

# SECURITIES AND EXCHANGE COMMISSION

## SEC FORM 17-A, AS AMENDED

### ANNUAL REPORT PURSUANT TO SECTION 17 OF THE SECURITIES REGULATION CODE AND SECTION 141 OF THE CORPORATION CODE OF THE PHILIPPINES

1. For the fiscal year ended  
Dec 31, 2019
2. SEC Identification Number  
52412
3. BIR Tax Identification No.  
430-000-156-011
4. Exact name of issuer as specified in its charter  
Belle Corporation
5. Province, country or other jurisdiction of incorporation or organization  
Metro Manila, Philippines
6. Industry Classification Code(SEC Use Only)
7. Address of principal office  
5th Floor, Tower A, Two E-Com Center, Palm Coast Avenue, Mall of Asia Complex, CBP  
1-A, Pasay City  
Postal Code  
1300
8. Issuer's telephone number, including area code  
(632) 8662-8888
9. Former name or former address, and former fiscal year, if changed since last report  
28/F, East Tower, Philippine Stock Exchange Centre, Exchange Road, Ortigas Center,  
Pasig City
10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
Common Stock, P 1.00 par value	9,763,126,297

11. 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.

12. Check whether the issuer:

(a) has filed all reports required to be filed by Section 17 of the SRC and SRC Rule 17.1 thereunder or Section 11 of the RSA and RSA Rule 11(a)-1 thereunder, and Sections 26 and 141 of The Corporation Code of the Philippines during the preceding twelve (12) months (or for such shorter period that the registrant was required to file such reports)

Yes              No

(b) has been subject to such filing requirements for the past ninety (90) days

Yes              No

13. State the aggregate market value of the voting stock held by non-affiliates of the registrant. The aggregate market value shall be computed by reference to the price at which the stock was sold, or the average bid and asked prices of such stock, as of a specified date within sixty (60) days prior to the date of filing. If a determination as to whether a particular person or entity is an affiliate cannot be made without involving unreasonable effort and expense, the aggregate market value of the common stock held by non-affiliates may be calculated on the basis of assumptions reasonable under the circumstances, provided the assumptions are set forth in this Form

P7.0 Billion

**APPLICABLE ONLY TO ISSUERS INVOLVED IN  
INSOLVENCY SUSPENSION OF PAYMENTS PROCEEDINGS  
DURING THE PRECEDING FIVE YEARS**

14. Check whether the issuer has filed all documents and reports required to be filed by Section 17 of the Code subsequent to the distribution of securities under a plan confirmed by a court or the Commission.

Yes              No

**DOCUMENTS INCORPORATED BY REFERENCE**

15. If any of the following documents are incorporated by reference, briefly describe them and identify the part of SEC Form 17-A into which the document is incorporated:

(a) Any annual report to security holders

N/A

(b) Any information statement filed pursuant to SRC Rule 20

N/A

(c) Any prospectus filed pursuant to SRC Rule 8.1

N/A

*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 17-1 - Annual Report *References: SRC Rule 17 and Section 17.2 and 17.8 of the Revised Disclosure Rules*

For the fiscal year ended	Dec 31, 2019
Currency	PHP (in thousands)

#### Balance Sheet

	Year Ending	Previous Year Ending
	Dec 31, 2019	Dec 31, 2018
Current Assets	11,719,573	9,773,186
Total Assets	44,771,868	42,491,086
Current Liabilities	5,286,220	5,730,273
Total Liabilities	12,910,479	12,645,855
Retained Earnings/(Deficit)	11,707,576	10,221,830
Stockholders' Equity	31,861,389	29,845,231
Stockholders' Equity - Parent	28,430,777	26,470,806
Book Value Per Share	2.91	2.66

#### Income Statement

	Year Ending	Previous Year Ending
	Dec 31, 2019	Dec 31, 2018
Gross Revenue	7,496,218	8,515,012
Gross Expense	3,705,006	4,090,688
Non-Operating Income	75,157	58,251
Non-Operating Expense	649,203	668,531

Income/(Loss) Before Tax	3,217,166	3,814,044
Income Tax Expense	293,439	588,910
Net Income/(Loss) After Tax	2,923,727	3,225,134
Net Income/(Loss) Attributable to Parent Equity Holder	2,609,733	2,647,757
Earnings/(Loss) Per Share (Basic)	0.28	0.27
Earnings/(Loss) Per Share (Diluted)	0.28	0.27

