Commission (SEC) under Memorandum Circular Nos. 14-2018 and No. 3-2019 as discussed below:

On February 14, 2018, the Philippines Interpretation Committee (PIC) issued PIC Q&A 2018-12 (PIC Q&A) which provides guidance on some implementation issues of PFRS 15, *Revenue from Contracts with Customers*, affecting real estate industry. On October 29, 2018 and February 8, 2019, the Philippine SEC issued SEC Memorandum Circular No. 14 Series of 2018 and SEC Memorandum Circular No. 3 Series of 2019, respectively, providing relief to the real estate industry by deferring the application of the following provisions of the above PIC Q&A for a period of 3 years:

- a) Exclusion of land and uninstalled materials in the determination of percentage of completion (POC) discussed in PIC Q&A No. 2018-12-E
- b) Accounting for significant financing component discussed in PIC Q&A No. 2018-12-D
- c) Accounting to Common Usage Service Area (CUSA) Charges discussed in PIC Q&A No. 2018-12-H

Under the same SEC Memorandum Circular No. 3 Series of 2019, the adoption of PIC Q&A No. 2018-14: PFRS 15 – Accounting for Cancellation of Real Estate Sales was also deferred. The SEC Memorandum Circulars also provided the mandatory disclosure requirements should an entity decide to avail of any relief. Disclosures should include:



- a) The accounting policies applied
- b) Discussion of the deferral of the subject implementation issues in the PIC Q&A
- c) Qualitative discussion of the impact in the financial statements had the concerned application guideline in the PIC Q&A been adopted.
- d) Should any of the deferral options result into a change in accounting policy (e.g., when an entity excludes land and/or uninstalled materials in the POC calculation under the previous standard but opted to include such components under the relief provided by the circular), such accounting change will have to be accounted for under PAS 8, i.e., retrospectively, together with the corresponding required quantitative disclosures.

Except for the CUSA charges discussed under PIC Q&A No. 2018-12-H which applies to leasing transactions, the above deferral will only be applicable for real estate sales transactions.

Effective January 1, 2021, real estate companies will adopt PIC Q&A No. 2018-12 and PIC Q&A No. 2018-14 and any subsequent amendments thereof retrospectively or as the SEC will later prescribe.

The Company availed of the deferral of adoption of the above specific provisions of PIC Q&A as follows:

- Exclusion of uninstalled materials in the determination of POC discussed in PIC Q&A No. 2018-12-E
- Accounting for significant financing component discussed in PIC Q&A No. 2018-12-D

Had these provisions been adopted, it would have the following impact in the consolidated financial statements:

- The exclusion of uninstalled materials in the determination of POC would reduce the percentage of completion of real estate projects resulting in a decrease in retained earnings as at January 1, 2018 as well as a decrease in the revenue from real estate sales in 2018 and 2019.
- The mismatch between the POC of the real estate projects and right to an amount of consideration based on the schedule of payments explicit in the contract to sell would constitute a significant financing component. Interest income would have been recognized for contract assets and interest expense for contract liabilities using effective interest rate method and this would have impacted retained earnings as at January 1, 2018 and the revenue from real estate sales in 2018 and 2019. Currently, any significant financing component arising from the mismatch discussed above is not considered for revenue recognition purposes.
- Upon sales cancellation, the repossessed inventory would be recorded at fair value plus cost to repossess (or fair value less cost to repossess if this would have been opted). This would have increased retained earnings as at January 1, 2018 and gain from repossession in 2018 and 2019. Currently, the Company records the repossessed inventory at selling price at the date of the sale.

#### Basis of Consolidation

The consolidated financial statements comprise the financial statements of the Parent Company and all of its subsidiaries (collectively referred to as “the Company”) as at December 31, 2019 and 2018. Specifically, the Company controls an investee, if and only if, the Company has:

- Power over the investee (i.e., existing rights that give it the current ability to direct the relevant activities of the investee);
- Exposure, or rights, to variable returns from its involvement with the investee; and
- The ability to use its power over the investee to affect its returns.





Generally, there is a presumption that a majority voting rights results in control. To support this presumption, and when the Company has less than a majority of the voting or similar rights of an investee, the Company considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangement with the other vote holders of the investee;
- Rights arising from other contractual arrangements; and
- The Company's voting rights and potential voting rights.

The Company re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated financial statements from the date the Company gains control until the date the Company ceases to control the subsidiary.

Profit or loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the Parent Company and to the non-controlling interests (NCI), even if this results in the NCI interests having a deficit balance. All intra-group assets and liabilities, equity, income and expenses and cash flows relating to transactions between members of the Company are eliminated in full on consolidation.

The financial statements of the subsidiaries are prepared for the same reporting year as the Parent Company using consistent accounting policies.

A change in the ownership interest of a subsidiary, without loss of control, is accounted for as an equity transaction. If the Parent Company loses control over a subsidiary, it derecognizes the related assets (including goodwill), liabilities, non-controlling interest and other components of equity while any resultant gain or loss is recognized in profit or loss. Any investment retained is recognized at fair value.

The consolidated financial statements comprise the financial statements of Belle and the following subsidiaries that it controls:

Subsidiaries	Industry	2019			2018		
		Percentage of Ownership			Percentage of Ownership		
		Direct	Indirect	Total	Direct	Indirect	Total
Belle Bay Plaza Corporation (Belle Bay Plaza)*	Investment	100.0	–	100.0	100.0	–	100.0
Belle Infrastructure Holdings, Inc., (formerly Metropolitan Leisure and Tourism Corporation)*	Investment	100.0	–	100.0	100.0	–	100.0
Parallax Resources, Inc. (Parallax)*	Investment	100.0	–	100.0	100.0	–	100.0
SLW Development Corporation (SLW)*	Investment	100.0	–	100.0	100.0	–	100.0
Belle Grande Resource Holdings Inc. (BGRHI)	Investment	100.0	–	100.0	100.0	–	100.0
Premium Leisure Corp. (PLC) and Subsidiaries:	Gaming	78.7	0.3	79.0	78.7	0.3	79.0
PremiumLeisure and Amusement, Inc. (PLAI)	Gaming	–	100.0	100.0	–	100.0	100.0
Foundation Capital Resources Inc.*	Investment	–	100.0	100.0	–	100.0	100.0
Sinophil Leisure and Resorts Corporation*	Investment	–	100.0	100.0	–	100.0	100.0
Pacific Online Systems Corporation (POSC) and Subsidiaries:	Gaming	–	53.1	53.1	–	53.1	53.1
Loto Pacific Leisure Corporation (LotoPac)	Gaming	–	100.0	100.0	–	100.0	100.0
Lucky Circle Corporation (LCC) and Subsidiaries	Gaming	–	100.0	100.0	–	100.0	100.0
Athena Ventures, Inc. **	Gaming	–	100.0	100.0	–	100.0	100.0
Avery Integrated Hub, Inc. **	Gaming	–	100.0	100.0	–	100.0	100.0
Circle 8 Gaming Ventures, Inc. **	Gaming	–	100.0	100.0	–	100.0	100.0
Luckydeal Leisure, Inc. **	Gaming	–	100.0	100.0	–	100.0	100.0
Luckyfortune Business Ventures, Inc. **	Gaming	–	100.0	100.0	–	100.0	100.0
Luckypick Leisure Club Corp. **	Gaming	–	100.0	100.0	–	100.0	100.0

(Forward)



Subsidiaries	Industry	2019			2018		
		Percentage of Ownership			Percentage of Ownership		
		Direct	Indirect	Total	Direct	Indirect	Total
Luckyventures Leisure Corp. **	Gaming	-	100.0	100.0	-	100.0	100.0
Lucky Games Entertainment Ventures Inc. **	Gaming	-	100.0	100.0	-	100.0	100.0
Orbis Valley Corporation **	Gaming	-	100.0	100.0	-	100.0	100.0
Total Gaming Technologies, Inc. (TGTI)	Gaming	-	98.9	98.9	-	98.9	98.9
Falcon Resources Inc. (FRI)	Gaming	-	100.0	100.0	-	100.0	100.0
TGTI Services, Inc.	Gaming	-	100.0	100.0	-	100.0	100.0

\*Non-operating

\*\*Accounted as subsidiaries starting July 1, 2017

The Company's subsidiaries are all incorporated in the Philippines.

### Material Partly-owned Subsidiaries

#### *PLC*

The non-controlling interests in PLC are material to the Company in 2019, 2018 and 2017. NCI hold 21.0% as at December 31, 2019 and 2018.

The summarized financial information of PLC is provided below. This information is based on amounts before intercompany eliminations.

Summarized consolidated statements of financial position as at December 31, 2019 and 2018:

	2019	2018
	<i>(In Thousands)</i>	
Total current assets	<b>₱8,030,050</b>	₱6,883,357
Total noncurrent assets	<b>11,900,872</b>	12,306,432
Total current liabilities	<b>1,847,671</b>	1,564,587
Total noncurrent liabilities	<b>65,527</b>	69,138
<b>Total equity</b>	<b>₱18,017,724</b>	₱17,556,064
Attributable to:		
Equity holders of the Parent	<b>₱17,478,838</b>	₱16,837,136
Non-controlling interests	<b>538,886</b>	718,928
<b>Total</b>	<b>₱18,017,724</b>	₱17,556,064

Summarized consolidated statements of comprehensive income for the years ended December 31, 2019, 2018 and 2017:

	2019	2018	2017
	<i>(In Thousands)</i>		
Revenue	<b>₱3,966,231</b>	₱5,147,801	₱4,929,346
Costs and expenses	<b>(1,823,146)</b>	(2,957,858)	(2,796,194)
Other income - net	<b>(100,878)</b>	300,715	104,992
Income before income tax	<b>2,042,207</b>	2,490,658	2,238,144
Provision for income tax	<b>59,417</b>	(181,005)	(235,478)
Net income	<b>2,101,624</b>	2,309,653	2,002,666
Other comprehensive income (loss)	<b>(71,381)</b>	(248,876)	165,397
<b>Total comprehensive income</b>	<b>₱2,030,243</b>	₱2,060,777	₱2,168,063
Attributable to:			
Equity holders of the Parent	<b>₱2,210,285</b>	₱1,954,908	₱1,873,301
Non-controlling interests	<b>(180,042)</b>	105,869	294,762
<b>Total</b>	<b>₱2,030,243</b>	₱2,060,777	₱2,168,063



Summarized consolidated statements of cash flows for the years ended December 31, 2019, 2018 and 2017:

	2019	2018	2017
	<i>(In Thousands)</i>		
Operating	<b>₱2,849,150</b>	₱3,071,022	₱3,234,915
Investing	<b>(129,018)</b>	(2,103,213)	(731,685)
Financing	<b>(1,497,069)</b>	(1,616,433)	(1,352,098)
Net increase (decrease) in cash and cash equivalents	<b>₱1,223,063</b>	(₱648,624)	₱1,151,132

Dividends paid in 2019, 2018 and 2017 to non-controlling interests amounted to ₱317.4 million, ₱397.0 million and ₱342.1 million, respectively.

### 3. Changes in Accounting Policies and Disclosures

The accounting policies adopted are consistent with those of the previous financial year, except that the Company has adopted the following new accounting pronouncements starting January 1, 2019. Adoption of these pronouncements did not have any significant impact on the Company's financial position or performance, unless otherwise indicated.

- PFRS 16, *Leases*

PFRS 16 supersedes Philippine Accounting Standards (PAS) 17, *Leases*, Philippine Interpretation IFRIC 4, *Determining whether an Arrangement contains a Lease*, Philippine Interpretation SIC-15, *Operating Leases-Incentives* and Philippine Interpretation SIC-27, *Evaluating the Substance of Transactions Involving the Legal Form of a Lease*. The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to recognize most leases on the statement of financial position.

Lessor accounting under PFRS 16 is substantially unchanged from today's accounting under PAS 17. Lessors will continue to classify all leases using the same classification principle as in PAS 17 and distinguish between two types of leases: operating and finance leases. Therefore, PFRS 16 did not have an impact for leases where the Company is the lessor.

The Company adopted PFRS 16 using the modified retrospective approach and elected to apply the standard to contracts that were previously identified as leases applying PAS 17 and Philippine Interpretation IFRIC-4. The Company will therefore not apply the standard to contracts that were not previously identified as containing a lease applying PAS 17 and Philippine Interpretation IFRIC-4.

The effect of adoption PFRS 16 as at January 1, 2019 is as follows:

<b>Consolidated Statement of Financial Position:</b>	<b>Increase (decrease)</b>
	<i>(In thousands)</i>
Right-of-use assets	₱1,022,835
Lease liabilities	1,053,421
Obligations under finance lease	(35,374)
Accrued expense	(9,639)
Property and equipment	(8,625)
Other noncurrent liabilities	3,685
Other current assets	(2,117)



The Company has lease contracts for land, air rights, suites, office spaces, warehouses and retail outlets and equipment. Before the adoption of PFRS 16, the Company classified each of its leases (as lessee) at the inception date as either a finance lease or an operating lease. Refer to Note 5 for the accounting policy prior to January 1, 2019.

Upon adoption of PFRS 16, the Company applied a single recognition and measurement approach for all leases except for short-term leases. Refer to Note 5 for the accounting policy beginning January 1, 2019.

*Leases previously classified as finance leases*

The Company did not change the initial carrying amounts of recognized assets and liabilities at the date of initial application for leases previously classified as finance leases (i.e., the right-of-use assets and lease liabilities equal the lease assets and liabilities recognized under PAS 17). The requirements of PFRS 16 were applied to these leases from January 1, 2019.

*Leases previously accounted for as operating leases*

The Company recognized right-of-use assets and lease liabilities for those leases previously classified as operating leases, except for short-term leases. The right-of-use assets for most leases were recognized based on the carrying amount as if the standard had always been applied, apart from the use of incremental borrowing rate at the date of initial application. In some leases, the right-of-use assets were recognized based on the amount equal to the lease liabilities, adjusted for any related prepaid and accrued lease payments previously recognized. Lease liabilities were recognized based on the present value of the remaining lease payments, discounted using the incremental borrowing rate at the date of initial application.

The Company also applied the available practical expedients wherein it:

- Used a single discount rate to a portfolio of leases with reasonably similar characteristics.
- Applied the short-term leases exemptions to leases with lease term that ends within 12 months of the date of initial application.
- Used hindsight in determining the lease term where the contract contained options to extend or terminate the lease.

Based on the above, as at January 1, 2019:

- Right-of-use assets of ₱1,022.8 million were recognized and presented separately in the consolidated statement of financial position. This includes lease assets recognized previously under finance leases of ₱8.6 million that were reclassified from property and equipment.
- Additional lease liabilities of ₱1,053.4 million were recognized.
- Prepayments of ₱2.1 million and accrued expense amounting to ₱9.6 million related to previous advances payment of rent and leases arising from straight lining under PAS 17 were derecognized.
- Additional asset retirement obligation of ₱3.7 million were recognized.



The lease liability at as January 1, 2019 as can be reconciled to the operating lease commitments as of December 31, 2018 follows:

Operating lease commitments	₱1,137,689
Other adjustments	909,409
Operating lease commitments, as adjusted, as at December 31, 2018	2,047,098
Weighted average incremental borrowing rate at 1 January 2019	7.12%
Discounted operating lease commitments at January 1, 2019	1,123,297
Less: Commitments relating to short term leases	(105,250)
Add: Commitments relating to leases previously classified as finance leases	35,374
<u>Lease liabilities recognized at January 1, 2019</u>	<u>₱1,053,421</u>

Due to the adoption of PFRS 16, the Company's operating profit in 2019 improved, while its interest expense increased. This is due to the change in the accounting for rent expense related to leases that were previously classified as operating leases under PAS 17.

The adoption of PFRS 16 will not have an impact on equity as at January 1, 2019, since the Company elected to measure the right-of-use assets at an amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments relating to that lease recognized in the consolidated statement of financial position immediately before the date of initial application.

▪ Philippine Interpretation IFRIC 23, *Uncertainty over Income Tax Treatments*

The Interpretation addresses the accounting for income taxes when tax treatments involve uncertainty that affects the application of PAS 12, *Income Taxes*. It does not apply to taxes or levies outside the scope of PAS 12, nor does it specifically include requirements relating to interest and penalties associated with uncertain tax treatments. The Interpretation specifically addresses the following:

- Whether the Company considers uncertain tax treatments separately
- The assumptions the Company makes about the examination of tax treatments by taxation authorities
- How the Company determines taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates
- How the Company considers changes in facts and circumstances

The Company is required to determine whether to consider each uncertain tax treatment separately or together with one or more other uncertain tax treatments and use the approach that better predicts the resolution of the uncertainty. The Company shall assume that the taxation authority will examine amounts that it has a right to examine and have full knowledge of all related information when making those examinations. If the Company concludes that it is not probable that the taxation authority will accept an uncertain tax treatment, it shall reflect the effect of the uncertainty for each uncertain tax treatment using the method the entity expects to better predict the resolution of the uncertainty.



Upon adoption of the Interpretation, the Company has assessed whether it has any uncertain tax position. The Company applies significant judgement in identifying uncertainties over its income tax treatments. The Company assessed whether the Interpretation had an impact on its consolidated financial statements. The Company determined, based on its tax compliance review/assessment, in consultation with its tax counsel, that it is probable that its income tax treatments (including those for the subsidiaries) will be accepted by the taxation authority. Accordingly, the interpretation did not have an impact on the consolidated financial statements of the Company.

- Amendments to PFRS 9, *Prepayment Features with Negative Compensation*

Under PFRS 9, a debt instrument can be measured at amortized cost or at fair value through other comprehensive income, provided that the contractual cash flows are ‘solely payments of principal and interest on the principal amount outstanding’ (the SPPI criterion) and the instrument is held within the appropriate business model for that classification. The amendments to PFRS 9 clarify that a financial asset passes the SPPI criterion regardless of the event or circumstance that causes the early termination of the contract and irrespective of which party pays or receives reasonable compensation for the early termination of the contract.

- Amendments to PAS 19, *Employee Benefits, Plan Amendment, Curtailment or Settlement*

The amendments to PAS 19 address the accounting when a plan amendment, curtailment or settlement occurs during a reporting period. The amendments specify that when a plan amendment, curtailment or settlement occurs during the annual reporting period, an entity is required to:

- Determine current service cost for the remainder of the period after the plan amendment, curtailment or settlement, using the actuarial assumptions used to remeasure the net defined benefit liability (asset) reflecting the benefits offered under the plan and the plan assets after that event.
- Determine net interest for the remainder of the period after the plan amendment, curtailment or settlement using: the net defined benefit liability (asset) reflecting the benefits offered under the plan and the plan assets after that event; and the discount rate used to remeasure that net defined benefit liability (asset).

The amendments also clarify that an entity first determines any past service cost, or a gain or loss on settlement, without considering the effect of the asset ceiling. This amount is recognized in profit or loss. An entity then determines the effect of the asset ceiling after the plan amendment, curtailment or settlement. Any change in that effect, excluding amounts included in the net interest, is recognized in other comprehensive income.

- Amendments to PAS 28, *Long-term Interests in Associates and Joint Ventures*

The amendments clarify that an entity applies PFRS 9 to long-term interests in an associate or joint venture to which the equity method is not applied but that, in substance, form part of the net investment in the associate or joint venture (long-term interests). This clarification is relevant because it implies that the expected credit loss model in PFRS 9 applies to such long-term interests.



The amendments also clarified that, in applying PFRS 9, an entity does not take account of any losses of the associate or joint venture, or any impairment losses on the net investment, recognized as adjustments to the net investment in the associate or joint venture that arise from applying PAS 28, *Investments in Associates and Joint Ventures*.

- *Annual Improvements to PFRSs 2015-2017 Cycle*
  - Amendments to PFRS 3, *Business Combinations*, and PFRS 11, *Joint Arrangements, Previously Held Interest in a Joint Operation*

The amendments clarify that, when an entity obtains control of a business that is a joint operation, it applies the requirements for a business combination achieved in stages, including remeasuring previously held interests in the assets and liabilities of the joint operation at fair value. In doing so, the acquirer remeasures its entire previously held interest in the joint operation.

A party that participates in, but does not have joint control of, a joint operation might obtain joint control of the joint operation in which the activity of the joint operation constitutes a business as defined in PFRS 3. The amendments clarify that the previously held interests in that joint operation are not remeasured.

- Amendments to PAS 12, *Income Tax Consequences of Payments on Financial Instruments Classified as Equity*

The amendments clarify that the income tax consequences of dividends are linked more directly to past transactions or events that generated distributable profits than to distributions to owners. Therefore, an entity recognizes the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognized those past transactions or events.

- Amendments to PAS 23, *Borrowing Costs, Borrowing Costs Eligible for Capitalization*  
The amendments clarify that an entity treats as part of general borrowings any borrowing originally made to develop a qualifying asset when substantially all of the activities necessary to prepare that asset for its intended use or sale are complete.

An entity applies those amendments to borrowing costs incurred on or after the beginning of the annual reporting period in which the entity first applies those amendments. An entity applies those amendments for annual reporting periods beginning on or after January 1, 2019, with early application permitted.

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#### 4. Future Changes in Accounting Policies

The Company intends to adopt the following standards and interpretations enumerated below when these become effective. Except as otherwise indicated, the Company does not expect the adoption of these new and amended PFRS and Philippine Interpretations to have significant impact on its consolidated financial statements.



*Effective beginning on or after January 1, 2020*

▪ Amendments to PFRS 3, *Definition of a Business*

The amendments to PFRS 3 clarify the minimum requirements to be a business, remove the assessment of a market participant's ability to replace missing elements, and narrow the definition of outputs. The amendments also add guidance to assess whether an acquired process is substantive and add illustrative examples. An optional fair value concentration test is introduced which permits a simplified assessment of whether an acquired set of activities and assets is not a business.

An entity applies those amendments prospectively for annual reporting periods beginning on or after January 1, 2020, with earlier application permitted.

▪ Amendments to PAS 1, *Presentation of Financial Statements*, and PAS 8, *Accounting Policies, Changes in Accounting Estimates and Errors, Definition of Material*

The amendments refine the definition of material in PAS 1 and align the definitions used across PFRSs and other pronouncements. They are intended to improve the understanding of the existing requirements rather than to significantly impact an entity's materiality judgements.

An entity applies those amendments prospectively for annual reporting periods beginning on or after January 1, 2020, with earlier application permitted.

*Effective beginning on or after January 1, 2021*

▪ PFRS 17, *Insurance Contracts*

PFRS 17 is a comprehensive new accounting standard for insurance contracts covering recognition and measurement, presentation and disclosure. Once effective, PFRS 17 will replace PFRS 4, *Insurance Contracts*. This new standard on insurance contracts applies to all types of insurance contracts (i.e., life, non-life, direct insurance and re-insurance), regardless of the type of entities that issue them, as well as to certain guarantees and financial instruments with discretionary participation features. A few scope exceptions will apply.

The overall objective of PFRS 17 is to provide an accounting model for insurance contracts that is more useful and consistent for insurers. In contrast to the requirements in PFRS 4, which are largely based on grandfathering previous local accounting policies, PFRS 17 provides a comprehensive model for insurance contracts, covering all relevant accounting aspects. The core of PFRS 17 is the general model, supplemented by:

- A specific adaptation for contracts with direct participation features (the variable fee approach)
- A simplified approach (the premium allocation approach) mainly for short-duration contracts

PFRS 17 is effective for reporting periods beginning on or after January 1, 2021, with comparative figures required. Early application is permitted.





### *Deferred effectivity*

- Amendments to PFRS 10, *Consolidated Financial Statements*, and PAS 28, *Sale or Contribution of Assets between an Investor and its Associate or Joint Venture*

The amendments address the conflict between PFRS 10 and PAS 28 in dealing with the loss of control of a subsidiary that is sold or contributed to an associate or joint venture. The amendments clarify that a full gain or loss is recognized when a transfer to an associate or joint venture involves a business as defined in PFRS 3. Any gain or loss resulting from the sale or contribution of assets that does not constitute a business, however, is recognized only to the extent of unrelated investors' interests in the associate or joint venture.

On January 13, 2016, the Financial Reporting Standards Council deferred the original effective date of January 1, 2016 of the said amendments until the International Accounting Standards Board completes its broader review of the research project on equity accounting that may result in the simplification of accounting for such transactions and of other aspects of accounting for associates and joint ventures.

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## 5. Summary of Significant Accounting Policies

### Current versus Noncurrent Classification

The Company presents assets and liabilities in the consolidated statement of financial position based on current or noncurrent classification. An asset is classified as current when it is:

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

All other assets are classified as noncurrent.

A liability is classified as current when it is:

- Expected to be settled in its normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be settled within twelve months after the reporting period; or,
- There is no unconditional right to defer settlement of the liability for at least twelve months after the reporting period.

The terms of the liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classifications.

The Company classifies all other liabilities as noncurrent.

Deferred tax assets and liabilities are classified as noncurrent assets and liabilities, respectively.



### Cash and Cash Equivalents

Cash includes cash on hand and in banks. Cash in banks earns interest at the prevailing bank deposit rates.

Cash equivalents are short-term, highly liquid investments that are readily convertible to known amounts of cash with original maturity of three months or less from date of acquisition and are subject to an insignificant risk of change in value.

### Fair Value Measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability; or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level of input that is significant to the fair value measurement as a whole:

Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2 - Valuation techniques for which the lowest level of input that is significant to the fair value measurement is directly or indirectly observable

Level 3 - Valuation techniques for which the lowest level of input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognized in the consolidated financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level of input that is significant to the fair value measurement as a whole) at the end of each reporting period.

The Company's management determines the policies and procedures for both recurring and nonrecurring fair value measurements.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.



#### “Day 1” Difference

When the transaction price in a non-active market is different from the fair value of other observable current market transactions in the same instrument or based on a valuation technique whose variables include only data from observable market, the Company recognizes the difference between the transaction price and fair value (a “Day 1” difference) in profit or loss unless it qualifies for recognition as some other type of asset. In cases where use is made of data which is not observable, the difference between the transaction price and model value is only recognized in profit or loss when the inputs become observable or when the instrument is derecognized. For each transaction, the Company determines the appropriate method of recognizing the “Day 1” difference amount.

#### Financial Instruments - Initial Recognition and Subsequent Measurement

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

#### Financial Assets Starting January 1, 2018 (Upon Adoption of PFRS 9, *Financial Instruments*)

*Date of Recognition of Financial Assets.* The Company recognizes financial assets in the consolidated statement of financial position when it becomes a party to the contractual provisions of the instrument. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the marketplace (regular way trades) are recognized on trade date, i.e., the date the Company commits to purchase or sell the asset.

*Initial Recognition and Subsequent Measurement of Financial Assets.* Financial assets are classified as financial assets measured at amortized cost, fair value through profit or loss (FVTPL) and fair value through other comprehensive income (FVOCI). Financial assets are recognized initially at fair value plus, in the case of investments not at FVTPL, transaction costs that are directly attributable to the acquisition of the financial asset.

The classification of financial assets at initial recognition depends on the financial asset’s contractual cash flow characteristics and the Company’s business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Company has applied the practical expedient, the Company initially measures a financial asset at its fair value plus, in the case of a financial asset not at FVTPL, transaction costs. Trade receivables that do not contain a significant financing component or for which the Company has applied the practical expedient are measured at the transaction price determined under PFRS 15, *Revenue from Contract with Customers*.

In order for a financial asset to be classified and measured at amortized cost or FVOCI, it needs to give rise to cash flows that are solely payment of principal and interest (SPPI) on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level.

The Company’s business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortized cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows while financial assets classified and measured at FVOCI are held within a business model with the objective of both holding to collect contractual cash flows and selling.



For the purpose of subsequent measurement, financial assets are classified in four categories:

- Financial assets at amortized cost (debt instruments)
- Financial assets at FVOCI with recycling of cumulative gains and losses (debt instruments)
- Financial assets designated at FVOCI with no recycling of cumulative gains and losses upon derecognition (equity instruments)
- Financial assets at FVTPL

The Company has no FVOCI with recycling of cumulative gains or losses (debt instruments) as at December 31, 2019 and 2018.

- *Financial Assets at FVTPL.* Financial assets at FVTPL are carried in the consolidated statement of financial position at fair value with net changes in fair value recognized in profit or loss.

This category includes listed equity investments held for trading. Dividends on listed equity investments are recognized as other income in the profit or loss when the right of payment has been established.

Financial assets are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term. Derivatives, including separated embedded derivatives, are accounted for as financial assets at FVTPL unless they are designated as effective hedging instruments as defined by PFRS 9. Financial assets with cash flows that are not solely payments of principal and interest are classified and measured at FVTPL, irrespective of the business model. Notwithstanding the criteria for debt instruments to be classified at amortized cost or at fair value through OCI, as described above, debt instruments may be designated at FVTPL on initial recognition if doing so eliminates, or significantly reduces, an accounting mismatch.

As at December 31, 2019 and 2018, the Company's investments held for trading are classified as financial assets at FVTPL. The Company has no derivatives designated as hedging instruments as at December 31, 2019 and 2018.

- *Financial Assets at Amortized Cost.* The Company measures financial assets at amortized cost if both of the following conditions are met:
  - The financial asset is held within a business model with the objective to hold financial assets in order to collect contractual cash flows, and
  - The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at amortized cost are subsequently measured using effective interest rate (EIR) method and are subject to impairment. Gains and losses are recognized in profit or loss when the asset is derecognized, modified or impaired.

Financial assets at amortized cost are classified as current assets when the Company expects to realize the asset within 12 months from reporting date. Otherwise, these are classified as noncurrent assets.

As at December 31, 2019 and 2018, this category includes the Company's cash and cash equivalent, receivables, installment receivables, advances to associates, deposits, refundable deposits and construction bonds and guarantee bonds.



- *Financial Assets Designated at FVOCI (equity instruments)*. Upon initial recognition, the Company can elect to classify irrevocably its equity investments as equity instruments designated at FVOCI when they meet the definition of equity under PAS 32, *Financial Instruments: Presentation* and are not held for trading. The classification is determined on an instrument-by-instrument basis.

Gains and losses on these financial assets are never recycled to profit or loss. Dividends are recognized as other income in the profit or loss when the right of payment has been established, except when the Company benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in OCI. Equity instruments designated at FVOCI are not subject to impairment assessment.

The Company elected to classify irrevocably its listed and non-listed equity investments under this category. As at December 31, 2019 and 2018, this category includes the Company's investments in shares of stock.

#### Derecognition of Financial Assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognized (i.e., removed from the Company's consolidated statement of financial position) when:

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

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risks and rewards of ownership.

When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognize the transferred asset to the extent of its continuing involvement. In that case, the Company also recognizes an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

#### Impairment of Financial Assets

The Company recognizes an allowance for expected credit losses (ECLs) for all debt instruments not held at FVTPL. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Company expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.



ECLs are recognized in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

For trade receivables and contract assets, the Company applies a simplified approach in calculating ECLs. Therefore, the Company does not track changes in credit risk, but instead recognizes a loss allowance based on lifetime ECLs at each reporting date. The Company has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

The Company considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Company may also consider a financial asset to be in default when internal or external information indicates that the Company is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Company. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

#### Financial Assets Prior to January 1, 2018 (Prior to Adoption of PFRS 9)

*Date of Recognition of Financial Assets.* The Company recognizes financial assets in the consolidated statement of financial position when it becomes a party to the contractual provisions of the instrument. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the marketplace (regular way trades) are recognized on trade date, i.e., the date the Company commits to purchase or sell the asset.

*Initial Recognition and Subsequent Measurement of Financial Assets.* Financial assets are recognized initially at fair value plus, in the case of investments not at FVTPL, transaction costs that are attributable to the acquisition of the financial asset.

Financial assets are classified as financial assets FVTPL, loans and receivables, held-to-maturity (HTM) investments, available-for-sale (AFS) financial assets or as derivatives designated as hedging instruments in an effective hedge, as appropriate. The Company determines the classification of its financial assets at initial recognition and where allowed and appropriate, re-evaluates such classification every financial reporting date.

The Company has no HTM investments as at December 31, 2017.

- *Financial Assets at FVTPL.* Financial assets at FVTPL include financial assets held for trading, derivative financial instruments and those designated upon initial recognition at FVTPL.

Financial assets are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term. Derivatives, including separated embedded derivatives, are accounted for as financial assets at FVTPL unless they are designated as effective hedging instruments as defined by PAS 39, *Financial Instruments: Recognition and Measurement*.



Financial assets at FVTPL are carried in the consolidated statement of financial position at fair value with net changes in fair value presented as “Unrealized marked-to-market gain” (positive net changes in fair value) or “Unrealized marked-to-market loss” (negative net changes in fair value) in the profit or loss. Interest earned or incurred is recorded as interest income or expense, respectively, while dividend income is recorded as other income according to the terms of the contract, or when the right of payment has been established.

The Company evaluates its financial assets at FVTPL (held for trading) whether the intent to sell them in the near term is appropriate. When the Company is unable to trade these financial assets due to inactive markets and management’s intent to sell them in the foreseeable future significantly change, the Company may elect to reclassify these financial assets in rare circumstances. The reclassification to loans and receivables, AFS financial assets or HTM investments depends on the nature of the asset. This evaluation does not affect any financial assets designated at FVTPL using the fair value option at designation.

The Company’s investments held for trading are classified as financial assets at FVTPL. The Company has no derivatives designated as hedging instruments as at December 31, 2017.

- *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 carried at amortized cost using the EIR method, less any impairment in value. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are not integral part of the EIR. Gains and losses are recognized in profit or loss when the loans and receivables are derecognized or impaired, as well as through the amortization process.

Loans and receivables are classified as current assets when the Company expects to realize the asset within 12 months from reporting date. Otherwise, these are classified as noncurrent assets.

As at December 31, 2017, this category includes the Company’s cash and cash equivalents, receivables (excluding advances to contractors and suppliers), notes receivables, deposits and guarantee bonds (presented as part of “Other current assets”).

- *AFS Financial Assets.* AFS financial assets are non-derivative financial assets that are designated as AFS or do not qualify to be classified as loans and receivables, financial assets at FVTPL or HTM investments. AFS financial assets include equity investments. Equity investments classified as AFS are those which are intended to be held for an indefinite period of time and are neither classified as held for trading nor designated as at FVTPL.

After initial measurement, AFS financial assets are subsequently measured at fair value with unrealized gains or losses recognized under other comprehensive income until the financial asset is derecognized or determined to be impaired at which time the accumulated gains or losses previously reported under other comprehensive income are reclassified to profit or loss. AFS financial assets that are not quoted in an active market and whose fair value cannot be measured reliably are measured at cost, being the fair value of the consideration paid for the acquisition of the investment. All transaction costs directly attributable to the acquisition are also included in the cost of investment. If a reliable measure ceases to be available, AFS financial assets are thereafter measured at cost, which is deemed to be the fair value carrying amount at that date. Assets under this category are classified as current assets if expected to be realized within 12 months from reporting date. Otherwise, these are classified as noncurrent assets.



The Company designates financial instruments as AFS if they are purchased and held indefinitely and may be sold in response to liquidity requirements or changes in market conditions.

As at December 31, 2017, this category includes the Company's investments in shares of stock.

*Impairment of Financial Assets.* The Company assesses at each reporting period whether there is any objective evidence that a financial asset or a group of financial assets is impaired. A financial asset or a group of financial assets is deemed to be impaired if, and only if, there is objective evidence of impairment as a result of one or more events that has occurred after the initial recognition of the asset (an incurred "loss event") and that loss event has an impact on the estimated future cash flows of the financial asset or the group of financial assets that can be reliably estimated. Evidence of impairment may include indications that the debtors or a group of debtors is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganization and where observable data indicate that there is a measurable decrease in the estimated future cash flows such as changes in arrears or economic conditions that correlate with defaults.

- *Financial Assets at Amortized Cost.* For financial assets carried at amortized cost, the Company first assesses whether objective evidence of impairment exists individually for financial assets that are individually significant and 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 there is objective evidence that an impairment loss 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 discounted at the financial asset's original EIR. The carrying amount of the financial asset is reduced through use of an allowance account and the amount of the loss is recognized in profit or loss. Interest income continues to be accrued on the reduced carrying amount based on the EIR of the asset.

The Company provides an allowance for loans and receivables which they deemed to be uncollectible despite the Company's continuous effort to collect such balances from the respective clients. The Company considers those past due receivables as still collectible if they become past due only because of a delay on the fulfillment of certain conditions as agreed in the contract and not due to incapability of the customers to fulfill their obligation. However, for those receivables associated with pre-terminated contracts, the Company directly writes them off from the account since there is no realistic prospect of future recovery.

If, in a subsequent period, the amount of the estimated impairment loss increases or decreases because of an event occurring after the impairment was recognized, the previously recognized impairment loss is increased or reduced by adjusting the allowance account. If a write-off is later recovered, the recovery is credited to other income in the profit or loss. Any subsequent reversal of an impairment loss is recognized in profit or loss, to the extent that the carrying value of the asset does not exceed what its amortized cost would have been had the impairment not been recognized at the date the impairment is reversed.





- *AFS Financial Assets.* For equity investments classified as financial assets, the Company assesses at each reporting date whether there is objective evidence that an investment or a group of investments is impaired.

In the case of equity investments classified as AFS, objective evidence would include a significant or prolonged decline in the fair value of the investment below its cost. “Significant” is to be evaluated against the original cost of the investment and “prolonged” against the period in which the fair value has been below its original cost. When there is evidence of impairment, the cumulative loss (measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that investment previously recognized in the consolidated statement of income) is removed from other comprehensive income and recognized in the consolidated statement of income. Impairment losses on equity investments are not reversed through profit or loss. Increases in their fair value after impairment are recognized directly in other comprehensive income.

The determination of what is “significant” or “prolonged” required judgment. In making this judgment, the Company evaluates, among other factors, the duration or extent to which the fair value of an investment is less than its cost.

- *Financial Assets Carried at Cost.* If there is objective evidence that an impairment loss on an unquoted equity instrument that is not carried at fair value because its fair value cannot be reliably measured, or on a derivative asset that is linked to and must be settled by delivery of such an unquoted equity instrument 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 discounted at the current market rate of return for a similar financial asset.

#### Financial Liabilities

*Date of Recognition of Financial Liabilities.* The Company recognizes financial liabilities in the consolidated statement of financial position when it becomes a party to the contractual provisions of the instrument.

#### Initial Recognition and Measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at FVTPL, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

#### Subsequent Measurement

For purposes of subsequent measurement, financial liabilities are classified in two categories:

- Financial liabilities at FVTPL
- Financial liabilities at amortized cost (loans and borrowings)

As at December 31, 2019, the Company has no financial liabilities at FVTPL.

#### *Financial Liabilities at Amortized Cost (Loans and Borrowing).*

This is the category most relevant to the Company. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in profit or loss when the liabilities are derecognized as well as through the EIR



amortization process. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the profit or loss.

This category includes the Company's trade payables and other current liabilities, loans payable, lease liabilities and obligations under finance lease.

#### Derecognition of Financial Liabilities

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When 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 the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the profit or loss.

#### Classification of Financial Instruments between Liability and Equity

A financial instrument is classified as liability if it provides for a contractual obligation to:

- deliver cash or another financial asset to another entity; or
- exchange financial assets or financial liabilities with another entity under conditions that are potentially unfavorable to the Company; or
- satisfy the obligation other than by the exchange of a fixed amount of cash or another financial asset for a fixed number of own equity shares.

If the Company does not have an unconditional right to avoid delivering cash or another financial asset to settle its contractual obligation, the obligation meets the definition of a financial liability.

#### Offsetting of Financial Assets and Financial Liabilities

Financial assets and financial liabilities are offset and the net amount is reported in the consolidated statement of financial position if, and only if, there is a currently enforceable right to offset the recognized amounts and there is intention to settle on a net basis, or to realize the asset and settle the liability simultaneously. The Company assesses that it has a currently enforceable right of offset if the right is not contingent on a future event, and is legally enforceable in the normal course of business, event of default, and event of insolvency or bankruptcy of the Company and all of the counterparties.

#### Real Estate for Sale and Land Held for Development

Property acquired or being constructed for sale in the ordinary course of business, rather than held for rental or capital appreciation, is considered as inventory and is measured at the lower of cost and net realizable value (NRV).

Cost includes land acquisition cost, amounts paid to contractors for construction and development, planning and design costs, costs of site preparation, professional fees, property transfer taxes, construction overheads and other related costs. Non-refundable commissions paid to sales or marketing agents on the sale of real estate units are expensed when incurred.

NRV is the estimated selling price in the ordinary course of the business, based on market prices at the reporting date and discounted for the time value of money if material, less costs to complete and the estimated costs of sale. The cost of inventory property recognized in profit or loss on disposal is determined with reference to the specific costs incurred on the property sold and allocation of any non-specific costs based on the relative size of the property sold. NRV in respect of land under development is assessed with reference to market prices at the reporting date for similar completed



property, less estimated costs to complete construction and less an estimate of the time value of money to the date of completion.