#### Financial Ratios

	Formula	Fiscal Year Ended	Previous Fiscal Year
		Dec 31, 2019	Dec 31, 2018
Liquidity Analysis Ratios:			
; ; Current Ratio or Working Capital Ratio	Current Assets / Current Liabilities	2.22	1.71
; ; Quick Ratio	(Current Assets - Inventory - Prepayments) / Current Liabilities	1.28	0.79
; ; Solvency Ratio	Total Assets / Total Liabilities	3.47	3.36
Financial Leverage Ratios			
; ; Debt Ratio	Total Debt/Total Assets	0.14	0.18
; ; Debt-to-Equity Ratio	Total Debt/Total Stockholders' Equity	0.2	0.25
; ; Interest Coverage	Earnings Before Interest and Taxes (EBIT) / Interest Charges	7.56	9.08
; ; Asset to Equity Ratio	Total Assets / Total Stockholders' Equity	1.41	1.42
Profitability Ratios			
; ; Gross Profit Margin	Sales - Cost of Goods Sold or Cost of Service / Sales	0.69	0.73
; ; Net Profit Margin	Net Profit / Sales	0.39	0.38
; ; Return on Assets	Net Income / Total Assets	0.07	0.08
; ; Return on Equity	Net Income / Total Stockholders' Equity	0.09	0.11
Price/Earnings Ratio	Price Per Share / Earnings Per Common Share	7.44	8.67

#### Other Relevant Information

Updated year in Item 8. Changes in and Disagreement with Accountants on Accounting and Financial Disclosure

#### Filed on behalf by:

Name	Elizabeth Tan
Designation	Senior Manager-Governance & Corp Affairs/Investor Relations

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-A

ANNUAL REPORT PURSUANT TO SECTION 17  
OF THE SECURITIES REGULATION CODE AND SECTION 141  
OF THE CORPORATON CODE OF THE PHILIPPINES

1. For the fiscal year ended: **December 31, 2019**
2. SEC Identification Number: **52412**
3. BIR Tax Identification No. **430-000-156-011**
4. Exact name of registrant as specified in its charter: **BELLE CORPORATION**
5. **Metro Manila, Philippines**  
Province, Country or other jurisdiction of  
incorporation or organization
6. \_\_\_\_\_ (SEC Use Only)  
Industry Classification Code
7. **5<sup>th</sup> Floor, Tower A, Two E-Com Center, Palm Coast Avenue, Mall of Asia Complex, CBP 1-A,  
Pasay City**  
Address of principal office  
**1300**  
Postal Code
8. **(02) 8662 - 8888**  
Registrant's telephone number, including area code
9. **28/F, East Tower, Philippine Stock Exchange Centre, Exchange Road, Ortigas Center, Pasig City**  
Former address
10. Securities registered pursuant to Sections 4 and 8 of the RSA

Title of Each Class  
**Common Stock, P 1.00 par value**

Number of Shares of Outstanding  
**9,763,126,297**

Amount of Debt Outstanding  
**Php 6.5 Billion**

11. Are any or all of these securities listed on the Philippine Stock Exchange.  
Yes ☒ No ☐
12. Indicate by check mark whether the registrant:
  - (a) has filed all reports required to be filed by Section 17 of the Code and SRC Rule 17 thereunder or Sections 11 of the RSA and RSA Rule 1(a)-1 thereunder, and Section 26 and 141 of the Corporation Code of the Philippines during the preceding 12 months (or for such shorter period that the registrant was required to file such reports):  
Yes ☒ No ☐
  - (b) has been subject to such filing requirements for the past 90 days.  
Yes ☒ No ☐
13. Aggregate market value of voting stock held by non-affiliates: **₱\_\_\_\_\_ Billion**  
This was computed by multiplying the no. of voting stocks held by non-affiliates (4,556,547,733 shares) by the stock's closing price of **₱\_\_\_\_\_** per share on February 28, 2020.

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## **PART I. BUSINESS AND GENERAL INFORMATION**

### **Item 1. Business**

#### **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:

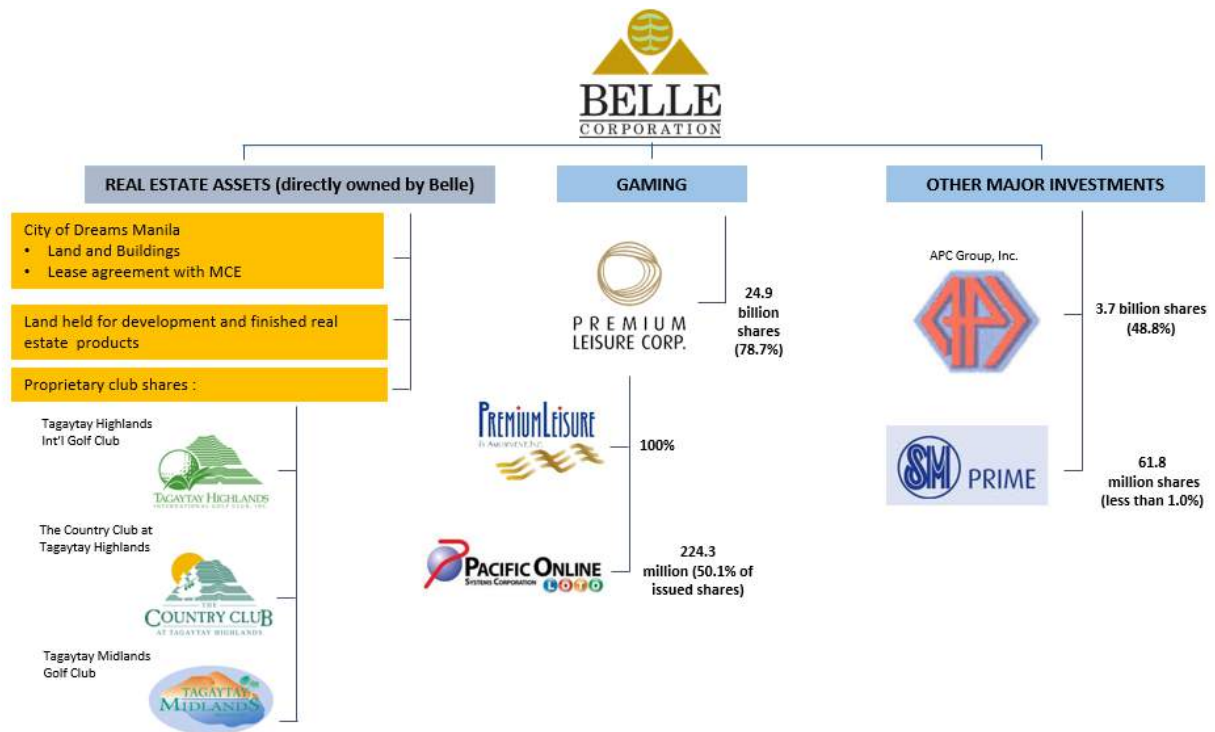
- Total investment commitment of US\$1 billion, with at least US\$650 million as of the opening date of the integrated resort (including up to US\$150 million in market value of land used for the resort) and the balance of US\$350 million within three years of such opening date;
- At least 800 hotel 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**



**Bankruptcy, Receivership or Similar Proceedings**

None for any of the companies above.

**Material Reclassification, Merger, Consolidation or Purchase or Sale of a Significant Amount of Assets  
(Not Ordinary)**

**Acquisition of Lucky Circle Corporation (“LCC”)**

On July 1, 2017, LCC, a subsidiary of Pacific Online Systems Corporation (“Pacific Online”), acquired nine (9) entities engaged in lotto / keno outlets and retail scratch it tickets for approximately ₱94.9 million.

## 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	66,556	1%	58,252	1%
Other revenues	157,092	2%	122,235	1%
<b>Total</b>	<b>7,562,774</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 Bloomerry 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**

Please refer to Item 12 of this report (“Certain Relationships and Related Transactions”)

**Licenses**

Please refer to last paragraph of Item 1 (“Background”).

**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
Total	128

Aside from the basic salary and 13<sup>th</sup> month pay, other supplemental benefits or incentives that re 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 of an 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.