#### Investments in Associates

An associate is an entity in which the Company has significant influence and which is neither a subsidiary nor a joint venture. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies. The considerations made in determining significant influence or control are similar to those necessary to determine control over subsidiaries. Investments in associates are accounted for under the equity method.

Under the equity method, the investments in associates are initially recognized at cost. The carrying amount of the investment is adjusted to recognize changes in the Company's share of net assets of the associates since their respective acquisition dates. Goodwill relating to the associates is included in the carrying amount of the investments and is not tested for impairment individually.

The profit or loss in the consolidated statement of comprehensive income reflects the Company's share of the results of operations of the associates. Any change in OCI of those investees is presented as part of the Company's OCI. In addition, when there has been a change recognized directly in the equity of the associates, the Company recognizes its share of any changes and discloses this, when applicable, as part of other comprehensive income and in the consolidated statement of changes in equity. Unrealized gains and losses resulting from transactions between the Company and the associates are eliminated to the extent of the interest in the associates.

The aggregate of the Company's share in income or loss of associates is shown on the face of the consolidated statement of comprehensive income. This is the income or loss attributable to equity holders of the associates and therefore is income or loss after tax and non-controlling interest in the subsidiaries of the associates.

If the Company's share of losses of an associate equals or exceeds the carrying amount of an investment, the Company discontinues including its share of further losses. After the Company's investment is reported at zero value, additional losses are provided for and a liability is recognized only to the extent that the Company has incurred legal or constructive obligations or made payments on behalf of the associate. If the associate subsequently reports profits, the Company resumes recognizing its share of those profits only after its share of the profits exceeds the share of net losses not recognized.

After application of the equity method, the Company determines whether it is necessary to recognize an additional impairment loss on the Company's investment in its associates. The Company determines at each reporting date whether there is any objective evidence that each of the investment in associates is impaired. If such evidence exists, the Company calculates the amount of impairment as the difference between the recoverable amount of the investment in associate and its carrying value and recognizes the loss in profit or loss in the consolidated statement of comprehensive income.

Upon loss of significant influence over the associate, the Company measures and recognizes any retained investment at its fair value. Any difference between the carrying amount of the investment in associates upon loss of significant influence and the fair value of the retained investment and proceeds from disposal is recognized in profit or loss in the consolidated statement of comprehensive income.

The financial statements of the associates are prepared for the same reporting period as the Parent Company. When necessary, adjustments are made to bring the accounting policies in line with those of the Company.



### Investment Properties

Investment properties comprise of land and building held to earn rentals or for capital appreciation or both. Property held under a lease is classified as investment property when the definition of an investment property is met. Investment property is measured initially at cost including transaction costs. Transaction costs include transfer taxes, professional fees for legal services and initial leasing commissions to bring the property to the condition necessary for it to be capable of operating. The carrying amount also 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 costs of day to day servicing of an investment property. Subsequent to initial recognition, investment properties, except land, are stated at cost less accumulated depreciation and accumulated impairment, if any. Land is stated at cost less accumulated impairment loss, if any.

Building is depreciated over its economic life which ranges from 17 to 40 years.

Investment properties are derecognized when either they have been disposed of or when permanently withdrawn from use and no future economic benefit is expected from its disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognized in profit or loss in the period of derecognition. In determining the amount of consideration from the derecognition of investment property, the Company considers the effects of variable consideration, existence of a significant financing component, non-cash consideration, and consideration payable to the buyer (if any).

Transfers are made to investment property when, and only when, there is a change in use, evidenced by ending of owner-occupation or commencement of an operating lease to another party. If owner occupied property becomes an investment property, the Company accounts for such property in accordance with policy stated under property and equipment up to the date of the change in use. Transfers are made from investment property when, and only when, there is a change in use, evidenced by commencement of owner-occupation or commencement of development with a view to sale, the deemed cost of the subsequent accounting is the fair value of the date of change in use.

### Business Combinations

Business combinations are accounted for using the acquisition method except for business combinations under common control in which an accounting similar to pooling of interest method is used. Business combinations under common control are those in which all of the combining entities or businesses are controlled by the same party or parties both before and after the business combination, and that control is not transitory. Under the acquisition method, the cost of an acquisition is measured as the aggregate of the consideration transferred, measured at acquisition date fair value and the amount of any non-controlling interest in the acquiree. For each business combination, the acquirer measures the non-controlling interest in the acquiree either at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs incurred are expensed and included in "General and administrative expenses" account in the consolidated statement of comprehensive income.

For accounting similar to pooling of interest method, the assets, liabilities and equity of the acquired companies for the reporting period in which the common control business combinations occur, and for any comparative periods presented, are included in the consolidated financial statements of the Company at their carrying amounts as if the combinations had occurred from the date when the acquired companies first became under the control of the Company. The excess of the cost of business combinations over the net carrying amounts of the assets and liabilities of the acquired companies is recognized under "Excess of acquisition cost over net assets of acquired subsidiaries" account in the equity section of the consolidated statement of financial position.



When the Company acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree.

If the business combination is achieved in stages, any previously held equity interest is remeasured at its acquisition date fair value and any resulting gain or loss is recognized in profit or loss. It is then considered in the determination of goodwill.

Any contingent consideration to be transferred by the acquirer will be recognized at fair value at the acquisition date. Contingent consideration classified as equity is not remeasured and its subsequent settlement is accounted for within equity. Contingent consideration classified as an asset or liability that is a financial instrument and within the scope of PFRS 9 is measured at fair value with the changes in fair value recognized in profit or loss in accordance with PFRS 9. Other contingent consideration that is not within the scope of PFRS 9 is measured at fair value at each reporting date with changes in fair value recognized in profit or loss.

#### Goodwill

Goodwill acquired in a business combination is initially measured at cost (being the excess of the aggregate of the consideration transferred and the amount recognized for non-controlling inter costs and any previous interest held over the net identifiable assets acquired and liabilities assumed). If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Company re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognized at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognized in consolidated statement of comprehensive income.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Company measures in its consolidated financial statements provisional amounts for the items for which the accounting is incomplete. During the measurement period, the Company retrospectively adjusts the provisional amounts recognized at the acquisition date to reflect new information obtained about facts and circumstances that existed as of the acquisition date and, if known, would have affected the measurement of the amounts recognized as of that date. During the measurement period, the Company also recognizes additional assets or liabilities if new information is obtained about facts and circumstances that existed as of the acquisition date and, if known, would have resulted in the recognition of those assets and liabilities as of that date. The measurement period ends as soon as the Company receives the information it was seeking about facts and circumstances that existed as of the acquisition date or learns that more information is not obtainable. The measurement period does not exceed one year from the acquisition date.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses.

For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Company's cash generating units (CGU), or group of cash generating units that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units or group of units. Each unit or group of units to which the goodwill is so allocated:

- represents the lowest level within the Company at which the goodwill is monitored for internal management purposes; and



- is not larger than an operating segment or determined in accordance with PFRS 8, *Operating Segment*.

Goodwill is tested for impairment annually as at December 31 and when circumstances indicate that the carrying value may be impaired.

Impairment is determined by assessing the recoverable amount of the cash generating unit or group of cash generating units, to which the goodwill relates. When the recoverable amount of the cash generating unit or group of cash generating units is less than the carrying amount, an impairment loss is recognized. Impairment loss with respect to goodwill cannot be reversed in future periods.

The Company bases its impairment calculation on detailed budgets and forecast calculations which are prepared separately for each of the Company's CGU to which the goodwill is allocated. These budgets and forecasts calculations generally cover a period of five years. A long-term growth rate is calculated and applied to projected future cash flows after the fifth year.

When goodwill has been allocated to a cash generating unit or group of cash generating units and part of the operations within the unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on disposal of operation. Goodwill disposed of in this circumstance is measured based on the relative values of the operation disposed and the portion of the cash-generating unit retained.

When business combination involves more than one exchange transaction (occurs in stages), each exchange transaction is treated separately by the Company, using the cost of transaction and fair value information at the date of each exchange transactions, to determine the amount of goodwill associated with that transaction. Any adjustment to fair value relating to the previously held interest is a revaluation and is accounted for as such.

When subsidiaries are sold, the difference between the selling price and the net assets plus goodwill is recognized in profit or loss.

#### Property and Equipment

Property and equipment, except land, are stated at cost net of accumulated depreciation and accumulated impairment losses, if any. Such cost includes of the cost of replacing part of the property and equipment and borrowing costs for long term construction projects if the recognition criteria are met. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognized in the carrying amount of the property and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are charged against profit or loss in the consolidated statement of comprehensive income as incurred. Land is carried at cost net of accumulated impairment losses, if any.

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

Lottery equipment	4–10 years or term of lease, whichever is shorter
Leasehold improvements	15 years or the term of the lease, whichever is shorter
Machinery and equipment	5 years
Condominium units and improvements	17 years
Transportation equipment	4–5 years or the term of the lease, whichever is shorter
Office furniture, fixtures and equipment	3–5 years



The residual values, useful lives and methods of depreciation of property and equipment are reviewed at each financial year-end and adjusted prospectively, if appropriate.

Construction-in-progress represents property and equipment under construction and is stated at cost. This includes cost of construction and other direct costs. Construction-in-progress is transferred to the related property and equipment when the construction or installation and related activities necessary to prepare the property and equipment for their intended use have been completed. Construction-in-progress is not depreciated until such time that assets are completed and available for use.

An item of property and equipment and any significant part initially recognized is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. 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 asset) is included in profit or loss in the consolidated statement of comprehensive income in the year the asset is derecognized.

Fully depreciated property and equipment are retained in the accounts until they are no longer in use.

#### Intangible Assets

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is the fair value as at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortization and accumulated impairment losses. Internally generated intangible assets, excluding capitalized development costs, are not capitalized and the related expenditure is reflected in the consolidated statement of comprehensive income in the year the expenditure is incurred.

The useful lives of intangible assets are assessed as either finite or indefinite. Intangible assets with finite lives are amortized over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and the amortization method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortization period or method, as appropriate, and are treated as changes in accounting estimates. The amortization expense on intangible assets with finite lives is recognized in the consolidated statement of comprehensive income in the expense category consistent with the function of intangible assets.

Intangible assets with indefinite useful lives are not amortized, but are tested for impairment annually, either individually or at the cash-generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in the useful life from the indefinite to finite is made on a prospective basis.

Gains or losses arising from 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 comprehensive income when the asset is derecognized.

The Company made upfront payments to purchase a license. The license has been granted for a period of 18.6 years, renewable for another 25 years, by the relevant government agency. The license was assessed as having a finite life and is amortized on a straight line basis over the period of the license, i.e., 43.6 years.



#### Instant Scratch Tickets, Spare Parts and Supplies

Instant scratch tickets, spare parts and supplies are included under “Other current assets” account in the consolidated statement of financial position. Instant scratch tickets are valued at cost, less any impairment loss. Spare parts and supplies are valued at the lower of cost and NRV. Cost, which includes all costs attributable to acquisition, is determined using the first-in, first-out method. NRV spare parts and supplies is its current replacement cost.

#### Impairment of Nonfinancial Assets (excluding Goodwill)

The Company assesses at each reporting date whether there is an indication that right-of-use assets, investments in associates, investment properties, property and equipment and intangible asset may be impaired. If any such indication exists and when annual impairment testing for an asset is required, the Company 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 (CGU) fair value less costs to sell and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In determining fair value less costs to sell, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples and other available fair value indicators. In assessing value in use, the estimated future cash flows are discounted to their present value using a pretax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

Any impairment loss is recognized in profit or loss in the consolidated statement of comprehensive income in those expense categories consistent with the function of the impaired assets.

For asset excluding goodwill, an assessment is made at each reporting date to determine whether there is an indication that previously recognized impairment losses no longer exist or have decreased. If such indication exists, the Company makes an estimate of the asset’s or CGU’s recoverable amount. A previously recognized impairment loss is reversed only if there has been a change in the assumptions used to determine the asset’s recoverable amount since the last impairment loss was recognized. The reversal is limited so that the carrying amount does not exceed its recoverable amount, nor 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 profit or loss in the consolidated statement of comprehensive income unless the asset is carried at revalued amount, in which case the reversal is treated as a revaluation increase.

#### Equity

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

Retained earnings represent the accumulated earnings of the Company, net of dividends declared to date.

#### Treasury Shares

Treasury shares represent issued Parent Company shares which were subsequently repurchased. These are recorded at cost and shown in the consolidated statements of financial position as a deduction from equity. Any difference between the carrying amount and the consideration, if reissued, is recognized as additional paid in capital.





Equity Share in Cost of Parent Company Shares Held by Associates

Equity share in cost of Parent Company common shares held by associates represents the amount that reduces the Company's "Investments in and advances to associates" account and equity balance by the Company's effective ownership in Parent Company common shares held by associates.

Cost of Parent Company Common Shares Held by Subsidiaries

Cost of Parent Company common shares held by subsidiaries are equity instruments which are reacquired (treasury shares) and are recognized at cost and deducted from equity. No gain or loss is recognized in the profit or loss in the consolidated statement of comprehensive income on the purchase, sale, issue or cancellation of the Company's own equity instruments. Any difference between the carrying amount and the consideration is recognized in other reserves.

NCI

NCI represents the portion of profit or loss and the net assets not held by the Parent Company and are presented separately in the consolidated statements of comprehensive income and within equity in the consolidated statements of financial position, separately from total equity attributable to owners of the Parent Company. Any losses applicable to a non-controlling shareholder of a consolidated subsidiary in excess of the non-controlling shareholder's equity in the subsidiary are charged against the NCI even if this results in NCI having a deficit.

NCI represent the equity interest in PLC and POSC not held by the Parent Company.

Revenue Recognition starting January 1, 2018 (Upon Adoption of of PFRS 15, *Revenue from Contracts with Customers*)

*Revenue from Contract with Customers*

The Company is in the business of sale of real estate, gaming, leasing and distribution. Revenue from contracts with customers is recognized when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. The Company has generally concluded that it is the principal in its revenue arrangements, except for commission income, wherein it is acting as agent.

The disclosures of significant accounting judgments, estimates and assumptions relating to revenue from contracts with customers are provided in Note 6.

*Sale of Real Estate.* The Company derives its real estate revenue from sale of lots and condominium units. Revenue from the sale of these real estate projects under pre-completion stage are recognized over time during the construction period (or POC) since based on the terms and conditions of its contract with the buyers, the Company's performance does not create an asset with an alternative use and the Company has an enforceable right to payment for performance completed to date.

In determining the transaction price, the Company considers the selling price of the real estate property and other fees and charges collected from the buyers that are not held on behalf of other parties without consideration of significant financing component under PFRS 15 as allowed by the SEC as discussed in Note 2 to the consolidated financial statements.

In measuring the progress of its performance obligation over time, the Company uses output method. The Company recognizes revenue on the basis of direct measurements of the value to customers of the goods or services transferred to date, relative to the remaining goods or services promised under the contract. Progress is measured using performance completed to date. This is based on the monthly project accomplishment report prepared by the Company's engineers which integrates the surveys of performance to date of the construction activities and includes uninstalled materials in the determination of measure of progress (see Note 2).



Estimated development costs of the real estate project include costs of land, land development, building costs, professional fees, payments for permits and licenses. Revisions in estimated development costs brought about by increases in projected costs in excess of the original budgeted amounts, form part of total project costs on a prospective basis.

Any excess of progress of work over the right to an amount of consideration that is unconditional, recognized as installment contract receivables, under trade receivables, is included in the "Installment receivables" account in the assets section of the consolidated statement of financial position.

Any excess of collections over the total of recognized installment contract receivables is included in the "Contract liabilities" account in the liabilities section of the consolidated statement of financial position.

#### *Cost Recognition*

The Company recognizes costs relating to satisfied performance obligations as these are incurred taking into consideration the contract fulfillment assets such as land and connection fees. These include costs of land, land development costs, building costs, professional fees and permits and licenses and capitalized borrowing costs. These costs are allocated to the saleable area, with the portion allocable to the sold area being recognized as costs of sales while the portion allocable to the unsold area being recognized as part of real estate inventories.

In addition, the Company recognizes as an asset, only the costs that give rise to resources that will be used in satisfying performance obligations in the future and that are expected to be recovered.

#### *Contract Balances*

##### *Receivables*

A receivable represents the Company's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due).

##### *Contract assets*

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Company performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognized for the earned consideration that is conditional.

##### *Contract liabilities*

A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Company transfers goods or services to the customer, a contract liability is recognized when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognized as revenue when the Company performs under the contract.

The contract liabilities also include payments received by the Company from the customers for which revenue recognition has not yet commenced and payments in excess of percentage of completion.

##### *Cost to obtain a contract*

The incremental costs of obtaining a contract with a customer are recognized as an asset if the Company expects to recover them. The Company has determined that commissions paid to brokers and marketing agents on the sale of pre-completed real estate units are deferred when recovery is reasonably expected and are charged to expense in the period in which the related revenue is



recognized as earned. Commission expense is included in the “Cost of real estate sold” account in the consolidated statement of income.

Costs incurred prior to obtaining contract with customer are not capitalized but are expensed as incurred.

*Contract fulfillment asset*

Contract fulfillment costs are divided into: (i) costs that give rise to an asset; and (ii) costs that are expensed as incurred. When determining the appropriate accounting treatment for such costs, the Company firstly considers any other applicable standards. If those standards preclude capitalization of a particular cost, then an asset is not recognized under PFRS 15.

If other standards are not applicable to contract fulfillment costs, the Company applies the following criteria which, if met, result in capitalization: (i) the costs directly relate to a contract or to a specifically identifiable anticipated contract; (ii) the costs generate or enhance resources of the entity that will be used in satisfying (or in continuing to satisfy) performance obligations in the future; and (iii) the costs are expected to be recovered. The assessment of this criteria requires the application of judgement, in particular when considering if costs generate or enhance resources to be used to satisfy future performance obligations and whether costs are expected to be recoverable.

The Company’s contract fulfillment assets pertain to connection fees and land acquisition costs.

*Amortization, de-recognition and impairment of contract fulfillment assets and capitalized costs to obtain a contract*

The Company amortizes contract fulfillment assets and capitalized costs to obtain a contract to cost of sales over the expected construction period using percentage of completion following the pattern of real estate revenue recognition. The amortization is included within cost of sales.

A contract fulfillment asset or capitalized costs to obtain a contract is derecognized either when it is disposed of or when no further economic benefits are expected to flow from its use or disposal.

At each reporting date, the Company determines whether there is an indication that contract fulfillment asset or cost to obtain a contract maybe impaired. If such indication exists, the Company makes an estimate by comparing the carrying amount of the assets to the remaining amount of consideration that the Company expects to receive less the costs that relate to providing services under the relevant contract. In determining the estimated amount of consideration, the Company uses the same principles as it does to determine the contract transaction price, except that any constraints used to reduce the transaction price will be removed for the impairment test.

Where the relevant costs or specific performance obligations are demonstrating marginal profitability or other indicators of impairment, judgement is required in ascertaining whether or not the future economic benefits from these contracts are sufficient to recover these assets. In performing this impairment assessment, management is required to make an assessment of the costs to complete the contract. The ability to accurately forecast such costs involves estimates around cost savings to be achieved over time, anticipated profitability of the contract, as well as future performance against any contract-specific performance indicators that could trigger variable consideration, or service credits. Where a contract is anticipated to make a loss, there judgements are also relevant in determining whether or not an onerous contract provision is required and how this is to be measured.

*Gaming Revenue Share - net.* Revenue representing monthly payments from Melco Resorts Leisure (PHP) Corporation (Melco) based on the performance of gaming operations of City of Dreams Manila integrated resort and casino is recognized when earned pursuant to an Operating Agreement



and is measured at the fair value of the consideration received or receivable, net of PAGCOR license fee.

In determining the transaction price for gaming revenue share, the Company considers the effect of variable consideration. The Company estimates the amount of consideration to which it will be entitled in exchange for transferring the service to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognized will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

*Interest Income.* Interest income from trade receivables and finance lease receivables is recognized as the interest accrues using the effective interest rate, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the net carrying amount. Interest income from bank deposits is recognized as it accrues.

*Equipment Rental.* Revenue is recognized based on a certain percentage of gross sales of the lessee's online lottery operations, as computed by the lessee in accordance with the agreement, or a fixed annual rental per terminal in commercial operations, whichever is higher.

*Commission and Distribution Income.* Revenues from the distribution of lottery, sweepstakes and scratch tickets to customers, including retailers and sub-distributors, representing the Company's share from the sales, are recognized upon delivery of the tickets to the customers. Revenue from the monthly fixed payment from Powerball Marketing & Logistics Corp. (PMLC), formerly Powerball Gaming and Entertainment Corporation, is recognized monthly in accordance with the Outsourcing Memorandum of Agreement (OMOA).

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

*Revenue from Property Management.* Revenue is recognized as services of providing utilities and maintenance are performed.

*Gain on Finance Lease.* Gain on finance lease pertains to the income arising from the difference between the fair value of an asset and its cost. Gain on finance lease is recognized when incremental economic benefit will flow to the entity and the amount can be measured reliably. This is presented under "Other income (expenses)" account in the statement of comprehensive income.

*Dividends* (presented under "Other revenue" account). Revenue is recognized when the Company's right to receive the payment is established.

*Income from Forfeitures* (presented under "Other revenue" account). This represents income from forfeitures of the deposits and, to a certain extent, installments from customers in the event of a default and/or from cancellations of sales. Revenue is recognized upon approval of cancellation.

*Penalty* (presented under "Other revenue" account). Penalty pertains to income from surcharges for buyers' default and late payments. Income is recognized when penalty is actually collected.

*Income from Playing Rights* (presented under "Other revenue" account). Revenue from sale of club shares and playing rights are recognized when the risk and rewards of ownership of the shares and playing rights have been passed to the buyer and the amount of revenue can be reliably measured.



*Brand and Trademark Income* (presented under “Other income (loss)” account). Income is recognized at point in time upon transfer of a non-assignable, non-transferable and exclusive right to use of instant scratch tickets’ brand and trademarks.

*Other Income.* Revenue is recognized when there is an incremental economic benefit, other than the usual business operations, that will flow to the Company and the amount of the revenue can be measured reliably.

Revenue Recognition Prior to January 1, 2018 (Prior to Adoption of PFRS 15)

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the amount of the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duty.

The Company assesses its revenue arrangements against specific criteria to determine if it is acting as principal or agent. Except for the “Commission income,” the Company has concluded that it is acting as principal in all of its revenue arrangements since it is the principal obligor in all the revenue arrangements, has pricing latitude, and is also exposed to inventory and credit risks.

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

*Sale of Real Estate.* Revenue from sale of real estate, which include the sale of lots and condominium units, are accounted for under the full accrual method of accounting. Under this method, revenue and cost 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.

Real estate sales, where the Company has material obligations under the sales contract to provide improvements after the property are sold, are accounted for under the percentage of completion method. Under this method, the gain on sale is realized as the related obligations are fulfilled and the units are completed, measured principally on the basis of the estimated completion of a physical proportion of the contract work.

If none of the revenue recognition criteria are met, deposit method is applied until all the conditions for recording a sale are met. Pending recognition of sale, cash received from buyers is accounted as customers’ deposits included under “Trade and other current liabilities” account in the consolidated statements of financial position.

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

*Revenue from Property Management.* Revenue is recognized as services of providing utilities and maintenance are performed.

*Gain on Finance Lease.* Gain on finance lease pertains to the income arising from the difference between the fair value of an asset and its cost. Gain on finance lease is recognized when incremental economic benefit will flow to the entity and the amount can be measured reliably.

*Income from Forfeitures* (presented under “Other revenue” account). This represents income from forfeitures of the deposits and, to a certain extent, installments from customers in the event of a default and/or from cancellations of sales. Revenue is recognized upon approval of cancellation.



Penalty (presented under “Other revenue” account). Penalty pertains to income from surcharges for buyers’ default and late payments. Income is recognized when penalty is actually collected.

*Gain on Sale of Club Shares and Income from Playing Rights (presented under “Other revenue” account).* Revenue from sale of club shares and playing rights are recognized when the risk and rewards of ownership of the shares and playing rights have been passed to the buyer and the amount of revenue can be reliably measured.

*Gaming Revenue Share.* Revenue representing monthly payments from Melco Resorts Leisure (PHP) Corporation (Melco) based on the performance of gaming operations of City of Dreams Manila integrated resort and casino is recognized when earned pursuant to the Operating Agreement and is measured at the fair value of the consideration received, net of PAGCOR license fee.

*Interest Income.* Interest income is recognized as the interest accrues taking into account the effective yield on the asset.

*Dividend Income.* Revenue is recognized when the Company’s right to receive the payment is established.

*Equipment Rental.* Revenue is recognized based on a certain percentage of gross sales of the lessee’s online lottery operations, as computed by the lessee in accordance with the agreement, or a fixed annual rental per terminal in commercial operations, whichever is higher.

*Commission and Distribution Income.* Revenues from the distribution of lottery, sweepstakes and scratch tickets to customers, including retailers and sub-distributors, representing the Company’s share from the sales, are recognized upon delivery of the tickets to the customers. Revenue from the monthly fixed payment from PGEC is recognized monthly in accordance with the OMOA.

*Other Income.* These are recognized when there are incidental economic benefits, other than the usual business operations, that will flow to the Company and can be measured reliably.

#### Costs and Expense Recognition

Costs and expenses are decreases in economic benefits during the accounting period in the form of outflows or decrease of assets or incurrence of liabilities that result in decrease in equity, other than those relating to distributions to equity participants. Costs and expenses are recognized in profit or loss in the consolidated statement of comprehensive income on the basis of systematic and rational allocation procedures when economic benefits are expected to arise over several accounting periods and the association with income can only be broadly or indirectly determined; or immediately when expenditure produces no future economic benefits or when, and to the extent that, future economic benefits do not qualify, cease to qualify, for recognition in the consolidated statement of financial position as an asset.

Cost of real estate sold is recognized consistent with the revenue recognition method applied. Cost of real estate sold includes all direct materials and labor costs, and those indirect costs related to contract performance. Cost of real estate sold before the completion of the development includes estimated costs for future development work, all estimated by the Company’s project engineers. When it is probable that the labor contract cost will exceed total contract revenue, the expected loss is recognized immediately. Changes in job performance, job conditions and estimated profitability, including those arising from contract penalty provisions and final contract settlements which may result in revisions to estimated costs and gross margins, are recognized in the year in which the revisions are determined. The cost of inventory recognized in profit or loss in the consolidated statement of comprehensive income upon sale is determined with reference to the specific costs



incurred on the property, allocated to the saleable area based on relative size and takes into account the percentage of completion used for revenue recognition purposes.

Leases Starting January 1, 2019 (Upon Adoption of PFRS 16, *Leases*)

*Leases.* The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

*Company as Lessee.* The Company applies a single recognition and measurement approach for all leases, except for short-term leases. The Company recognizes lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

- *Right-of-use Assets.* The Company recognizes right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognized, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received and estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease, unless those costs are incurred to produce inventories. Unless the Company is reasonably certain to obtain ownership of the leased asset at the end of the lease term, the recognized right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term as follow:

Land	16 years and 4 months
Air rights	14 years and 6 months
Equipment	1 year
Office and warehouse	1 year to 2 years
Suite	2 years and 5 months

Right-of-use assets are subject to impairment.

- *Lease Liabilities.* At the commencement date of the lease, the Company recognizes lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Company and payments of penalties for terminating a lease, if the lease term reflects the Company exercising the option to terminate. The variable lease payments that do not depend on an index or a rate are recognized as expense in the period on which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Company uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the in-substance fixed lease payments or a change in the assessment to purchase the underlying asset.



- *Short-term Leases.* The Company applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date or initial application of PFRS 16 and do not contain a purchase option). Lease payments on short-term leases are recognized as expense on a straight-line basis over the lease term.

*Company as Lessor.* Leases in which the Company does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental income arising is accounted for on a straight-line basis over the lease terms and is included in revenue in the consolidated income to its operating nature. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognized over the lease term on the same basis as rental income. Contingent rents are recognized as revenue in the period in which they are earned.

#### Leases Prior to January 1, 2019 (Prior to adoption of PFRS 16)

*Leases.* The determination of whether an arrangement is, or contains, a lease is based on the substance of the arrangement at inception date. The arrangement is, or contains, a lease if 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 or assets, even if that asset is (or those assets are) not explicitly specified in the arrangement.

*Company as Lessee.* A lease is classified at the inception date as a finance lease or an operating lease.

Leases where the lessor retains substantially all the risks and benefits of ownership of the asset are classified as operating leases. Operating lease payments are charged against profit or loss in the consolidated statement of income on a straight-line basis over the lease term.

Finance leases, which transfer to the Company substantially all the risks and rewards incidental to ownership of the leased item, are capitalized at the inception of the lease at fair value of the leased property or, if lower, at the present value of the minimum lease payments. Lease payments are apportioned between the finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognized in profit or loss.

A leased asset is depreciated over the useful life of the asset. However, if there is no reasonable certainty that the Company will obtain ownership by the end of the lease term, the asset is depreciated over the shorter of the estimated useful life of the asset and the lease term.

*Company as Lessor.* Leases where the Company does not transfer substantially all the risks and rewards 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 basis as rental income. Contingent rents are recognized as revenue in the period in which they are earned.

#### Borrowing Costs

Borrowing costs directly attributable to the acquisition or construction of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective assets (included in “Real estate for sale – at cost”, “Land held for future development - cost” and “Investment properties” accounts in the parent company statement of financial position). Capitalization ceases when pre-selling of real estate inventories under construction commences. All other borrowing costs are expensed in the period in which they occur.





Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

The interest capitalized is calculated using the Company's weighted average cost of borrowings after adjusting for borrowings associated with specific developments. Where borrowings are associated with specific developments, the amounts capitalized is the gross interest incurred on those borrowings less any investment income arising on their temporary investment.

The capitalization of finance costs is suspended if there are prolonged periods when development activity is interrupted. Interest is also capitalized on the purchase cost of a site of property acquired specifically for redevelopment but only where activities necessary to prepare the asset for redevelopment are in progress.

#### Pension Costs

The net defined benefit liability or asset is the aggregate of the present value of the defined benefit obligation at the end of the reporting period reduced by the fair value of plan assets adjusted for any effect of limiting a net defined benefit asset to the asset ceiling. The asset ceiling is 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 cost of providing benefits under the defined benefit plans is actuarially determined using the projected unit credit method.

Defined benefit costs comprise the following:

- Service cost
- Net interest on the net defined benefit liability or asset
- Remeasurements of net defined benefit liability or asset

Service costs which include current service costs, past service costs and gains or losses on non-routine settlements are recognized as expense in profit or loss. Past service costs are recognized when plan amendment or curtailment occurs. These amounts are calculated periodically by independent qualified actuaries.

Net interest on the net defined benefit liability or asset is the change during the period in the net defined benefit liability or asset that arises from the passage of time which is determined by applying the discount rate based on government bonds to the net defined benefit liability or asset. Net interest on the net defined benefit liability or asset is recognized as expense or income in profit or loss.

Remeasurements comprising actuarial gains and losses, difference between interest income and return on plan assets and any change in the effect of the asset ceiling (excluding net interest on defined benefit liability) are recognized immediately in other comprehensive income in the period in which they arise. Remeasurements are not reclassified to profit or loss in subsequent periods.

Past service costs are recognized in the profit or loss on the earlier of:

- The date of the plan amendment or curtailment, and
- The date that the Group recognize related restructuring costs.

Plan assets are assets that are held by a long-term employee benefit fund or qualifying insurance policies. Plan assets are not available to the creditors of the Company, nor can they be paid directly to the Company. Fair value of plan assets is based on market price information. When no market price is available, the fair value of plan assets is estimated by discounting expected future cash flows using a discount rate that reflects both the risk associated with the plan assets and the maturity or



expected disposal date of those assets (or, if they have no maturity, the expected period until the settlement of the related obligations). If the fair value of the plan assets is higher than the present value of the defined benefit obligation, the measurement of the resulting defined benefit asset is limited to the present value of economic benefits available in the form of refunds from the plan or reductions in future contributions to the plan.

The Company's right to be reimbursed of some or all of the expenditure required to settle a defined benefit obligation is recognized as a separate asset at fair value when and only when reimbursement is virtually certain.

Actuarial valuations are made with sufficient regularity that the amounts recognized in the consolidated financial statements do not differ materially from the amounts that would be determined at the reporting period.

#### Foreign Currency-denominated Transactions and Translations

Transactions denominated in foreign currency are recorded in Philippine peso by applying to the foreign currency amount the exchange rate between the Philippine peso and the foreign currency at the date of transaction. Monetary assets and monetary liabilities denominated in foreign currencies are translated using the Philippine peso closing exchange rate at the reporting date. All differences arising from settlement or translation are recognized in profit or loss in the consolidated statement of comprehensive income. Nonmonetary items measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of initial transactions. Nonmonetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined.

#### Income Taxes

*Current Income Tax.* Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authority. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the reporting date.

Current income tax relating to item recognized directly in equity is recognized in equity and not in the profit or loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

*Deferred Income Tax.* Deferred income tax is provided using the liability method on temporary differences at the reporting 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 that, 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 and associates and interests in joint arrangements, when the timing of the reversal of the temporary differences can be controlled and by the parent, venture or investor, respectively, 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 the carry forward benefits of unused tax credits and any unused tax losses from excess minimum corporate income tax (MCIT) over regular corporate income tax (RCIT) and net operating loss carryover (NOLCO) to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and carry forward benefits of unused tax credits and unused tax losses can be utilized except:

- When the deferred tax asset relating to the deductible temporary difference 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 and associates and interests in joint arrangements, 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 reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax assets to be utilized. Unrecognized deferred tax assets are reassessed at each reporting date and are recognized to the extent that it has become probable that future taxable profit will allow the deferred tax assets to be recovered.

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

Tax benefits acquired as part of a business combination, but not satisfying the criteria for separate recognition at that date, are recognized subsequently if new information about facts and circumstances change. The adjustment is either treated as a reduction in goodwill (as long as it does not exceed goodwill) if it was incurred during the measurement period or recognized in profit or loss.

The Company offsets deferred tax assets and deferred tax liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realize the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

*Value-Added Tax (VAT)*. Revenues, expenses and assets are recognized net of the amount of VAT, if applicable:

When VAT from sales of goods and/or services (output VAT) exceeds VAT passed on from purchases of goods or services (input VAT), the excess is recognized as payable in the consolidated statement of financial position. When VAT passed on from purchases of goods or services (input VAT) exceeds VAT from sales of goods and/or services (output VAT), the excess is recognized as an asset in the consolidated statement of financial position to the extent of the recoverable amount.

The net amount of VAT recoverable from, or payable to, the taxation authority is included as part of "Input VAT" under "Other current assets" account or "Withholding and output tax payable" under "Trade and other current liabilities" account, respectively, in the consolidated statements of financial position.



### Earnings Per Share (EPS)

Basic EPS is computed by dividing net profit or loss for the year attributable to common equity holders of the parent, after recognition of the dividend requirement of preferred shares, as applicable, by the weighted average number of issued and outstanding common shares during the year, after giving retroactive effect to any stock dividends declared during the year.

Diluted EPS is computed by dividing net profit or loss for the year attributable to common equity holders of the parent by the weighted average number of issued and outstanding common shares during the year plus the weighted average number of common shares that would be issued on conversion of all the dilutive potential common shares into common shares. The calculation of diluted EPS does not assume conversion, exercise, or other issue of potential common shares that would have an anti-dilutive effect on EPS.

As the Company has no dilutive potential common shares outstanding, basic and diluted EPS are stated at the same amount.

### Operating Segments

For management purposes, the Company is organized into business units based on the nature of the products and services provided, with each segment representing a strategic business unit that offers different products and services.

### Provisions

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event; it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation; and, a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, for example under an insurance contract, the reimbursement is recognized as a separate asset but only when the reimbursement is virtually certain. The expense relating to any provision is presented as part of profit or loss in the consolidated statement of comprehensive income, net of any reimbursement. If the effect of the time value of money is material, provisions are discounted using a current pretax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as interest expense.

### Contingencies

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

### Events after the Reporting Period

Post year-end events that provide additional information about the Company's financial position at the reporting period (adjusting events), if any, are reflected in the consolidated financial statements. Post year-end events that are not adjusting events are disclosed in the notes to consolidated financial statements when material.

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## 6. Significant Accounting Judgments, Estimates and Assumptions

The preparation of the Company's consolidated financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the accompanying disclosures, and the disclosure of contingent liabilities.



Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in future periods.

Judgments and estimates are continually evaluated and are based on experience and other factors, including expectations of future events that are to believe to be reasonable under the circumstances.

#### Judgments

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

#### *Recognition of Revenue and Cost of Sale of Real Estate*

##### Existence of a contract

The Company's primary document for a contract with a customer is a signed contract to sell, which contain all the criteria to qualify as contract with the customer under PFRS 15.

In addition, part of the assessment process of the Company before revenue recognition is to assess the probability that the Company will collect the consideration to which it will be entitled in exchange for the real estate property that will be transferred to the customer. In evaluating whether collectability of an amount of consideration is probable, an entity considers the significance of the customer's initial payments in relation to the total contract price. Collectability is also assessed by considering factors such as past history of customer, age of receivables and contract assets and pricing of the property. Management regularly evaluates the historical cancellations if it would still support its current threshold of customers' equity before commencing revenue recognition.

##### Revenue recognition method and measure of progress

The Company concluded that revenue for real estate sales is to be recognized over time because (a) the Company's performance does not create an asset with an alternative use and; (b) the Company has an enforceable right for performance completed to date. The promised property is specifically identified in the contract and the contractual restriction on the Company's ability to direct the promised property for another use is substantive. This is because the property promised to the customer is not interchangeable with other properties without breaching the contract and without incurring significant costs that otherwise would not have been incurred in relation to that contract. In addition, under the current legal framework, the customer is contractually obliged to make payments to the developer up to the performance completed to date.

The Company has determined that output method used in measuring the progress of the performance obligation faithfully depicts the Company's performance in transferring control of real estate development to the customers.

##### Identifying performance obligation

The Company has various contracts to sell covering (a) serviced lot and (b) condominium unit. The Company concluded that there is one performance obligation in each of these contracts because, for serviced lot, the developer integrates the plots it sells with the associated infrastructure to be able to transfer the serviced land promised in the contract. For the contract covering condominium unit, the developer has the obligation to deliver the condominium unit duly constructed in a specific lot and fully integrated into the serviced land in accordance with the approved plan. Included also in this performance obligation is the Company's service is to transfer the title of the real estate unit to the customer.



*Recognition of Revenue and Cost of Sale of Real Estate.* Selecting an appropriate revenue recognition method for a particular sale transaction requires certain judgments based on sufficiency of cumulative payments by the buyer, completion of development and existence of a binding sales agreement between the Company and the buyer. The completion of development is determined based on actual costs incurred over the total estimated development costs reconciled with the Company engineer's judgment and estimates on the physical portion of contract work done if the development cost is beyond preliminary stage.

*Business Combinations.* The Company acquires subsidiaries which own real estate and gaming operations. At the time of acquisition, the Company considers whether the acquisition represents an acquisition of a business or a group of assets and liabilities. The Company accounts for an acquisition as a business combination where an integrated set of business processes is acquired in addition to the asset acquired. More specifically, consideration is made of the extent to which significant processes are acquired and, in particular, the extent of services provided by the subsidiary.

When the acquisition of subsidiary does not constitute a business, it is accounted for as an acquisition of a group of assets and liabilities. The cost of the acquisition is allocated to the assets and liabilities acquired based upon their relative fair values and no goodwill or deferred tax is recognized.

Please refer to Note 18 for the Company's most recent business combinations.

*Determining Subsidiaries with Material Non-controlling Interests and Material Associates.*

The Company is required to disclose certain financial information on its subsidiaries with material NCI and material associates. There are also qualitative considerations including the nature of relationship between the Company and the subsidiary or associate and the nature of their businesses.

Management determines material subsidiaries with material NCI as those with assets, non-controlling interests, revenues and net income greater than 5% of consolidated assets, NCI, revenues and net income. Material associates are those where the Company's carrying amount of investment or equity in net earnings is greater than 5% of the consolidated assets or net income at year end.

The Company has determined PLC as a subsidiary with material NCI in 2019 and 2018 (see Note 2). The Company has no material associates in 2019 and 2018 (see Note 13).

*Determination of Lease Term of Contracts With Renewal – Company as a Lessee (Starting January 1, 2019 - Upon Adoption of PFRS 16).* The Company has several lease contracts that include extension and termination options. The Company applies judgment in evaluating whether it is reasonably certain whether or not to exercise the option to renew or terminate the lease. That is, it considers all relevant factors that create an economic incentive for it to exercise either the renewal or termination. After the commencement date, the Company reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to renew or to terminate (e.g., construction of significant leasehold improvements or significant customization to the leased asset).

*Estimating the Incremental Borrowing Rate (Starting January 1, 2019 – Upon Adoption of PFRS 16).*

The Company cannot readily determine the interest rate implicit in the lease, therefore, it uses its incremental borrowing rate (IBR) to measure lease liabilities. The IBR is the rate of interest that the Company would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Company 'would have to pay', which requires estimation when no observable rates are available (such as for subsidiaries that do not enter into financing transactions) or when they need to be adjusted to reflect the terms and conditions of the



lease (for example, when leases are not in the subsidiary's functional currency). The Company estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates (such as the subsidiary's stand-alone credit rating).