**Item 2. Properties**

Belle owns undeveloped properties, mostly in Batangas, for future development into residential properties, recreational clubs, and leisure estates for sale. Belle has complete ownership over these real estate properties classified under “Land held for future development” in its books.

Belle also owns approximately 5.1 hectares of land, with long-term leasehold interests in 2.0 hectares, in Parañaque City. The City of Dreams Manila integrated resort is located on 4.2 hectares it owns and the 2.0 hectares it is leasing from the Social Security System (“SSS”).

The Company may engage in future land banking activities in its historical market of Tagaytay and Batangas as its resources and the real estate market allow. However, as of this date, there is no transaction involving a major acquisition of property that is known or anticipated to occur over the next 12 months.

**Item 3. Legal Proceedings**

The Company and its major subsidiaries and affiliates are not involved in any material legal proceedings, and that their properties are not subject to any material legal proceedings, that could potentially affect their operations and financial capabilities.

**Item 4. Submission of Matters to a Vote of Security Holders**

Except for matters taken up during the Annual Stockholders’ Meeting, there were no other matters submitted to a vote of security holders during the period covered by this report.



## PART II. OPERATIONAL AND FINANCIAL INFORMATION

### **Item 5. Market for Registrant's Common Equity and Related Stockholder Matters**

#### **1. 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:

<b>Stock Prices in ₱</b>		
	<b>High</b>	<b>Low</b>
<b>2019</b>		
First Quarter	<b>2.74</b>	<b>2.31</b>
Second Quarter	<b>2.57</b>	<b>2.20</b>
Third Quarter	<b>2.37</b>	<b>2.08</b>
Fourth Quarter	<b>2.08</b>	<b>1.96</b>
<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 December 31, 2019, Belle's market capitalization amounted to ₱19,428.6 million based on the closing price of ₱1.99 per share. Belle's market capitalization as of February 28, 2020 amounted to ₱14,840.0 million based on the closing price of ₱1.52 per share.

#### **2. Security Holders**

Belle has 1,772 shareholders as of December 31, 2019. Common shares outstanding as of December 31, 2019 totaled 9,763,126,297.

The top 20 stockholders as of December 31, 2019, with their corresponding shareholdings and percentage thereof to total shares outstanding, are:

<b>RANK</b>	<b>NAME</b>	<b>No. of Shares Held</b>	<b>% to Total</b>
1	BELLESHARES HOLDINGS, INC.	2,604,740,622	24.664
2	PCD NOMINEE CORPORATION (FILIPINO)	2,523,222,427	23.892
3	PCD NOMINEE CORPORATION (NON-FILIPINO)	2,020,695,784	19.134
4	SYSMART CORPORATION	1,629,353,802	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	19,457,709	0.184
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

<b>RANK</b>	<b>NAME</b>	<b>No. of Shares Held</b>	<b>% to Total</b>
19	WILLIAM T. GABALDON	4,000,000	0.038
20	PACITA K. YAP OR PHILIP K. YAP	3,500,000	0.033

### **3. 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 March 13, 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.

### **4. 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.

## Item 6. Management Discussion and Analysis of Operating Performance and Financial Condition

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

	December 31		Horizontal Analysis		Vertical Analysis	
	2019	2018	Increase (Decrease)		2019	2018
REVENUE						
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%
TOTAL REVENUES	7,496,218	8,515,012	(1,018,794)	-12%	100%	100%
COST OF GAMING OPERATIONS	(135,865)	(178,264)	(42,399)	24%	-2%	-2%
COST OF LEASE INCOME	(836,938)	(341,600)	495,338	-145%	-11%	-4%
COST OF LOTTERY SERVICES	(983,422)	(1,270,160)	(286,738)	23%	-13%	-15%
COST OF REAL ESTATE SOLD	(202,335)	(363,568)	(161,233)	44%	-3%	-4%
COST OF PROPERTY MANAGEMENT SERVICES	(159,854)	(134,960)	24,894	-18%	-2%	-2%
GENERAL AND ADMINISTRATIVE EXPENSES	(1,386,592)	(1,802,136)	(415,544)	23%	-18%	-21%
TOTAL COSTS AND EXPENSES	(3,705,006)	(4,090,688)	(385,682)	9%	-49%	-48%
INCOME FROM OPERATIONS	3,791,212	4,424,324	(633,112)	-14%	51%	52%
UNREALIZED GAIN ON FINANCIAL ASSET AT FAIR VALUE						
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%
INCOME BEFORE INCOME TAX	3,217,166	3,814,044	(596,878)	-16%	43%	45%
PROVISION FOR INCOME TAXES						
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%
NET INCOME						
	P 2,923,727	P 3,225,134	(301,407)	-9%	39%	38%