The Company's lease liabilities amounted to ₱1,003.9 million as of December 31, 2019 (see Note 37).

*Evaluation of Lease Commitments.* The evaluation of whether an arrangement contains a lease is based on its substance. An arrangement is, or contains a lease when the fulfillment of the arrangement depends on specific asset or assets and the arrangement conveys a right to use the asset.

*Finance Lease - as a Lessor.* The Parent Company has entered into a lease agreement with Melco for the lease of a building. Prior to October 2018, management has determined based on evaluation of the terms and conditions of the arrangement, that the Parent Company transfers substantially all the risks and benefits incidental to ownership of the building and that the present value of the minimum lease payments amounts to at least substantially all of the fair value of the building at the lease inception date. On those bases, the Parent Company accounted for the lease of the building structures under finance lease.

Interest income on finance lease in 2018 and 2017 amounted to ₱1,663.8 million and ₱2,069.8 million, respectively. The outstanding balance of finance lease receivables as at December 31, 2018 amounted to nil (see Note 37).

*Change in the Classification of Lease from Finance Lease to Operating Lease.* The classification of the lease is determined at the inception of the lease, which is based on the risks and rewards incidental to ownership of leased asset. Risks include the possibilities of losses from idle capacity or technological obsolescence and variations in return because of changing economic conditions. Rewards may be represented by the expectation of profitable operation over the asset's economic life and gain from appreciation in value or realization of a residual value. A lease is classified as a finance lease if it transfers substantially all the risks and rewards incidental to ownership. A lease is classified as an operating lease if it does not transfer substantially all the risks and rewards incidental to ownership. If at any time, the lessor and lessee agree to change the provisions of the lease, other than by renewing the lease, in a manner that would have resulted in a different classification of the lease if the changed terms had been in effect at the inception of the lease, the revised agreement is regarded as a new agreement over its term.

In 2018, the parties agreed to change the use of a portion of the building. Also, in 2018, the Parent Company engaged a third party to study the actual use of the building. Based on the result of the study, Management believes that there is a substantial change in the use of the building from the inception of the lease (e.g., parking to retail, non-gaming to gaming). The changes in the use of the building from the inception of the lease resulted to different lease rates as indicated in the lease agreement. The Parent Company assessed that based on the terms of the new agreement and the fair value and useful life of the asset at the date of revision of terms results to change in the classification of lease from finance lease to operating lease. The change in the classification of lease resulted to increase in investment property, rental income and depreciation expense in 2018 by ₱18,225.8 million, ₱532.1 million and ₱116.5 million, respectively. Receivables and interest income decreased in 2018 by ₱18,418.0 million and ₱461.3 million, respectively. The change in the classification of the lease resulted in an annual increase in rental income and depreciation expense by ₱310.3 million and ₱483.9 million in succeeding periods and resulted to decrease in interest income on finance lease by ₱2,166.0 million in 2019 adjusted by the impact of EIR in succeeding period (see Note 15).



*Operating Lease - as a Lessor.* The Parent Company, as a lessor, has accounted for the lease agreements for its land and building under an operating lease. The Parent Company has determined that it has not transferred the significant risks and rewards of ownership of the leased properties to the lessee because of the following factors:

- a) the lessee will not acquire ownership of the leased properties upon termination of the lease;
- b) the lessee was not given an option to purchase the assets at a price that is sufficiently lower than the fair value at the date of the option;
- c) the lease term is not a major part of the economic life of the asset; and
- d) the present value of the minimum lease payments is not substantially all of the fair value of the leased asset.

Lease income earned from lease of land and building amounted to ₱2,671.0 million, ₱724.4 million and ₱190.0 million in 2019, 2018 and 2017, respectively (see Note 37).

POSC and TGTI leases to Philippine Charity Sweepstakes Office (PCSO) the lottery equipment it uses for its nationwide on-line lottery operations. POSC and TGTI have determined that it has retained substantially all the risks and benefits of ownership of the lottery equipment being leased to PCSO. The ownership of the asset is not transferred to the lessee by the end of the lease term, the lessee has no option to purchase the asset at a price that is expected to be sufficiently lower than the fair value at the date the option is exercisable, and, the lease term is not for the major part of the asset's economic life. Accordingly, the lease is accounted for as an operating lease.

Revenue from equipment rental amounted to ₱681.5 million, ₱1,448.3 million and ₱1,840.5 million 2019, 2018 and 2017, respectively (see Note 37).

*Finance Lease - as a Lessee (Prior to January 1, 2019 - Prior to Adoption of PFRS 16).* POSC also entered into various finance lease agreements covering certain lottery equipment. POSC determined that it bears substantially all the risks and rewards incidental to the ownership of the said properties under finance lease agreements.

The carrying values of lottery equipment under finance lease arrangements amounted to ₱30.9 million as at December 31, 2018 (see Notes 16 and 37).

*Operating Lease - as a Lessee (Prior to January 1, 2019 - Prior to Adoption of PFRS 16).* The Company, as a lessee, has entered into lease agreements for its office space, land, parking lots, machinery, office and transportation equipment. The Company has determined that it has not acquired the significant risks and rewards of ownership of the leased properties, thus the Company recognized the lease agreements as operating leases.

Rent expense recognized from operating lease amounted to ₱189.5 million and ₱141.8 million in 2018 and 2017, respectively (see Notes 31 and 37).

#### Estimates and Assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at reporting 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 described below. The Company based its assumptions and estimates on parameters available when the consolidated financial statements were prepared. Existing circumstances and assumptions about future developments, however, many changes due to market changes or circumstances arising that are beyond the control of the Company. Such changes are related in the assumptions when they occur.





*Determination of Impairment of Receivables, Installment Contract Receivables and Advances to Associates (starting January 1, 2018 - Upon Adoption of PFRS 9).* The impairment provisions for financial assets are based on assumptions about risk of default and expected loss rates. The Company uses judgment in making these assumptions and selected inputs to the impairment calculation, based on the Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

There was no provision for impairment recognized in 2019 and 2018. The aggregate carrying values of receivables, installment receivables, contract assets and advances to associates amounted to ₱2,998.8 million and ₱2,367.5 million as at December 31, 2019 and 2018, respectively (see Notes 10 and 13).

*Determination of Impairment of Receivables, Finance Lease Receivables and Advances to Associates (Prior to Adoption of PFRS 9).* The Company maintains an allowance for doubtful accounts at a level considered adequate to provide for potential uncollectible receivables and advances. The level of this allowance is evaluated by the management on the basis of factors that affect the collectability of the accounts. These factors include, but are not limited to, the age and status of receivable, the length of relationship with the customers and related parties, the counterparty's payment behavior and known market factors.

The Company reviews the allowance on a continuous basis. Accounts that are specifically identified to be potentially uncollectible are provided with adequate allowance through charges to income in the form of provision for doubtful accounts. The amount and timing of recorded provision for doubtful accounts for any period would differ if the Company made different judgments or utilized different estimates. An increase in the Company's allowance for doubtful accounts would increase the recorded operating expenses and decrease its assets.

Provision for doubtful accounts amounted to ₱7.7 million in 2017 (see Note 35).

*Determination of NRV of Real Estate for Sale and Supplies Inventory.* Real Estate for sale and supplies inventory are stated at lower of cost and NRV. The Company writes down the carrying value of real estate for sale and supplies inventory whenever the NRV becomes lower than cost due to changes in estimated selling prices less cost to sell. The carrying value is reviewed at least annually for any decline in value.

There was no provision for write-down of inventories and supplies inventory in 2019, 2018 and 2017. The carrying values of inventories and supplies inventory carried at lower of cost and NRV are as follows:

	<b>2019</b>	<b>2018</b>
	<i>(In Thousands)</i>	
Real estate for sale and land held for future development - at cost (see Note 11)	<b>₱3,332,553</b>	₱3,474,362
Spare parts and supplies* (see Note 12)	<b>40,236</b>	63,953

\*Included under "Other current assets" account in the consolidated statements of financial position.

*Estimating Useful Life of Gaming License.* The useful life of the Company's gaming license recognized as "Intangible asset" account in the consolidated statement of financial position is estimated based on the period over which the asset is expected to be available for use. The estimated useful life of intangible asset is reviewed periodically and updated if expectations differ from previous estimates. The gaming license runs concurrent with Philippine Amusement and Gaming



Corporation's (PAGCOR) congressional franchise which is set to expire in 2033, renewable for another 25 years by the Philippine Congress.

In 2019 and 2018, there were no changes in the estimated useful life of gaming license. The carrying value of the gaming license as at December 31, 2019 and 2018 amounted to ₱4,465.2 million and ₱4,581.0 million, respectively (see Note 17).

*Estimating Impairment of Goodwill.* Impairment exists when the carrying value of the CGU, including the goodwill, exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data from binding sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs of disposing of the asset. The value in use calculation is based on a discounted cashflows model. The cash flows are derived from the budget for the next five years and do not include restructuring activities that the Company is not yet committed to or significant future investments that will enhance the performance of the assets of the cash generating unit being tested. The recoverable amount is sensitive to the discount rate used for the discounted cashflows model as well as the expected future cash-inflows and the growth rate used for extrapolation purposes. These estimates are most relevant the goodwill. The key assumptions used to determine the recoverable amount for the different cash generating unit is, including a sensitivity analysis, are disclosed and further explained in Note 18.

The Company recognized an impairment loss on goodwill amounting to ₱377.5 million and ₱110.9 million in 2019 and 2018, respectively. There was no impairment loss on goodwill in 2017. The carrying amount of goodwill as at December 31, 2019 and 2018 amounted to ₱1,343.8 million and ₱1,721.3 million, respectively (see Note 18).

*Determination of Impairment of Nonfinancial Assets (Except Goodwill).* The Company assesses whether there are any indicators of impairment for all nonfinancial assets at each reporting date. Investments in associates, investment properties, property and equipment and intangible assets are reviewed for impairment when there are indicators that the carrying amounts may not be recoverable. Intangible asset is reviewed annually for impairment while it is still not yet available for use. Determining the value in use of these nonfinancial assets, which requires the determination of future cash flows expected to be generated from the continued use and ultimate disposition of such assets, requires the Company to make estimates and assumptions that can materially affect the consolidated financial statements. Future events could cause the Company to conclude that such nonfinancial assets are impaired. Any resulting impairment loss could have a material adverse impact on the Company's consolidated financial statements.

There were no indicators of impairment in 2019, 2018 and 2017. Thus, no impairment loss was recognized. The carrying values of nonfinancial assets subjected to impairment review as at December 31, 2019 and 2018 are as follows:

	2019	2018
	<i>(In Thousands)</i>	
Investments in associates (see Note 13)	<b>₱123,351</b>	₱123,351
Investment properties (see Note 15)	<b>19,491,825</b>	20,094,843
Property and equipment (see Note 16)	<b>164,825</b>	369,939
Intangible asset (see Note 17)	<b>4,465,206</b>	4,581,040
Right-of-use assets (see Note 37)	<b>914,088</b>	—



*Realizability of Deferred Tax Assets.* Deferred tax assets are recognized for all deductible temporary differences and unused tax losses to the extent that it is probable that taxable income will be available against which the deferred tax assets can be utilized. Significant management judgment is required to determine the amount of deferred tax assets that can be recognized based upon the likely timing and level of future taxable profit together with future tax planning strategies.

The carrying value of recognized deferred tax assets amounted to ₱469.4 million and ₱104.0 million as at December 31, 2019 and 2018, respectively. Unrecognized deferred tax assets amounted to ₱974.2 million and ₱1,065.3 million as at December 31, 2019 and 2018, respectively (see Note 36).

*Determination and Computation of Pension Cost.* The cost of defined benefit pension plans and present value of the pension obligation are determined using actuarial valuations. The actuarial valuation involves making various assumptions. These include the determination of the discount rates, future salary increases and mortality rates. Due to the complexity of the valuation, the underlying assumptions and its long-term nature, defined benefit obligations are highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date. Pension asset amounted to ₱10.3 million and ₱7.9 million as at December 31, 2019 and 2018, respectively. Pension liability amounted to ₱54.5 million and ₱8.6 million as at December 31, 2019 and 2018, respectively (see Note 38). Pension cost recognized in profit or loss amounted to ₱27.6 million, ₱23.5 million and ₱19.5 million in 2019, 2018 and 2017, respectively. The rereasurement gain (loss) recognized in other comprehensive income amounted to (₱34.7 million), ₱23.4 million and (₱7.2 million) in 2019, 2018 and 2017, respectively (see Note 38).

In determining the appropriate discount rate, management considers the interest rates of government bonds that are denominated in the currency in which the benefits will be paid, with extrapolated maturities corresponding to the expected duration of the defined benefit obligation.

Further details about the assumptions used are provided in Note 38.

*Evaluation of Contingencies.* The Company recognizes provision for possible claims when it is determined that an unfavorable outcome is probable and the amount of the claim can be reasonably estimated. The determination of reserves required, if any, is based on analysis of such individual issue, often with the assistance of outside legal counsel (see Note 41).

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## 7. Segment Information

The primary segment reporting format is presented based on business segments in which the Company's risks and rates of return are affected predominantly by differences in the products and services provided. Thus, the 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 and serves different markets.

The Company is primarily in the businesses of real estate development, property management and gaming and gaming-related activities. Others pertain to investment companies which are mostly dormant.



Segment assets include all operating assets used by a segment and consist principally of operating cash and cash equivalents, receivables, finance lease receivables, real estate for sale, land held for future development, investment properties, property and equipment and right use assets. , net of accumulated depreciation and impairment. Segment liabilities include all operating liabilities and consist principally of accounts payable and other liabilities. Segment assets and liabilities do not include deferred income taxes, investments and advances, and borrowings.

Segment revenue, segment expenses and segment performance include transfers among business segments. The transfers, if any, are accounted for at competitive market prices charged to unaffiliated customers for similar products. Such transfers are eliminated in consolidation.

The amounts of segment assets and liabilities and segment profit or loss are based on measurement principles that are similar to those used in measuring principles that are similar to those used in measuring assets and liabilities and profit or loss in the consolidated financial statements, which are in accordance with PFRSs.

Financial information about the Company's business segments are shown below:

	2019				
	Real Estate Development and Property Management	Gaming and Gaming Related Activities	Others	Eliminations/ Adjustments	Consolidated
<i>(In Thousands)</i>					
<b>Earnings Information</b>					
Revenue	₱5,010,416	₱4,205,068	₱-	(₱1,719,266)	₱7,496,218
Costs and expenses	(1,726,285)	(1,821,211)	(2,247)	222,255	(3,327,488)
Interest expense	(683,485)	(9,526)	-	214,131	(478,880)
Interest income	9,429	65,728	-	-	75,157
Other income (loss)	(2,347)	(17,163)	(112,780)	(38,033)	(170,323)
Impairment loss on goodwill	-	(377,518)	-	-	(377,518)
Income before income tax	2,607,728	2,045,378	(115,027)	(1,320,913)	3,217,166
Provision for income tax	(352,850)	59,411	-	-	(293,439)
Net income for the year	2,254,878	2,104,789	(115,027)	(1,320,913)	2,923,727
Net income attributable to equity holders of the parent	2,236,342	2,283,665	(115,027)	(1,795,247)	2,609,733
<b>Other Information</b>					
Investments in and advances to associates	₱10,087,874	₱-	₱-	(₱10,009,924)	₱77,950
Investments at FVPL	-	140,457	-	-	140,457
Investments at FVOCI	5,505,286	643,459	-	(635,928)	5,512,817
Total assets	43,566,040	20,304,508	136,746	(19,235,426)	44,771,868
Total liabilities	16,856,407	2,084,284	389,085	(6,419,297)	12,910,479
Depreciation and amortization	(677,458)	(526,037)	-	122,864	(1,080,631)



2018					
	Real Estate Development and Property Management	Gaming and Gaming Related Activities	Others	Eliminations/ Adjustments	Consolidated
<i>(In Thousands)</i>					
<b>Earnings Information</b>					
Revenue	₱4,518,820	₱5,299,948	₱-	(₱1,303,756)	₱8,515,012
Costs and expenses	(1,446,903)	(2,961,539)	(18,212)	470,051	(3,956,603)
Interest expense	(567,382)	(6,187)	-	108,708	(464,861)
Interest income	9,412	48,770	69	-	58,251
Other income (loss)	(31,965)	231,869	(134,212)	(292,513)	(226,821)
Impairment loss on goodwill	-	(110,934)	-	-	(110,934)
Income before income tax	2,481,982	2,501,927	(152,355)	(1,017,510)	3,814,044
Provision for income tax	407,905	181,005	-	-	588,910
Net income for the year	2,074,077	2,320,922	(152,355)	(1,017,510)	3,225,134
Net income attributable to equity holders of the parent	2,074,077	2,169,039	(152,356)	(1,443,058)	2,647,757
<b>Other Information</b>					
Investments in and advances to associates	₱9,970,452	₱-	₱11,222	(₱9,903,657)	₱78,017
Investments at FVPL	-	155,705	-	-	155,705
Investments at FVOCI	4,764,540	746,827	-	(740,595)	4,770,772
Total assets	41,977,085	19,617,701	284,273	(19,387,973)	42,491,086
Total liabilities	17,085,830	1,713,648	373,843	(6,527,466)	12,645,855
Capital expenditures	20,883	45,684	-	-	66,567
Depreciation and amortization	(244,516)	(461,473)	(11,851)	123,539	(594,571)
2017					
	Real Estate Development and Property Management	Gaming and Gaming Related Activities	Others	Eliminations/ Adjustments	Consolidated
<i>(In Thousands)</i>					
<b>Earnings Information</b>					
Revenue	₱3,830,857	₱5,153,439	₱-	(₱972,236)	₱8,012,060
Costs and expenses	(991,311)	(2,763,810)	(18,183)	310,739	(3,462,565)
Interest expense	(547,566)	(10,859)	-	54,760	(503,665)
Interest income	7,859	75,977	501	(54,760)	29,577
Other income	124,193	(108,332)	133,545	82,807	232,213
Income before income tax	2,424,032	2,346,415	115,863	(578,690)	4,307,620
Provision for income tax	(513,437)	(255,830)	(27,712)	-	(796,979)
Net income for the year	1,910,595	2,090,585	88,151	(578,690)	3,510,641
Net income attributable to equity holders of the parent	1,910,595	1,844,378	88,151	(970,712)	2,872,412
<b>Other Information</b>					
Investments in and advances to associates	₱10,066,626	₱-	₱-	(₱9,988,651)	₱77,975
Investments held for trading	2,101,183	178,483	-	-	2,279,666
Available-for-sale financial assets	2,469,306	1,248,688	-	(1,242,707)	2,475,287
Total assets	41,950,422	19,306,481	522,554	(18,045,764)	43,733,693
Total liabilities	15,864,760	1,653,711	459,768	(4,605,720)	13,372,519
Capital expenditures	97,346	156,789	-	(36,000)	218,135
Depreciation and amortization	(34,492)	(464,032)	(5,636)	122,938	(381,222)

Revenues from a certain customer in the Company's real estate development business and gaming revenue share - net amounting to ₱5,647.3 million, ₱5,610.1 million and ₱4,869.2 million for the years ended December 31, 2019, 2018 and 2017, respectively, are solely collectible from Melco while revenues from the Company's gaming and other gaming-related activities amounting to ₱681.5 million, ₱1,448.3 million and ₱1,840.5 million for the year ended December 31, 2019, 2018 and 2017 are solely collectible from PCSO.



The following illustrate the reconciliations of reportable segment revenues, net profit, assets and liabilities to the Company's corresponding amounts:

	2019	2018	2017
	<i>(In Thousands)</i>		
<b>Revenues</b>			
Total revenue for reportable segments	<b>₱9,215,484</b>	₱9,818,768	₱8,984,296
Elimination for intercompany revenue	<b>(1,719,266)</b>	(1,303,756)	(972,236)
<b>Total consolidated revenues</b>	<b>₱7,496,218</b>	₱8,515,012	₱8,012,060
<b>Net Profit for the Year</b>			
Total profit for reportable segments	<b>₱4,244,639</b>	₱4,242,644	₱4,089,331
Elimination for intercompany profits	<b>(1,320,912)</b>	(1,017,510)	(578,690)
<b>Consolidated net profit</b>	<b>₱2,923,727</b>	₱3,225,134	₱3,510,641
<b>Assets</b>			
Total assets for reportable segments	<b>₱39,040,644</b>	₱37,486,591	₱38,900,765
Investments in and advances to associates	<b>77,950</b>	78,017	77,975
Investments at FVOCI	<b>5,512,817</b>	4,770,773	2,475,287
Investments at FVPL	<b>140,457</b>	155,705	2,279,666
<b>Total assets</b>	<b>₱44,771,868</b>	₱42,491,086	₱43,733,693
<b>Liabilities</b>			
Total liabilities for reportable segments	<b>₱3,647,237</b>	₱2,410,123	₱2,311,826
Loans payable	<b>1,950,017</b>	1,500,017	2,500,017
Long-term debt	<b>4,511,111</b>	6,002,431	6,259,375
Deferred tax liabilities - net	<b>2,741,361</b>	2,667,581	2,220,559
Advances from related parties*	<b>60,753</b>	65,703	62,096
Estimated liability on construction costs	<b>-</b>	-	18,646
<b>Total liabilities</b>	<b>₱12,910,479</b>	₱12,645,855	₱13,372,519

\*Presented under "Trade payables and other current liabilities" account in the consolidated statements of financial position.

The Parent Company's Executive Committee, the chief operating decision maker of the Company, monitors the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on operating profit or loss and is measured consistently with operating profit or loss in the consolidated financial statements. However, financing (including interest expense and interest income) and income taxes are managed as a whole and are not allocated to operating segments. Transfer prices between operating segments are on an arm's length basis in a manner similar to transactions with third parties.

Disclosure of the geographical information regarding the Company's revenues from external customers and total assets have not been provided since all of the Company's consolidated revenues are derived from operations within the Philippines.

Capital expenditures consist of additions of property and equipment and expenditures on investment properties.



Disaggregated revenue information

Set out below is the disaggregation of the Company's revenue from contracts with customers for the year ended December 31, 2019 and 2018:

2019			
Type of service	Real Estate Development and Property Management	Gaming and gaming related activities	Total
		<i>(In Thousands)</i>	
Gaming revenue - share	P-	P2,976,366	P2,976,366
Sale of real estate	487,307	-	487,307
Commission and distribution income	-	308,381	308,381
Revenue from property management	214,635	-	214,635
<b>Revenue from contracts with customers</b>	<b>P701,942</b>	<b>P3,284,747</b>	<b>P3,986,689</b>

2018			
Type of service	Real Estate Development and Property Management	Gaming and gaming related activities	Total
		<i>(In Thousands)</i>	
Gaming revenue - share	P-	P3,211,857	P3,211,857
Sale of real estate	670,527	-	670,527
Commission and distribution income	-	487,626	487,626
Revenue from property management	186,194	-	186,194
<b>Revenue from contracts with customers</b>	<b>P856,721</b>	<b>P3,699,483</b>	<b>P4,556,204</b>

All revenue from contracts with customers pertains to revenue transferred over time.

Reconciliation of the revenue from contracts with customers with the amounts disclosed in the segment information follows:

2019			
Type of service	Real Estate Development and Property Management	Gaming and gaming related activities	Total
		<i>(In Thousands)</i>	
Revenue per segment reporting	P5,010,416	P4,205,068	P9,215,484
Lease income	(2,670,953)	-	(2,670,953)
Other income	(130,308)	-	(130,308)
Dividend income	(2,076)	(24,708)	(26,784)
Equipment rental	-	(681,484)	(681,484)
<b>Intracompany eliminated balances</b>			
Dividend income	(1,451,137)	-	(1,451,137)
Other income	(54,000)	(214,129)	(268,129)
<b>Total revenue from contracts with customers</b>	<b>P701,942</b>	<b>P3,284,747</b>	<b>P3,986,689</b>



2018			
Type of service	Real Estate Development and Property Management	Gaming and gaming related activities	Total
	<i>(In Thousands)</i>		
Revenue per segment reporting	₱4,518,820	₱5,299,948	₱9,818,768
Interest income on finance lease	(1,663,824)	-	(1,663,824)
Lease income	(724,431)	-	(724,431)
Other income	(95,327)	-	(95,327)
Dividend income	(22,030)	(4,966)	(26,996)
Equipment rental	-	(1,448,318)	(1,448,318)
<b>Intracompany eliminated balances</b>			
Dividend income	(1,102,575)	(38,473)	(1,141,048)
Other income	(53,912)	(108,708)	(162,620)
Total revenue from contracts with customers	₱856,721	₱3,699,483	₱4,556,204

## 8. Cash and Cash Equivalents

This account consists of:

	2019	2018
	<i>(In Thousands)</i>	
Cash on hand and in banks	<b>₱910,484</b>	₱2,448,886
Cash equivalents	<b>3,194,190</b>	204,831
	<b>₱4,104,674</b>	₱2,653,717

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

Interest income earned from cash in banks and cash equivalents amounted to ₱66.6 million, ₱45.7 million and ₱29.6 million in 2019, 2018 and 2017, respectively (see Note 34).

## 9. Financial Assets at Fair Value through Profit or Loss

This account consists of the Company's investments in shares of stock of Leisure and Resorts World Corporation (LRWC), Vantage Equities, Inc., APC Group, Inc. and Philippine Long Distance Telephone Company.

Movements in this account are as follows:

	2019	2018
	<i>(In Thousands)</i>	
Balance at beginning of year	<b>₱155,705</b>	₱178,483
Unrealized marked-to-market loss	<b>(15,248)</b>	(11,903)
Disposals	-	(10,875)
Balance at end of year	<b>₱140,457</b>	₱155,705





The fair values of these securities are based on the quoted prices on the last market day of the year. The Company determines the cost of investments sold using specific identification method.

Mark-to-market gain (loss) in 2019, 2018 and 2017 amounting to (₱15.2 million), (₱11.9 million) and ₱67.7 million, respectively, were recognized in the consolidated statements of income.

Realized gain from sale of investments held for trading amounted to nil, ₱1.5 million and nil in 2019, 2018 and 2017, respectively, were recognized in “Other income (loss) - net” account in the consolidated statements of income (see Note 35).

Dividend income realized from financial assets at FVTPL amounted to ₱4.8 million, ₱5.0 million and ₱5.7 million in 2019, 2018 and 2017, respectively (see Note 27).

## 10. Receivables and Installment Receivables

### Receivables

This account consists of:

	2019	2018
	<i>(In Thousands)</i>	
Trade receivables:		
Real estate sales	₱1,265,323	₱1,155,877
Leases (see Note 37)	1,120,406	559,760
Gaming revenue share	205,877	99,105
Property management	164,812	139,431
Equipment rental and instant scratch ticket sales	126,603	232,523
Accrued interest	2	2,406
Others	245,988	274,309
	<b>3,129,011</b>	2,463,412
Less allowance for doubtful accounts	<b>260,888</b>	264,513
	<b>2,868,123</b>	2,198,899
Less installment receivables – noncurrent portion	<b>404,518</b>	510,446
	<b>₱2,463,605</b>	₱1,688,453

- Trade receivables from real estate sales are noninterest-bearing and are generally collected in installment within 3 to 5 years.
- Trade receivables from equipment rentals and sales of instant scratch tickets, leases and property management are generally on a 30 to 60 days credit term.
- Gaming revenue share is collectible on a 20 days credit term. This pertains to the Company’s receivable from Melco for the gaming revenue share in the operations of City of Dreams Manila.
- Other receivables pertain primarily to receivables from sale of land to third parties. These are noninterest-bearing and generally have 30 to 90 days term.



Movement in allowance for doubtful accounts is as follows:

	2019		
	Trade	Others	Total
	<i>(In Thousands)</i>		
Balance at beginning of year	₱96,633	₱167,880	₱264,513
Provisions (see Note 35)	2,147	–	2,147
Write-off	–	(5,772)	(5,772)
Balance at end of year	₱98,780	₱162,108	₱260,888

	2018		
	Trade	Others	Total
	<i>(In Thousands)</i>		
Balance at beginning of year	₱103,383	₱172,684	₱276,067
Write-off	(6,750)	(4,804)	(11,554)
Balance at end of year	₱96,633	₱167,880	₱264,513

Movement of unamortized discount on trade receivables from real estate sales are as follows:

	2019	2018
		<i>(In Thousands)</i>
Trade receivables at nominal amount	₱1,363,358	₱1,254,259
Less discount on trade receivables:		
Balance at beginning of year	98,382	75,502
Discount recognized during the year	80,507	91,499
Amortization during the year (see Note 27)	(80,854)	(68,619)
	98,035	98,382
Balance at end of year	₱1,265,323	₱1,155,877

As at December 31, 2019 and 2018, receivables from real estate with nominal amount of ₱1,363.4 million and ₱1,254.3 million, respectively, were recorded initially at fair value. The fair value of the receivables was obtained by discounting future cash flows using applicable interest rates ranging from 2.99% to 22.54% and 3.29% to 19.75% in 2019 and 2018, respectively. The unamortized discount amounted to ₱98.0 million and ₱98.4 million as at December 31, 2019 and 2018, respectively. Amortization of discount on trade receivables from real estate, shown under “Other revenue” account in the consolidated statements of comprehensive income, amounted to ₱80.9 million, ₱68.6 million and ₱56.3 million in 2019, 2018 and 2017, respectively (see Note 27).

Contract Asset

This account in 2019 consists of:

	2019	2018
		<i>(in Thousands)</i>
Current portion	₱40,511	₱37,892
Noncurrent portion	89,612	130,123
	₱130,123	₱168,015



Contract asset was recognized for the earned consideration but not yet collected for the transfer of right to use POSC's brand and trademark license. Interest income earned during the period amounted to ₱8.6 million and ₱12.6 million in 2019 and 2018, respectively (see Notes 34 and 40).

## 11. Real Estate for Sale and Land Held for Future Development

These accounts, measured at cost, consist of:

	2019	2018
	<i>(In Thousands)</i>	
Land held for future development	<b>₱3,005,429</b>	₱2,998,577
Real estate for sale	<b>327,124</b>	475,785
	<b>₱3,332,553</b>	₱3,474,362

### Real Estate for Sale

A summary of the movement in real estate for sale is set out below:

	2019	2018
	<i>(In Thousands)</i>	
Balance at beginning of year	<b>₱475,785</b>	₱643,265
Cost of real estate sold (see Note 30)	<b>(202,335)</b>	(363,568)
Repossession	<b>51,478</b>	26,538
Construction/development costs incurred	<b>2,196</b>	51,221
Reclassifications from land held for future development	-	118,329
Balance at end of year	<b>₱327,124</b>	₱475,785

### Land Held for Future Development

A summary of the movement in land held for development in 2019 and 2018 is set out below:

	2019	2018
	<i>(In Thousands)</i>	
Balance at beginning of year	<b>₱2,998,577</b>	₱3,099,166
Land acquired/additional costs during the year	<b>6,852</b>	33,764
Reclassifications to inventories	-	(118,329)
Other adjustments	-	(16,024)
Balance at end of year	<b>₱3,005,429</b>	₱2,998,577

Land held for future development consists of properties in Tagaytay City, Batangas and Cavite. It includes certain parcels of land with a carrying value amounting to ₱909.9 million and ₱946.1 million as at December 31, 2019 and 2018, respectively, which are already in the Company's possession but are not yet fully paid pending the transfer of certificates of title to the Company. Outstanding payable related to the acquisition shown under "Trade and other current liabilities" account in the consolidated statements of financial position amounted to ₱169.1 million and ₱183.6 million as at December 31, 2019 and 2018, respectively (see Note 20).



## 12. Other Current Assets

This account consists of:

	2019	2018
	<i>(In Thousands)</i>	
Creditable withholding tax - net of allowance for probable loss of ₱4.3 million in 2019 and 2018	<b>₱702,889</b>	₱837,175
Input VAT - net of allowance for probable loss of ₱1.3 million in 2019 and 2018	<b>445,235</b>	435,619
Advances to contractors and suppliers - net of allowance for doubtful accounts of ₱14.9 million in 2019 and 2018	<b>227,561</b>	190,895
Prepaid expenses and others	<b>216,484</b>	219,844
Spare parts and supplies - net of allowance for decline in value in 2019 and 2018 amounting to ₱3.8 million	<b>40,236</b>	63,953
Advances to officers and employees - net of allowance for doubtful accounts of ₱3.5 million in 2019 and 2018	<b>174</b>	402
Deposits (see Note 40)	-	10,000
Others	<b>5,194</b>	5,169
	<b>₱1,637,773</b>	₱1,763,057

- Creditable withholding tax pertains to the withholding tax related to the goods sold and services rendered by the Company.
- Input VAT pertains to the VAT arising from the construction of the investment properties and land under development.
- Prepaid expenses and others pertain to various prepaid expenses such as insurance, commission, subscription and refundable deposits for various contracts.
- Advances to contractors and suppliers are noninterest-bearing and are expected to be applied against future billings.
- Advances to officers and employees are noninterest-bearing and are normally liquidated within a year.



### 13. Investments in and Advances to Associates - net

This account consists of investments in APC Group, Inc., an entity incorporated in the Philippines, where the Company has an effective interest of 48.8%.

	2019	2018
	<i>(In Thousands)</i>	
Investments in associates - net of impairment in value of ₱354.0 million in 2019 and 2018	<b>₱123,351</b>	₱123,351
Subscription payable	<b>(45,928)</b>	(45,928)
Advances to associates - net of allowance for doubtful accounts of ₱120.3 million in 2019 and 2018 (see Note 39)	<b>527</b>	594
	<b>₱77,950</b>	₱78,017

Investments in associates as of December 31, 2019 and 2018 consist of:

	<i>(In Thousands)</i>
Acquisition cost	₱5,716,536
Accumulated equity in net losses	(5,250,726)
Accumulated share in unrealized gain on AFS financial assets of associates - Balance at beginning and end of year	14,061
Total	479,871
Allowance for impairment in value	(354,019)
Equity in cost of Parent Company common shares held by associates	(2,501)
	₱123,351

Fair values of investment in APC, which is publicly listed in the Philippine stock exchange, amounted to ₱1,365.0 million and ₱1,417.5 million as at December 31, 2019 and 2018, respectively. Fair values were determined by reference to quoted market price at the close of business as at reporting date.

### 14. Financial Assets at Fair Value Through Other Comprehensive Income

These accounts pertain to investments in equity instruments classified as financial assets at FVOCI as at December 31, 2019 and 2018.

These accounts consist of:

	2019	2018
	<i>(In Thousands)</i>	
Shares of stock:		
Quoted	<b>₱2,652,566</b>	₱2,257,121
Unquoted	<b>851</b>	851
Club shares	<b>2,859,400</b>	2,512,800
	<b>₱5,512,817</b>	₱4,770,772



The Company has a Development Agreement (DA) with TMGCI for the construction and development of a 36-hole golf course which was amended on December 15, 1999. The terms of the amended DA call for as many subscriptions as there are shares, such that the club shares issued by TMGCI to the Company as the development progresses were in proportion to pre-agreed amount of development cost, inclusive of the initial capital contribution.

The movements of financial assets at FVOCI in 2019 and 2018 are as follows:

	2019	2018
	<i>(In Thousands)</i>	
<b>Cost</b>		
Balance at beginning of year	₱3,723,548	₱3,782,365
Additions	310,769	15,350
Disposals	(37,106)	(74,167)
Balance at end of year	3,997,211	3,723,548
<b>Cumulative unrealized mark to market gain (loss) on financial assets at FVOCI</b>		
Balance at beginning of year, as restated	₱1,047,224	₱794,105
Unrealized gain during the year	477,455	283,020
Realized gain on disposal during the year	(9,073)	(29,901)
Balance at end of year	1,515,606	1,047,224
	<b>₱5,512,817</b>	<b>₱4,770,772</b>

Dividend income earned from financial assets at FVOCI amounted to ₱22.0 million in 2019 and 2018 and ₱17.1 million in 2017 were recognized in “Other revenue” account in the consolidated statements of income (see Note 27).

Gain from sale of financial assets at FVOCI amounted to ₱9.1 million and ₱29.9 million in 2019 and 2018, respectively, were reclassified from “Other reserves” account to “Retained earnings” account in the consolidated statement of financial position.

## 15. Investment Properties

Movements in investment properties are as follows:

	2019		
	Land	Building	Total
	<i>(In Thousands)</i>		
<b>Cost</b>			
Balance at beginning and end of year	₱1,869,025	₱18,342,299	₱20,211,324
<b>Accumulated depreciation</b>			
Balance at beginning of year	–	116,481	116,481
Depreciation (see Note 31)		603,018	603,018
Balance at end of year	–	719,499	719,499
	<b>₱1,869,025</b>	<b>₱17,622,800</b>	<b>₱19,491,825</b>



	2018		
	Land	Building	Total
	<i>(In Thousands)</i>		
<b>Cost</b>			
Balance at beginning of year	₱1,869,025	₱–	₱1,869,025
Reclassification (see Note 37)	–	18,342,299	18,342,299
Balance at end of year	1,869,025	18,342,299	20,211,324
<b>Accumulated depreciation</b>			
Depreciation (see Note 31)	–	116,481	116,481
Balance at end of year	–	116,481	116,481
	₱1,869,025	₱18,225,818	₱20,094,843

On October 14, 2018, Melco converted a portion of the leased parking spaces to a food and entertainment area. Consequently, the change in the usage of leased premises prompted the Company to reassess its lease accounting of the City of Dreams Manila building. After considering the impact of the changes introduced by the change in usage of leased premises, the Company changed its lease accounting from finance lease to operating lease effective October 14, 2018. As part of the Company's accounting policy, the balance of finance lease receivables as of the date of change amounting to ₱18,342.3 million was reclassified to "Investment property" account, and was considered as the cost of the City of Dreams Manila building.

The fair value of investment properties as at January 18, 2018 and August 2, 2018 are higher than its carrying value as determined by an independent appraiser who holds a recognized and relevant professional qualification. The valuation of investment properties was based on income approach for the building and sales comparison approach for the land. The fair value represents the amount at which the assets can be exchanged between a knowledgeable, willing seller and a knowledgeable, willing buyer in an arm's length transaction at the date of valuation, in accordance with International Valuation Standards as set out by the International Valuation Standards Committee.

In determining the fair value of the investment properties, the independent appraisers considered the neighborhood data, community facilities and utilities, land data, sales prices of similar or substitute properties and the highest and best use of investment properties. The Company assessed that the highest and best use of its properties does not differ from their current use.

The Company believes that same conditions were present as at date of valuation and as at December 31, 2019.

Rent income generated from investment properties amounted to ₱2,671.0 million, ₱724.4 million and ₱190.0 million in 2019, 2018 and 2017, respectively. Direct cost related to the investment properties amounted to ₱836.9 million, ₱341.6 million and ₱196.8 million in 2019, 2018 and 2017, respectively (see Note 31).



## 16. Property and Equipment

The movements of this account is as follows:

2019								
	Lottery Equipment	Land and Leasehold Improvements	Machinery and Equipment	Condominium Units and Improvements	Transportation Equipment	Office Furniture, Fixtures and Equipment	Construction- in-progress	Total
<i>(In Thousands)</i>								
<b>Cost</b>								
Balance at beginning of year	₱916,895	₱392,328	₱289,287	₱244,267	₱62,610	₱191,118	₱1,130	₱2,097,635
Additions	7,759	2,985	9,445	1,552	12,761	10,821	–	45,323
Reclassification (see Notes 3 and 37)	(163,499)	–	1,130	–	–	–	(1,130)	(163,499)
Disposal	(13,280)	(88)	–	–	(12,293)	(3,763)	–	(29,424)
<b>Balance at end of year</b>	<b>747,875</b>	<b>395,225</b>	<b>299,862</b>	<b>245,819</b>	<b>63,078</b>	<b>198,176</b>	<b>–</b>	<b>1,950,035</b>
<b>Accumulated Depreciation, Amortization and Impairment Loss</b>								
Balance at beginning of year	755,976	377,943	219,142	222,517	22,073	136,045	–	1,733,696
Depreciation and amortization for the year (see Notes 28, 32 and 33)	119,984	9,817	29,689	19,463	18,082	38,625	–	235,660
Reclassification	(154,874)	–	–	–	(45)	45	–	(154,874)
Disposal	(13,280)	(88)	–	–	(12,141)	(3,763)	–	(29,272)
<b>Balance at end of year</b>	<b>707,806</b>	<b>387,672</b>	<b>248,831</b>	<b>241,980</b>	<b>27,969</b>	<b>170,952</b>	<b>–</b>	<b>1,785,210</b>
<b>Net Book Value</b>	<b>₱40,069</b>	<b>₱7,553</b>	<b>₱51,031</b>	<b>₱3,839</b>	<b>₱35,109</b>	<b>₱27,224</b>	<b>₱–</b>	<b>₱164,825</b>
2018								
	Lottery Equipment	Land and Leasehold Improvements	Machinery and Equipment	Condominium Units and Improvements	Transportation Equipment	Office Furniture, Fixtures and Equipment	Construction- in-progress	Total
<i>(In Thousands)</i>								
<b>Cost</b>								
Balance at beginning of year	₱1,204,933	₱296,073	₱279,743	₱248,167	₱62,878	₱182,876	₱92,443	₱2,367,113
Additions	13,502	8,324	9,544	1,110	13,889	16,138	4,061	66,568
Reclassification	–	95,374	–	–	–	–	(95,374)	–
Disposal	(301,540)	(7,443)	–	(5,010)	(14,157)	(7,896)	–	(336,046)
<b>Balance at end of year</b>	<b>916,895</b>	<b>392,328</b>	<b>289,287</b>	<b>244,267</b>	<b>62,610</b>	<b>191,118</b>	<b>1,130</b>	<b>2,097,635</b>
<b>Accumulated Depreciation, Amortization and Impairment Loss</b>								
Balance at beginning of year	880,722	284,978	213,268	208,633	18,954	112,114	–	1,718,669
Depreciation and amortization for the year (see Notes 28, 32 and 33)	176,628	100,408	10,789	13,884	16,876	31,821	–	350,406
Disposal	(301,374)	(7,443)	(4,915)	–	(13,757)	(7,890)	–	(335,379)
<b>Balance at end of year</b>	<b>755,976</b>	<b>377,943</b>	<b>219,142</b>	<b>222,517</b>	<b>22,073</b>	<b>136,045</b>	<b>–</b>	<b>1,733,696</b>
<b>Net Book Value</b>	<b>₱160,919</b>	<b>₱14,385</b>	<b>₱70,145</b>	<b>₱21,750</b>	<b>₱40,537</b>	<b>₱55,073</b>	<b>₱1,130</b>	<b>₱363,939</b>

Allowance for impairment loss on property and equipment amounted to ₱186.3 million as at December 31, 2019 and 2018.

Carrying amount of equipment under finance lease are included as part of “Lottery equipment” under “Property and equipment” account with carrying amount of ₱8.6 million as at December 31, 2018 (see Notes 3 and 37). On January 1, 2019, upon adoption of PFRS 16, property and equipment with carrying value of ₱8.6 million as at December 31, 2018 were reclassified to right-of-use assets (see Notes 3 and 37).





## 17. Intangible Asset

Intangible asset includes the gaming license granted by PAGCOR for which PLAI is a co-licensee to operate integrated resorts, including casinos. On April 29, 2015, PAGCOR granted the Regular Gaming License (“License”), which has the same terms and conditions of the provisional license. The License runs concurrent with PAGCOR’s Congressional Franchise, set to expire in 2033, renewable for another 25 years by the Philippine Congress.

The amortization of the intangible asset started on December 14, 2014, the effectivity of the Notice to Commence Casino Operations granted by PAGCOR.

The movements in intangible asset are as follows:

	2019	2018
	<i>(In Thousands)</i>	
<b>Cost</b>		
Balance at beginning of year	₱5,261,186	₱5,571,186
Write-off (see Note 35)	–	(310,000)
Balance at end of year	<b>5,261,186</b>	5,261,186
<b>Accumulated Amortization</b>		
Balance at beginning of year	680,146	569,949
Amortization (see Notes 29 and 33)	115,834	127,685
Write-off (see Note 35)	–	(17,488)
Balance at end of year	<b>795,980</b>	680,146
	<b>₱4,465,206</b>	₱4,581,040

The unamortized life of the license as at December 31, 2019 is 38.5 years.

## 18. Goodwill and Business Combination

Goodwill acquired from business combinations as at December 31, 2019 and 2018 consist of:

	2019	2018
	<i>(In Thousands)</i>	
Acquisition of:		
POSC	₱1,717,644	₱1,717,644
FRI	110,934	110,934
LCC subsidiaries	3,683	3,683
	<b>1,832,261</b>	1,832,261
Allowance for impairment	<b>(488,452)</b>	(110,934)
	<b>₱1,343,809</b>	₱1,721,327

Movements in this account are as follow:

	2019	2018
	<i>(In Thousands)</i>	
Balance at beginning of year	₱1,721,327	₱1,832,261
Impairment (see Note 35)	<b>(377,518)</b>	(110,934)
Balance at end of year	<b>₱1,343,809</b>	₱1,721,327



The goodwill from the acquisitions have been subjected to the annual impairment review in 2019 and 2018. The recoverable amounts of the operations have been determined based on a value-in-use calculation using cash flow projections based on financial budgets approved by management. The cash flow projections cover five years.

In 2019, the Company recognized impairment of its goodwill in POSC and LCC subsidiaries amounting to ₱359.3 million and ₱3.7 million, respectively. The Company recognized impairment of its goodwill in FRI in 2018 amounting to ₱110.9 million (see Note 35).

#### Key assumptions used in value in use calculations

The calculation of value in use for the cash-generating units are most sensitive to the following assumptions explained as follows:

#### POSC

*Discount Rate.* Discount rate reflects management's estimate of the risks specific to the cash-generating unit. The pre-tax discount rate of 8.45% and 12.21% was used in 2019 and 2018, respectively, based on the Weighted Average Cost of Capital (WACC) of POSC.

*Revenue Growth Rate, Long-Term Growth Rate and Terminal Values.* An annual increase in revenue ranging from 3% to 8% and 3% to 10% per annum were applied in the 5-year cash flow projections in 2019 and 2018, respectively, based on historical performance of POSC. The long-term growth rate used to extrapolate cash flow projections beyond the period covered by the most recent budgets/forecasts is 4% in 2019 and 2018. The long-term growth rate used in the normalization of free cash flows represents the expected growth rate of the economy at the end of the 5th year and onwards, with reference to growth rates compiled by industry specialist.

Management assessed that an increase in pre-tax discount rate by 1% or decrease in revenue growth rate by 1% would result to additional impairment.

#### FRI

The recoverable amount of goodwill from the acquisition of FRI by TGTI was determined based on value-in-use calculations using actual past results and observable market data such as growth rates, operating margins, among others.

With the recent change in FRI's exclusivity arrangement with its principal, the carrying amount of the goodwill and cash generating unit to which goodwill relates to materially exceed its recoverable amount.

Growth rates and operating margins used to estimate future performance are equally based on past performance and experience of growth rates, operating margins achievable in the relevant industry. The expected cash flows are discounted by applying a suitable WACC. The pre-tax discount rate applied to cash flow projections is 9.4% in 2018.

#### LCC subsidiaries

The recoverable amount of goodwill from the acquisition of LCC subsidiaries was determined based on a 5-year value-in-use calculation, using actual past results and observable market data.

Growth rates and operating margins used to estimate future performance are equally based on past performance and experience of growth rates and operating margins achievable in the relevant industry. The expected cash flows are discounted by applying a suitable WACC. The discount rate applied to pretax cash flow projections was 10.2% and 3.0% for the terminal growth rate in 2018.



## 19. Other Noncurrent Assets

This account consists of:

	2019	2018
	<i>(In Thousands)</i>	
Deferred input VAT	<b>₱100,019</b>	₱235,510
Refundable deposits and construction bond (see Notes 37 and 43)	<b>52,202</b>	22,315
Guarantee bonds (see Notes 40 and 43)	<b>17,920</b>	42,000
Others	<b>354,367</b>	150,848
	<b>₱524,508</b>	₱450,673

## 20. Trade and Other Current Liabilities

This account consists of:

	2019	2018
	<i>(In Thousands)</i>	
Trade	<b>₱475,983</b>	₱379,808
Accrued expenses:		
Land transfer fees	<b>49,924</b>	53,567
Project cost accrual	<b>42,490</b>	75,165
Rent	<b>26,614</b>	9,561
Professional and management fees	<b>25,988</b>	28,934
Interest	<b>17,074</b>	34,089
Selling	<b>7,924</b>	5,340
Salaries	<b>3,000</b>	3,900
Others	<b>1,132,117</b>	1,064,519
Unearned income	<b>212,652</b>	-
Payables pertaining to land acquisitions (see Note 11)	<b>169,095</b>	183,582
Advances from related parties (see Note 39)	<b>60,753</b>	65,703
Customers' deposits	<b>22,019</b>	85,535
Consultancy, software and license and management fees payable (see Note 40)	<b>17,207</b>	37,585
Withholding and output tax payable	<b>15,856</b>	18,799
Refundable deposit and others	<b>23,036</b>	64,056
	<b>₱2,301,824</b>	₱2,110,143

- Trade payables are non-interest bearing with an average term of 90 days.
- Accrued expenses and other expenses pertain to accruals for land transfer fees, professional and management fees, selling, interest, salaries, communication, rent and utilities and other expenses which are normally settled with an average term of 30 to 90 days. Accrued expenses also includes provisions. The Company regularly provides for its usual potential liabilities. Provisions represents estimated probable losses. 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 Company's position.



- Unearned income pertains to the advance payment from Melco, which will be applied as payment of PLAI's gaming revenue share in the following financial year.
- Payables pertaining to land acquisitions represent unpaid purchase price of land acquired from various land owners (see Note 11). These are noninterest-bearing and are due and demandable.
- Customers' deposits pertain to collections received from buyers for projects with pending recognition of sale.
- Refer to Note 40 for the terms of the consultancy, software and license fees and management fees payable.

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## 21. Loans Payable

Loans payable represents unsecured peso-denominated loans obtained from local banks with interest of 4.50% to 5.90% in 2019 and 3.5% to 5.50% in 2018. Loans payable have historically been renewed or rolled-over.

The carrying amount of outstanding loans payable amounted to ₱1,950.0 million and ₱1,500.0 million as at December 31, 2019 and 2018, respectively.

Interest expense on loans payable charged to operations amounted to ₱91.2 million, ₱96.3 million and ₱90.1 million in 2019, 2018 and 2017 respectively (see Note 34).

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## 22. Other Noncurrent Liabilities

This account consists of the following:

	2019	2018
	<i>(In Thousands)</i>	
Refundable deposits	₱173,714	₱153,422
Deferred lease income	163,751	158,427
Provision for asset retirement obligation	3,954	—
Contract liabilities	2,005	464
	<b>₱343,424</b>	<b>₱312,313</b>

Deferred lease income is recognized initially as the difference between the principal amount and present value of refundable deposits at the lease inception date and subsequently amortized on a straight-line basis over the lease term.

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## 23. Long-term Debt

This account consists of the following:

	2019	2018
	<i>(In Thousands)</i>	
Loans	₱4,511,111	₱6,002,430
Current portion of long-term debt	(944,444)	(2,091,319)
Noncurrent long-term debt	<b>₱3,566,667</b>	<b>₱3,911,111</b>



*Maybank Philippines, Inc. (Maybank)*

On June 30, 2014, Belle obtained an unsecured five-year term loan from Maybank in the amount of ₱1,000.0 million for the purpose of financing the construction of Phase 1 City of Dreams Manila. The five-year term loan shall be availed within one year from the signing of the loan agreement and bears an interest floater rate based on applicable 90-days Philippine Dealing System Treasury Reference Rate-Fixing (“PDST-F”) plus spread and fixed rate based on 5-year PDST-F plus spread. During the term of the loan, Belle agrees not to sell, lease, dispose any of its assets on the City of Dreams Manila without prior written consent from Maybank and comply with the following financial covenants: minimum current ratio of 1.0x and maximum debt to equity ratio of 2.0x. Amounts of ₱150.0 million, ₱100.0 million and ₱750.0 million were drawn from the facility on August 26, 2014, September 22, 2014 and December 11, 2015, respectively. Outstanding balance of the loan as at December 31, 2019 and 2018 amounted to nil and ₱196.9 million, respectively.

On May 26, 2017, Belle obtained an unsecured five-year term loan from Maybank in the amount of ₱500.0 million for the purpose of financing the Termination Agreement (see Note 24). The five-year term loan shall be availed within ninety days from the signing of the loan agreement and bears an fixed interest rate based on applicable 5-year Philippine Dealing System Treasury Reference Rate-R2 (“PDST-R2”) plus spread or Bangko Sentral ng Pilipinas (BSP) Overnight Borrowing rate plus spread, whichever is higher. During the term of the loan, Belle should comply with the following financial covenants: minimum current ratio of 1.0x and maximum debt to equity ratio of 2.0x. On June 23, 2017, ₱500.0 million was drawn from the facility. Outstanding balance of the loan as at December 31, 2019 and 2018 amounted to ₱277.8 million and ₱388.9 million, respectively.

*Rizal Commercial Banking Corporation (RCBC)*

On June 9, 2014, Belle obtained an unsecured five-year term loan, reckoned from the date of the initial drawdown, from RCBC in the amount of ₱1,500.0 million for the purpose of financing the construction of real estate developments projects in Tagaytay Highlands and Tagaytay Midlands area and conversion and titling costs of raw lands. The five-year term loan bears a floor rate interest 5.5% plus spread. During the term of the loan, Belle should comply with the following financial covenants: minimum current ratio of 1.3x and maximum debt to equity ratio of 2.0x. Amounts of ₱400.0 million, ₱200.0 million and ₱900.0 million were drawn on July 9, 2014, September 30, 2014 and November 12, 2014, respectively. Outstanding balance of the loan as at December 31, 2019 and 2018 amounted to nil and ₱1,200.0 million, respectively.

*United Coconut Planters Bank (UCPB)*

On February 11, 2015, Belle obtained an unsecured four-year term loan from UCPB in the amount of ₱1,000.0 million for the purpose of financing the construction of City of Dreams Manila. The term loan bears a fixed rate of 6.25% per annum. During the term of the loan, Belle agrees not to make investments in, or enter into any other business substantially different from the business in which the Belle is presently engaged, or make capital investments in excess of two percent (2%) of the consolidated stockholder’s equity as at end of the last fiscal year, except for the total capital expenditures for City of Dreams project in the amount not exceeding ₱4,000.0 million, and those allocated for the real estate development projects. During the term of the loan, Belle should comply with the following financial covenants: minimum current ratio of 1.3x and maximum net debt to equity ratio of 2.0x. Amounts of ₱500.0 million and ₱500.0 million were drawn on February 23, 2015 and December 29, 2015, respectively. Outstanding balance of the loan as at December 31, 2019 and 2018 amounted to ₱83.3 million and ₱416.67 million, respectively.

*EastWest Bank (EWB)*

On January 30, 2015, Belle obtained an unsecured five-year term loan from EWB in the amount of ₱1,500.0 million for the purpose of financing its capital expenditures. The term loan bears a fixed rate of 5.75% per annum. During the term of the loan, Belle should comply with the following



financial covenants: minimum current ratio of 1.0x and maximum debt to equity ratio of 3.0x. On January 30, 2015, ₱1,500.0 million was drawn from the facility. Outstanding balance of the loan as at December 31, 2019 and 2018 amounted to ₱750.0 million and ₱1,000.0 million, respectively.

*Robinsons Bank*

On February 28, 2017 and March 27, 2017, Belle availed ₱1,000.0 million and ₱1,000.0 million, respectively, from its ₱2,000.0 million facility. These are unsecured five-year term loan with annual interest fixed rate based on applicable 5-year PDST-R2 plus spread. Belle should comply with the following financial covenants: minimum current ratio of 1.0x and maximum debt to equity ratio of 3.0x. Outstanding balance of the loan as at December 31, 2019 and 2018 amounted to ₱2,000.0 million.

*BDO Unibank, Inc.*

On March 6, 2018, Belle availed ₱3,000.0 million facility for the purpose of refinancing the Company's short term loans with other banks and other general funding requirements. The seven-year term loan shall be availed within six months from the signing of the loan agreement. On September 12, 2018, ₱800.0 million was drawn from the facility. The seven-year term loan is unsecured and bears an interest rate of 4.9515% per annum fixed for 90 days, to be repriced every 30 to 180 days as agreed by parties. During the term of the loan, Belle should comply with the following financial covenants: minimum current ratio of 1.0x and maximum debt to equity ratio of 2.0x. Outstanding balance of the loan as at December 31, 2019 and 2018 amounted to ₱800.0 million.

On July 5, 2019, Belle drew down an additional ₱600.0 million from the ₱3,000.0 million facility. The terms of the new drawdown will be co-terminus with the September 12, 2018 drawdown. The loan is unsecured and bears an interest rate of 5.50% per annum fixed for 90 days, to be repriced every 30 to 180 days as agreed by parties. During the term of the loan, Belle should comply with the following financial covenants: minimum current ratio of 1.0x and maximum debt to equity ratio of 2.0x. Outstanding balance of the loan as at December 31, 2019 amounted to ₱600.0 million.

*Covenants.* The loan agreements provide certain restrictions and requirements principally with respect to maintenance of required financial ratios and material change in ownership or control. As at December 31, 2019 and 2018, the Parent Company is in compliance with the terms of its loan covenants.

Repayment Schedule

The repayment schedules of long-term debt are as follows:

	2019	2018
	<i>(In Thousands)</i>	
2019	₱—	₱2,091,319
2020	944,444	944,444
2021	111,111	111,111
2022	2,055,556	2,055,556
2023	14,000	8,000
2024	14,000	8,000
2025	1,372,000	784,000
	<b>₱4,511,111</b>	<b>₱6,002,430</b>

Interest expense on the loans from long-term debt amounted to ₱302.0 million, ₱346.7 million and ₱344.7 million in 2019, 2018 and 2017, respectively (see Note 34).



## 24. Nontrade Liability

On May 20, 2013, Belle, PLAI, BGRHI, AB Leisure Global, Inc. (ABLGI) and LRWC (the Parties) entered into a Memorandum of Agreement (MOA), whereby Belle and PLAI have agreed to grant ABLGI the right to a settlement amount (“Settlement”) in consideration of the waiver of ABLGI’s rights as casino operator, the termination of ABLGI agreements and the grant of advances of ₱4,000.0 million (ABLGI advance) as funding for the construction of the casino integrated resort building.

In December 2014, the implementing agreement has been executed with effectivity of terms and conditions retrospective January 1, 2014. The ₱4,000.0 million ABLGI advance was determined as the fair value of ABLGI’s Settlement. In 2015, ABLGI advanced additional ₱780.0 million. Such liability shall be accreted over the term of the liability using the EIR method.

On November 3, 2016, the Parties executed a Termination Agreement, whereby the Parties have agreed to terminate and dissolve the MOA and implementing agreement effective March 31, 2017. Under the Termination Agreement, the Parent Company will pay ABLGI a sum of ₱4,780.0 million to terminate the obligation stated under the MOA. Of the total consideration, ₱1,018.0 million was paid upon execution of the Termination Agreement and the balance to be paid simultaneously upon effectivity of the Termination Agreement. Unless and until full payment of the remaining obligation, LRWC/ABLGI shall continue to be entitled to its rights under the MOA. The new terms of the Termination Agreement warrant derecognition of the old liability and recognition of a new one since there is a substantial modification on the agreement. On March 31, 2017, Belle paid the remaining balance of the nontrade liability.

Interest expense on the nontrade liability amounted to nil in 2019 and 2018 and ₱38.1 million in 2017 (see Note 34).

## 25. Equity

### Preferred Stock

As at December 31, 2019 and 2018, the Company has not issued any preferred stock out of the authorized 6,000,000,000 shares with a ₱1 par value. Under the provisions of the Company’s articles of incorporation, the rights and features of the preferred stock shall be determined through a resolution of the BOD prior to issuance.

### Common Stock

As at December 31, 2019 and 2018, the authorized common stock of the Company is 14,000,000,000 shares with a ₱1 par value. The movement in outstanding common stock at the beginning and end of year is as follows:

	Number of Shares		
	Issued	Treasury	Outstanding
Balance, as at December 31, 2017	10,560,999,857	(62,320,000)	10,498,679,857
Acquisition during the year	–	(735,553,560)	(735,553,560)
Balance, as at December 31, 2018 and 2019	10,560,999,857	(797,873,560)	9,763,126,297



The following summarizes the information on the Parent Company's registration of securities under the Securities Regulation Code:

Date of SEC Approval	Authorized Shares	Number of Shares Issued	Issue/ Offer Price
August 20, 1973	6,000,000,000	6,000,000,000	₱0.01
March 19, 1976	2,000,000,000	464,900,000	0.01
December 7, 1990	–	920,000,000	0.01
1990	–	833,500,000	0.01
October 19, 1990	(7,000,000,000)	(8,136,216,000)	1.00
June 18, 1991	–	3,381,840	1.00
1991	–	47,435,860	1.00
1992	–	11,005,500	1.00
December 7, 1993	–	473,550,000	1.00
1993	–	95,573,400	1.00
January 24, 1994	–	100,000,000	1.00
August 3, 1994	–	2,057,948	7.00
August 3, 1994	–	960,375	10.00
June 6, 1995	–	138,257,863	1.00
February 14, 1995	1,000,000,000	–	1.00
March 8, 1995	–	312,068,408	1.00
March 17, 1995	2,000,000,000	–	1.00
March 28, 1995	–	627,068,412	1.00
July 5, 1995	–	78,060,262	1.00
September 1, 1995	–	100,000,000	1.00
March 1, 1995	–	94,857,072	1.00
September 13, 1995	–	103,423,030	1.00
1995	–	123,990,631	1.00
1996	–	386,225,990	1.00
February 21, 1997	10,000,000,000	–	1.00
1997	–	57,493,686	1.00
1998	–	36,325,586	1.00
March 19, 1999	–	16,600,000	1.00
April 26, 1999	–	450,000,000	1.00
April 27, 1999	–	300,000,000	1.00
1999	–	306,109,896	1.00
2000	–	2,266,666	1.00
2001	–	2,402,003,117	1.00
April 14, 2011	–	2,700,000,000	1.95
July 18, 2011	–	119,869,990	3.00
July 18, 2011	–	1,388,613,267	3.00
October 6, 2015	–	1,617,058	1.00
	14,000,000,000	10,560,999,857	

In a special meeting on November 18, 1989, the stockholders approved the increase in par value of capital stock from ₱0.01 to ₱1.00 and the decrease in the number of shares of authorized from 8.0 billion to 1.0 billion common shares. The resulting increase in par and reduction in the number of shares was approved by the Philippine SEC on October 19, 1990.





On February 14, 1995, the SEC approved the increase in authorized capital stock from 1.0 billion shares with a par value of ₱1.00 to 2.0 billion shares with the same par value. Subsequently, on March 17, 1995, the SEC approved another increase in authorized capital stock from 2.0 billion shares to 4.0 billion shares with the same par value.

On February 21, 1997, the SEC approved the increase in the authorized capital stock from 4.0 billion shares at a par value of ₱1.00 per share to 20.0 billion shares divided into 6.0 billion preferred shares and 14 billion common shares, both at ₱1.00 par value.

The Parent Company declared stock dividends in 1991 and 1995.

#### Additional paid-in capital

This pertains to paid-in subscriptions in excess of par value.

#### Treasury Shares

In 2018, the Parent Company repurchased a total of 735,553,560 Parent Company common shares at a total cost amounting to ₱2,295.5 million. The total number of treasury shares held total to 797,873,560 shares as at December 31, 2019 and 2018 and 62,320,000 shares as at December 31, 2017, with a cost amounting to ₱2,476.7 million for 2019 and 2018 and ₱181.2 million for 2017.

#### Cost of Parent Company Common Shares Held by Subsidiaries

As at December 31, 2019 and 2018, Parallax, SLW, PLC, POSC collectively hold Parent Company common shares totaling 319,041,183. These are presented as “Cost of Parent Company common shares held by subsidiaries” account in the consolidated statements of financial position.

#### Non-controlling Interests

In 2017, subsidiaries of the Parent Company acquired interest in fellow subsidiaries. This was accounted for as equity transaction with a corresponding adjustment to non-controlling interest.

Acquisition of non-controlling interests related to these transactions amounted to ₱36.6 million 2017.

#### Retained Earnings

The consolidated retained earnings as at December 31, 2019 and 2018 includes the earnings of the subsidiaries and associates which are not currently available for dividend declaration unless declared by the subsidiaries and associates of the Parent Company. The Parent Company’s retained earnings available for dividend declaration, computed based on the regulatory requirements of SEC, amounted to ₱2,324.3 million and ₱3,024.2 million as at December 31, 2019 and 2018, respectively.

#### Dividends

On February 28, 2017, the Parent Company’s BOD approved the declaration of cash dividends of nine-and-a-half centavos (₱0.095) per share, totaling ₱997.4 million. The record date to determine the shareholders entitled to receive the cash dividends was set to March 14, 2017 with the payment made on March 30, 2017. Total dividends above are inclusive of dividends paid to related party shareholders amounting to ₱29.7 million.

On February 23, 2018, the Parent Company’s BOD approved the declaration of cash dividends of Twelve Centavos (₱0.012) per share, totaling ₱1,267.3 million. The record date to determine the shareholders entitled to receive the cash dividends was set to March 9, 2018 with the payment made on March 23, 2018.



On February 28, 2019, the Parent Company's BOD approved the declaration of cash dividends of Twelve Centavos (₱0.012) per share, totaling ₱1,267.3 million. The record date to determine the shareholders entitled to receive the cash dividends was set to March 14, 2019 with the payment made on March 28, 2019.

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## 26. Gaming Revenue Share - net

Gaming revenue share is determined as follows:

	2019	2018	2017
	<i>(In Thousands)</i>		
Gaming revenue share - gross	<b>₱5,954,696</b>	₱7,551,166	₱6,119,061
Less PAGCOR license fee paid by Melco	<b>2,978,330</b>	4,339,309	3,509,708
<b>Gaming revenue share - net</b>	<b>₱2,976,366</b>	<b>₱3,211,857</b>	<b>₱2,609,353</b>

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## 27. Other Revenue

This account consists of:

	2019	2018	2017
	<i>(In Thousands)</i>		
Amortization of discount on trade receivables (see Note 10)	<b>₱80,854</b>	₱68,619	₱56,297
Dividend income (see Notes 9 and 14)	<b>26,784</b>	26,998	22,794
Income from forfeitures	<b>6,517</b>	1,953	5,419
Penalty	<b>3,281</b>	805	2,395
Income from playing rights	<b>3,214</b>	7,321	7,352
Gain on sale of model unit	-	8,093	-
Gain on sale of club shares	-	-	11,610
Others	<b>36,442</b>	8,446	4,379
	<b>₱157,092</b>	<b>₱122,235</b>	<b>₱110,246</b>

Income from forfeitures represents deposits, and to a certain extent, installment payments from customers forfeited in the event of default and/or cancellations of real estate sales.

Penalty pertains to income from surcharges for buyers' default and late payments. Income is recognized when penalty is actually collected.

Others pertain to revenues from sale of scrap supplies and various administrative fees, such as utilities charges and payroll processing fees, during the year.



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## 28. Cost of Lottery Services

This account consists of:

	2019	2018	2017
	<i>(In Thousands)</i>		
Online lottery system expenses	<b>₱285,446</b>	₱237,205	₱193,378
Communication fees	<b>155,949</b>	112,114	113,335
Depreciation and amortization (see Note 16)	<b>138,962</b>	199,847	194,986
Software and license fees (see Note 40)	<b>136,318</b>	195,747	191,656
Personnel costs	<b>111,762</b>	139,907	127,100
Rental and utilities	<b>71,314</b>	159,012	62,976
Depreciation of right-of-use assets (see Note 37)	<b>45,678</b>	₱-	₱-
Operating supplies	<b>37,993</b>	150,146	205,297
Consultancy fees (see Note 40)	-	74,978	135,425
Others	-	1,204	14,289
	<b>₱983,422</b>	<b>₱1,270,160</b>	<b>₱1,238,442</b>

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## 29. Cost of Gaming Operations

This account consists of:

	2019	2018	2017
	<i>(In Thousands)</i>		
Amortization of intangible asset (Note 17)	<b>₱115,834</b>	₱115,834	₱115,834
Payroll-related expenses	<b>12,163</b>	11,117	11,536
Transportation and travel	<b>4,050</b>	4,138	4,780
Representation and entertainment	<b>3,818</b>	3,673	3,014
Consultancy fees (Note 40)	-	35,102	78,764
Marketing expenses (Note 39)	-	8,400	20,702
	<b>₱135,865</b>	<b>₱178,264</b>	<b>₱234,630</b>

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## 30. Cost of Real Estate Sold

The cost of real estate sold amounted to ₱202.3 million, ₱363.6 million and ₱256.5 million in 2019, 2018 and 2017, respectively.



### 31. Cost of Lease Income

This account consists of:

	2019	2018	2017
		<i>(In Thousands)</i>	
Depreciation of investment properties (see Note 15)	<b>₱603,018</b>	₱116,481	₱–
Depreciation of right-of-use assets (see Note 37)	<b>53,640</b>	–	–
Taxes	<b>137,555</b>	137,555	135,641
Insurance	<b>29,600</b>	38,556	18,660
Maintenance	<b>13,125</b>	135	–
Rental (see Note 37)	–	48,873	42,530
	<b>₱836,938</b>	₱341,600	₱196,831

### 32. Cost of Services for Property Management

This account consists of:

	2019	2018	2017
		<i>(In Thousands)</i>	
Water services	<b>₱80,756</b>	₱65,761	₱53,833
Power and maintenance	<b>79,098</b>	69,199	15,074
	<b>₱159,854</b>	₱134,960	₱68,907

The cost of services for property management includes depreciation and amortization amounting to ₱51.4 million, ₱16.9 million and ₱15.2 million in 2019, 2018 in 2017, respectively (see Note 16).

### 33. General and Administrative Expenses

This account consists of:

	2019	2018	2017
		<i>(In Thousands)</i>	
Impairment of goodwill (see Note 18)	<b>₱377,518</b>	₱110,934	₱–
Personnel costs (see Note 38)	<b>247,818</b>	249,630	224,379
Security, janitorial and service fees (Note 39)	<b>237,763</b>	153,784	60,914
Transportation and travel	<b>96,387</b>	87,202	98,895
Taxes and licenses	<b>96,234</b>	151,081	88,887
Representation and entertainment	<b>52,837</b>	70,026	76,285
Management and professional fees (Notes 39 and 40)	<b>46,516</b>	41,046	85,339

(Forward)



	2019	2018	2017
	<i>(In Thousands)</i>		
Depreciation and amortization (see Notes 16 and 17)	<b>₱45,081</b>	₱145,523	₱55,217
Rentals and utilities (see Notes 37 and 39)	<b>38,212</b>	46,665	55,687
Selling expenses	<b>29,368</b>	39,224	35,305
Depreciation of right-of-use assets (see Note 37)	<b>26,801</b>	–	–
Repairs and maintenance	<b>16,008</b>	29,247	19,407
Insurance	<b>9,738</b>	1,655	2,037
Marketing and advertising (see Note 39)	<b>9,036</b>	24,976	14,285
Communication	<b>6,376</b>	14,305	9,110
Registration fees	<b>4,910</b>	7,178	6,782
ABLGI compensation fee	–	–	69,518
Others	<b>45,989</b>	629,660	565,208
	<b>₱1,386,592</b>	₱1,802,136	₱1,467,255

Others pertain to office supplies, insurance, seminar fees, association dues incurred during the year and regular provisions of the Company.

### 34. Interest Income and Interest Expense

The sources of the Company's interest income follow:

	2019	2018	2017
	<i>(In Thousands)</i>		
Cash and cash equivalents (see Note 8)	<b>₱66,557</b>	₱45,695	₱29,577
Contract assets (see Notes 10 and 40)	<b>8,600</b>	12,556	–
	<b>₱75,157</b>	₱58,251	₱29,577

The sources of the Company's interest expense follow:

	2019	2018	2017
	<i>(In Thousands)</i>		
Long-term debt (see Note 23)	<b>₱301,955</b>	₱346,663	₱344,738
Loans payable (see Note 21)	<b>91,204</b>	96,260	90,112
Finance lease obligation (see Note 37)	–	6,187	10,859
Lease liabilities (see Note 37)	<b>71,384</b>	–	–
Nontrade liability (see Note 24)	–	–	38,090
Others	<b>14,337</b>	15,751	19,866
	<b>₱478,880</b>	₱464,861	₱503,665



### 35. Other Income (Loss) - net

This account consists of:

	2019	2018	2017
	<i>(In Thousands)</i>		
Bank service charges	<b>(₱5,243)</b>	(₱8,976)	(₱33,339)
Provision for doubtful accounts on receivables (see Note 10)	<b>(2,147)</b>	-	(7,704)
Gain on sale of:			
Property and equipment	<b>840</b>	1,039	20,102
Available-for-sale investments	-	-	76,546
Financial assets at FVTPL (Note 9)	-	1,548	-
Other current assets (see Note 12)	-	-	85,678
Brand and trademark license income (see Note 40)	-	203,459	-
Excess input VAT	-	32,627	28,754
Write-off of:			
Intangible asset (see Note 17)	-	(292,512)	-
Deposits	-	(150,000)	-
Input VAT (see Note 12)	-	-	(25,000)
Others - net	<b>(148,523)</b>	21,731	21,112
	<b>(₱155,073)</b>	(₱191,084)	₱166,149

### 36. Income Taxes

The provision for current income tax consists of the following:

	2019	2018	2017
	<i>(In Thousands)</i>		
RCIT	<b>₱274,033</b>	₱223,241	₱277,358
MCIT	-	2,174	38,972
	<b>₱274,033</b>	₱225,415	₱316,330

The movements in MCIT of the Parent Company in 2018 is as follows:

	2018
	<i>(In Thousands)</i>
MCIT:	
Balance at beginning of year	₱83,017
Application	(83,017)
Balance at end of year	₱-



As at December 31, 2019, the carryforward benefits of NOLCO and MCIT that can be claimed by PLC and its subsidiaries as deductions from regular taxable income and RCIT due, respectively, are as follows:

Year Incurred/Paid	Expiry Date	NOLCO	MCIT
<i>(In Thousands)</i>			
2017	December 31, 2020	₱29	₱-
2018	December 31, 2021	8,705	1,503
2019	December 31, 2022	247,851	-
		<b>₱256,585</b>	<b>₱1,503</b>

The movements in NOLCO of PLC and its subsidiaries are as follows:

	2019	2018
<i>(In Thousands)</i>		
NOLCO:		
Balance at beginning of year	<b>₱8,774</b>	₱5,050
Additions	<b>247,851</b>	8,705
Expirations	<b>(40)</b>	(92)
Applications	-	(4,889)
Balance at end of year	<b>₱256,585</b>	₱8,774

The movements in MCIT of PLC and its subsidiaries are as follows:

	2019	2018
<i>(In Thousands)</i>		
MCIT:		
Balance at beginning of year	<b>₱2,831</b>	₱1,257
Application	<b>(671)</b>	-
Expirations	<b>(657)</b>	(600)
Additions	-	2,174
Balance at end of year	<b>₱1,503</b>	₱2,831

PLC and its subsidiaries are using itemized deduction in computing their taxable income, except for PLAI, who elected to use Optional Standard Deduction (OSD) until second quarter of 2016.

The components of the net deferred tax liabilities of the Company are as follows:

	2019	2018
<i>(In Thousands)</i>		
Deferred tax assets:		
Lease liability	<b>₱280,900</b>	₱-
NOLCO	<b>71,861</b>	-
Deferred lease income	<b>49,125</b>	47,528
Discount on trade receivables	<b>29,194</b>	29,298
Unamortized past service costs	<b>14,835</b>	4,903
Doubtful accounts	<b>11,326</b>	7,140
Retirement liability	<b>9,180</b>	-
Accrued expenses	<b>1,068</b>	2,417

(Forward)



	2019	2018
	<i>(In Thousands)</i>	
Accretion of refundable deposits	<b>₱829</b>	₱860
Accrued selling expenses	<b>720</b>	720
Unrealized foreign exchange loss	<b>323</b>	145
Accrued rent expense	–	2,835
Others	–	8,864
	<b>469,361</b>	104,010
Deferred tax liabilities:		
Excess of carrying amount of investment property over construction costs	<b>(2,285,482)</b>	(2,348,424)
Right-of-use asset	<b>(259,137)</b>	–
Deferred income on real estate sales	<b>(186,791)</b>	(159,857)
Accrued rent income	<b>(325,703)</b>	(150,940)
Unaccreted discount on refundable deposits	<b>(54,552)</b>	(51,860)
Contract assets	<b>(40,985)</b>	(50,405)
Unrealized gain on sale of real estate	<b>(798)</b>	(798)
Deferred lease expense	<b>(641)</b>	(686)
Unrealized foreign exchange gain - net	<b>(101)</b>	(111)
Retirement	<b>(2,551)</b>	(346)
Others	<b>(1,156)</b>	–
	<b>(3,157,897)</b>	(2,763,427)
Net deferred tax liabilities -net	<b>(₱2,688,536)</b>	(₱22,658,717)

The deferred taxes are presented in the consolidated statement of financial position as at December 31, 2019 and 2018 are as follows:

	2019	2018
Deferred tax assets	<b>₱52,825</b>	₱8,864
Deferred tax liabilities	<b>(2,741,361)</b>	(2,667,581)
Net deferred tax assets (liabilities)	<b>(₱2,688,536)</b>	₱22,658,717

The components of the Company's temporary differences as at December 31, 2019 and 2018 for which deferred tax assets were not recognized are follows:

	2019	2018
	<i>(In Thousands)</i>	
Allowances for:		
Impairment of project development costs	<b>₱2,136,820</b>	₱2,136,820
Doubtful accounts	<b>739,191</b>	739,191
Unrealized mark-to-market loss on club shares held for trading	–	631,183
Impairment losses	<b>567,463</b>	569,463
Probable losses	<b>33,309</b>	33,309
Excess MCIT over RCIT	<b>1,503</b>	2,831
NOLCO	<b>17,049</b>	99
	<b>₱3,495,335</b>	₱4,112,896





The deferred tax assets of the above temporary differences amounting to ₱974.2 million and ₱1,065.3 million as at December 31, 2019 and 2018, respectively, were not recognized since management believes that it is not probable that taxable income will be available against which the deferred tax assets can be utilized.

For income tax purposes, lease of the building structures accounted for as finance lease are treated as operating lease (see Note 37).

The reconciliation between the provision for income tax computed at statutory tax rate and the provision for income tax shown in the consolidated statement of comprehensive income is as follows:

	2019	2018	2017
	<i>(In Thousands)</i>		
Income tax at statutory income tax rate of 30%	<b>₱965,151</b>	₱1,144,230	₱1,292,363
Income tax effects of:			
Nontaxable income	<b>(893,093)</b>	(986,632)	(797,970)
Nondeductible expenses and others	<b>177,242</b>	422,408	315,086
Change in unrecognized deferred tax assets	<b>44,222</b>	₱7,648	(₱6,933)
Income subjected to final tax	<b>(6,811)</b>	(5,302)	(24,933)
Mark-to-market loss (gain) on securities	<b>4,574</b>	3,571	(147)
Expired NOLCO	<b>12</b>	-	4,410
Excess of MCIT over RCIT	-	1,503	18,586
Income subjected to capital gains tax	-	524	(3,483)
Others	<b>2,142</b>	960	-
	<b>₱293,439</b>	₱588,910	₱796,979

Philippine Economic Zone Authority (PEZA)

In 2010, the Company's pre-qualification clearance from PEZA in relation with its efforts to secure a Tourism Economic Zone status for a portion of its flagship project, Tagaytay Highlands, has been approved. However, as at February 28, 2019, this approval has not yet been issued with a Presidential Proclamation.

On October 11, 2012, Presidential Proclamation No. 491 has been issued creating and designating eleven parcels of land with an aggregate area of approximately 69,510 square meters located at Aseana Business Park, Paranaque City, as Tourism Economic Zone. Consequently, on November 27, 2012, the Parent Company received its Certificate of Registration from PEZA as the developer of the City of Dreams Manila. The Company shall not be entitled to PEZA incentives.

Tax Reform for Acceleration and Inclusion Act (TRAIN)

Republic Act (RA) No.10963 or the TRAIN was signed into law on December 19, 2017 and took effect January 1, 2018, making the new tax law enacted as of the reporting date. Although the TRAIN changes existing tax law and includes several provisions that generally affect businesses on a prospective basis, the management assessed that the same do not have any significant impact on the financial statement balances as of the reporting date.



### 37. Lease Commitments

#### Starting January 1, 2019 - Upon adoption of PFRS 16

##### *Company as Lessee*

The Parent Company entered into a lease agreement for a parcel of land situated in Aseana Business Park, Parañaque City. The 20,218 square meter land area lease shall be for a period of 10 years commencing on April 23, 2010, inclusive of two years construction period. Rental payments are subject to escalation as stated in the agreement. The contract may be renewed or extended by written agreement of the parties and upon such terms and conditions that are mutually acceptable to them.

The Parent Company and Belle Bay City, through its Board of Liquidators, entered into a Memorandum of Agreement granting the Parent Company an absolute and exclusive right to build and use “air rights” a bridge way over a particular lot owned by Belle Bay City. The agreement shall be a period of 50 years or upon termination of the Parent Company’s business operation on the bridge way whichever comes earlier. The air rights shall be used to connect City of Dreams Manila Phase 1 and Phase 2. Rental payments are subject to escalation as stated in the agreement.