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%
	11,719,573	9,773,186	1,946,387	20%	26%	23%
<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%
	33,052,295	32,717,900	334,395	1%	74%	77%
<b>TOTAL ASSET</b>	P 44,771,868	P 42,491,086	2,280,782	5%	100%	100%
<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%
	5,286,220	5,730,273	(444,053)	-8%	12%	13%
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%
	7,624,259	6,915,582	708,677	10%	17%	16%
<b>TOTAL LIABILITIES</b>	12,910,479	12,645,855	264,624	2%	29%	30%
<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	28,430,777	26,470,806	1,959,971	7%	64%	62%
Non-controlling interests	3,430,612	3,374,425	56,187	2%	8%	8%
<b>Total Equity</b>	31,861,389	29,845,231	2,016,158	7%	71%	70%
<b>TOTAL LIABILITIES AND EQUITY</b>	P 44,771,868	P 42,491,086	2,280,782	5%	100%	100%

## **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)*

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

1. 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;
2. Events that will trigger direct or contingent financial obligation that is material to the company, including any default or acceleration of an obligation.
3. 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.
4. Description of any material commitments for capital expenditures, general purpose of such commitments, expected sources of funds for such expenditures;
5. Any Known Trends, Events or Uncertainties (Material Impact on Sales)
6. 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	
REVENUE							
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%
TOTAL REVENUES		8,515,012	8,012,060	502,952	6.3%	100.0%	100.0%
COST OF GAMING OPERATIONS		(178,264)	(234,630)	(56,366)	-24.0%	-2.1%	-2.9%
COST OF LEASE INCOME		(341,600)	(196,831)	144,769	-73.5%	-4.0%	-2.5%
COST OF LOTTERY SERVICES		(1,270,160)	(1,238,442)	31,718	-2.6%	-14.9%	-15.5%
COST OF REAL ESTATE SOLD		(363,568)	(256,500)	107,068	41.7%	-4.3%	-3.2%
COST OF PROPERTY MANAGEMENT SERVICES		(134,960)	(68,907)	66,053	95.9%	-1.6%	-0.9%
GENERAL AND ADMINISTRATIVE EXPENSES		(1,668,051)	(1,467,255)	200,796	13.7%	-19.6%	-18.3%
TOTAL COSTS AND EXPENSES		(3,956,603)	(3,462,565)	494,038	14.3%	-46.5%	-43.2%
INCOME FROM OPERATIONS		4,558,409	4,549,495	8,914	-0.2%	53.5%	56.8%
UNREALIZED GAIN (LOSS) ON FINANCIAL ASSET AT FAIR VALUE THROUGH PROFIT OR LOSS							
		(11,903)	67,705	(79,608)	-117.6%	-0.1%	0.8%
INTEREST EXPENSE AND OTHER FINANCE CHARGES		(464,861)	(503,665)	(38,804)	-7.7%	-5.5%	-6.3%
INTEREST INCOME		58,251	29,577	28,674	96.9%	0.7%	0.4%
NET FOREIGN EXCHANGE LOSS		(683)	(1,641)	958	-58.4%	0.0%	0.0%
OTHER INCOME (CHARGES)		(325,169)	166,149	(491,318)	-295.7%	-3.8%	2.1%
INCOME BEFORE INCOME TAX		3,814,044	4,307,620	(493,576)	-11.5%	44.8%	53.8%
PROVISION FOR INCOME TAXES							
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%
		588,910	796,979	(208,069)	-26.1%	6.9%	9.9%
NET INCOME	P	3,225,134	P 3,510,641	(285,507)	-8.1%	37.9%	43.8%
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%
	P	3,225,134	P 3,510,641	(285,507)	-8.1%	37.9%	43.8%