On May 12, 2012, the Parent Company entered into an operating lease agreement with SM Prime Holdings, Inc. (formerly SM Land, Inc.) covering its office space. The lease term is five years, with option to renew subject to mutually agreed upon terms and conditions. Rent is payable within 30 days upon receipt of the billing. On August 1, 2017, the operating lease agreement was renewed for another five years ending on July 31, 2022.

The Company has various lease contracts for office spaces, warehouses, retail equipment and retail outlets. The leases generally have lease terms of between 2 and 5 years. Previously, these leases were classified as operating leases under PAS 17 except for the lease contracts for the supply of online lottery system entered into by POSC with Scientific Games and Intralot and by TGTI with Intralot which were classified as finance lease.

The Company also has certain leases with lease terms of 12 months or less. The Company applies the “short-term lease” recognition exemptions for these leases.

The rollforward analysis of right-of-use assets is follows:

	2019 (In thousands)					
	Right-of-use Land	Right-of-use Air Rights	Right-of-use Suite	Right-of-use Equipment	Right-of-use Office and Warehouse	Right-of- use Total
<b>Cost</b>						
At January 1, 2019, as previously presented	P-	P-	P-	P-	P-	P-
Reclassification (see Notes 3 and 15)	-	-	-	163,499	-	163,499
Initial adoption of PFRS 16	815,717	53,673	39,502	-	105,318	1,014,210
At January 1, 2019, as restated	815,717	53,673	39,502	163,499	105,318	1,177,709
Additions	-	-	-	-	17,372	17,372
At December 31, 2019	815,717	53,673	39,502	163,499	122,690	1,195,081
<b>Accumulated Depreciation and Amortization</b>						
At January 1, 2019, as previously presented	-	-	-	-	-	-
Reclassification (see Notes 3 and 15)	-	-	-	154,874	-	154,874
At January 1, 2019, as restated	-	-	-	154,874	-	154,874
Depreciation (see Notes 23 and 24)	49,939	3,701	16,574	8,625	47,280	126,119
At December 31, 2019	49,939	3,701	16,574	163,499	47,280	280,993
Net Book Value	P765,778	P49,972	P22,928	P-	P75,410	P914,088



The following are the amounts recognized in the consolidated statement of income:

	2019 <i>(In thousands)</i>
Depreciation expense of right-of-use assets (see Notes 28, 31 and 33)	₱126,119
Interest expense on lease liabilities (see Note 34)	71,384
Expenses relating to short-term leases (see Notes 28 and 33)	95,451
Interest expense on asset retirement obligation	269
<b>Total amount recognized in statement of income</b>	<b>₱293,223</b>

The rollforward analysis of lease liabilities follows:

	2019
As at January 1, 2019, as previously reported	₱-
Effect of adoption of PFRS 16 (see Note 3)	1,053,421
At January 1, 2019, as restated	1,053,421
Interest expense	71,384
Additions	17,372
Payments	(138,242)
<b>As at December 31, 2019</b>	<b>₱1,003,935</b>

Shown below is the maturity analysis of the undiscounted lease payments:

	2019
1 year	₱141,288
more than 1 years to 2 years	158,477
more than 2 years to 3 years	146,888
more than 3 years to 4 years	175,829
more than 5 years	1,174,847

*Company as Lessor*

*Leases of Online Lotto Equipment and Accessories.* POSC leases online lotto equipment and accessories to PCSO for a period of 1 year until July 31, 2019 as provided in the 2018 Amended ELA (see Note 40). The ELA was renewed for another year starting August 1, 2019. Rental payments are based on a percentage of gross amount of lotto ticket sales from the operation of all PCSO's lotto terminals or a fixed annual rental of ₱35,000 per terminal in commercial operation, whichever is higher. Rental income recognized in the consolidated statement of income amounted to ₱427.9 million in 2019.

Future minimum rental income as at December 31, 2019 for the remaining lease term of one year is ₱82.2 million.

TGTI leases "Online KENO" equipment and accessories to PCSO for a period of 10 years from the time the ELA will run in commercial operations. Rental payment by PCSO is based on certain percentage of gross amount of "Online KENO" games from the operation of all PCSO's terminal or a fixed annual rental of ₱40,000 per terminal in commercial operation, whichever is higher. Rental income recognized in the consolidated statement of income amounted to ₱253.6 million 2019.



*Lease Agreement with Melco.* On October 25, 2012, the Parent Company, as a lessor, entered into a lease agreement with Melco for the lease of land and building structures to be used in the City of Dreams Manila project (“the Project”). The lease period is co-terminus with the operating agreement between the Company and Melco which is effective on March 13, 2013 until the expiration of the License on July 11, 2033.

The Parent Company recognized lease income on the lease of land and building by Melco amounting to ₱2,671.0 million in 2019.

As at December 31, 2019, the minimum lease payments to be received by the Parent Company on the lease on the land and building are as follows:

	<b>2019</b>
	<i>(In Thousands)</i>
Within one year	<b>₱2,349,556</b>
In more than one year and not more than five years	<b>10,761,002</b>
In more than five years	<b>24,112,134</b>
	<b>₱37,222,692</b>

The Company carried receivables relating to these leases of ₱1,120.4 million under the “Receivables” account in the consolidated statements of financial position as at December 31, 2019 (see Note 10).

Costs incurred for these leases, which consists of taxes, property insurance and other costs, are presented under “Cost of lease income” account in the consolidated statements of comprehensive income (see Note 31).

Prior to January 1, 2019 – Prior to Adoption of PFRS 16

*Company as a Lessor*

a. Finance Lease

*Lease Agreement with Melco.* On October 25, 2012, the Parent Company, as a lessor, entered into a lease agreement with Melco for the lease of land and building structures to be used in the City of Dreams Manila project (“the Project”). The lease period is co-terminus with the operating agreement between the Company and Melco which is effective on March 13, 2013 until the expiration of the License on July 11, 2033.

The Company made an assessment at inception of the lease and recorded the lease of the building structures under a finance lease and the lease of the land under an operating lease.

The Company recognized a finance lease receivable equivalent to the net investment in the lease. The average implicit interest rate on the finance lease was 15.75% per annum at inception of the lease. The lease payments made by the lessee are split into an interest component and a principal component using the effective interest method. The lease receivable is reduced by the principal received. The interest component of the payments is recognized as “Interest income on finance lease” in the consolidated statement of comprehensive income.

In 2018, the Parent Company and Melco agreed to revise the use of a portion of the building. Management assessed that the change in use resulted in substantial modification of the terms of the agreement. Thus, starting October 2018, the Parent Company started to change rental based on new rates. The change in the terms resulted in reclassification of the lease from finance lease to operating lease. Accordingly, the Parent Company derecognized the balance of the



outstanding finance lease receivables amounting to ₱18,342.3 million and capitalized the same as the cost of the building (see Note 15).

Interest income on finance lease amounted to ₱1,663.8 million and ₱2,069.8 million in 2018 and 2017, respectively.

b. Operating Lease

*Lease Agreement with Melco.* The Parent Company recognized lease income on the lease of land and building by Melco amounting to ₱724.4 million and ₱190.0 million in 2018 and 2017, respectively.

As at December 31, 2018, the minimum lease payments to be received by the Parent Company on the lease on the land and building are as follows:

	2018
	<i>(In Thousands)</i>
Within one year	₱3,922,747
In more than one year and not more than five years	22,111,292
In more than five years	57,143,284
	<u>₱83,177,323</u>

The Company carried receivables relating to these leases of ₱559.8 million under the “Receivables” account in the consolidated statements of financial position as at December 31, 2018 (see Note 10).

Costs incurred for these leases, which consists of taxes, property insurance and other costs, are presented under “Cost of lease income” account in the consolidated statements of comprehensive income (see Note 31).

*Lease Agreements with PCSO.* POSC leases to PCSO online lotto equipment and accessories for a period of 1 year until July 31, 2019 as provided in the 2018 Amended Equipment Lease Agreement (ELA). Rental payments are based on a percentage of gross amount of lotto ticket sales from the operation of all PCSO’s lotto terminals or a fixed annual rental of ₱35,000 per terminal in commercial operation, whichever is higher. Rental income recognized in the consolidated statement of income amounted to ₱788.6 million and ₱1,036.9 million in 2018 and 2017, respectively.

Future minimum rental income as at December 31, 2018 for the remaining lease term of one year is ₱82.2 million.

TGTI leases to PCSO online KENO equipment and accessories for a period of 10 years from the time the ELA will run in commercial operations. Rental payment by PCSO is based on certain percentage of gross amount of Online KENO games from the operation of all PCSO’s terminal or a fixed annual rental of ₱40,000 per terminal in commercial operation, whichever is higher. Rental income recognized in the consolidated statement of income amounted to ₱659.7 million and ₱803.6 million in 2018 and 2017, respectively.



Future minimum rental income for the remaining lease terms is as follows:

	2018
	<i>(in thousands)</i>
Within one year	₱98,160
After one year but not more than five years	73,620
	<u>₱171,780</u>

*Company as a Lessee*

a. Finance Lease

*Lottery Equipment.* The contracts for the supply of online lottery system entered into by POSC with Scientific Games and Intralot and by TGTI with Intralot contain a lease which is accounted for as finance lease. These related equipment are included as part of “Lottery equipment” under “Property and equipment” account with carrying amount of ₱30.9 million as at December 31, 2018 (see Note 16).

Future minimum lease payments under these finance leases together with the present value of the minimum lease payments are as follows:

	2018
	<i>(In Thousands)</i>
Within one year	₱22,254
After one year but not more than five years	16,690
Total future minimum lease payments	38,944
Less amount representing interest	3,570
Present value of lease payments	35,374
Less current portion of obligations under finance lease	19,379
Noncurrent portion of obligations under finance lease	<u>₱15,995</u>

The contracts of POSC remain effective until July 31, 2019, the expiration date of the ELA. Payment to Scientific Games is based on a pre-agreed percentage of POSC’s revenue from PCSO’s conduct of online lottery games running on the system provided by Scientific Games. Payment to Intralot is based on a pre-agreed percentage of the revenue generated by the terminals from PCSO’s conduct of online lottery operations or a fixed amount of US\$110 per terminal per month, whichever is higher.

Payments to Scientific Games and Intralot include the non-lease elements which are presented as “Software and license fees” account under “Cost of lottery services” in the consolidated statements of comprehensive income (see Note 28).

The contract of TGTI with Intralot commenced upon the commercial operation of 200 outlets and remains effective for 10 years until September 30, 2020. Payment to Intralot is based on a percentage of the gross receipts of PCSO from its online KENO games or a fixed amount of US\$60 per terminal per month, whichever is higher.

POSC initially recognized the finance lease liability based on the fair value of the equipment or the sales price since the minimum lease payments cannot be established, as the monthly payment varies depending on the revenue generated by the leased equipment.



b. Operating Lease

- POSC leases certain office spaces for periods of one to three years up to 2019. The lease agreements provide for minimum rental commitments with annual rental escalation rate of 5% to 10%. Rent expense recognized in the profit or loss amounted to ₱18.6 million and ₱16.2 million in 2018 and 2017, respectively.
- LotoPac, LCC and FRI lease certain properties that are renewed annually at the option of both companies. Rent expense recognized in the profit or loss amounted to ₱97.4 million and ₱62.9 million in 2018 and 2017, respectively.
- TGTI entered into lease contracts with the following: (1) Keewswen Development Corp. for the lease of its office space for a period of five years which commenced on February 1, 2011 expired on January 31, 2016 which was renewed for a period of two years which commenced on February 1, 2016 to January 31, 2018, (2) MBH Trading & Manufacturing Corporation for the lease of its warehouse for a period of seven years commencing on August 1, 2010 and expired on July 31, 2017 which was also renewed up to July 2020, and (3) George W.G Angel for a parking space for a period of one year, renewable upon mutual consent of the parties. Rent expense recognized in the consolidated statement of income amounted to ₱10.6 million and ₱8.0 million in 2018 and 2017, respectively.

The above operating leases have no restrictions and contingent rentals.

Future minimum rental expense for the remaining lease terms are as follows:

	2018
	<i>(In Thousands)</i>
Within one year	₱75,365
After one year but not more than five years	13,491
	<u>₱88,856</u>

Other Operating Lease Agreements

The Parent Company entered into a lease agreement for a parcel of land situated in Ascana Business Park, Parañaque City. The 20,218 square meter land area lease shall be for a period of 10 years commencing on April 23, 2010, inclusive of two years construction period. Rental payments are subject to escalation as stated in the agreement. The contract may be renewed or extended by written agreement of the parties and upon such terms and conditions that are mutually acceptable to them. The Parent Company also paid ₱4.4 million refundable deposit which formed part of “Other noncurrent assets - refundable deposits and construction bond” in the consolidated statements of financial position (see Note 19). On April 15, 2012, the parties agreed to extend the lease term for an additional 15 years ending on April 22, 2035. Total rent expense charged to operations amounted to ₱42.5 million and ₱36.2 million in 2018 and 2017, respectively (see Note 31).



On May 12, 2012, the Parent Company entered into an operating lease agreement with SM Prime Holdings, Inc. (formerly SM Land, Inc.) covering its office space. The lease term is five years, with option to renew subject to mutually agreed upon terms and conditions. Rent is payable within 30 days upon receipt of the billing. On August 1, 2017, the operating lease agreement was renewed for another five years ending on July 31, 2022. Total rent expense charged to operations amounted to ₱10.2 million and ₱9.7 million in 2018 and 2017, respectively (see Notes 33 and 39).

The Parent Company and Belle Bay City, through its Board of Liquidators, entered into a Memorandum of Agreement granting the Parent Company an absolute and exclusive right to build and use “air rights” a bridge way over a particular lot owned by Belle Bay City. The agreement shall be a period of 50 years or upon termination of the Parent Company’s business operation on the bridge way whichever comes earlier. The air rights shall be used to connect City of Dreams Manila Phase 1 and Phase 2. Rental payments are subject to escalation as stated in the agreement. Total rent expense charged to operations relating to this transaction amounted to ₱6.4 million in 2018 and 2017 (see Note 31). The Parent Company also paid ₱1.1 million refundable deposit which formed part of “Other noncurrent assets - refundable deposits and construction bond” in the consolidated statements of financial position (see Note 19).

The Company also has several operating lease arrangements on parking lots, machineries, office space and transportation equipment. Total rent expense charged to operations relating to these lease agreements amounted to ₱3.8 million in 2018 and ₱2.4 million in 2017 (see Note 33).

The future minimum rental payments by the Company under the operating lease agreements are as follows:

	2018
	<i>(in thousands)</i>
Within one year	₱50,331
After one year but not more than five years	279,477
After more than five years	568,845
	<u>₱898,653</u>

### 38. Pension Costs

The Parent Company and certain of its subsidiaries have funded, noncontributory defined benefit pension plans covering all regular and permanent employees. The benefits are based on employees’ projected salaries and number of years of service. Costs are determined in accordance with the actuarial study, the latest of which is dated December 31, 2019.

PLC is covered under Republic Act No. 7641 which provides a defined benefit minimum guarantee for its qualified employees.

The following tables summarize the components of pension costs recognized in the consolidated statements of comprehensive income and the pension asset and pension liability recognized in the consolidated statements of financial position.





Changes in the retirement benefits of the Company in 2019 are as follows:

	Present Value of Defined Benefit Obligation	Fair Value of Plan Assets	Pension Asset (Liability)
<i>(In Thousands)</i>			
At January 1, 2019	(₱176,395)	(₱175,669)	(₱726)
Net retirement income (costs) in profit or loss:			
Current service cost	(18,555)	-	(18,555)
Past service cost	(9,357)	-	(9,357)
Interest expense	(13,684)	-	(13,684)
Interest income	-	14,477	14,477
Interest on the effect on asset ceiling	-	(465)	(465)
	(41,596)	14,012	(27,584)
Benefits paid	10,341	(10,341)	-
Contributions	-	18,798	18,798
Remeasurement gain (loss) recognized in OCI:			
Actuarial changes due to experience adjustment	(6,732)	-	(6,732)
Actuarial changes arising from changes in financial assumptions	(39,667)	-	(39,667)
Actual return excluding amount included in net interest cost	-	5,724	5,724
Actuarial changes due to changes in demographic assumptions	686	-	686
Effect of asset ceiling	-	5,281	5,281
	(45,713)	11,005	(34,708)
At December 31, 2019	(₱253,363)	₱209,143	(₱44,220)

Changes in the retirement benefits of the Company in 2018 are as follows:

	Present Value of Defined Benefit Obligation	Fair Value of Plan Assets	Change in the Effect of Asset Ceiling	Pension Asset (Liability)
<i>(In Thousands)</i>				
At January 1, 2018	(₱185,457)	₱174,769	-	(₱10,688)
Net retirement income (costs) in profit or loss:				
Current service cost	(23,085)	-	-	(23,085)
Net interest	(10,586)	-	-	(10,586)
Interest income	-	10,203	-	10,203
	(33,671)	10,203	-	(23,468)
Benefits paid	2,426	(2,426)	-	-
Contributions	-	10,000	-	10,000
Remeasurement gain (loss) recognized in OCI:				
Actuarial changes due to experience adjustment	2,324	-	-	2,324

(Forward)



	Present Value of Defined Benefit Obligation	Fair Value of Plan Assets	Change in the Effect of Asset Ceiling	Pension Asset (Liability)
<i>(In Thousands)</i>				
Actuarial changes arising from changes in financial assumptions	₱28,133	₱-	₱-	₱28,133
Actual return excluding amount included in net interest cost	-	(6,308)	-	(6,308)
Actuarial changes due to changes in demographic assumptions	9,850	(7,194)	-	2,656
Effect of asset ceiling	-	(3,375)	-	(3,375)
	40,307	(16,877)	-	23,430
At December 31, 2018	(₱176,395)	₱175,669	-	(₱726)

The retirement benefits are presented in the consolidated statement of financial position as at December 31, 2019 and 2018 are as follows:

	2019	2018
<i>(In Thousands)</i>		
Pension asset	<b>₱10,312</b>	₱7,856
Pension liability	<b>(54,532)</b>	(8,582)
Net pension liability	<b>(₱44,220)</b>	(₱726)

The following table presents the fair values of the plan assets of the Company as at December 31:

	2019	2018
<i>(In Thousands)</i>		
Cash and cash equivalents	<b>₱18,158</b>	₱15,835
Debt instruments - government bonds	<b>117,224</b>	97,357
Debt instruments - other bonds	<b>2,995</b>	2,526
Unit investment trust funds	<b>48,708</b>	47,137
Mutual fund	<b>463</b>	5,413
Others	<b>21,595</b>	7,401
	<b>₱209,143</b>	₱175,669

The Company's plan assets is administered by a Trustee. The Company and the retirement plan have no specific matching strategies between the retirement plan assets and define benefit asset or obligation under the retirement plan.

The principal assumptions used to determine retirement plan assets as at December 31 are as follows:

	2019	2018
Discount rates	<b>5.10%-7.62%</b>	7.53%-8.06%
Future salary increases	<b>5.00%-8.00%</b>	5.00%-8.00%



The sensitivity analysis below has been determined based on reasonably possible changes of each significant assumption on the defined benefit obligation as at December 31, 2019 and 2018 assuming if all other assumptions were held constant:

	2019		2018	
	Increase (Decrease)	Increase (Decrease) in Defined Benefit Obligation (In thousands) <i>(In Thousands)</i>	Increase (Decrease)	Increase (Decrease) in Defined Benefit Obligation <i>(In Thousands)</i>
Discount rate	1.00% (1.00%)	(17,848) 21,593	1.00% (1.00%)	(P9,348) 11,107
Salary increase rate	1.00% (1.00%)	20,938 (17,696)	1.00% (1.00%)	10,535 (9,060)

The average duration of the Company's defined benefit obligation is 2.9 years to 15.9 years in 2019.

The maturity analysis of the undiscounted benefit payments follows:

	2019	2018
	<i>(In Thousands)</i>	
Less than 1 year	₱128,312	₱100,483
More than 1 year to 5 years	19,176	29,566
More than 5 years to 10 years	81,149	71,649

### 39. Related Party Transactions

Related parties are enterprises and individuals that has the ability to control directly, or indirectly through one or more intermediaries or are controlled by, or under common control with the Company, including holding companies, and subsidiaries, or exercise significant influence over the other party in making financial and operating decisions. Associates and individuals owning, directly or indirectly, an interest in the voting power of the Company that gives them significant influence over the enterprise, key management personnel, including directors and officers of the Company and close members of the family of these individuals and companies associated with these individuals also constitute related parties.

In the ordinary course of business, the Company has transactions with related parties which consist mainly of extension or availment of noninterest-bearing advances. The outstanding balances at year-end are payable on demand. There have been no guarantees provided or received for any related party receivables or payables. Related party transactions are generally settled in cash. Related party transactions amounting to 10% or higher of the Company's consolidated total assets are subject to the approval of the BOD.

In considering each possible related entity relationship, attention is directed to the substance of the relationship, and not merely the legal form.



Other Transactions with Associates and Related Companies

The Company has the following significant related party transactions with associates and other related parties:

Related Party	Relationship	Transaction	Transaction Amounts	Outstanding Balance		Terms	Condition
<i>(In Thousands)</i>							
APC	Associate	Advances to associate (see Note 13)	2019 2018	₱- ₱83	₱79,979 ₱80,047	Noninterest-bearing, due and demandable	Unsecured, partially provided amounting to ₱79,452 in 2019 and 2018
Belle Jai Alai	Associate	Advances to associate (see Note 13)	2019 2018	- -	29,398 29,398	Noninterest-bearing, due and demandable	Unsecured, fully provided in 2019 and 2018
Others	Associate	Advances to associates (see Note 12)	2019 2018	- -	11,487 11,487	Noninterest-bearing, due and demandable	Unsecured, fully provided in 2019 and 2018
Belle Jai-Alai	Associate	Advances from associate	2019 2018	- -	(60,753) (60,753)	Noninterest-bearing, due and demandable	Unsecured
SM Prime Holdings, Inc.	With common stockholders	Operating lease (see Note 37)	2019 2018 2017	- 9,201 11,361	- - (1,342)	5 years, renewable	Unsecured
		Management and professional fees (see Note 33)	2019 2018 2017	18,223 18,439 16,459	- - -	1 year, renewable	Unsecured
SM Arena Complex Corporation	With common stockholders	Sponsorship agreement (see Note 29)	2019 2018 2017	- 18,900 20,702	- 4,950 -	3 years	Unsecured
Highlands Prime, Inc. (HPI)	With common stockholders	Service fees (see Note 33)	2019 2018 2017	13,726 14,504 15,829	- - -	5 years, renewable	Unsecured
Directors and officers	Key management personnel	Salaries and wages	2019 2018 2017	101,856 107,071 99,531	- - -	Not applicable	Unsecured
		Short-term employee benefits	2019 2018 2017	9,081 12,725 11,946	- - -	Not applicable	Unsecured
		Long-term employee benefits	2019 2018 2017	7,503 7,440 7,019	- - -	Not applicable	Unsecured
SM Investments Corporation	With common stockholders	Service fees	2019 2018 2017	66,000 66,000 -	- - -	Non-interest bearing, 30 days	Unsecured

The following table provides the summary of outstanding balances and transactions for the years ended December 31, 2019, 2018, and 2017 in relation with the table above for the transactions that have been entered into with related parties:

Total Related Party Outstanding Balances before any Allowance for Impairment

	2019	2018
Advances to associates (see Note 13)	₱120,351	₱120,932
Advances from associates (see Note 20)	60,753	60,753
Advances from other related parties (see Note 20)	-	4,950



Total Related Party Transactions

	2019	2018	2017
Salaries and wages	<b>₱101,856</b>	₱107,071	₱99,531
Sponsorship agreement	–	18,900	20,702
Management fee	<b>18,223</b>	16,459	16,459
Rent expense	–	9,201	11,361
Service fee	<b>13,726</b>	14,504	15,829

Allowance provided on advances to associates charged to “Investments in and Advances to Associates” amounted to ₱120.3 million as at December 31, 2019 and 2018 (see Note 13).

Transactions with other related parties are as follows:

- Belle entered into a sponsorship agreement with SM Arena Complex Corporation (SMACC) for 5 years commencing on May 21, 2012. The Company is charged for a sponsorship fee of ₱95.0 million payable in 5 equal installments of ₱19.0 million annually. In return, SMACC shall grant the Company marketing and promotional entitlements in the MOA Arena during the sponsorship period. The fees are payable within 30 days upon the receipt of billing. In 2016, the agreement was pre-terminated with Belle and PLAI assumed the contract with SMACC.
- In 2014, the Parent Company entered into a renewable one-year management and professional service agreement with SM Prime Holdings, Inc. Management and professional fees charged by SM Prime Holdings, Inc. to the Parent Company amounted to ₱18.2 million, ₱18.4 million and ₱16.5 million in 2019, 2018 and 2017, respectively, which are recognized under “General and administrative expenses” in consolidated statements of comprehensive income. The fees are payable within 30 days upon the receipt of billing.
- In 2015, the Parent Company entered into a renewable one-year service agreement with HPI for manpower supervision. Service fees charged by HPI to the Parent Company amounted to ₱15.7 million, ₱14.5 million and ₱15.8 million in 2019, 2018 and 2017, respectively, which are recognized under “General and administrative expenses” in consolidated statements of comprehensive income.
- In 2019, the Parent Company entered into a renewable one-year professional service agreement with SM Investments Corporation. Service fees charged by SMIC to the Parent Company amounted to ₱66.0 million in 2019, which are recognized under “General and administrative expenses” in consolidated statements of comprehensive income. The fees are payable within 30 days upon the receipt of billing.

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**40. Significant Contracts and Commitments**

Investment Commitment with PAGCOR

The Company and its casino operator is required to have an “Investment Commitment” based on PAGCOR guidelines of US\$1.0 billion, of which US\$650.0 million shall be invested upon the opening of the casino and the other US\$350.0 million shall be invested within a period of three (3) years from the commencement of the casino operations. The Investment Commitment should comprise of the value of land used for the projects and the construction costs of various facilities and infrastructure within the site of the project.



The other salient provisions of the License are: (i) creation of an escrow account where the funds to be used exclusively for the Project are expected to flow through but with a maintaining balance of US\$50.0 million and is separately shown as the “Escrow Fund” account in the 2012 consolidated statement of financial position; (ii) issuance of performance bond of US\$100.0 million to guarantee the completion of the project; and (iii) issuance of surety bond of US\$100.0 million to guarantee the payment to PAGCOR of all fees payable under the License granted by PAGCOR.

In May 2013, the Escrow was terminated as Melco deposited its own Escrow Fund to replace that of the Company.

#### Cooperation Agreement with Melco

On October 25, 2012, the Company together with PLAI (“Philippine Parties”), formally entered into a Cooperation Agreement with Melco which governs their cooperation in the development and operation of the City of Dreams Manila. The Cooperation Agreement places the Company as a co-licensee and the owner of the site’s land and buildings, while Melco will be a co-licensee and operator of all the facilities within the resort complex.

In March 2013, Melco paid the Company the amount of ₱949.6 million which represents various costs Melco agreed to absorb as one of the conditions of the Philippine Parties in including the Melco Parties as co-licensees under the Project.

#### Operating Agreement with Melco

On March 13, 2013, the Parent Company, together with PLAI, entered into an Operating Agreement with MPHIL Holdings No. 2 Corporation, MPHIL Holdings No.1 Corporation and Melco. Under the terms of the Operating Agreement, Melco was appointed as the sole and exclusive operator and manager of the casino development Project.

The Operating Agreement shall be in full force and effect for the period of the PAGCOR License, unless terminated earlier in accordance with the agreements among the parties.

Pursuant to this agreement, PLAI shares from the performance of the casino gaming operations. Gaming revenue share in 2019, 2018 and 2017 amounted to ₱2,976.4 million, ₱3,311.9 million and, ₱2,609.4 million, respectively (see Note 26).

#### Advisory Services by ABLGI

ABLGI agreed to act in an advisory capacity to the Parent Company and PLAI subject to certain limitations for a consideration equivalent to a percentage of PLAI’s income from gaming revenue share.

Effective 2017, ABLGI, Belle and PLAI entered into an agreement to assign the ABLGI’s advisory and consulting services to BGRHI (see Note 17).

Consultancy fees to ABLGI to nil in 2019 and 2018 and ₱72.9 million in 2017 was presented as part of “Cost of gaming operations” in the 2018 and 2017 consolidated statements of comprehensive income (see Note 29).

#### Share Swap Agreement

In 1997, PLC (then Sinophil Corporation), together with Belle (then a 32% shareholder) entered into a Swap Agreement with Metroplex whereby PLC issued 3,870,000,000 of its common shares in exchange for 46,381,600 shares of LIR-HK, a Hong Kong-based company, which is a subsidiary of Metroplex.



On August 23, 2001, a Memorandum of Agreement (MOA) was entered into by and among the Parent Company, PLC, Metroplex and LIR-HK rescinding the Swap Agreement and cancelling all obligations stated therein and reversing all the transactions as well as returning all the objects thereof in the following manner:

- a. Metroplex shall surrender the certificates of PLC shares held by them in relation to the Swap Agreement. Belle shall then cause the reduction of the capital stock of PLC to the extent constituting the PLC shares of stock surrendered by Metroplex and the cancellation and delisting of such shares from the PSE.
- b. PLC shall surrender the LIR-HK shares back to Metroplex.

In view of such definite plan to rescind the Swap Agreement through the MOA or other means, PLC discontinued using the equity method in accounting for its investment in LIR-HK starting from LIR-HK's fiscal year beginning February 1, 1999.

On February 18, 2002, PLC's stockholders approved the cancellation of 3,870,000,000 shares held by Metroplex. However, Metroplex failed to deliver the stock certificates for cancellation covering the 2,000,000,000 shares of their total shareholdings. PLC again presented to its stockholders the reduction of its authorized capital stock to the extent of 1,870,000,000 shares, which were already delivered by Metroplex. On June 3, 2005, the stockholders approved the cancellation and delisting of the 1,870,000,000 shares. On March 28, 2006, the SEC formally approved PLC's application for the capital reduction and cancellation of the 1,870,000,000 PLC shares. The application to delist the said shares was also approved by the PSE.

As a result of the cancellation of the shares, investment in LIR-HK was reduced by ₱2,807.8 million in 2006. The corresponding decrease in PLC's capital stock and additional paid-in capital, and share in cumulative translation adjustments of an associate amounted to ₱1,870.0 million, ₱1,046.9 million and ₱109.1 million, respectively.

In 2007, the PLC acquired LIR-HK's loan from Union Bank of the Philippines which was secured by the 1,000,000,000 shares of PLC held by Metroplex for a total consideration of ₱81.6 million. Upon acquisition, an application for capital reduction and cancellation of 1,000,000,000 PLC shares was filed with the SEC after obtaining stockholders' approval.

On June 24, 2008, upon obtaining the approval of the SEC, the 1,000,000,000 PLC shares in the name of Metroplex were cancelled. As a result, investment in LIR-HK was reduced by ₱1,501.5 million in 2008. The corresponding decrease in PLC's capital stock, additional paid-in capital and share in cumulative translation adjustments of an associate amounted to ₱1,000.0 million, ₱559.8 million and ₱58.3 million, respectively. In 2009, PLC applied with the SEC for further decrease of its authorized capital stock for 1,000,000,000 shares. This application was approved on July 9, 2009 by the SEC. However, PLC did not effect such decrease in authorized capital stock as these cannot be surrendered for cancellation.

In 2009, Metroplex filed before the Court of Appeals (CA) to review the Order of the SEC denying their petition to nullify the approval of the reduction of PLC's capital stock. Petition was elevated to the Supreme Court (SC) after the CA sustained the SEC ruling. The deal was scuttled when the remaining 1,000,000,000 undelivered PLC shares (hereinafter referred to as the "Shares") are being held by another creditor, Evanston Asset Holdings Pte. Ltd ("Evanston"), as collateral for loans obtained by Metroplex. Metroplex was previously negotiating for the release of such pledge to be able to carry out the terms of the MOA. However, during 2012, PLC was informed by Evanston that they had undertaken foreclosure proceedings on the Shares. While Evanston has stated willingness to



negotiate with PLC towards the transfer of the Shares, there is no assurance that PLC will be able to acquire the Shares from Evanston. Thus, PLC recognized full impairment loss of ₱1,559.8 million on its investment in LIR-HK in view of the then uncertainty of implementing the MOA rescinding the Swap Agreement.

Notwithstanding the foregoing, cognizant of the fact that whoever had possession of the Shares would be dispossessed of its property by reason of the approval of the decrease in capital which implies the cancellation of said shares, PLC exerted earnest efforts to have the SEC revoke its approval of the third decrease in capital. However, SEC continued to deny any petition on the following grounds:

- (i) the documents submitted by appellant in support of its application for the decrease of capital stock, were all complete and regular on its face;
- (ii) there was no allegation of fraud, actual or constructive, nor misrepresentation in its application for decrease of authorized capital stock.

In June 2013, PLC filed a Memorandum of Appeal with the SEC to appeal the denial of the petition.

On April 22, 2014, PLC filed with the SEC a Notice of Withdrawal of the Memorandum of Appeal filed on June 20, 2013 and proceeded to effect the cancellation of the shares and compensated the parties who were in possession of the remaining 1,000,000,000 PLC shares. As a result, investment in LIR-HK was reduced by ₱1,501.5 million in 2014. The corresponding decrease in capital stock, additional paid-in capital and share in cumulative translation adjustments of an associate amounted to ₱1,000.0 million, ₱559.8 million and ₱58.3 million, respectively.

Correspondingly, PLC recognized a receivable from Metroplex for ₱340.7 million which was the cost of implementing the MOA rescinding the Swap Agreement and the cancellation of the said Shares.

#### Equipment Lease Agreement (ELA) between POSC and PCSO

*ELA.* POSC has an ELA with the PCSO for the lease of not less than 800 lotto terminals, which includes central computer, communications equipment and the right to use the application software and manuals for the central computer system and draw equipment of PCSO for its Visayas-Mindanao (VISMIND) operations for a period of eight years from April 1, 2005 to March 31, 2013.

PCSO is the principal government agency for raising and providing funds for health programs, medical assistance and services, and charities of national character through holding and conducting charity sweepstakes, races, and lotteries.

*2012 Amended ELA.* On May 22, 2012, the POSC and PCSO amended some provisions of the ELA which reduced the rental fee for the VISMIND operations and included the lease of lotto terminals and supply of betting slips and ticket paper rolls in some of PCSO's Luzon operations for additional lease fee effective June 1, 2012 until March 31, 2013, which is concurrent with the ELA expiry. The amendment also incorporated the fee for maintenance and repair services as part of the rental fee and provided PCSO an option to purchase the equipment related to its VISMIND operations at the end of the lease period for ₱15.0 million.

*2013 Amended ELA.* On March 26, 2013, the POSC and PCSO further amended some provisions of the ELA which extended it from March 31, 2013 to July 31, 2015. In lieu of the PCSO option to purchase the equipment related to its VISMIND operations, POSC agreed to reduce the rental fee on the lotto terminals for the VISMIND operations and POSC to shoulder the cost of betting slips and ticket paper rolls for the PCSO's Luzon and VISMIND operations. The amendment also incorporated the fee for the supply of betting slips and ticket paper rolls for the PCSO's Luzon operations as part of the rental fee.





*2015 Amended ELA.* On July 15, 2015, the POSC and PCSO further amended some provisions of the ELA which extended it from August 1, 2015 to July 31, 2018. The amendment also required the POSC to deposit an additional ₱5.0 million cash bond to guarantee the unhampered use and operation of the lottery system, including equipment, servers, network communication and terminals. The additional cash bond is included under “Other noncurrent assets” account in the consolidated statements of financial position.

*2018 Amended ELA.* On September 12, 2018, the ELA was amended to extend the term from August 1, 2018 to July 31, 2019. The amendment required POSC to post an additional deposit of ₱7.0 million cash bond. The total cash bond of ₱12.0 million is included under “Other noncurrent assets” in the consolidated statements of financial position.

*2019 Amended ELA.* On July 31, 2019, the ELA was amended to extend the term from August 1, 2019 to July 31, 2020.

The rental fee, presented as “Equipment rental” in the consolidated statements of income, is based on a percentage of gross sales of lotto tickets from PCSO’s VISMIN and Luzon operations or a fixed annual rental of ₱35,000 per terminal in commercial operation, whichever is higher. This covers the equipment rental of lotto terminals, central computer and communications equipment including the accessories and right to use the application software and manuals for the central computer system and terminals and draw equipment, as well as the supply of betting slips and ticket paper rolls, and maintenance and repair services. The number of installed lotto terminals totaled 3,785 and 4,029 as at December 31, 2019 and 2018, respectively.

*Instant Scratch Tickets.* On March 25, 2009, POSC entered into a non-exclusive Memorandum of Agreement (MOA) with PCSO, for a period of seven years, effective December 1, 2009 to undertake the printing, distribution and sale of scratch tickets. The MOA requires a cash bond to be deposited in an interest-bearing bank account designated by PCSO to guarantee the payment of all prizes for each series of tickets distributed, subject to review by PCSO, which was paid in January 2010, for a period of seven years from the date of initial launch of the instant tickets and shall be maintained co-terminus with this MOA. The ₱10.0 million cash bond is recognized under “Other noncurrent assets” account in the consolidated statements of financial position (see Note 19).

On March 31, 2015, the POSC entered into an OMOA with PMLC for the authorization of PMLC as the exclusive marketing, distribution, selling and collecting agent of POSC throughout the Philippines. The agreement took effect on April 1, 2015 and shall remain effective as long as the MOA with PCSO or any extension thereof shall be effective.

PMLC agreed to assume POSC’s commitment to PCSO to solely shoulder the project cost for the Instant Scratch Ticket program, which consists of the costs of production, distribution, warehousing, printing, handling, software and hardware maintenance, advertising, marketing, selling and other related expenses necessary to totally dispose of all instant tickets. PMLC is entitled to all the revenues, sums and proceeds from the Instant Scratch Tickets beginning April 1, 2015, and shall be obligated to shoulder the pay-outs for all winnings from said tickets sold beginning April 1, 2015. In consideration for the OMOA, PMLC agreed to pay POSC a guaranteed fixed monthly fee of ₱4.0 million starting April 2015. This fee is included as part of “Commission and distribution income” under “Revenue” in the consolidated statements of comprehensive income.

POSC shall continue to pay the share of PCSO and the cash bond pursuant to the MOA, however, PMLC agreed to guarantee payment of the share of PCSO to POSC beginning April 2015. An existing consultancy agreement between POSC and PMLC for the scratch ticket operations was immediately terminated upon execution of the OMOA.



The MOA with POSC expired on November 30, 2016 and the OMOA with PMLC also expired accordingly. All tickets distributed to the retailers and agents, shall be allowed to be marketed continuously until fully sold and the corresponding winnings thereof shall be honored and paid even after the period of the MOA with PCSO.

#### Brand and Trademark Agreement with PMLC

In 2018, POSC received a certification from the PCSO stating the fulfillment of POSC's obligation under the MOA and thereby clearing POSC of any accountability thereunder. PCSO certified that POSC is entitled to the release of the ₱10.0 million cashbond. The cash bond is expected to be collected in the next financial period. Thus, in 2018, the Company reclassified the cash bond amounting to ₱10.0 million from noncurrent asset to "Other current assets" account (see Note 12). The refund of the cash bond amounting to ₱10.0 million was received by the Company in 2019.

In January 2018, POSC entered into a Brand and Trademark License Agreement (BTLA) with PMLC granting the latter a non-assignable, non-transferable and exclusive right to use of POSC's instant scratch tickets' brand and trademarks. The agreement has an initial term of five (5) years effective on January 1, 2018, subject to adjustment to conform to and coincide with term of the PMLC's agreement with PCSO for the supply and distribution of its instant scratch tickets. In consideration of the BTLA, PMLC agreed to pay POSC a guaranteed fixed monthly fee of ₱4.0 million starting January 2018. The agreement with PMLC was accounted for as right to use the brand and trademark. POSC already transferred the control to PMLC on January 1, 2018 and there are no other performance obligation to be provided to PMLC. Thus, POSC recognized revenue on the right to use the brand and trademark amounting to ₱203.5 million (see Note 35). Interest income earned in 2019 and 2018 amounted to ₱9.4 million and ₱12.5 million, respectively (see Notes 10 and 34).

Contract asset was recognized for the earned consideration but not yet collected. Current portion of contract asset amounted to ₱40.5 million and ₱37.9 million as at December 31, 2019 and 2018, respectively, while noncurrent portion amounted to ₱89.6 million and ₱130.1 million, at December 31, 2019 and 2018, respectively.

#### TGTI Equipment Rental

TGTI has an ELA with PCSO which provides for the lease of the equipment for PCSO's Online KENO games. The lease is for a period of ten (10) years commencing on October 1, 2010, the date of actual operation of at least 150 Online KENO outlets to September 30, 2020. This covers PCSO's online keno lottery operations. The lease includes online keno equipment and accessories. The rental fee, presented as "Equipment rental" in the consolidated statements of income, is based on a percentage of the gross sales of the "Online KENO" terminals or a fixed annual rental of ₱40,000 per terminal in commercial operation, whichever is higher. The ELA may be extended and/or renewed upon the mutual consent of the parties.