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
ASSETS								
Current Assets								
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%
		9,773,186		14,477,550	(4,704,364)	-32.5%	23.0%	33.1%
Noncurrent Assets								
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%
		32,717,900		29,256,143	3,461,757	11.8%	77.0%	66.9%
TOTAL ASSET	P	42,491,086	P	43,733,693	(1,242,607)	-2.8%	100.0%	100.0%
LIABILITIES AND EQUITY								
Current Liabilities								
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%
		5,730,273		5,655,713	74,560	1.3%	13.5%	12.9%
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%
		6,915,582		7,716,806	(801,224)	-10.4%	16.3%	17.6%
TOTAL LIABILITIES		12,645,855		13,372,519	(726,664)	-5.4%	29.8%	30.6%
Equity								
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 af 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		26,470,806		27,153,197	(682,391)	-2.5%	62.3%	62.1%
Non-controlling interests		3,374,425		3,207,977	166,448	5.2%	7.9%	7.3%
Total Equity		29,845,231		30,361,174	(515,943)	-1.7%	70.2%	69.4%
TOTAL LIABILITIES AND EQUITY	P	42,491,086	P	43,733,693	(1,242,607)	-2.8%	100.0%	100.0%

## **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
REVENUE						
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%
TOTAL REVENUES	8,012,060	6,321,508	1,690,552	26.7%	100.0%	100.0%
COST OF LOTTERY SERVICES	(1,238,442)	(931,263)	307,179	33.0%	-15.5%	-14.7%
COST OF REAL ESTATE SOLD	(256,500)	(120,517)	135,983	112.8%	-3.2%	-1.9%
COST OF GAMING OPERATIONS	(234,630)	(416,507)	(181,877)	-43.7%	-2.9%	-6.6%
COST OF LEASE INCOME	(196,831)	(209,391)	(12,560)	-6.0%	-2.5%	-3.3%
COST OF PROPERTY MANAGEMENT SERVICES	(68,907)	(63,813)	5,094	8.0%	-0.9%	-1.0%
GENERAL AND ADMINISTRATIVE EXPENSES	(1,467,255)	(957,280)	509,975	53.3%	-18.3%	-15.1%
TOTAL COSTS AND EXPENSES	(3,462,565)	(2,698,771)	763,794	28.3%	-43.2%	-42.7%
INCOME FROM OPERATIONS	4,549,495	3,622,737	926,758	25.6%	56.8%	57.3%
INTEREST EXPENSE AND OTHER FINANCE CHARGES	(503,665)	(355,779)	147,886	-41.6%	-6.3%	-5.6%
INTEREST INCOME	29,577	28,782	795	2.8%	0.4%	0.5%
UNREALIZED GAIN ON MARKETABLE SECURITIES	67,705	148,554	(80,849)	-54.4%	0.8%	2.3%
NET FOREIGN EXCHANGE LOSS	(1,641)	(10,816)	9,175	-84.8%	0.0%	-0.2%
PAYMENTS TO ABLGI/ACCRETION OF NONTRADE LIABILITY	-	(455,229)	(455,229)	-100.0%	0.0%	-7.2%
GAIN ON FINANCE LEASE	-	15,882	(15,882)	100.0%	0.0%	0.3%
OTHER INCOME (CHARGES)	166,149	981,628	(815,479)	-83.1%	2.1%	15.5%
INCOME BEFORE INCOME TAX	4,307,620	3,975,759	331,861	8.3%	53.8%	62.9%
PROVISION FOR INCOME TAXES						
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%
NET INCOME						
	P 3,510,641	P 3,096,123	414,518	13.4%	43.8%	49.0%

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%
	11,767,899	10,622,588	1,145,311	10.8%	26.9%	25.6%
<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%
	31,965,794	30,942,370	1,023,424	3.3%	73.1%	74.4%
<b>TOTAL ASSET</b>	P 43,733,693	P 41,564,958	2,168,735	5.2%	100.0%	100.0%
<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%
	5,655,713	8,001,556	(2,345,843)	-29.3%	12.9%	19.3%
<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%
	7,716,806	5,819,620	1,897,186	32.6%	17.6%	14.0%
<b>TOTAL LIABILITIES</b>	13,372,519	13,821,176	(448,657)	-3.2%	30.6%	33.3%
<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	27,153,197	24,583,824	2,569,373	10.5%	62.1%	59.1%
Non-controlling interests	3,207,977	3,159,958	48,019	1.5%	7.3%	7.6%
<b>Total Equity</b>	30,361,174	27,743,782	2,617,392	9.4%	69.4%	66.7%
<b>TOTAL LIABILITIES AND EQUITY</b>	P 43,733,693	P 41,564,958	2,168,735	5.2%	100.0%	100.0%

## **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:

- 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;

- 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.