On July 15, 2008, TGTI and PCSO agreed on some amendments to the ELA. Under the terms of the Amended ELA, TGTI shall provide the services of telecommunications integrator and procurement of supplies for the Online KENO operations of PCSO in Luzon and VISMIN areas. In consideration for such services, PCSO shall pay additional fee based on a certain percentage of the gross sales from all Online KENO terminals in operation in Luzon and VISMIN areas computed by PCSO and payable bi-weekly. As at December 31, 2019 and 2018, there are 1,833 and 2,454 Online KENO terminals in operation, respectively.

On October 1, 2019, the ELA was amended to a lower lease rate, inclusive of VAT. The minimum price per keno bet was reduced from ₱12 to ₱10, inclusive of documentary stamp tax.



POSC's Consultancy Agreements, Contracts with Scientific Games and Intralot, Management Agreement

a. Consultancy Agreements

POSC and its subsidiaries hired the services of several consultants for its gaming operations. Consultancy fees are based on a certain percentage of the gross amount of ticket sales of certain variants of lottery operations of PCSO.

b. Scientific Games

On February 15, 2005, POSC entered into a contract with Scientific Games, a company incorporated under the laws of the Republic of Ireland, for the supply of computer hardware and operating system software. Under the terms of the "Contract for the Supply of the Visayas-Mindanao Online Lottery System (CVMOLS)," Scientific Games provided 900 online lottery terminals and terminal software necessary for POSC's leasing operations. In consideration, POSC shall pay Scientific Games a pre-agreed percentage of the revenue generated by the terminals from PCSO's conduct of online lottery operation using the computer hardware and operating system provided by Scientific Games. The contract shall continue as long as the POSC's ELA with PCSO is in effect.

On October 2, 2012, POSC and Scientific Games amended the contract to extend the period from April 1, 2013 until August 31, 2015, and for the supply of additional terminals for the 2012 Amended ELA.

On November 20, 2015, POSC and Scientific Games further amended the contract to extend the period from September 1, 2015 until July 31, 2018 and for Scientific Games to supply 1,500 brand new terminals to POSC. The amended contract also removed the provision for the Inactive Terminal Fee of US\$25.00 per terminal per month for any additional terminals not connected to the software provided by Scientific Games.

In August 2018, the contract with Scientific Games was further amended to extend the period thru July 31, 2019.

On September 4, 2019, the contract with Scientific Games was further amended to extend the period until July 31, 2020.

c. Intralot

- i) On March 13, 2006, POSC entered into a contract with Intralot, a company incorporated under the laws of Greece, for the supply of online lottery system necessary for the operation of a new online lottery system effective December 8, 2006. Under the terms of the CVMOLS, Intralot provided POSC the hardware, operating system software and terminals and the required training required to operate the system. In consideration, POSC shall pay Intralot a pre-agreed percentage of the revenue generated by the terminals from PCSO's conduct of online lottery operations or a fixed amount of US\$110 per terminal per month, whichever is higher. The Contract shall continue as long as POSC's ELA with PCSO is in effect.

On July 10, 2006, Intralot entered into an agreement with Intralot Inc., a subsidiary domiciled in Atlanta, Georgia, wherein Intralot assigned to Intralot, Inc. the whole of its contract with POSC, including all its rights and obligations arising from it.



On August 16, 2012, POSC and Intralot further agreed to amend the supply agreement for the latter to supply reconditioned or refurbished lotto terminals to the former. These additional terminals are ordered to enable POSC to serve the requirements of PCSO in the 2012 Amended ELA. However, POSC has the option to order from Intralot brand new lotto terminals at a higher price per unit. POSC paid Intralot a pre-agreed percentage of the revenue generated by the terminals from PCSO's online lottery operations in Luzon or US\$110.00 per terminal, whichever is higher.

On September 6, 2013, POSC and Intralot further agreed to amend the supply agreement for the latter to provide for additional terminals to enable POSC to expand its online lottery operations. Furthermore, effective April 1, 2013, POSC and Intralot agreed to lower the percentage of revenues paid by the former to the latter.

In April 2016, POSC and Intralot again amended the contract for the latter to supply additional reconditioned or refurbished lotto terminals to the former and extend the term of the contract until August 31, 2018.

On September 25, 2018, the contract with Intralot was further amended to extend the period thru July 31, 2019.

On September 4, 2019, the contract with Scientific Games was further amended to extend the period until July 31, 2020.

- ii) On April 1, 2004, TGTI entered into a contract with Intralot for the supply of online lottery system necessary for the operation of a new online lottery system effective until September 30, 2020. In consideration, the TGTI shall pay Intralot a pre-agreed percentage of the revenue generated by the terminals from PCSO's conduct of online lottery operation. On July 2008, the contract was amended such that instead of receiving monthly remuneration calculated as a percentage of the gross receipts of TGTI from its ELA with PCSO, Intralot will now receive monthly remuneration calculated on a percentage basis of the gross receipts of PCSO from its online keno games.

On March 22, 2011, the contract was further amended for Intralot to supply additional online keno terminals to TGTI and reduced the percentage charged by Intralot to TGTI or US\$60.00 per terminal per month on an average basis, whichever is higher. TGTI also undertakes a letter of guarantee amounting to ₱20 million not later than March 28, 2011 in order for TGTI to secure the payment of Intralot's remuneration. The said guarantee bond is recognized under "Other noncurrent assets" account in the consolidated statements of financial position (see Note 19).

#### d. Management Agreement

POSC and TGTI entered into a Management Agreement with AB Gaming and Leisure Exponent Specialist, Inc. ("Manager") for the latter to provide investment and management counsel and to act as manager and overseer of its operations. In consideration of the Manager's services, POSC shall pay a monthly fee of ₱0.1 million and an amount equivalent to a certain percentage of the annual earnings before interest, taxes, depreciation, and amortization (EBITDA).

Software and license fee recognized as part of "Cost of lottery services" arising from Scientific Games contract and Intralot contracts above amounted to ₱136.3 million, ₱195.7 million and ₱191.7 million in 2019, 2018 and 2017, respectively (see Note 28).



Consultancy and management fees recognized under “Consultancy fees” as part of “Cost of lottery services” amounted to nil, ₱75.0 million and ₱135.5 million in 2019, 2018 and 2017, respectively (see Note 28). Consultancy fees recognized under “Management and professional fees” as part of “General and Administrative Expenses” amounted to nil, ₱25.9 million, and nil in 2019, 2018 and 2017, respectively (see Note 33).

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#### 41. Contingencies

- a. The Parent Company is a party to a civil case filed by Metroplex before the Court of Appeals (CA) to review the February 26, 2009 Order of the SEC denying the Metroplex petition to nullify the approval of the reduction of the capital stock of the Parent Company (see Note 32). On July 17, 2013, CA sustained the ruling of the SEC, thus Metroplex filed a petition for review with the Supreme Court on September 4, 2014. As at February 22, 2019, the Supreme Court has yet to resolve this petition. However, as discussed in Note 32, the cancellation of the Swap Agreement was implemented following the Parent Company’s filing with the SEC of a Notice of Withdrawal of the Memorandum of Appeal filed on June 20, 2013.
- b. The management is assessing the possible impact of the on-going litigation between Philippine Gaming Management Corporation (PGMC) and PCSO that, if resolved in favor of PGMC, would have the effect of cancelling the existing terminals currently operating in Luzon, as leased by POSC to PCSO. The main issue in the case before the RTC-Makati involves the claim by PGMC that the 2012 ELA conferred on it the exclusive right to install or operate equipment for online lottery operations in Luzon. On September 5, 2012, a Writ of Preliminary Injunction (Injunction) was issued by Branch 143 of the Regional Trial Court of Makati. The Injunction orders PCSO to refrain from 1) implementing, enforcing or exercising any right arising from the 2012 ELA between the Pacific Online and PCSO 2) ordering PCSO to refrain from allowing Pacific Online, or any third party, to install or operate any equipment, computer or terminal relating to online lottery operations in Luzon, and 3) committing any act that in any way violates or otherwise interferes with the ELA between PGMC and PCSO. Pacific Online filed a case with the Supreme Court to nullify the Injunction. PCSO also filed a case with the Court of Appeals likewise questioning the Injunction. On July 17, 2013, the Supreme Court decided that the case brought by POSC be consolidated with the case between PGMC and PCSO in the Court of Appeals, thus making the POSC a party to the case before the Court of Appeals.

Meanwhile, PGMC and PCSO entered into an Interim Settlement whereby they agreed, among others, to maintain the status quo insofar as the terminals already installed in Luzon by POSC are concerned. In the same Interim Settlement, PGMC and PCSO also agreed to submit to arbitration before the International Court of Arbitration (ICA) the issue of the alleged exclusivity conferred by the ELA to PGMC for online lotto operations in Luzon. POSC tried to join the arbitration but its Request for Arbitration dated May 12, 2014 was denied by the ICA on July 17, 2014, due to PCSO’s opposition. An Urgent Motion to resolve was filed by POSC with the Court of Appeals to compel the court to issue an order to PGMC and PCSO to include POSC in the negotiations.

On January 29, 2016, PCSO filed a Manifestation with Motion to Dismiss dated January 12, 2016 with RTC-Makati, stating that the presiding Judge approved PGMC and PCSO's "Interim Settlement" dated December 11, 2013 wherein it was agreed that the case will be archived pending arbitration. PCSO also averred that, on December 13, 2015, PGMC and PCSO executed a "Supplemental and Status Quo Agreement" wherein the parties agreed to dismiss all pending judicial and civil actions between them but shall continue with the arbitration proceedings. Thus, pursuant to said agreement, PCSO withdrew its Petition for Certiorari in the Court of Appeals, which was granted by virtue of the Resolution dated March 1, 2016. PCSO also prayed for the



dismissal of the RTC case, but this was denied by the RTC Makati after PGMC opposed PCSO's motion to dismiss.

In the meantime, the Court of Appeals required the parties to file their respective Memoranda in the case. On September 13, 2017, POSC filed its Memorandum. PCSO opted not to file its own Memorandum but manifested instead that it was adopting the Memorandum of POSC.

On January 8, 2019, POSC's counsel received a Decision by the Court of Appeals dated December 17, 2018 dismissing POSC's Petition for Certiorari and Prohibition. POSC decided to no longer pursue a Motion for Reconsideration. To a certain extent, the Petition served its purpose as after the same was filed, the RTC Makati put on hold the hasty implementation of the injunction. Subsequent events have rendered moot the issues in the case. Aside from the ICA arbitration decision, the ELA at issue in the case has also been amended and superseded thrice. Moreover, the ELAs of both POSC and PGMC were extended for one year starting 1 August 2018, and then again for another year through July 31, 2020 to give PCSO enough time to prepare for the required public bidding for lotto equipment supply. With this development, the adverse effect against POSC - the reason that this case was initiated in the first place - is no longer attendant.

#### 42. Basic/Diluted EPS

	2019	2018	2017
	<i>(In Thousands, Except EPS)</i>		
Earnings attributable to Equity holders of the Parent (a)	<b>₱2,609,733</b>	₱2,647,757	₱2,872,412
Number of issued common shares at beginning of year	<b>10,561,000</b>	10,561,000	10,561,000
Number of common treasury shares at beginning of year	<b>(735,554)</b>	(62,320)	(62,320)
Number of parent company common shares held by subsidiaries at beginning of year	<b>(319,041)</b>	(318,941)	(357,108)
Sale of entities holding parent commons shares	-	-	38,542
Acquisition of entities holding parent common shares	-	(45)	(3,441)
Weighted average number of treasury shares acquired during the year	-	(267,292)	-
Weighted average number of issued common shares - basic, at end of year (b)	<b>9,506,405</b>	9,912,402	10,176,673
Basic/diluted EPS (a/b)	<b>₱0.275</b>	₱0.267	₱0.282

There are no common stock equivalents that would have a dilutive effect on the basic EPS.

#### 43. Financial Assets and Financial Liabilities

##### Financial Risk Management Objectives and Policies

The Company's principal financial liabilities are composed of trade and other current liabilities. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include cash and cash equivalents, receivables and installment receivables. The Company also holds financial assets at FVTPL, financial assets at FVOCI, deposits, refundable deposits and construction bonds, guarantee deposits, loans payable, long-term debt, lease liability, and obligations under finance lease.



The main risks arising from the Company's financial assets and financial liabilities are interest rate risk, foreign currency risk, equity price risk, credit risk and liquidity risk. The Company's BOD and management review and agree on the policies for managing each of these risks and these are summarized below.

*Interest Rate Risk.* Interest rate risk arises from the possibility that changes in interest rates will affect future cash flows or the fair values of financial assets and financial liabilities. The Company's exposure to interest rate risk relates primarily to the Company's long-term debt which are subject to cash flow interest rate risk.

The Company's policy is to manage its interest cost by limiting its borrowings and entering only into borrowings at fixed and variable interest rates.

*Foreign Currency Risk.* Foreign currency risk is the risk that the fair value or future cash flows of financial asset or financial liability will fluctuate due to changes in foreign exchange rates.

As at December 31, 2019 and 2018, foreign currency-denominated financial asset and financial liability in US dollars, translated into Philippine peso at the closing rate:

	2019	2018
	<i>(In Thousands)</i>	
Cash and cash equivalents	<b>\$1,080</b>	\$427
Consultancy and software license fee payable*	<b>(340)</b>	(716)
Foreign currency-denominated financial assets (liabilities)	<b>\$740</b>	(\$289)

\*Presented under "Trade and other current liabilities" account in the consolidated statements of financial position.

In translating the foreign currency-denominated financial liabilities into peso amounts, the exchange rate used was ₱50.64 to US\$1.0 and ₱52.72 to US\$1.0, as at December 31, 2019 and 2018, respectively.

It is the Company's policy to ensure that capabilities exist for active but conservative management of its foreign currency risk. The Company seeks to mitigate its transactional currency exposure by maintaining its costs at consistently low levels, regardless of any upward or downward movement in the foreign currency exchange rate.

The following table demonstrates the sensitivity to a reasonably possible change in the U.S. dollar exchange rates, with all other variables held constant, of the Company's consolidated income before tax as at December 31, 2019 and 2018. There is no other impact on the Company's equity other than those already affecting the profit or loss in the consolidated statements of comprehensive income.

	2019		2018	
	Increase in US\$ Rate	Decrease in US\$ Rate	Increase in US\$ Rate	Decrease in US\$ Rate
	<i>(In Thousands, Except Change in US\$ Rate)</i>			
Change in US\$ rate*	<b>1.20</b>	<b>(1.20)</b>	1.67	(1.67)
Effect on income before income tax	<b>₱890</b>	<b>(₱890)</b>	(₱398)	₱398

\*Average movement of U.S. dollar against Philippine peso for the past five years.



The increase in US\$ rate means stronger US dollar against peso while the decrease in US\$ means stronger peso against the US dollar.

*Equity Price Risk.* Equity price risk is the risk that the fair value of quoted investments held for trading and AFS financial assets in listed equities decreases as a result of changes in the value of individual stock. The Company's exposure to equity price risk relates primarily to the Company's investments held for trading. The Company monitors the equity investments based on market expectations. Significant movements within the portfolio are managed on an individual basis and all buy and sell decisions are approved by the BOD.

The following table demonstrates the sensitivity to a reasonably possible change in equity price, with all other variables held constant, of the Company's 2019 and 2018 consolidated total comprehensive income before income tax:

<u>Increase (Decrease) in Equity Price</u>	<u>2019</u>	<u>2018</u>
	<i>(In Thousands)</i>	
Impact in profit or loss		
5%	<b>₱7,022</b>	₱7,785
(5%)	<b>(7,022)</b>	(7,785)
Impact in other comprehensive income		
5%	<b>₱275,624</b>	₱238,539
(5%)	<b>(275,624)</b>	(238,539)

*Credit Risk.* Credit risk is the risk that the Company will incur a loss because its customers or counterparties fail to discharge their contractual obligations. It is the Company's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis with the result that the Company's exposure to bad debts is not significant. The Company does not offer credit terms without the specific approval of the management. There is no significant concentration of credit risk.

In the Company's real estate business, title to the property is transferred only upon full payment of the purchase price. There are also provisions in the sales contract which allow forfeiture of installments/deposits made by the customer in favor of the Company and retain ownership of the property. The Company has the right to sell, assign or transfer to third party and any interest under sales contract, including its related receivables from the customers. The Company's primary target customers are high-income individuals and top corporations, in the Philippines and overseas. These measures minimize the credit risk exposure or any margin loss from possible default in the payments of installments.

Trade receivables from sale of real estate units are secured with pre-completed property units. The legal title and ownership of these units will only be transferred to the customers upon full payment of the contract price. Receivables from sale of club shares are secured by the shares held by the Company. For other receivables, since the Company trades only with recognized third parties, there is no requirement for collateral.

With respect to credit risk arising from the financial assets of the Company, which comprise of cash and cash equivalents, investments held for trading, receivables, finance lease receivables, advances to associates, AFS financial assets, deposits, refundable deposits and construction bonds, and guarantee bonds, the Company's exposure to credit risk arises from default of the counterparty, with a maximum exposure equal to the carrying value of these financial assets.





The table below shows the Company's aging analysis of financial assets.

	2019						Total
	Neither Past Due nor Impaired	Past Due but not Impaired				Impaired	
		Less than 30 Days	31 to 60 Days	61 to 90 Days	Over 90 Days		
	(In Thousands)						
Cash and cash equivalents*	₱4,090,019	₱-	₱-	₱-	₱-	₱-	₱4,090,019
Financial assets at fair value through profit or loss	140,457	-	-	-	-	-	140,457
Receivables:							
Trade	2,742,707	13,573	1,574	3,731	152,779	98,780	3,013,144
Others	83,880	-	-	-	-	162,108	245,988
Advances to associates**	527	-	-	-	-	-	527
Financial assets at fair value through other comprehensive income	5,512,817	-	-	-	-	-	5,512,817
Deposits***	-	-	-	-	-	-	-
Refundable deposit	52,202	-	-	-	-	-	52,202
Guarantee bonds****	17,920	-	-	-	-	-	17,920
	<b>₱12,640,529</b>	<b>₱13,573</b>	<b>₱1,574</b>	<b>₱3,731</b>	<b>₱152,779</b>	<b>₱260,888</b>	<b>₱13,073,074</b>

\*Excluding cash on hand.

\*\*Presented under "Investments in and advances to associates" account in the consolidated statement of financial position.

\*\*\*Presented under "Other current assets" account in the consolidated statement of financial position.

\*\*\*\*Presented under "Other noncurrent assets" account in the consolidated statement of financial position.

	2018						Total
	Neither Past Due nor Impaired	Past Due but not Impaired				Impaired	
		Less than 30 Days	31 to 60 Days	61 to 90 Days	Over 90 Days		
	(In Thousands)						
Cash and cash equivalents*	₱2,647,184	₱-	₱-	₱-	₱-	₱-	₱2,647,184
Financial assets at fair value through profit or loss	155,705	-	-	-	-	-	155,705
Receivables:							
Trade	1,848,272	14,476	11,431	14,765	195,116	102,637	2,186,697
Others	282,855	-	-	-	-	161,877	444,732
Advances to associates**	594	-	-	-	-	120,336	120,930
Financial assets at fair value through other comprehensive income	4,770,772	-	-	-	-	-	4,770,772
Deposits***	10,000	-	-	-	-	-	10,000
Refundable deposit	22,315	-	-	-	-	-	22,315
Guarantee bonds****	42,000	-	-	-	-	-	42,000
	<b>₱9,779,697</b>	<b>₱14,476</b>	<b>₱11,431</b>	<b>₱14,765</b>	<b>₱195,116</b>	<b>₱384,850</b>	<b>₱10,400,335</b>

\*Excluding cash on hand.

\*\*Presented under "Investments in and advances to associates" account in the consolidated statement of financial position.

\*\*\*Presented under "Other current assets" account in the consolidated statement of financial position.

\*\*\*\*Presented under "Other noncurrent assets" account in the consolidated statement of financial position.

Financial assets are considered past due when collections are not received on due date.

Past due accounts which pertain to trade receivables from sale of real estate units and club shares are recoverable since the legal title and ownership of the real estate units and club shares will only be transferred to the customers upon full payment of the contract price.

### Credit Quality of Financial Assets

December 31, 2019

The financial assets are grouped according to stage whose description is explained as follows:

*Stage 1* - those that are considered current and up to 30 days past due, and based on change in rating, delinquencies and payment history, do not demonstrate significant increase in credit risk.

*Stage 2* - those that, based on change in rating, delinquencies and payment history, demonstrate significant increase in credit risk, and/or are considered more than 30 days past due but does not demonstrate objective evidence of impairment as of reporting date.



Stage 3 - those that are considered in default or demonstrate objective evidence of impairment as of reporting date.

The credit quality of the Company's financial assets are as follows:

	2019			Total
	ECL Staging			
	Stage 1 12-month ECL	Stage 2 Lifetime ECL	Stage 3 Lifetime ECL	
<b>Financial Assets at Amortized Cost</b>				
Cash and cash equivalents*	₱4,090,019	₱-	₱-	₱4,090,019
Advances to associates**	527	-	-	527
Deposits***	-	-	-	-
Refundable deposit and construction bonds****	52,202	-	-	52,202
Guarantee bonds****	17,920	-	-	17,920
Receivables:				
Trade	2,757,854	156,510	98,780	3,013,144
Others	83,880	-	162,108	245,988
<b>Financial assets at FVOCI</b>	<b>5,512,817</b>	<b>-</b>	<b>-</b>	<b>5,512,817</b>
<b>Financial assets at FVPL</b>	<b>140,457</b>	<b>-</b>	<b>-</b>	<b>140,457</b>
<b>Gross Carrying Amount</b>	<b>₱12,655,676</b>	<b>₱156,510</b>	<b>₱260,888</b>	<b>₱13,073,074</b>

\*Excluding cash on hand.

\*\*Presented under "Investments in and advances to associates" account in the consolidated statement of financial position.

\*\*\*Presented under "Other current assets" account in the consolidated statement of financial position.

\*\*\*\*Presented under "Other noncurrent assets" account in the consolidated statement of financial position.

	2018			Total
	ECL Staging			
	Stage 1 12-month ECL	Stage 2 Lifetime ECL	Stage 3 Lifetime ECL	
<b>Financial Assets at Amortized Cost</b>				
Cash and cash equivalents*	₱2,647,184	₱-	₱-	₱2,647,184
Advances to associates**	594	-	120,336	120,930
Deposits***	10,000	-	-	10,000
Refundable deposit and construction bonds****	22,315	-	-	22,315
Guarantee bonds****	42,000	-	-	42,000
Receivables:				
Trade	1,862,748	221,312	102,637	2,186,697
Others	282,855	-	161,877	444,732
<b>Financial assets at FVOCI</b>	<b>155,705</b>	<b>-</b>	<b>-</b>	<b>155,705</b>
<b>Financial assets at FVPL</b>	<b>4,770,772</b>	<b>-</b>	<b>-</b>	<b>4,770,772</b>
<b>Gross Carrying Amount</b>	<b>₱ 9,794,173</b>	<b>₱221,312</b>	<b>₱384,850</b>	<b>₱10,400,335</b>

\*Excluding cash on hand.

\*\*Presented under "Investments in and advances to associates" account in the consolidated statement of financial position.

\*\*\*Presented under "Other current assets" account in the consolidated statement of financial position.

\*\*\*\*Presented under "Other noncurrent assets" account in the consolidated statement of financial position.

High grade financial assets pertain to receivables from clients or customers who have no history of delayed payment while medium grade includes receivables from clients or customers who have history of delayed payment but is currently updated.

Cash in banks, cash equivalents and short-term investments are deposited with the top ten banks in the Philippines; hence, considered high grade.

Unquoted investments held for trading and AFS financial assets are unrated while quoted AFS financial assets are assessed as high grade based on financial status of the counterparty and its current stock price performance in the market.

*Liquidity Risk.* Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. The Company seeks to manage its liquidity profile to be able to finance its capital expenditures and service its maturing debts. The Company's objective is to maintain a balance between continuity



of funding and flexibility through valuation of projected and actual cash flow information. The Company considers obtaining borrowings as the need arises.

The following table summarizes the maturity profile of the Company's financial assets and financial liabilities as at December 31, 2019 and 2018 based on contractual undiscounted cash flows. The table also analyzes the maturity profile of the Company's financial assets in order to provide a complete view of the Company's contractual commitments and liquidity.

2019						
	On Demand	< 6 Months	6 Months to 1 Year	1-3 Years	> 3 Years	Total
<i>(In Thousands)</i>						
<b>Financial Assets</b>						
Cash and cash equivalents	₱4,104,673	₱-	₱-	₱-	₱-	₱4,104,673
Financial assets at fair value through profit or loss	140,457	-	-	-	-	140,457
Receivables	432,545	2,696,466	-	-	-	3,129,011
Contract asset	-	16,550	20,479	93,094	-	130,123
Advances to associates*	527	-	-	-	-	527
Financial assets at fair value through other comprehensive income	5,512,817	-	-	-	-	5,512,817
Refundable deposit and construction bonds	-	-	-	-	52,202	52,202
Guarantee bonds**	-	-	-	17,920	-	17,920
	<b>₱10,191,019</b>	<b>₱2,713,016</b>	<b>₱20,479</b>	<b>₱111,014</b>	<b>₱52,202</b>	<b>₱13,087,730</b>
<b>Financial Liabilities</b>						
Loans payable****	₱1,800,017	₱-	₱150,000	₱-	₱-	₱1,950,017
Trade and other current liabilities*****	249,489	1,815,278	212,652	-	-	2,277,419
Refundable deposit	-	-	-	-	173,714	173,714
Long-term debt***	-	944,444	-	2,166,667	1,400,000	4,511,111
	<b>₱2,049,506</b>	<b>₱2,759,722</b>	<b>₱362,652</b>	<b>₱2,166,667</b>	<b>₱1,573,714</b>	<b>₱8,912,261</b>

\*Presented under "Investments in and advances to associates" account in the consolidated statement of financial position.

\*\*Presented under "Other noncurrent assets" account in the consolidated statement of financial position.

\*\*\*Including future interest payments.

\*\*\*\*Excluding contract liabilities, statutory payables, installment payable and other liabilities to the government.

2018						
	On Demand	< 6 Months	6 Months to 1 Year	1-3 Years	> 3 Years	Total
<i>(In Thousands)</i>						
<b>Financial Assets</b>						
Cash and cash equivalents	₱2,653,717	₱-	₱-	₱-	₱-	₱2,653,717
Financial assets at fair value through profit or loss	155,705	-	-	-	-	155,705
Receivables	428,038	1,145,658	-	-	-	1,573,696
Contract asset	-	196,619	220,545	352,849	287,720	1,057,733
Advances to associates*	120,932	-	-	-	-	120,932
Financial assets at fair value through other comprehensive income	-	-	-	-	4,770,772	4,770,772
Deposits**	-	-	10,000	-	-	10,000
Refundable deposit and construction bonds	-	-	-	-	22,315	22,315
Guarantee bonds***	-	-	-	42,000	-	42,000
	<b>₱3,358,392</b>	<b>₱1,342,277</b>	<b>₱230,545</b>	<b>₱394,849</b>	<b>₱5,080,807</b>	<b>₱10,406,870</b>
<b>Financial Liabilities</b>						
Loans payable****	₱-	₱1,507,392	₱-	₱-	₱-	₱1,507,392
Trade and other current liabilities*****	775,619	1,230,190	-	-	-	2,005,809
Refundable deposit	-	-	-	-	153,422	153,422
Long-term debt****	-	751,554	1,619,842	1,400,856	2,992,295	6,764,547
Obligations under finance lease****	-	4,636	9,690	21,048	-	35,374
	<b>₱775,619</b>	<b>₱3,493,772</b>	<b>₱1,629,532</b>	<b>₱1,421,904</b>	<b>₱3,145,717</b>	<b>₱10,466,544</b>

\*Presented under "Investments in and advances to associates" account in the consolidated statement of financial position.

\*\*Presented under "Other current assets" account and "Other noncurrent assets" account in the consolidated statement of financial position.

\*\*\*Presented under "Other noncurrent assets" account in the consolidated statement of financial position.

\*\*\*\*Including future interest payments.

\*\*\*\*\*Excluding customers' deposits, statutory payables, installment payable and other liabilities to the government.



The Company expects to settle its maturing obligations on long-term debt from its gaming revenues from casino operations, rental income on land and casino building (see Note 39) and expected profits from real estate development operations.

### Capital Management

The primary objective of the Company's capital management is to safeguard its ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

The Company manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. There were no changes made in the objectives, policies or processes in 2018 and 2017.

The Company considers the following as its capital:

	2019	2018
	<i>(In Thousands)</i>	
Common stock	<b>₱10,561,000</b>	₱10,561,000
Additional paid-in capital	<b>5,503,731</b>	5,503,731
Treasury shares	<b>(2,476,700)</b>	(2,476,700)
Equity share in cost of Parent Company shares held by associates	<b>(2,501)</b>	(2,501)
Cost of Parent Company common shares held by subsidiaries	<b>(1,493,752)</b>	(1,695,369)
Retained earnings	<b>11,707,576</b>	10,221,830
	<b>₱23,799,354</b>	₱22,111,991

### Fair Value of Financial Assets and Financial Liabilities

Set out below is a comparison by category and by class of carrying values and fair values of all the Company's financial assets and financial liabilities:

	2019					
	Valuation Date	Carrying Value	Fair Value	Quoted (Unadjusted) Prices in Active Markets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
	<i>(In Thousands)</i>					
<b>Assets</b>						
Assets measured at fair value:						
Through profit or loss	December 31, 2019	₱140,457	₱140,457	₱140,457	₱-	₱-
Through other comprehensive income (quoted)	December 31, 2019	5,512,817	5,512,817	5,512,817	-	-
Assets for which fair value is disclosed:						
Nonfinancial assets*	December 31, 2019	17,537,249	43,609,782	-	-	43,609,782
<b>Liabilities</b>						
Liabilities for which fair value is disclosed:						
Refundable deposit	December 31, 2019	16,778,195	15,188,477	-	-	15,188,477
Long-term debt	December 31, 2019	4,511,111	4,705,396	-	-	4,705,396
Lease liability	December 31, 2019	1,226,294	1,226,294	-	-	1,226,294

\*Consist of investment properties



2018						
	Valuation Date	Carrying Value	Fair Value	Quoted (Unadjusted) Prices in Active Markets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
(In Thousands)						
<b>Assets</b>						
Assets measured at fair value:						
Through profit or loss	December 31, 2018	₱155,705	₱155,705	₱155,705	₱-	₱-
Through other comprehensive income (quoted)	December 31, 2018	4,769,920	4,769,920	2,257,120	2,512,800	-
Assets for which fair value is disclosed:						
Nonfinancial assets*	December 31, 2018	20,094,843	49,969,737	-	-	49,969,737
<b>Liabilities</b>						
Liabilities for which fair value is disclosed:						
Refundable deposit	December 31, 2018					
Long-term debt	December 31, 2018	6,002,431	5,868,184	-	-	5,868,184
Obligations under finance lease	December 31, 2018	35,374	35,374	-	-	35,374

\*Consist of investment properties

The Company has no financial liabilities measured at fair value as at December 31, 2019 and 2018. There were no transfers between fair value measurements in 2019 and 2018.

The following methods and assumptions are used to estimate the fair value of each class of financial assets and financial liabilities:

*Cash and Cash Equivalents, Advances to Associates, Receivables (except receivables from real estate), Loans Payable, Trade and Other Current Liabilities and Installment Payable.* The carrying values of these financial instruments approximate their fair values due to the relatively short-term maturities of these financial assets and financial liabilities.

*Receivable from Real Estate Sales.* The fair value of trade receivables from real estate sales is determined by discounting the estimated cash flows using prevailing interest rates as at reporting dates. The discount rates used ranged from 2.99% to 16.04% and 3.29% to 19.75% in 2019 and 2018, respectively.

*Finance Lease Receivables.* The fair value of finance lease receivable is determined by discounting the estimated cash flows using prevailing discount rates in 2019 and 2018.

*Investments Held for Trading and AFS Financial Assets.* The fair values of investments held for trading and AFS financial assets in quoted equity shares are based on quoted prices in the PSE or those shares whose prices are readily available from brokers or other regulatory agency as at reporting date. There are no quoted market prices for the unlisted shares and there are no other reliable sources of their fair values, therefore, these are carried at cost, net of any impairment loss.

*Long-term Debt.* The fair value long-term loans payable is determined by discounting the obligations' expected future cash flows using the discount rate of 3.11% to 4.15% in 2019 and 6.53% to 7.06% in 2018.

*Obligations under Finance Lease.* The estimated fair value of obligations under finance lease was calculated using the discounted cash flow methodology, using Bloomberg Valuation service (BVAL) rates ranging from nil in 2019 and PDST 2 rates ranging from 6.7% to 6.9% in 2018, respectively.



#### 44. Supplemental Disclosure of Cash Flow Information

##### Changes in Liabilities Arising from Financing Activities

2019						
	January 1, 2019	Additions	Cash flows	Interest expense	Reclassification from short term to long-term	December 31, 2019
<i>(In Thousands)</i>						
Dividends payable	P-	P1,562,345	(P1,562,345)	P-	P-	P-
Obligations under finance lease	35,374	-	(38,297)	2,923	-	-
Lease liability	1,053,421	17,372	(138,242)	71,384	-	1,003,935
Loans payable	1,500,017	3,050,000	(2,600,000)	-	-	1,950,017
Long-term debt	6,002,430	-	(1,491,319)	-	-	4,511,111
Total liabilities arising from financing activities	<b>P8,591,242</b>	<b>P4,629,717</b>	<b>(P5,830,203)</b>	<b>P74,307</b>	<b>P-</b>	<b>P7,465,063</b>
2018						
	January 1, 2018	Additions	Cash flows	Interest expense	Reclassification from short term to long-term	December 31, 2018
<i>(In Thousands)</i>						
Dividends payable	P-	P1,618,343	(P1,618,343)	P-	P-	P-
Obligations under finance lease	74,863	-	(45,676)	6,187	-	35,374
Loans payable	2,500,017	-	(1,000,000)	-	-	1,500,017
Long-term debt	6,259,375	-	(256,945)	-	-	6,002,430
Total liabilities arising from financing activities	<b>P8,834,255</b>	<b>P1,618,343</b>	<b>(P2,920,964)</b>	<b>P6,187</b>	<b>P-</b>	<b>P7,537,821</b>

Interest expense for 2019 and 2018 pertains to accretion of obligations under finance lease.

##### Noncash Activity

Net assets from the acquisition of LCC subsidiaries in 2018 (see Note 18).

#### 45. Events After Reporting Period

On February 6, 2020, POSC's BOD approved the sale of LCC and FRI for POSC to focus its resources to its principal business of providing modern and efficient online gaming facilities and equipment to its customers. On the same date, the Company's investment in LCC and FRI qualifies as assets held for sale or assets under disposal group since its carrying amount will be recovered principally through a sale transaction rather than continuing use. The disposal group is available for immediate sale in its present condition subject only to terms that are usual and customary for sales of such disposal group and its sale is highly probable. Management is committed to a plan to sell the disposal group and an active programme to locate a buyer and complete the plan have been initiated.

LCC and FRI are included as part of "Lottery equipment, leasing, distribution and others" in the Company's reportable segment.



On February 13, 2020, POSC has concluded the sale of all of the POSC's equity interest in LCC, equivalent to 125.0 million shares for ₱1.082 per share. LCC currently operates and/or manages several outlets throughout the Philippines which sell products of the PCSO, including lotto, keno and instant scratch tickets.

On February 27, 2020, the Parent Company's BOD approved the declaration of cash dividends of Twelve Centavos (₱0.12) per share, totaling ₱1,171.5 million. The record date to determine the shareholders entitled to receive the cash dividends was set to March 13, 2020 with the payment set on March 27, 2020.




## **INDEPENDENT AUDITOR'S REPORT ON SUPPLEMENTARY SCHEDULES**

The Stockholders and the Board of Directors  
Belle Corporation  
5th Floor, Tower A  
Two E-Com Center, Palm Coast Avenue  
Mall of Asia Complex, CBP-1A, Pasay City

We have audited in accordance with Philippine Standards on Auditing, the consolidated financial statements of Belle Corporation and Subsidiaries as at December 31, 2019 and 2018 and for each of the three years in the period ended December 31, 2019, and have issued our report thereon dated February 28, 2020. Our audits were made for the purpose of forming an opinion on the basic financial statements taken as a whole. The schedules listed in the Index to Consolidated Financial Statements and Supplementary Schedules are the responsibility of the Company's management. These schedules are presented for purposes of complying with Revised Securities Regulation Code Rule 68 and are not part of the basic financial statements. These schedules have been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, fairly state, in all material respects, the information required to be set forth therein in relation to the basic financial statements taken as a whole.

SYCIP GORRES VELAYO & CO.



Belinda T. Beng Hui

Partner

CPA Certificate No. 88823

SEC Accreditation No. 0943-AR-3 (Group A),

March 14, 2019, valid until March 13, 2022

Tax Identification No. 153-978-243

BIR Accreditation No. 08-001998-78-2018,

March 14, 2018, valid until March 13, 2021

PTR No. 8125213, January 7, 2020, Makati City

February 28, 2020



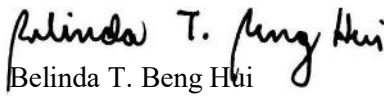


## **INDEPENDENT AUDITOR'S REPORT ON COMPONENTS OF FINANCIAL SOUNDNESS INDICATORS**

The Stockholders and the Board of Directors  
Belle Corporation  
5th Floor, Tower A  
Two E-Com Center, Palm Coast Avenue  
Mall of Asia Complex, CBP-1A, Pasay City

We have audited in accordance with Philippine Standards on Auditing, the financial statements of Belle Corporation and its Subsidiaries (the Company) as at December 31, 2019 and 2018 and for each of the three years in the period ended December 31, 2019, and have issued our report thereon dated February 28, 2019. Our audits were made for the purpose of forming an opinion on the basic financial statements taken as a whole. The Supplementary Schedule on Financial Soundness Indicators, including their definitions, formulas, calculation, and their appropriateness or usefulness to the intended users, are the responsibility of the Company's management. These financial soundness indicators are not measures of operating performance defined by Philippine Financial Reporting Standards (PFRS) and may not be comparable to similarly titled measures presented by other companies. This schedule is presented for the purpose of complying with the Revised Securities Regulation Code Rule 68 issued by the Securities and Exchange Commission, and is not a required part of the basic financial statements prepared in accordance with PFRS. The components of these financial soundness indicators have been traced to the Company's financial statements as at December 31, 2019 and 2018 and for each of the three years in the period ended December 31, 2019 and no material exceptions were noted.

SYCIP GORRES VELAYO & CO.



Belinda T. Beng Hui

Partner

CPA Certificate No. 88823

SEC Accreditation No. 0943-AR-3 (Group A),  
March 14, 2019, valid until March 13, 2022

Tax Identification No. 153-978-243

BIR Accreditation No. 08-001998-78-2018,  
March 14, 2018, valid until March 13, 2021

PTR No. 8125213, January 7, 2020, Makati City

February 28, 2020

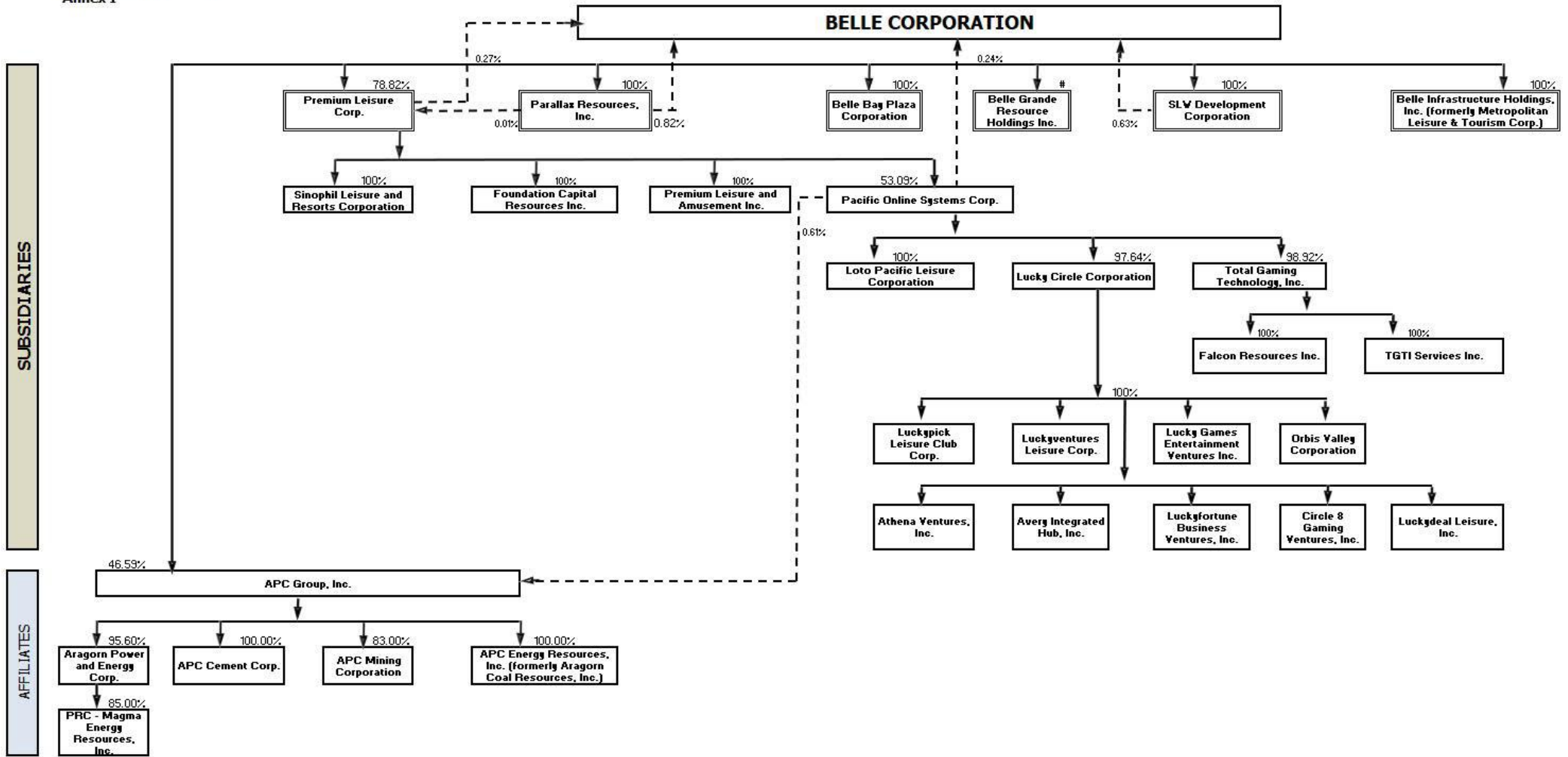


**BELLE CORPORATION AND SUBSIDIARIES**  
**Index to the Consolidated Financial Statements and**  
**Supplementary Schedules**  
**December 31, 2019**

Schedule I. Map of the Relationships of the Companies Within the Group

Schedule II. Supplementary Schedules Required by Revised SRC Rule 68, Part II, Annex 68-J.

Schedule III. Reconciliation of Retained Earnings Available for Dividend Declaration



**BELLE CORPORATION AND SUBSIDIARIES**  
**Supplementary Schedules Required by Paragraph 7D, Part II**  
**Under Revised SRC Rule 68, Part II, Annex 68-J**  
**December 31, 2019**

**Schedule A. Financial Assets**

Name of issuing entity and association of each issue	Number of shares or principal amount of bonds and notes	Amount shown in the balance sheet	Value based on market quotations at balance sheet date	Interest received and accrued
<i>(In Thousands)</i>				
<b>Financial Assets at Amortized Costs</b>				
Cash and cash equivalents	₱4,104,674	₱4,104,674	N/A	₱66,557
Trade receivables	2,463,603	2,463,603	N/A	–
Installment Receivables – net of current portion	404,518	404,518		
Accrued interest	2	2	N/A	–
Advances to third parties and others	227,561	227,561	N/A	–
Advances to associates	527	527	N/A	–
Refundable deposits, guarantee bonds and construction bonds	70,122	70,122	N/A	–
	<u>7,271,007</u>	<u>7,271,007</u>		<u>₱66,557</u>
<b>Financial assets at fair value through profit or loss</b>				
APC Group, Inc.	45,821,000	17,870	17,870	–
Leisure & Resorts World Corporation	10,724,792	25,739	25,739	–
Vantage Equities, Inc.	43,376,750	46,848	46,848	–
LRWC Preferred Shares	50,000,000	50,000	50,000	–
		<u>140,457</u>	<u>140,457</u>	<u>–</u>
<b>Financial assets at fair value through other comprehensive income</b>				
SM Prime Holdings, Inc.	61,795,413	2,601,587	2,601,587	–
Spa and Lodge at Tagaytay Highlands, Inc.	192	115,200	115,200	–
SM Investments Corporation Tagaytay Highlands International Golf Club, Inc.	48,878	50,979	50,979	–
The Country Club at Tagaytay Highlands, Inc.	1,316	919,150	919,150	–
Tagaytay Midlands International Golf Club, Inc.	2,250	338,250	338,250	–
Asian Petroleum	2,124	1,486,800	1,486,800	–
Costa De Hamilo	1	11	N/A	–
PLDT	1	757	N/A	–
	1,606	83	N/A	–
		<u>5,512,817</u>	<u>5,511,966</u>	<u>–</u>
		<u>₱12,924,281</u>	<u>₱5,652,423</u>	<u>₱66,557</u>

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

Name and Designation of debtor	Balance of Beginning of Period	Additions	Amounts Collected	Amounts Written off	Current	Not Current	Balance at end of period
<i>(In Thousands)</i>							
Principal stockholder	₱-	₱-	₱-	₱-	₱-	₱-	₱-
Employees	1,949	11,609	(12,011)	-	1,547	-	1,547
Officers	4	-	-	-	4	-	4
	<b>₱1,953</b>	<b>₱11,609</b>	<b>(₱12,011)</b>	<b>₱-</b>	<b>₱1,551</b>	<b>₱-</b>	<b>₱1,551</b>

**Schedule C. Amounts Receivable from Related Parties which are eliminated during the Consolidation of Financial statements**

Name and Designation of debtor	Balance of Beginning of Period	Additions	Amounts Collected	Allowance for Doubtful Accounts	Current	Not Current	Balance at end of period
<i>(In Thousands)</i>							
Belle Bay Plaza Corporation	₱1,624,558	₱-	₱-	(₱1,624,558)	₱-	₱-	₱-
Metropolitan Leisure and Tourism Corp.	251,558	2	-	-	251,560	-	251,560
Belle Grande Resource Holdings, Inc.	110,995	-	(21,282)	-	89,713	-	89,713
Premium Leisure Corporation	3,393	-	-	-	3,393	-	3,393
SLW Development Corp.	24,424	-	(3,424)	-	21,000	-	21,000
Parallax Resources, Inc.	645	-	(645)	-	-	-	-
Belle Corporation	4,137,925	-	(371,184)	-	3,766,741	-	3,766,741
	<b>₱6,153,498</b>	<b>₱2</b>	<b>(₱396,535)</b>	<b>(₱1,624,558)</b>	<b>₱4,132,407</b>	<b>₱-</b>	<b>₱4,132,407</b>

**Schedule D. Long-term debt**

Title of Issue and type of obligation	Amount authorized by indenture	Amount shown under caption "Current portion of long-term debt" in related balance sheet	Amount shown under caption "Long-term debt" in related balance sheet
<i>(In Thousands)</i>			
Maybank	₱1,500,000	₱111,111	₱166,667
United Coconut Planters Bank	1,000,000	83,333	—
Eastwest Bank	1,500,000	750,000	—
Robinsons	2,000,000	—	2,000,000
BDO Unibank Inc.	1,400,000	—	1,400,000
	<b>₱7,400,000</b>	<b>₱944,444</b>	<b>₱3,566,667</b>

**Schedule E. Indebtedness to Related Parties**

Name of Related Parties	Balance of Beginning of Period	Additions	Amounts Paid	Current	Not Current	Balance at end of period
None	—	—	—	—	—	—

**Schedule F. Guarantees of Securities of Other Issuers**

Name of issuing entity of securities guaranteed by the company for which this statement is filed	Title of issue of each class of securities guaranteed	Total amount guaranteed and outstanding	Amount owned by person for which statement is filed	Nature of Guarantee
None	—	—	—	—

**Schedule G. Capital Stock**

Title of Issue	Number of Shares authorized	Number of shares issued and outstanding as shown under statement of financial position	Number of shares reserved for options, warrants, conversion and other rights	Number of shares held by related parties	Directors, officers and employees	Others
Common stock	14,000,000,000	9,763,126,297	—	5,084,456,184	199,924,713	4,478,845,400
Percentage held	—	—	—	52.08%	2.05%	45.88%
Preferred stock	6,000,000,000	—	—	—	—	—
Percentage held	—	—	—	—	—	—

**Schedule H. Reconciliation of Retained Earnings Available for Dividend Declaration**

		<i>(In Thousands)</i>
Unappropriated Retained Earnings, as at December 31, 2018		₱12,373,272
Add (less): Accretion of finance lease receivable – net of tax		
Gain on finance lease, net of tax	(₱5,487,037)	
Gain on share swap	(946,628)	
Accretion of security deposit	(10,109)	
Deferred tax adjustment, beginning	(91,878)	
Accrued rental (PAS 17 adjustments), net of tax	(389,946)	(6,925,598)
Unappropriated retained earnings available for dividend distribution as at January 1, 2018, as restated		5,447,673
Net income during the period closed to retained earnings	2,589,207	
Less: Difference in depreciation on MLP and cost of building	154,244	
Accrued rental (PAS 17 adjustments), net of tax	(370,028)	
Accretion of security deposit	10,009	
Leases	45,859	
Movement in deferred tax assets	2,345	2,431,636
Dividend declaration during the period		7,879,309
Treasury shares		(1,171,575)
Realized gain on club shares transferred to retained earnings		(2,476,700)
Realized gain on club shares transferred to retained earnings		9,073
Unappropriated retained earnings as adjusted to available for dividend declaration, at end of year		₱4,240,107

**BELLE CORPORATION AND SUBSIDIARIES**  
**Components of Financial Soundness Indicators**  
**Amounts in Thousands**  
**December 31, 2019**

Ratio	Formula	2019	2018
<b>Current Ratio</b>	<b>Total Current Assets divided by Total Current Liabilities</b>	<b>2.22</b>	<b>1.71</b>
	Total Current Assets	₱11,719,573	
	Divide by: Total Current Liabilities	5,286,220	
	Current Ratio	2.22	
<b>Acid Test Ratio</b>	<b>Quick assets (Total Current Assets less Inventories and Other Current Assets) divided by Total Current Liabilities</b>	<b>1.28</b>	<b>0.79</b>
	Total Current Assets	₱11,719,573	
	Less: Inventories	(327,124)	
	Land held for future development	(3,005,429)	
	Other Current Assets	(1,637,773)	
	Quick Assets	6,749,247	
	Divide by: Total Current Liabilities	5,286,220	
	Acid Test Ratio	1.28	
<b>Debt-to-Equity Ratio</b>	<b>Total Interest-Bearing debt divided by Total Equity</b>	<b>0.20</b>	<b>0.25</b>
	Total Interest-bearing Debt	₱6,461,128	
	Total Equity	31,861,389	
	Debt to Equity Ratio	0.20	
<b>Asset-to-Equity Ratio</b>	<b>Total Assets divided by Total Equity</b>	<b>1.41</b>	<b>1.42</b>
	Total Assets	₱44,771,868	
	Total Equity	31,861,389	
	Asset to Equity Ratio	1.41	



<b>Interest Rate Coverage Ratio</b>	<b>Earnings Before Interest and Taxes divided by Total Interest Expense</b>	<b>7.56</b>	<b>9.08</b>
	Net Income Before Income Tax	₱3,217,166	
	Less: Interest income	(75,157)	
	Add: Interest Expense	478,880	
	<u>Earnings Before Interest and Taxes</u>	<u>3,620,889</u>	
	Divide by: Interest Expense	478,880	
	Interest Rate Coverage Ratio	7.56	
<b>Return on Equity</b>	<b>Net Income divided by Average Total Equity</b>	<b>9.48%</b>	<b>10.71%</b>
	Net Income	₱2,923,727	
	Average Total Equity	30,853,310	
	<u>Return on Equity</u>	<u>9.48%</u>	
<b>Return on Assets</b>	<b>Net Income divided by Average Total Assets</b>	<b>6.70%</b>	<b>7.48%</b>
	Net Income	₱2,923,727	
	Average Total Assets	43,631,477	
	<u>Return on Assets</u>	<u>6.70%</u>	
<b>Solvency Ratio</b>	<b>Net Income Before Non-Cash Expenses divided by Total Liabilities</b>	<b>33.94%</b>	<b>33.40%</b>
	Net Income	₱2,923,727	
	Add: Non-Cash Expenses	1,458,419	
	<u>Net Income Before Non-Cash Expenses</u>	<u>4,382,146</u>	
	Expenses		
	Total Liabilities	12,910,479	
	<u>Solvency Ratio</u>	<u>33.94%</u>	
<b>Net Profit Margin</b>	<b>Net Income divided by Total Revenue</b>	<b>39.00%</b>	<b>37.88%</b>
	Net Income	₱2,923,727	
	Total Revenue	7,496,218	
	<u>Net Profit Margin</u>	<u>39%</u>	

REPUBLIC OF THE PHILIPPINES )  
 ) S.S.

### CERTIFICATION OF INDEPENDENT DIRECTOR

I, **AMANDO M. TETANGCO, JR.**, Filipino, of legal age, after having been duly sworn to in accordance with law hereby declare that:

1. I am a nominee for independent director of **Belle Corporation (BEL)** and have been its independent director since December 2017.
2. I am affiliated with the following company/ies or organization/s:

COMPANY / ORGANIZATION	POSITION/RELATIONSHIP	PERIOD OF SERVICE
St. Luke's Medical Center	Trustee	August 2017-Present
Tan Yan Kee Foundation	Trustee	December 2017-Present
Manila Hotel	Independent Director	August 2018-Present
Toyota Motor Philippines	Independent Director	March 2019-Present

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of BEL, as provided for in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations and other SEC issuances.
4. I am related to the following director/officer/substantial shareholder of (covered company and its subsidiaries and affiliates) other than the relationship provided under Rule 38.2.3 of the Securities Regulation Code. **(where applicable)**

NAME OF DIRECTOR/OFFICER/ SUBSTANTIAL SHAREHOLDER	COMPANY	NATURE OF RELATIONSHIP
N/A		

5. To the best of my knowledge, I disclose that I am the subject of the following criminal/administrative investigation or proceeding (as the case may be):<sup>1</sup>

OFFENSE CHARGED/ INVESTIGATED	TRIBUNAL OR AGENCY INVOLVED	STATUS
See Note 1 below		

6. I shall faithfully and diligently comply with my duties and responsibilities as independent director under the Securities Regulation Code and its Implementing Rules and Regulations, Code of Corporate Governance and other SEC issuances.

<sup>1</sup> A criminal and administrative case (OMB-C-C-13-0092) against me with the Ombudsman was dismissed on 13 May 2015, the dismissal was elevated to the Court of Appeals (CA-G.R. SP No. 144038), which sustained the dismissal on 15 May 2017. The Court of Appeals' resolution was assailed with the Supreme Court (G.R. 234696) upon the filing of a Petition for Review dated 29 November 2017. As of the date of signing of this Certification, I have not received information that the Supreme Court has given due course to the said petition.


7. I shall inform the Corporate Secretary of BEL of any changes in the abovementioned information within five days from its occurrence.

IN WITNESS WHEREOF, I have hereunto set my hand on this FEB 26 2020 at MAKATI CITY, Metro Manila.



AMANDO M. TETANGCO, JR.

SUBSCRIBED AND SWORN TO before me this FEB 26 2020, at

MAKATI CITY, affiant exhibiting to me his Tax Identification 

Notary Public

Doc. No. 92;  
Page No. 19;  
Book No. 35;  
Series of 2020.

ATTY. REINIER S. QUIAMBAO  
NOTARY PUBLIC  
UNTIL DECEMBER 31, 2020  
PTR NO. 8127724 / 01.08.20 / MAKATI CITY  
IBP NO. 108583 / 01.08.20 / TARLAC CITY  
TIN 238-251-699 ROLL NO. 62283  
MCLE NO. VI - 0025079 / 03.29.19

REPUBLIC OF THE PHILIPPINES )  
 ) S.S.

### CERTIFICATION OF INDEPENDENT DIRECTOR

I, **CESAR E.A. VIRATA**, Filipino, of legal age, after having been duly sworn to in accordance with law hereby declare that:

1. I am a nominee for independent director of **Belle Corporation (BEL)** and have been its independent director since May 1996.
2. I am affiliated with the following company/ies or organization/s:

COMPANY / ORGANIZATION	POSITION / RELATIONSHIP	PERIOD OF SERVICE
Rizal Commercial Banking Corp.	Vice Chairman, Non-Exec. Director	1999-Present
Lopez Holdings Corp.	Independent Director	2009-Present
City and Land Developers, Inc.	Independent Director	2009-Present
Business World Publishing Corp.	Independent Director	2012-Present
Cavitex Holdings Corporation	Non-Executive Director	2016-Present
The World Trade Center Mgt. Corp.	Non-Executive Director	1995-Present
Micah Quality Property Dev't Corp.	Non-Executive Director	2017-Present

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of BEL, as provided for in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations and other SEC issuances.
4. I am related to the following director/officer/substantial shareholder of (covered company and its subsidiaries and affiliates) other than the relationship provided under Rule 38.2.3 of the Securities Regulation Code. **(where applicable)**

NAME OF DIRECTOR/OFFICER/ SUBSTANTIAL SHAREHOLDER	COMPANY	NATURE OF RELATIONSHIP
N/A		

5. To the best of my knowledge, I disclose that I am the subject of the following criminal/administrative investigation or proceeding (as the case may be):

OFFENSE CHARGED/ INVESTIGATED	TRIBUNAL OR AGENCY INVOLVED	STATUS
N/A		

6. I shall faithfully and diligently comply with my duties and responsibilities as independent director under the Securities Regulation Code and its Implementing Rules and Regulations, Code of Corporate Governance and other SEC issuances.

7. I shall inform the Corporate Secretary of BEL of any changes in the abovementioned information within five days from its occurrence.

IN WITNESS WHEREOF, I have hereunto set my hand on this DEC 09 2019 at MAKATI CITY, Metro Manila.



**CESAR E.A. VIRATA**

DEC 09 2019

SUBSCRIBED AND SWORN TO before me this \_\_\_\_\_, at

\_\_\_\_\_ MAKATI CITY, affiant exhibiting to me his



**Notary Public**

**ATTY. REINIER S. QUIAMBAO**

NOTARY PUBLIC

UNTIL DECEMBER 31, 2020

PTR NO. 7347750 / 01.11.19 / MAKATI CITY

IBP NO. 066157 / 01.09.19 / TARLAC CITY

TIN 238-251-699 ROLL NO. 62283

MCLE NO. VI - 0025079 / 03.29.19

Doc. No. 75 ;  
Page No. 15 ;  
Book No. 25 ;  
Series of 20 19.

REPUBLIC OF THE PHILIPPINES )  
 ) S.S.

### CERTIFICATION OF INDEPENDENT DIRECTOR

I, **GREGORIO U. KILAYKO**, Filipino, of legal age and a resident of [REDACTED] after having been duly sworn to in accordance with law hereby declare that:

1. I am a nominee for independent director of **Belle Corporation (BELLE)** and have been its independent director since 2003.
2. I am affiliated with the following company/ies or organization/s:

Company/Organization	Position/Relationship	Period of Service
SM Prime Holdings, Inc.	Independent Director	2008 to Present
Philequity Fund, Inc.	Independent Director	2014 to Present
East West Bank	Independent Director	2019 April to present

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of Belle, as provided for in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations and other SEC issuances.
4. I am related to the following director/officer/substantial shareholder of (covered company and its subsidiaries and affiliates) other than the relationship provided under Rule 38.2.3 of the Securities Regulation Code. **(where applicable)**

NAME OF DIRECTOR/OFFICER/ SUBSTANTIAL SHAREHOLDER	COMPANY	NATURE OF RELATIONSHIP
N/A		

5. Directors of SM Prime, including myself, are involved in the following legal proceeding solely by virtue of and in connection with our directorship in SM Prime:


OFFENSE CHARGED/ INVESTIGATED	TRIBUNAL OR AGENCY INVOLVED	STATUS
Other Deceits under Art. 318 of Revised Penal Code	Department of Justice	The City Government of Cebu filed a complaint against directors and officers of SM Prime in their official capacities for alleged non-declaration of machineries of SM Seaside City Cebu in connection with its real property tax assessment. The Complaint was dismissed due to insufficiency of evidence.  The Cebu City Government filed a <i>Motion for Reconsideration</i> which was denied by the investigating prosecutor assigned by Department of Justice-Manila (DOJ).

		<p>The Cebu City Government then filed a <i>Petition for Review</i> with the Regional Prosecution Office, Cebu City (RPO). The respondents filed their respective Comments to the Petition. The Petition for Review and the Comments have been elevated by the RPO to DOJ.</p> <p>On 9 November 2018, the DOJ indorsed the case back to RPO.</p> <p>On 23 November 2018, the RPO inhibited from the case and returned the case to DOJ.</p> <p>The matter is currently pending with the DOJ.</p>
--	--	---

6. I shall faithfully and diligently comply with my duties and responsibilities as independent director under the Securities Regulation Code and its Implementing Rules and Regulations, Code of Corporate Governance and other SEC issuances.
  
7. I shall inform the Corporate Secretary of Belle of any changes in the abovementioned information within five days from its occurrence.

IN WITNESS WHEREOF, I have hereunto set my hand on this DEC 09 2019 at  
MAKATI CITY Metro Manila.

  
\_\_\_\_\_  
GREGORIO U. KILAYKO

SUBSCRIBED AND SWORN TO before me this DEC 09 2019, at  
MAKATI CITY, affiant exhibiting to me his Tax Identification 

Doc. No. 105 ;  
Page No. 21 ;  
Book No. 25 ;  
Series of 20 19 .

Notary Public  
ATTY. REINIER S. QUIAMBAO  
NOTARY PUBLIC  
UNTIL DECEMBER 31, 2020  
PTR NO. 7347750 / 01.11.19 / MAKATI CITY  
IBP NO. 066157 / 01.09.19 / TARLAC CITY  
TIN 238-251-699 ROLL NO. 62283  
MCLE NO. VI - 0025079 / 03.29.19





Republic of the Philippines  
**SOCIAL SECURITY COMMISSION**  
12th Floor, SSS Makati Building  
6782 Ayala Avenue Corner V.A. Rufino St., Makati City  
Tel. Nos. 813-4297; 813-4898; 813-4294 / Fax No. 813-4316

17 January 2018

**BELLE CORPORATION**  
5<sup>th</sup> Floor, Tower A. Two E-Com Center  
Palm Coast Avenue  
Mall of Asia Complex,  
CBP-1A, Pasay City

**Attention: ATTY. BAYANI K. TAN**  
Corporate Secretary

Dear Atty Tan:

Please be advised that the Social Security Commission, the governing board of the Social Security System (SSS), has approved the nomination of Commissioner Arthur L. Amansec as SSS' Nominee-Director for Belle Corporation replacing Commissioner Gonzalo T. Duque under its Resolution No. 48-s.2018 dated 10 January 2018 (copy attached).

Commissioner Duque shall resign accordingly from the Board of Directors of Belle Corporation.

Thank you.

Very truly yours,

**SANTIAGO D.R. AGDEPPA**  
Commission Secretary/  
Executive Clerk of the Commission

att.: a/s

cc: Commissioner Gonzalo T. Duque  
Social Security Commission

Commissioner Arthur L. Amansec  
Social Security Commission



Republic of the Philippines  
**SOCIAL SECURITY COMMISSION**  
12th Floor, SSS Makati Building  
6782 Ayala Avenue Corner V.A. Rufino St., Makati City  
Tel. Nos. 813-4297; 813-4898; 813-4294 / Fax No. 813-4316

Regular Meeting No. 1  
10 January 2018

**RESOLUTION NO. 48-s.2018**

RESOLVED, That the Commission approve, as it hereby approves, the nomination of Commissioner Arthur L. Amansec as SSS' Nominee-Director for Belle Corporation, replacing Gonzalo T. Duque.

Commissioner Duque shall resign accordingly from the Board of Directors of Belle Corporation.

CERTIFIED BY:

**SANTIAGO D.R. AGDEPPA**  
Commission Secretary/  
Executive Clerk of the Commission



Republic of the Philippines  
**SOCIAL SECURITY COMMISSION**  
 12th Floor, SSS Makati Building  
 6782 Ayala Avenue Corner V.A. Rufino St., Makati City  
 Tel. Nos. 813-4297; 813-4898; 813-4294 / Fax No. 813-4316

17 January 2019

**BELLE CORPORATION**  
 27<sup>th</sup> Floor, East Tower  
 Phil. Stock Exchange Center  
 Exchange Road, Ortigas Center  
 Pasig City

**Attention: ATTY. A. BAYANI K. TAN**  
 Corporate Secretary

Dear Atty Tan:

Please be advised that the Social Security Commission, the governing board of the Social Security System (SSS), has approved the nomination of Chairperson Aurora Cruz Ignacio as SSS' Nominee-Director for Belle Corporation replacing Commissioner Arthur L. Amansec under its Resolution No. 6-s.2019 dated 16 January 2019 (copy attached) due to the latter's demise.

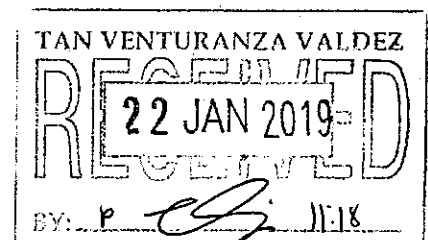
Thank you.

Very truly yours,

**SANTIAGO D.R. AGDEPPA**  
 Commission Secretary/  
 Executive Clerk of the Commission

att.: a/s

cc: Chairperson Aurora Cruz Ignacio  
 Social Security Commission





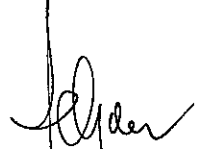
Republic of the Philippines  
**SOCIAL SECURITY COMMISSION**  
12th Floor, SSS Makati Building  
6782 Ayala Avenue Corner V.A. Rufino St., Makati City  
Tel. Nos. 813-4297; 813-4898; 813-4294 / Fax No. 813-4316

Regular Meeting No. 1  
16 January 2019

**RESOLUTION NO. 6-s.2019**

RESOLVED, That the Commission approve, as it hereby approves, the nomination of Chairperson Aurora Cruz Ignacio as SSS' Nominee-Director for Belle Corporation, replacing Commissioner Arthur L. Amansec due to the latter's demise.

CERTIFIED BY:

  
**SANTIAGO D.R. AGDEPPA**  
Commission Secretary/  
Executive Clerk of the Commission



Republic of the Philippines  
**SOCIAL SECURITY COMMISSION**  
 12th Floor, SSS Makati Building  
 6782 Ayala Avenue Corner V.A. Rufino St., Makati City  
 Tel. Nos. 813-4297; 813-4898; 813-4294 / Fax No. 813-4316

**OFFICE OF THE COMMISSION SECRETARY/  
 EXECUTIVE CLERK OF THE COMMISSION**

03 April 2019

**BELLE CORPORATION**  
 5/4, Tower A, Two E-com Center  
 Palm Coast, CBP 1-A,  
 Pasay City

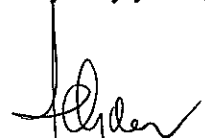
**ATTENTION: A. BAYANI K. TAN**  
 Corporate Secretary

Dear Atty. Tan:

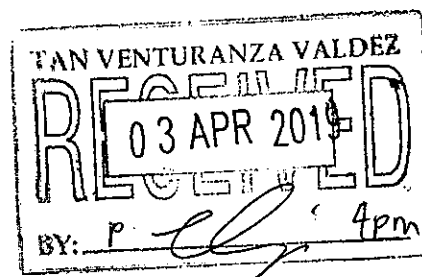
This is to respectfully inform your office that the Social Security Commission (SSC), the governing board of the Social Security System (SSS), has approved the nomination and designation of Commissioner Ricardo L. Moldez as SSS' Nominee-Director for Belle Corporation to replace Commission Aurora Cruz Ignacio, effective 5 April 2019, in pursuance to Resolution No. 234 dated 27 March 2019 (copy attached).

Thank you.

Very truly yours,

  
**SANTIAGO D. R. AGDEPPA**  
 Commission Secretary/  
 Executive Clerk of the Commission

att.: a/s





Republic of the Philippines  
**SOCIAL SECURITY COMMISSION**  
12th Floor, SSS Makati Building  
6782 Ayala Avenue Corner V.A. Rufino St., Makati City  
Tel. Nos. 813-4297; 813-4898; 813-4294 / Fax No. 813-4316

Office of the Secretary  
12th Floor, SSS Makati Building

MAR 29 2 51 PM 19

OFFICE OF THE PRIDE & CEO  
Date: 3/29/19

Regular Meeting No. 6  
27 March 2019

**RESOLUTION NO. 230-s.2019**

RESOLVED, That the Commission approve, as it hereby approves, the nomination and designation of Commissioner Ricardo L. Moldez as SSS' Nominee-Director for Belle Corporation, replacing Commissioner Aurora Cruz Ignacio, effective 5 April 2019.

CERTIFIED BY:

**SANTIAGO D.R. AGDEPPA**  
Commission Secretary/  
Executive Clerk of the Commission

SEC No. 52412  
File No.

**BELLE CORPORATION**  
(Company's Full Name)

**5/F, Tower A, Two E-Com Center Palm Coast Avenue,  
Mall of Asia Complex CBP-1A, Pasay City**  
(Company's Address)

**662-88-88**  
(Telephone Numbers)

**December 31**  
(Fiscal Year ending)  
(Month and Day)

**Form 17Q for the 1st Quarter of 2020**  
(Form Type)

**N/A**  
Amendment Designation

**N/A**  
Period Ended Date

**N/A**  
(Secondary License Type and File Number)

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

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

1. For the quarterly period ended **March 31, 2020**
2. Commission Identification Number: **52412**                      3. BIR Tax Identification No. **000-156-011**
4. Exact name of registrant as specified in its charter: **BELLE CORPORATION**
5. **Metro Manila, Philippines**    6. (SEC use only)  
Province, Country or other jurisdiction of                      Industry Classification Code:  
incorporation or organization
7. **5/F, Tower A, Two E-Com Center, Palm Coast Avenue,**  
**Mall of Asia Complex CBP-1A, Pasay City**    **1300**  
Address of registrant's principal office    Postal Code
8. **(632) 662-8888**  
Registrant's telephone number, including area code
9. **Not applicable**  
Former name, former address, and former fiscal year, if changed since last report.
10. Securities registered pursuant to Sections 8 and 12 of the Code, or Sections 4 and 8 of the RSA

Title of Each Class	Number of Shares of Stock Outstanding
<b>Common Stock, ₱1.00 par value</b>	9,763,126,297
	Amount of Debt Outstanding
	₱5.9 billion

11. Are any or all of these securities listed on a Stock Exchange?  
Yes [  ]                      No [  ]
- If yes, state name of such Stock Exchange and the class/es of securities listed therein:  
**Philippine Stock Exchange (PSE)**    **Common Stock**

12. Indicate by check mark whether the registrant:
- (a) has filed all reports required to be filed by Section 17 of the Code and SRC Rule 17 thereunder or Sections 11 of the RSA and RSA Rule 11(a)-1 thereunder, and Section 26 and 141 of the Corporation Code of the Philippines, during the preceding twelve (12) months (or for such shorter period the registrant was required to file such reports)
- Yes [  ]                      No [  ]
- (b) has been subject to such filing requirements for the past 90 days.  
Yes [  ]                      No [  ]



## **PART 1 – FINANCIAL INFORMATION**

### **Item 1. Financial Statements**

The following financial statements are submitted as part of this report:

- a.) Unaudited Consolidated Statements of Comprehensive Income for the three months ended March 31, 2020 and March 31, 2019;
- b.) Consolidated Statements of Financial Position as of March 31, 2019 (unaudited) and December 31, 2019 (audited);
- c.) Unaudited Consolidated Statements of Changes in Equity for the three months ended March 31, 2020 and March 31, 2019; and
- d.) Unaudited Consolidated Statements of Cash Flows for the three months ended March 31, 2020 and March 31, 2019.

## Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

### March 31, 2020 versus March 31, 2019 Results of Operations (in thousands)

	March 31		Horizontal Analysis		Vertical Analysis	
	2020	2019	Increase (Decrease)		2020	2019
<b>REVENUE</b>						
Gaming revenue share	P 445,037	P 724,716	(279,679)	-38.6%	31.3%	38.3%
Lease income - Building	619,077	619,077	-	0.0%	43.5%	0.0%
Equipment rental and instant scratch ticket sales	134,004	199,607	(65,603)	-32.9%	9.4%	0.0%
Sale of real estate	50,497	127,921	(77,424)	-60.5%	3.6%	0.0%
Distribution and commission income	46,104	94,196	(48,092)	-51.1%	3.2%	0.0%
Lease income	48,666	49,001	(335)	-0.7%	3.4%	10.5%
Revenue from property management	43,381	52,025	(8,644)	-16.6%	3.1%	0.0%
Others	34,824	25,501	9,323	36.6%	2.4%	0.0%
<b>TOTAL REVENUES</b>	<b>1,421,590</b>	<b>1,892,044</b>	<b>(470,454)</b>	<b>-24.9%</b>	<b>100.0%</b>	<b>100.0%</b>
<b>COST OF GAMING OPERATIONS</b>	<b>(33,226)</b>	<b>(33,153)</b>	<b>(73)</b>	<b>-0.2%</b>	<b>-2.3%</b>	<b>-1.8%</b>
<b>COST OF LEASE INCOME</b>	<b>(223,683)</b>	<b>(225,754)</b>	<b>2,071</b>	<b>0.9%</b>	<b>-15.7%</b>	<b>-11.9%</b>
<b>COST OF LOTTERY SERVICES</b>	<b>(174,895)</b>	<b>(257,755)</b>	<b>82,860</b>	<b>32.1%</b>	<b>-12.3%</b>	<b>-13.6%</b>
<b>COST OF REAL ESTATE SOLD</b>	<b>(26,202)</b>	<b>(64,050)</b>	<b>37,848</b>	<b>59.1%</b>	<b>-1.8%</b>	<b>-3.4%</b>
<b>COST OF PROPERTY MANAGEMENT SERVICES</b>	<b>(28,692)</b>	<b>(33,693)</b>	<b>5,001</b>	<b>14.8%</b>	<b>-2.0%</b>	<b>-1.8%</b>
<b>GENERAL AND ADMINISTRATIVE EXPENSES</b>	<b>(206,712)</b>	<b>(256,357)</b>	<b>49,645</b>	<b>19.4%</b>	<b>-14.5%</b>	<b>-13.5%</b>
<b>TOTAL COSTS AND EXPENSES</b>	<b>(693,410)</b>	<b>(870,762)</b>	<b>177,352</b>	<b>20.4%</b>	<b>-48.8%</b>	<b>-46.0%</b>
<b>INCOME FROM OPERATIONS</b>	<b>728,180</b>	<b>1,021,282</b>	<b>(647,806)</b>	<b>-63.4%</b>	<b>51.2%</b>	<b>54.0%</b>
<b>UNREALIZED GAIN ON FINANCIAL ASSET</b>						
AT FAIR VALUE THROUGH PROFIT OR LOSS	(14,225)	2,476	(16,701)	674.5%	-1.0%	0.1%
<b>INTEREST EXPENSE AND OTHER FINANCE CHARGES</b>	<b>(85,357)</b>	<b>(118,128)</b>	<b>32,771</b>	<b>27.7%</b>	<b>-6.0%</b>	<b>-6.2%</b>
<b>INTEREST INCOME</b>	<b>19,190</b>	<b>13,351</b>	<b>5,839</b>	<b>43.7%</b>	<b>1.3%</b>	<b>0.7%</b>
<b>DIVIDEND INCOME</b>	<b>10,355</b>	<b>-</b>	<b>10,355</b>	<b>n/a</b>	<b>0.7%</b>	<b>0.0%</b>
<b>NET FOREIGN EXCHANGE LOSS</b>	<b>8</b>	<b>(11)</b>	<b>19</b>	<b>-172.7%</b>	<b>0.0%</b>	<b>0.0%</b>
<b>OTHER INCOME (CHARGES)</b>	<b>14,500</b>	<b>4,299</b>	<b>10,201</b>	<b>-237.3%</b>	<b>1.0%</b>	<b>0.2%</b>
<b>INCOME BEFORE INCOME TAX</b>	<b>672,651</b>	<b>923,268</b>	<b>(250,617)</b>	<b>-27.1%</b>	<b>47.3%</b>	<b>48.8%</b>
<b>PROVISION FOR INCOME TAXES</b>						
Current	92,874	51,174	41,700	81.5%	6.5%	2.7%
Deferred	3,009	37,391	(34,382)	-92.0%	0.2%	2.0%
	<b>95,883</b>	<b>88,565</b>	<b>7,318</b>	<b>8.3%</b>	<b>6.7%</b>	<b>4.7%</b>
<b>NET INCOME</b>	<b>P 576,768</b>	<b>P 834,703</b>	<b>(257,935)</b>	<b>-30.9%</b>	<b>40.6%</b>	<b>44.1%</b>

Belle Corporation ("Belle" or the "Company") realized consolidated revenues of ₱1,421.6 million for the first quarter of 2020, down 25% compared to revenues of ₱1,892.0 million for the first quarter of 2019. As a result, Belle's consolidated net income of ₱576.8 million for the first quarter of 2020 was 31% lower than consolidated net income of ₱834.7 million for the first quarter of 2019.

The decreases in revenues and profits resulted primarily from Covid-19 related developments. The effects of the pandemic began with declining tourist arrivals prior to the implementation of the enhanced community quarantines nationwide, and was compounded by the temporary suspension of gaming operations at City of Dreams Manila on March 16, 2020 in compliance with government initiatives to contain the virus. Belle's primary growth driver, its share in the gaming revenues at City of Dreams Manila, consequently reached ₱445.0 million in the first quarter of 2020, 39% lower compared to ₱724.7 million in the first quarter of 2019. City of Dreams Manila is using this time to prioritize the health of its employees, to establish protocols that ensure a safe working and recreational environment and to support the government in keeping people safe and restarting the economy.

Belle's real estate operations recorded an 8% decrease in revenues, to ₱754.0 million in the first quarter of 2020 from ₱821.5 million in the first quarter of 2019. Of real estate revenues in 2020, ₱667.7 million came from Belle's lease of the land and buildings comprising City of Dreams Manila to Melco Resorts and Entertainment (Philippines) Corporation ("MRP"), which was essentially unchanged from 2019. Belle's real estate sales and property management activities at its Tagaytay Highlands complex which were affected by the Taal Volcano eruption in January 2020 contributed ₱86.3 million during 2020, 44% lower than in 2019.

Despite this challenging business environment, and in keeping with its efforts to consistently declare regular annual dividends, Belle fulfilled the payment of its regular cash dividend to its common shareholders on March 28, 2020 in the amount of twelve centavos (₱0.12) per share, or approximately ₱1,171.6 million in total. This was at par with its previous regular cash dividend paid in 2019.

### **Revenues**

Total consolidated revenues of ₱1,421.6 million for the three months ended March 31, 2020 were lower by ₱470 million (25%), compared to ₱1,892.0 million for the three months ended March 31, 2019. Revenue from the share of PLC in gaming earnings of City of Dreams Manila decreased by ₱279.6 million (39%), from ₱724.7 million for the 2019 period to ₱445.0 million for the current period. Revenues of Pacific Online decreased by ₱113.7 million (39%), from ₱293.8 million in the 2019 period to ₱180.1 million in the current period, and revenues from real estate development and management activities decreased by ₱76.7 million (37%), from ₱205.4 million in the 2019 period to ₱128.7 million in the current period.

### **Costs of Lottery Services**

Costs of lottery services at Pacific Online decreased by ₱82.9 million (32%), to ₱174.9 million in the current period from ₱257.8 million in the 2019 period, mainly due to lower consultancy and professional fees.

### **Costs of Real Estate sold**

Costs of real estate sold decreased by ₱37.8 million (59%) to ₱26.2 million in the current period, from ₱64.1 million in the 2019 period, due to the lower revenue therefrom recognized during the period.

### **Costs of Property Management Services**

Costs of property management services decreased by ₱5.0 million (15%), to ₱28.7 million for the current period, from ₱33.7 million for the 2019 period, due to lower utilities consumed.

### **General and Administrative Expenses**

General and administrative expenses decreased by ₱49.6 million (19%), to ₱206.7 million for the current period from ₱256.4 million for the 2019 period, due to lower general expenses at PLC.

### **Financial Income (Expense)**

Interest expense and other finance charges decreased by ₱32.8 million (28%) to ₱85.4 million for the current period, from ₱118.1 million for the 2019 period. The lower interest expense was due to the a ₱1,202.9 million (17%) reduction in the Company's total interest-bearing debt during the first quarter of 2020, as compared to the first quarter of 2019. As of March 31, 2020, the Company's total debt stood at ₱5,912.5 million, compared to ₱7,115.4 million as of March 31, 2019. Interest income increased by ₱5.8 million (44%), to ₱19.2 million in the current period from ₱13.4 million in the 2019 period, due to higher average yields on investments.