### **Item 7. Financial Statements**

Please see attached consolidated financial statements and schedules listed in the accompanying Index to Financial Statements and Supplementary Schedules.

### **Item 8. Changes in and Disagreement with Accountants on Accounting and Financial Disclosure**

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 or any matter of accounting principles or practices, financial statement disclosure or auditing scope of procedure.

#### **Independent Public Accountants, External Audit Fees, and Services**

SyCip Gorres Velayo & Co. ("SGV"), the Company's external auditors for 2018-2019, 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 the SRC Rule 68, paragraph 3 (b) and (ix) (Rotation of External Auditors) which states that 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 each year for external audit services for 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.

## PART III. CONTROL AND COMPENSATION INFORMATION

### Item 9. Directors and Executive Officers of the Registrant

#### 1. Directors and Executive Officers

The names and ages of all the incumbent Directors elected on April 22, 2019 during the Annual Stockholders' Meeting and are to serve for a term on one (1) year until their successors shall have been duly elected and qualified, and the Executive Officers are:

##### Directors:

Name	Citizenship	Age as of 12.31.2019	Position
<b>Emilio S. De Quiros, Jr.</b>	Filipino	71	Chairman
<b>Willy N. Ocier</b>	Filipino	63	Vice Chairperson
<b>Elizabeth Anne C. Uychaco</b>	Filipino	64	Vice Chairperson
<b>Arthur L. Amansec*</b>	Filipino	71	Director (until January 7, 2019)
<b>Manuel A. Gana</b>	Filipino	62	Director/ President & CEO
<b>Aurora Cruz Ignacio**</b>	Filipino	63	Director (Starting February 28, 2019 until April 2019)
<b>Ricardo L. Moldez***</b>	Filipino	72	Director (Starting May 2019)
<b>Jacinto C. Ng, Jr.</b>	Filipino	50	Director
<b>Jose T. Sio</b>	Filipino	80	Director
<b>Virginia A. Yap</b>	Filipino	68	Director
<b>Gregorio U. Kilayko</b>	Filipino	64	Director (Independent)
<b>Amando M. Tetangco, Jr.</b>	Filipino	67	Director (Independent)
<b>Cesar E. A. Virata</b>	Filipino	89	Director (Independent)

##### Executive Officers:

Name	Citizenship	Age as of 12.31.2019	Position
<b>Manuel A. Gana</b>	Filipino	62	Director / President and CEO
<b>Jackson T. Ongsip</b>	Filipino	46	EVP and CFO
<b>Armin Antonio B. Raquel Santos</b>	Filipino	52	EVP - Integrated Resorts
<b>A. Bayani K. Tan</b>	Filipino	64	Corporate Secretary
<b>Arthur A. Sy</b>	Filipino	50	Asst. Corporate Secretary
<b>Nancy O. Hui</b>	Filipino	62	VP for Administration
<b>Rogelio I. Robang****</b>	Filipino	60	VP for Corporate Raw Land
<b>Michelle T. Hernandez</b>	Filipino	48	VP for Governance
<b>Tristan B. Choa</b>	Filipino	49	VP for Investor Relations
<b>Zenia K. Sy</b>	Filipino	58	VP for Sales

\* Mr. Amansec served as a Director until he passed away on January 7, 2019

\*\* Ms. Aurora Cruz Ignacio was elected as a Director on February 28, 2019, replacing Mr. Arthur L. Amansec

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

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

## **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, as certified by the Corporate Governance Committee composed of Messrs. Amando M. Tetangco, Jr. (Chairman), Cesar E.A. Virata, and Gregorio U. Kilayko, for re-election as members of the Board of Directors for 2020-2021.