### **Provision for Income Taxes**

The Company's consolidated provision for income taxes increased by ₱7.3 million (8%) during the first quarter of 2020, to ₱95.9 million from ₱88.6 million in the first quarter of 2019, due to higher taxable income at the Parent Company during the current period.

### **Net Income**

As a result of the foregoing, the Company realized consolidated net income of ₱576.8 million for the three months ended March 31, 2020, which was lower by ₱257.9 million (31%) compared to the three months ended March 31, 2019, due mainly to the effects of Covid-19 pandemic and the Taal Volcano eruption in January 2020. Belle's consistent profitability allowed the Company to pay a regular cash dividend to its shareholders on March 28, 2020 in the amount of ₱1,171.6 million (₱0.12 per outstanding share). Belle's dividend per outstanding share paid during the current period matched those paid in 2018 and 2019.

### March 31, 2020 (Unaudited) vs December 31, 2019 (Audited) Statement of Financial Position (in thousands)

	Unaudited		Audited		Horizontal Analysis		Vertical Analysis	
	March 31, 2020	December 31, 2019	Inc (Dec)	%	2020	2019		
<b>ASSETS</b>								
<b>Current Assets</b>								
Cash and cash equivalents	P 2,746,038	P 4,104,674	(1,358,636)	-33.1%	6.5%	9.2%		
Financial assets at fair value through profit or loss	76,231	140,457	(64,226)	-45.7%	0.2%	0.3%		
Receivables	2,233,183	2,463,605	(230,422)	-9.4%	5.3%	5.5%		
Contract assets	460,745	40,511	420,234	1037.3%	1.1%	0.1%		
Real estate for sale	349,010	327,124	21,886	6.7%	0.8%	0.7%		
Land held for future development	3,010,660	3,005,429	5,231	0.2%	7.1%	6.7%		
Other current assets	1,570,568	1,637,773	(67,205)	-4.1%	3.7%	3.7%		
	<b>10,446,435</b>	<b>11,719,573</b>	<b>(1,273,138)</b>	<b>-10.9%</b>	<b>24.6%</b>	<b>26.2%</b>		
<b>Noncurrent Assets</b>								
Contract assets - net of noncurrent portion	553,741	494,130	59,611	100.0%	1.3%	1.1%		
Financial assets at fair value through other comprehensive income	4,532,042	5,512,817	(980,775)	-17.8%	10.7%	12.3%		
Intangible asset	4,436,247	4,465,206	(28,959)	-0.6%	10.5%	10.0%		
Investment properties	19,341,806	19,491,825	(150,019)	-0.8%	45.6%	43.5%		
Goodwill	1,343,809	1,343,809	-	0.0%	3.2%	3.0%		
Property and equipment	173,156	164,825	8,331	5.1%	0.4%	0.4%		
Investments in and advances to associates - net	78,008	77,950	58	0.1%	0.2%	0.2%		
Pension asset	-	10,312	(10,312)	-100.0%	0.0%	0.0%		
Deferred tax asset	35,698	52,825	(17,127)	-32.4%	0.1%	0.1%		
Right of Use	863,706	914,088	(50,382)	N/A	2.0%	2.0%		
Other noncurrent assets	596,116	524,508	71,608	13.7%	1.4%	1.2%		
	<b>31,954,329</b>	<b>33,052,295</b>	<b>(1,097,966)</b>	<b>-3.3%</b>	<b>75.4%</b>	<b>73.8%</b>		
<b>TOTAL ASSET</b>	<b>P 42,400,764</b>	<b>P 44,771,868</b>	<b>(2,371,104)</b>	<b>-5.3%</b>	<b>100.0%</b>	<b>100.0%</b>		
<b>LIABILITIES AND EQUITY</b>								
<b>Current Liabilities</b>								
Trade and other current liabilities	P 2,487,717	P 2,301,824	185,893	8.1%	5.9%	5.1%		
Loans payable	2,112,512	1,950,017	162,495	8.3%	5.0%	4.4%		
Income tax payable	943	4,275	(3,332)	-77.9%	0.0%	0.0%		
Current portion of:								
Long-term debt	261,111	944,444	(683,333)	-72.4%	0.6%	2.1%		
Lease Liability - current	55,014	85,660	(30,646)	-35.8%	0.1%	0.2%		
	<b>4,917,297</b>	<b>5,286,220</b>	<b>(368,923)</b>	<b>-7.0%</b>	<b>11.6%</b>	<b>11.8%</b>		
Noncurrent portion of:								
Long-term debt	3,538,889	3,566,667	(27,778)	-0.8%	8.3%	8.0%		
Lease Liability - noncurrent	910,613	918,275	(7,662)	-0.8%	2.1%	2.1%		
Pension liability	48,002	54,532	(6,530)	-12.0%	0.1%	0.1%		
Deferred tax liabilities	2,751,248	2,741,361	9,887	0.4%	6.5%	6.1%		
Other noncurrent liability	388,211	343,424	44,787	13.0%	0.9%	0.8%		
	<b>7,636,963</b>	<b>7,624,259</b>	<b>12,704</b>	<b>0.2%</b>	<b>18.0%</b>	<b>17.0%</b>		
<b>TOTAL LIABILITIES</b>	<b>12,554,260</b>	<b>12,910,479</b>	<b>(356,219)</b>	<b>-2.8%</b>	<b>29.6%</b>	<b>28.8%</b>		
<b>Equity</b>								
Attributable to equity holders of parent:								
Common stock	10,561,000	10,561,000	-	0.0%	24.9%	23.6%		
Additional paid-in capital	5,503,731	5,503,731	-	0.0%	13.0%	12.3%		
Treasury stock	(2,476,700)	(2,476,700)	-	0.0%	-5.8%	-5.5%		
Equity share in cost of Parent Company shares held by as	(2,501)	(2,501)	-	0.0%	0.0%	0.0%		
Cost of Parent Company common and preferred shares †	(1,493,752)	(1,493,752)	-	0.0%	-3.5%	-3.3%		
Unrealized gain on financial assets at fair value through other comprehensive income	433,126	1,386,615	(953,489)	-68.8%	1.0%	3.1%		
Other reserves	2,916,864	2,992,768	(75,904)	-2.5%	6.9%	6.7%		
Excess of net asset value of an investment over cost	252,040	252,040	-	0.0%	0.6%	0.6%		
Retained Earnings	11,102,351	11,707,576	(605,225)	-5.2%	26.2%	26.1%		
Total equity attributable to equity holders of the Parent	26,796,159	28,430,777	(1,634,618)	-5.7%	63.2%	63.5%		
Non-controlling interests	3,050,345	3,430,612	(380,267)	-11.1%	7.2%	7.7%		
<b>Total Equity</b>	<b>29,846,504</b>	<b>31,861,389</b>	<b>(2,014,885)</b>	<b>-6.3%</b>	<b>70.4%</b>	<b>71.2%</b>		
<b>TOTAL LIABILITIES AND EQUITY</b>	<b>P 42,400,764</b>	<b>P 44,771,868</b>	<b>(2,371,104)</b>	<b>-5.3%</b>	<b>100.0%</b>	<b>100.0%</b>		

## **ASSETS**

Total assets of the Company decreased by ₱2,371.1 million (5%) to ₱42,400.8 million as of March 31, 2020, from ₱44,771.9 million as of December 31, 2019.

### **Cash and Cash equivalents**

Cash and cash equivalents decreased by ₱1,358.6 million (33%), to ₱2,746.0 million as of March 31, 2020 from ₱4,104.7 million as of December 31, 2019, due mainly to the regular cash dividend payment of ₱1,171.6 million on March 28, 2020.

### **Financials Assets at Fair Value through Profit or Loss (“FVTPL”)**

The Company's FVTPL decreased by ₱64.2 million (46%), to ₱76.2 million as of March 31, 2020, from ₱140.5 million as of December 31, 2019 due to the decline in market value of listed shares held by Pacific Online. As of March 31, 2020, the Company's consolidated FVTPL consists of investments of Pacific Online in listed shares of Leisure and Resorts World Corporation, Vantage Equities, Inc., and Philippine Long Distance Telephone Company.

### **Receivables and Contract Assets**

Receivables and Contract Assets increased by ₱249.4 million (8%), to ₱3,247.7 million as of March 31, 2020 from ₱2,998.2 million as of December 31, 2019. The increase was mainly due to increases in trade receivables from gaming revenue share, lease income and real estate sales. Payment extensions were given to real estate buyers and tenants during the government-mandated enhanced community quarantine resulting from the Covid-19 pandemic.

### **Real Estate for Sale**

Real estate for sale increased by ₱21.9 million (7%), to ₱349.0 million as of March 31, 2020 from ₱327.1 million as of December 31, 2019, due mainly to sale cancellations.

### **Financials Assets at Fair Value through Other Comprehensive Income (“FVOCI”)**

The Company's FVOCI decreased by ₱980.8 million (18%), to ₱4,532.0 million as of March 31, 2020 from ₱5,512.8 million as of December 31, 2019, due to decreases in market prices of these investments. As at March 31, 2020, the Company's FVOCI consists of investments in SM Prime, SM Investments, club shares of Tagaytay Highlands International Golf Club, Inc., Tagaytay Midlands International Golf Club, Inc., The Country Club at Tagaytay Highlands, Inc. and The Spa and Lodge at Tagaytay Highlands, Inc.

### **Intangible Asset**

This pertains to the cost of the PAGCOR License to operate integrated resorts that was granted by PAGCOR to PLAI. Belle and MRP are Co-Licensees under PLAI's PAGCOR License. As part of PLAI's practice of regular and continuous review of existing contracts, PLAI implemented an initiative to change its amortization policy to align the life of the license with the PAGCOR charter, which is renewable for another 25 years upon its expiration in July 2033. Amortization of the intangible asset on the License started on December 14, 2014, which is the effectivity date of the Notice to Commence Casino Operations granted by PAGCOR. Amortization expense for the three months ended March 31, 2019 amounted to ₱29.0 million.

### **Investment Properties**

This account consists mainly of carrying value of the City of Dreams Manila land and building in PAGCOR Entertainment City in Paranaque. The ₱150.0 million decrease during the first three months of 2020 is due to depreciation expense on the City of Dreams Manila building.

### **Right-of-Use Assets**

The right-of-use asset, or ROU asset, is an asset that represents a lessee's right to to operate, hold, or occupy a leased property, item, or piece of equipment for the lease term. The ₱50.4 million decrease during the first three months of 2020 is due to the amortization of right-of-use assets.

**Goodwill**

The Company's goodwill amounted to ₱1,343.8 million as of March 31, 2020 as a result of consolidating Pacific Online.

**Other Assets**

Other assets increased by ₱4.4 million (0.2%), to ₱2,166.7 million as of March 31, 2020 from ₱2,162.3 million as of December 31, 2019, mainly due to prepaid expenses.

**LIABILITIES**

Total liabilities decreased by ₱356.2 million (3%), to ₱12,554.3 million as of March 31, 2020, from ₱12,910.5 million as of December 31, 2019, due mainly to repayments of long-term debt.

**Trade and Other Current Liabilities**

Trade and other current liabilities increased by ₱185.9 million (8%) to ₱2,487.7 million as of March 31, 2020 from ₱2,301.8 million as of December 31, 2019, due higher payable to suppliers.

**Loans Payable and Long-Term Debt**

Total consolidated debt, amounting to ₱5,912.5 million as of March 31, 2020 consists of Peso-denominated borrowings of Belle from various local financial institutions, with an average interest rate of approximately 5.26% per annum during the first quarter of 2020. The outstanding amount of total debt decreased by ₱548.6 million (8%), to ₱5,912.5 million as of March 31, 2020 from ₱6,461.1 million as of December 31, 2019, due to debt principal repayments.

**Other Noncurrent Liability**

Other Noncurrent Liability increased by ₱44.8 million as of March 31, 2020 to ₱388.2 million as of March 31, 2020 due to additional rental security deposits.

**EQUITY**

The Company's shareholders' equity as of March 31, 2020 of ₱29,846.5 million was lower by ₱2,014.9 million (6%), compared to its shareholders' equity of ₱31,861.4 million as of December 31, 2019, due to the Company's ₱1,171.6 million regular cash dividend paid to its shareholders on March 28, 2019 and the decrease in market value of FVOCI of ₱953.5 million, offset by its consolidated net income for the three months ended March 31 2020 amounting to ₱576.8 million.

Below are the comparative key performance indicators of the Company and its subsidiaries:

	Manner by which the Company calculates the key performance indicators	<b>31 March 2020 (unaudited)</b>	31 March 2019 (unaudited)	31 December 2019 (audited)
Asset to equity ratio	Total assets over equity	<b>1.42 : 1.00</b>	<b>1.45 : 1.00</b>	1.41: 1.00
Current or Liquidity ratio	Current assets over current liabilities	<b>2.12 : 1.00</b>	<b>1.41 : 1.00</b>	2.22: 1.00
Debt-to-equity ratio	Interest-bearing debt over equity	<b>0.20 : 1.00</b>	<b>0.24 : 1.00</b>	0.20: 1.00
Net debt-to-equity ratio	Interest-bearing debt less cash and cash equivalents	<b>0.11 : 1.00</b>	<b>0.18 : 1.00</b>	0.07: 1.00
Interest rate coverage ratio	EBIT over interest expense	<b>8.12 :1.00</b>	<b>7.57 :1.00</b>	7.56:1.00
Return on assets	Annualized net income over average total assets during the period	<b>5.3%</b>	<b>6.6%</b>	6.5%
Return on equity	Annualized net income over average equity during the period	<b>7.5%</b>	<b>9.5%</b>	9.2%

The above performance indicators are calculated as follows:

Current Ratio

$$\frac{\text{Current Assets}}{\text{Current Liabilities}}$$

Debt to Equity Ratio

$$\frac{\text{Interest-bearing debt}}{\text{Total Equity}}$$

Asset-to-equity Ratio

$$\frac{\text{Total Assets}}{\text{Total Equity}}$$

Return on Equity

$$\frac{\text{Net Income}}{\text{Average equity during the period}}$$

Return on Assets

$$\frac{\text{Net Income}}{\text{Average assets during the period}}$$

Interest Coverage Ratio

$$\frac{\text{Income Before Interest \& Tax}}{\text{Interest Expense}}$$

Net debt-to-equity ratio

$$\frac{\text{Interest-bearing debt less cash and cash equivalents}}{\text{Total Equity}}$$

The Company does not foresee any cash flow or liquidity problems over the next twelve months. As of March 31, 2020, consolidated total debt of the Company of ₱5,912.5 million was comprised of borrowings from renewable short-term bank lines of ₱2,000.0 million and amortizing term loans from banks of ₱3,912.5 million. Belle has real estate projects, lease agreements and investments from which it expects to generate cash flow sufficient for its foreseeable requirements. Meanwhile, the Company continues to be in compliance with the terms of all of its debt obligations.

As of March 31, 2020, except for what has been noted in the preceding, there were no material events or uncertainties known to management that had a material impact on past performance, or that would have a material impact on the future operations, in respect of the following:

- Any Known Trends, Events or Uncertainties (Material Impact on Liquidity) Material commitments for capital expenditures that are reasonably expected to have a material impact on the Company's short-term or long-term liquidity;
- Events that will trigger direct or contingent financial obligation that is material to the company, including any default or acceleration of an obligation.
- All material off-balance sheet transactions, arrangements, obligations (including contingent obligations), and other relationships of the company with unconsolidated entities or other persons created during the reporting period.
- Description of any material commitments for capital expenditures, general purpose of such commitments, expected sources of funds for such expenditures:
- Any Known Trends, Events or Uncertainties (Material Impact on Sales)
- Any Significant Elements of Income or Loss (from continuing operations)



## PART II - OTHER INFORMATION

### **Financial Risk Management Objectives and Policies**

The Company's principal financial assets and financial liabilities are composed of cash and cash equivalents, receivables, investments held for trading, AFS financial assets, trade and other current liabilities, loans payables, long-term debt, nontrade liability, installment payable, obligations under finance lease and assignment of receivables with recourse. The main purpose of these financial assets and financial liabilities is to raise finances for the Company's operations. The Company has various other financial assets and financial liabilities such as receivables, advances to associates and other related parties and trade and other liabilities, which arise directly from its real estate operations.

The main risks arising from the Company's financial assets and financial liabilities are interest rate risk, foreign currency risk, equity price risk, credit risk and liquidity risk. The Company's BOD and management review and agree on the policies for managing each of these risks and these are summarized below.

**Interest Rate Risk.** Interest rate risk arises from the possibility that changes in interest rates will affect future cash flows or the fair values of financial assets and financial liabilities. The Company's exposure to interest rate risk relates primarily to the Company's long-term debt which is subject to cash flow interest rate risk. Re-pricing of FRNs is done every nine months while re-pricing of long-term debt is normally done every three months.

The Company's policy is to manage its interest cost by limiting its borrowings.

**Foreign Currency Risk.** Foreign currency risk is the risk that the fair value or future cash flows of financial asset or financial liability will fluctuate due to changes in foreign exchange rates.

It is the Company's policy to ensure that capabilities exist for active but conservative management of its foreign currency risk. The Company seeks to mitigate its transactional currency exposure by maintaining its costs at consistently low levels, regardless of any upward or downward movement in the foreign currency exchange rate.

**Equity Price Risk.** Equity price risk is the risk that the fair value of quoted investments held for trading decreases as a result of changes in the value of individual stock. The Company's exposure to equity price risk relates primarily to the Company's investments held for trading. The Company monitors the equity investments based on market expectations. Significant movements within the portfolio are managed on an individual basis and all buy and sell decisions are approved by the BOD.

**Credit Risk.** Credit risk is the risk that the Company will incur a loss because its customers or counterparties fail to discharge their contractual obligations. It is the Company's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis with the result that the Company's exposure to bad debts is not significant. The Company does not offer credit terms without the specific approval of the management. There is no significant concentration of credit risk.

In the Company's real estate business, title to the property is transferred only upon full payment of the purchase price. There are also provisions in the sales contract which allow forfeiture of installments/deposits made by the customer in favor of the Company and retain ownership of the property. The Company has the right to sell, assign or transfer to third party and any interest under sales contract, including its related receivables from the customers. The Company's primary target customers are high-income individuals and top corporations, in the Philippines and overseas. These measures minimize the credit risk exposure or any margin loss from possible default in the payments of installments.

Trade receivables from sale of real estate units are secured with pre-completed property units. The legal title and ownership of these units will only be transferred to the customers upon full payment of the contract price. Receivables from sale of club shares are secured by the shares held by the Company. For other

receivables, since the Company trades only with recognized third parties, there is no requirement for collateral.

With respect to credit risk arising from the financial assets of the Company, which comprise of cash and cash equivalents, short-term investments, receivables, finance lease receivables, advances to associates and other related parties and AFS financial assets, deposits and guarantee bonds, the Company's exposure to credit risk arises from default of the counterparty, with a maximum exposure equal to the carrying value of these financial assets.

**Liquidity Risk.** Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. The Company seeks to manage its liquidity profile to be able to finance its capital expenditures and service its maturing debts. The Company's objective is to maintain a balance between continuity of funding and flexibility through valuation of projected and actual cash flow information. The Company considers obtaining borrowings as the need arises.

#### **Fair Value of Financial Assets and Financial Liabilities**

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

- Level 1: quoted (unadjusted) prices in active markets for identical assets or liabilities;
- Level 2: other techniques for which all inputs which have significant effect on the recorded fair value are observable, either directly or indirectly; and,
- Level 3: techniques which use inputs which have a significant effect on the recorded fair value that are not based on observable market data.

Set out below is a comparison by category and by class of carrying values and fair values of all the Company's financial assets and liabilities:

	<b>March 31, 2020</b>		<b>December 31, 2019</b>	
	<b>(Unaudited)</b>		<b>(Audited)</b>	
<i>Financial assets measured at fair value</i>				
Through profit or loss	76,231	76,231	140,457	140,457
Through other comprehensive income	4,532,042	4,532,042	5,512,817	5,512,817
<i>Financial assets for which fair value is disclosed</i>	19,341,806	48,444,804	17,537,249	43,609,782
<i>Financial liabilities for which fair value is disclosed</i>				
Refundable deposit	16,805,818	13,856,777	16,778,195	15,188,477
Long term debt	3,800,000	3,910,388	4,511,111	4,705,396
Lease liability	1,161,189	1,161,189	1,226,294	1,226,294

Fair value is defined as the amount at which the financial assets and financial liabilities could be exchanged in a current transaction between knowledgeable willing parties in an arm's length transaction, other than in a forced liquidation or sale. Fair values are obtained from quoted market prices, discounted cash flow models and other valuation models, as appropriate.

The following methods and assumptions are used to estimate the fair value of each class of financial assets and financial liabilities:

Cash and Cash Equivalents, Short-term Investments, Advances to Associates, Receivables, Loans Payable and Trade and Other Current Liabilities. The carrying values of these financial assets approximate their fair values due to the relatively short-term maturities of these financial assets and financial liabilities.

Trade Receivables and Finance Lease Receivable. The fair value of these instruments is determined by discounting the estimated cash flows using prevailing interest rates as at reporting dates.

Investments Held for Trading and AFS Financial Assets. The fair values of investments held for trading and AFS financial assets in quoted equity shares are based on quoted prices in the PSE or those shares whose prices are readily available from brokers or other regulatory agency as at reporting date. There are no quoted market prices for the unlisted shares and there are no other reliable sources of their fair values, therefore, these are carried at cost, net of any impairment loss.

Nontrade Liability. The fair value of nontrade liability is determined by discounting estimated cash flows using prevailing interest rates as at reporting dates.

Long-term Debt. The fair value of long-term debt is determined by discounting the obligations' expected future cash flows using prevailing interest rates as at reporting dates.

Obligations under Finance Lease. The fair value of installment payable and obligations under finance lease with fixed interest rate is based on the discounted net present value of cash flows using the prevailing MART 2 rates as at reporting dates.

#### Determination of Fair Value and Fair Value Hierarchy

The Company has Investments held for trading and AFS investments in quoted equity securities recorded at Level 1 fair value. These are the only financial assets and financial liabilities carried at fair value.

#### Other Required Disclosures

- A.) The attached interim financial reports were prepared in compliance with Philippine Financial Reporting Standards (PFRS). The accounting policies and methods of computation followed in these interim financial statements are the same compared with the audited financial statements for the period ended December 31, 2019.

The adoption of the following PFRS standards enumerated below does not have significant impact on its consolidated financials statements which are effective January 1, 2020.

- i. Amendments to PFRS 3, Definition of a Business
- ii. Amendments to PAS 1, Presentation of Financial Statements, and PAS 8, Accounting Policies, Changes in Accounting Estimates and Errors, Definition of Material

The Company continues to assess the impact of the above new, amended and improved accountings standards effective subsequent to December 31, 2019 on its consolidated financial statements in the period of initial application. Additional disclosures required by these amendments will be included in the Company's consolidated financial statements when these amendments are adopted.

- B.) Impact of Covid-19 to Belle's business and operations.

On March 16, 2020, the Philippine Government declared the entire Luzon area under enhanced community quarantine ("ECQ), which was slightly eased to a modified enhanced community quarantine ("MECQ) for Metro Manila on May 16, 2020. ECQ and MECQ restrictions have temporarily disrupted the business operations of the Company.

- C.) There were no material changes in estimates of amounts reported in prior periods that have material effects in the current interim period.
- D.) Except as disclosed in the MD&A, there were no other issuances, repurchases and repayments of debt and equity securities.
- E.) There were no material events subsequent to March 31, 2020 up to the date of this report that needs disclosure herein.
- F.) There were no changes in contingent liabilities or contingent assets since March 31, 2020.
- G.) There exist no material contingencies affecting the current interim period.

## SIGNATURES

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

Issuer: **BELLE CORPORATION**



**WILLY N. OCIER**  
Vice Chairman  
Date: May 28, 2020



**MANUEL A. GANA**  
President and Chief Executive Officer  
Date: May 28, 2020



**JACKSON T. ONGSIP**  
Executive Vice President and  
Chief Financial Officer  
Date: May 28, 2020

# BELLE CORPORATION AND SUBSIDIARIES

## UNAUDITED INTERIM CONSOLIDATED STATEMENTS OF FINANCIAL POSITION (Amounts in Thousands)

	Unaudited		Audited	
	March 31, 2020	December 31, 2019	March 31, 2020	December 31, 2019
<b>ASSETS</b>				
<b>Current Assets</b>				
Cash and cash equivalents	P	2,746,038	P	4,104,674
Financial assets at fair value through profit or loss		76,231		140,457
Receivables		2,233,183		2,463,605
Contract assets		460,745		40,511
Real estate for sale		349,010		327,124
Land held for future development		3,010,660		3,005,429
Other current assets		1,570,568		1,637,773
		<b>10,446,435</b>		<b>11,719,573</b>
<b>Noncurrent Assets</b>				
Contract assets - net of noncurrent portion		553,741		494,130
Financial assets at fair value through other comprehensive income		4,532,042		5,512,817
Intangible asset		4,436,247		4,465,206
Investment properties		19,341,806		19,491,825
Goodwill		1,343,809		1,343,809
Property and equipment		173,156		164,825
Investments in and advances to associates - net		78,008		77,950
Pension asset		-		10,312
Deferred tax asset		35,698		52,825
Right of Use		863,706		914,088
Other noncurrent assets		596,116		524,508
		<b>31,954,329</b>		<b>33,052,295</b>
<b>TOTAL ASSET</b>	<b>P</b>	<b>42,400,764</b>	<b>P</b>	<b>44,771,868</b>
<b>LIABILITIES AND EQUITY</b>				
<b>Current Liabilities</b>				
Trade and other current liabilities	P	2,487,717	P	2,301,824
Loans payable		2,112,512		1,950,017
Income tax payable		943		4,275
Current portion of:				
Long-term debt		261,111		944,444
Lease Liability - current		55,014		85,660
		<b>4,917,297</b>		<b>5,286,220</b>
<b>Noncurrent portion of:</b>				
Long-term debt		3,538,889		3,566,667
Lease Liability - noncurrent		910,613		918,275
Pension liability		48,002		54,532
Deferred tax liabilities		2,751,248		2,741,361
Other noncurrent liability		388,211		343,424
		<b>7,636,963</b>		<b>7,624,259</b>
<b>TOTAL LIABILITIES</b>		<b>12,554,260</b>		<b>12,910,479</b>
<b>Equity</b>				
Attributable to equity holders of parent:				
Common stock		10,561,000		10,561,000
Additional paid-in capital		5,503,731		5,503,731
Treasury stock		(2,476,700)		(2,476,700)
Equity share in cost of Parent Company shares held by as		(2,501)		(2,501)
Cost of Parent Company common and preferred shares		(1,493,752)		(1,493,752)
Unrealized gain on financial assets at fair value through other comprehensive income		433,126		1,386,615
Other reserves		2,916,864		2,992,768
Excess of net asset value of an investment over cost		252,040		252,040
Retained Earnings		11,102,351		11,707,576
Total equity attributable to equity holders of the Parent		<b>26,796,159</b>		<b>28,430,777</b>
Non-controlling interests		3,050,345		3,430,612
<b>Total Equity</b>		<b>29,846,504</b>		<b>31,861,389</b>
<b>TOTAL LIABILITIES AND EQUITY</b>	<b>P</b>	<b>42,400,764</b>	<b>P</b>	<b>44,771,868</b>

**BELLE CORPORATION AND SUBSIDIARIES**  
**UNAUDITED INTERIM CONSOLIDATED STATEMENTS OF**  
**COMPREHENSIVE INCOME**  
(Amounts in Thousands, Except Per Share Amounts)

	March 31	
	2020	2019
<b>REVENUE</b>		
Gaming revenue share	P 445,037	P 724,716
Lease income - Building	619,077	619,077
Equipment rental and instant scratch ticket sales (POSC)	134,004	199,607
Sale of real estate	50,497	127,921
Distribution and commission income (POSC)	46,104	94,196
Lease income	48,666	49,001
Revenue from property management	43,381	52,025
Others	34,824	25,501
<b>TOTAL REVENUES</b>	<b>1,421,590</b>	<b>1,892,044</b>
<b>COST OF GAMING OPERATIONS</b>	<b>(33,226)</b>	<b>(33,153)</b>
<b>COST OF LEASE INCOME</b>	<b>(223,683)</b>	<b>(225,754)</b>
<b>COST OF LOTTERY SERVICES</b>	<b>(174,895)</b>	<b>(257,755)</b>
<b>COST OF REAL ESTATE SOLD</b>	<b>(26,202)</b>	<b>(64,050)</b>
<b>COST OF PROPERTY MANAGEMENT SERVICES</b>	<b>(28,692)</b>	<b>(33,693)</b>
<b>GENERAL AND ADMINISTRATIVE EXPENSES</b>	<b>(206,712)</b>	<b>(256,357)</b>
<b>TOTAL COSTS AND EXPENSES</b>	<b>(693,410)</b>	<b>(870,762)</b>
<b>INCOME FROM OPERATIONS</b>	<b>728,180</b>	<b>1,021,282</b>
<b>UNREALIZED GAIN ON FINANCIAL ASSET</b>		
<b>AT FAIR VALUE THROUGH PROFIT OR LOSS</b>	<b>(14,225)</b>	<b>2,476</b>
<b>INTEREST EXPENSE AND OTHER FINANCE CHARGES</b>	<b>(85,357)</b>	<b>(118,128)</b>
<b>INTEREST INCOME</b>	<b>19,190</b>	<b>13,351</b>
<b>DIVIDEND INCOME</b>	<b>10,355</b>	<b>-</b>
<b>NET FOREIGN EXCHANGE LOSS</b>	<b>8</b>	<b>(11)</b>
<b>OTHER INCOME (CHARGES)</b>	<b>14,500</b>	<b>4,299</b>
<b>INCOME BEFORE INCOME TAX</b>	<b>672,651</b>	<b>923,268</b>
<b>PROVISION FOR INCOME TAXES</b>		
Current	92,874	51,174
Deferred	3,009	37,391
	<b>95,883</b>	<b>88,565</b>
<b>NET INCOME</b>	<b>P 576,768</b>	<b>P 834,703</b>
<b>OTHER COMPREHENSIVE INCOME</b>		
<i>Items not to be reclassified to profit or loss in subsequent periods</i>		
Unrealized gain on financial asset at fair value through OCI	(771,310)	265,397
Other reserves	(11,036)	-
	<b>(782,346)</b>	<b>265,397</b>
<b>TOTAL COMPREHENSIVE INCOME</b>	<b>P (205,578)</b>	<b>P 1,100,100</b>
Net profit attributable to:		
Equity holders of the parent	P 527,834	P 755,147
Non-Controlling Interests	48,934	79,556
	<b>P 576,768</b>	<b>P 834,703</b>
Total comprehensive income attributable to:		
Equity holders of the parent	P (402,540)	P 1,020,502
Non-Controlling Interests	196,962	79,598
	<b>P (205,578)</b>	<b>P 1,100,100</b>
<b>Basic Earnings Per Share</b>	<b>P 0.22</b>	<b>P 0.31</b>

## BELLE CORPORATION AND SUBSIDIARIES

### UNAUDITED INTERIM CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

	For First Quarter Ended March 31	
	2020	2019
<b>Paid up capital</b>		
Common Stock	<i>(Amounts in Thousands)</i>	
Balance at beginning and end of period	₱ 10,561,000	₱ 10,561,000
Additional Paid In Capital		
Balance at beginning and end of period	5,503,731	5,503,731
Treasury shares		
Balance at beginning and end of period	(2,476,700)	(2,476,700)
	13,588,031	13,588,031
<b>Retained Earnings</b>		
Unappropriated		
Balance at beginning of year	11,707,576	10,221,830
Net income	527,834	755,147
Dividends declared	(1,133,061)	(1,133,061)
Balance at end of period	11,102,349	9,843,916
<b>Equity share in Cost of Parent Company Shares Held by Associates</b>		
Balance at beginning and end of period	(2,501)	(2,501)
<b>Cost of Parent Company Common Shares Held by Subsidiaries</b>		
Balance at beginning and end of period	(1,493,752)	(1,493,752)
<b>Excess of Acquisition Cost over Net Assets of Acquired Subsidiaries</b>		
Balance at beginning and end of period	252,040	252,040
<b>Other Reserves</b>		
<b><i>Unrealized Gain on Financial Assets at Fair Value Through OCI - net</i></b>		
Balance at beginning of year	1,334,901	1,047,057
Adjustments	(901,775)	-
Balance at end of period	433,126	945,818
<b><i>Share in Unrealized Gain on Financial Assets at Fair Value Through OCI of Associates</i></b>		
Balance at beginning and end of period	14,061	14,061
<b><i>Remeasurement of Pension Income (Expense)</i></b>		
Balance at beginning and end of period	(13,707)	1,529
<b><i>Transactions with Non-controlling Interests</i></b>		
Balance at beginning and end of period	3,044,128	3,044,128
<b>Non-controlling Interests</b>		
Balance at beginning of year	3,430,612	3,374,425
Net income	48,934	79,556
Acquisition of non-controlling interests	(191,000)	-
Other comprehensive income	(67,648)	42
Dividends declared	(298,169)	(305,362)
Balance at end of period	2,922,729	3,148,661
	₱ 29,846,504	₱ 29,341,931



## BELLE CORPORATION AND SUBSIDIARIES

### UNAUDITED INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS

(Amounts in Thousands)

	For the First Quarter Ended March 31	
	2020	2019
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Income before income tax	P672,651	P923,268
Adjustments for:		
Depreciation and amortization	246,566	238,760
Interest expense	85,357	118,128u
Interest income	(19,190)	(13,351)
Amortization of discount on trade receivables	(17,400)	(18,178)
Unrealized mark-to-market gain on financial asset at FVTPL	14,225	(2,476)
Dividend income	(10,355)	-
Pension cost	8,565	(5,477)
Unrealized forex loss	(8)	11
Working capital adjustments:		
Decrease (increase) in:		
Receivables	(232,023)	(103,915)
Real estate for sale	(27,117)	53,432
Other assets	(78,098)	(158,011)
Increase in trade and other current liabilities	192,377	187,728
Net cash generated from operations	835,550	1,219,919
Interest received	19,190	13,351
Net cash provided by (used in) operating activities	854,740	1,233,270
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Proceeds from sale of financial asset at FVTPL	50,001	-
Acquisitions of property and equipment	(25,538)	(15,206)
Dividends received	10,355	-
Proceeds from disposal of financial asset at FVOCI	8,001	13,422
Net cash used in investing activities	42,819	(1,784)
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Payments of:		
Long-term debt and loans payable	(548,616)	(426,736)
Interest	(85,357)	(118,128)
Dividends paid	(1,431,230)	(1,468,936)
Acquisition of treasury shares of subsidiaries	(191,000)	-
Decrease (increase) in obligations under finance lease	-	4,336
Net cash used in financing activities	(2,256,203)	(2,009,464)
<b>EFFECT OF EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENT</b>		
	8	(11)
<b>NET DECREASE IN CASH AND CASH EQUIVALENTS</b>	(1,358,636)	(777,989)
<b>CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR</b>	4,104,674	2,653,717
<b>CASH AND CASH EQUIVALENTS AT END OF YEAR</b>	P2,746,038	P1,875,728

**Belle Corporation and Subsidiaries**  
**Aging of receivables**  
**March 31, 2020**

<b>Project</b>	<b>Gross Current (a)</b>	<b>Gross Noncurrent (b)</b>	<b>Grand Total</b>
Real Estate:			
Alta Mira	5,040,945.46	10,347,365.57	15,388,311.03
The Country Club at Tagaytay Highland	4,462,341.17	10,983,505.31	15,445,846.48
Cotswold	7,675,938.52	9,002,892.43	16,678,830.95
Lakeside Enclave	672,807.45	50,000.00	722,807.45
Fairfield	12,699,925.20	36,694,193.39	49,394,118.59
Katsura	17,456,832.43	51,897,286.84	69,354,119.27
Kew Gardens	5,731,379.50	1,265,796.73	6,997,176.23
Nob hill	39,726,293.92	98,385,282.65	138,111,576.57
The Parks	13,847,373.52	39,996,411.49	53,843,785.01
Plantation Hills	(3,772,180.75)	18,814,386.28	15,042,205.53
Sycamore	168,413,615.39	519,181,969.97	687,595,585.36
Terrazzas De Alava	10,953,020.92	4,984,487.07	15,937,507.99
Tivoli Place	12,397,670.45	9,790,414.71	22,188,085.16
Tagaytay Midlands Golf Club, Inc.	35,115,475.51	40,561,105.22	75,676,580.73
The Verandas	9,506,707.41	6,824,870.32	16,331,577.73
The Woodlands	-	-	-
Yume	(12,535,482.77)	27,071,105.09	14,535,622.32
TSL	-	-	-
Lease (straight-line accounting)	1,209,413,051.71	-	1,209,413,051.71
Equipment rental and scratch ticket sales	391,706,761	-	391,706,761.00
Gaming income share	242,011,388.00	-	242,011,388.00
Other nontrade receivable	191,293,880.36	-	191,293,880.36
<b>Grand Total</b>	<b>2,361,817,744.41</b>	<b>885,851,073.07</b>	<b>3,247,668,817.48</b>

**(a) Collectible within 1 year**

**(b) Collectible for more than 1 year**

## Segment Information

The primary segment reporting format is presented based on business segments in which the Company's risks and rates of return are affected predominantly by differences in the products and services provided. Thus, the 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 and serves different markets.

The Company is primarily in the businesses of real estate development, property management and gaming and gaming-related activities. Others pertain to investment companies which are mostly dormant. Segment revenue, segment expenses and segment performance include transfers among business segments. The transfers, if any, are accounted for at competitive market prices charged to unaffiliated customers for similar products. Such transfers are eliminated in consolidation.

The amounts of segment profit or loss are based on measurement principles that are similar to those used in measuring principles that are similar to those used in measuring profit or loss in the unaudited interim condensed consolidated financial statements, which are in accordance with PFRS. Financial information about the Company's business segments are shown below:

	<b>March 31, 2020 (Unaudited)</b>				
	<b>Real Estate Development and Property Management</b>	<b>Gaming &amp; Gaming Related Activities</b>	<b>Eliminations/ Others Adjustments</b>		<b>Consolidated</b>
<i>(In Thousands)</i>					
<b>Earnings Information</b>					
Revenue	P809,945	P675,414	P-	(P63,769)	P1,421,590
Costs and expenses	(376,018)	(361,612)	(165)	44,171	(693,627)
Interest expense	(122,931)	(2,340)	-	39,914	(85,357)
Interest income	2,021	17,168	1	-	19,190
Provision for income tax	93,119	2,547	-	-	95,666
Net profit for the year	1,471,128	323,964	(164)	(1,218,160)	576,768
Net profit attributable to equity holders of the parent	1,471,128	338,396	(164)	(1,281,526)	527,834
<b>March 31, 2019 (Unaudited)</b>					
	<b>Real Estate Development and Property Management</b>	<b>Gaming &amp; Gaming Related Activities</b>	<b>Eliminations/ Others Adjustments</b>		<b>Consolidated</b>
<i>(In Thousands)</i>					
<b>Earnings Information</b>					
Revenue	P887,025	P1,076,087	P-	(P71,068)	P1,892,044
Costs and expenses	(428,714)	(484,018)	(2,415)	44,385	(870,762)
Interest expense	(174,732)	(965)	-	57,569	(118,128)
Interest income	840	12,506	5	-	13,351
Provision for income tax	85,415	3,150	-	-	88,565
Net profit for the year	1,450,224	615,228	(2,410)	(1,228,339)	834,703
Net profit attributable to equity holders of the parent	1,450,224	625,059	(2,410)	(1,317,726)	755,147

The following illustrate the reconciliations of reportable segment revenues and net profit to the Company's corresponding amounts:

	<b>March 31, 2020</b> <b>(Unaudited)</b>	March 31, 2019 (Unaudited)
	<i>(in thousands)</i>	
<b>Revenues</b>		
Total revenue for reportable segments	<b>₱1,357,821</b>	₱1,963,112
Elimination for intercompany revenue	<b>(63,769)</b>	(71,068)
Total consolidated revenues	<b>₱1,421,590</b>	₱1,892,044
<b>Net Profit for the Year</b>		
Total profit for reportable segments	<b>₱1,794,928</b>	₱2,063,042
Elimination for intercompany profits	<b>(1,220,338)</b>	(1,228,339)
Consolidated net profit	<b>₱574,590</b>	₱834,703

The Parent Company's Executive Committee, the chief operating decision maker of the Company, monitors the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on operating profit or loss and is measured consistently with operating profit or loss in the unaudited interim condensed consolidated financial statements. However, financing (including interest expense and interest income) and income taxes are managed as a whole and are not allocated to operating segments. Transfer prices between operating segments are on an arm's length basis in a manner similar to transactions with third parties.

Disclosure of the geographical information regarding the Company's revenues from external customers and total assets have not been provided since all of the Company's consolidated revenues are derived from operations within the Philippines.