On February 27, 2019, the Company's Corporate Governance Committee 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 for 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 Non-Executive 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 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 elected to the Board on February 28, 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.

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

Mr. Ng, 50, is a Non-Executive Director of Belle Corporation and concurrently a Non-Executive 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.



## **RICARDO L. MOLDEZ**

Mr. Moldez, 72, is a Non-Executive 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.

## **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 Non-Executive 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 Belle Corporation and also serves as an 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 obtained his Master of Business Administration degree 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. Amanado M. Tetangco, Jr. (Chairman), Cesar E.A. Virata, and Gregorio U. Kilayko, 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 Manual on Corporate Governance and Rule 38 of the Implementing Rules of the Securities Regulation Code (SRC).

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 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 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., TKC Metals Corporation. He is a Director, Corporate Secretary or both of the following companies: Pacific Online Systems Corporation, Vantage Equities, Inc., Coal Asia Holdings, Inc., Philequity Dividend Yield Fund, Inc., Philequity Dollar Income Fund, Inc., Philequity Fund, Inc., Philequity MSCI Philippines Index Fund, Inc., Philequity Peso Bond Fund, Inc., Philequity PSE Index Fund, 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 and the Corporate Secretary 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. 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 the 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 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, 62, is the Vice President for Administration 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.

## **ROELIO 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 toptotcher, 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 April 1996 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
	AbaCore Capital Holdings, Inc.	Non-Executive Director
	Leisure & Resorts World Corporation	Non-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>
	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**

As a result of the delay in the delivery of the facilities of the Universal Leisure Club, Inc. (“ULC”), some of its members initiated a Complaint for Estafa (I.S. No. 08K-89713) against ULC, the Universal Rightfield Property Holdings, Inc. and the Universal Leisure Corp., as well as their respective officers and directors, including their former Corporate Secretary, Atty. A. Bayani K. Tan, the Corporate Secretary of the Corporation. The Complaint was submitted for resolution in 2009 and was acted upon and dismissed by the City Prosecutor of Manila (OCP) only on March 18, 2013. Complainants belatedly filed a motion for reconsideration for which reason, among others, the OCP denied the motion on June 16, 2014. A Petition for Review dated March 31, 2014 was filed by the Complainant before the Department of Justice (DOJ). On August 7, 2015, the Petition for Review was denied and the DOJ dismissed the complaint for estafa.

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, judgement, 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 judgement has not been reversed, suspended or vacated.

## **Item 10. Executive Compensation**

### **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 11. Security Ownership of Certain 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 December 31, 2019:

<b>Title Class</b>	<b>of</b>	<b>Name and Address of Record Owner and Relationship with Issuer</b>	<b>Name and Address of Beneficial Owner and Relationship with Record Owner</b>	<b>Citizenship</b>	<b>No. of Shares Held</b>	<b>Percent</b>
Common		Belleshares Holdings, Inc. Makati Stock Exchange Building, Ayala Avenue, Makati City	Belleshares 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	2,523,222,427	23.892
Common		PCD Nominee Corporation <sup>1</sup> GF Makati Stock Exchange, 6767 Ayala Avenue, Makati City	(see footnote)	Non-Filipino	2,020,695,784	19.134



Common	Sysmart Corporation <sup>2</sup> Makati Stock Exchange Building, Ayala Avenue, Makati City	Sysmart Corporation	Filipino	1,629,353,802	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:

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

The shares held by Belleshares Holdings, Inc., and Sysmart Corporation, 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.

## 2. Security Ownership of Management

The following table shows the shares beneficially owned by the directors and executive officers of the Company as of December 31, 2019:

Title of Class	Name and Citizenship	Amount and Nature of Beneficial Ownership		Percent of Class
Common	Jacinto C. Ng, Jr. (Filipino)	135,860,666	Direct	1.39
Common	Willy N. Ocier (Filipino)	60,002,702	Direct / Indirect	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)	110,000	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	199,924,713		2.03

### **3. Voting Trust Holders of 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.

### **4. Changes in Control**

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

### **Item 12. Certain Relationship and Related Transactions**

No director or executive officer or any member of their immediate family has, 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.

## PART IV. 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, similar values.
- Enhance and launch prime leisure amenities and developments.

#### 2. Enhance a shareholder value.

- Realize sustained recurring earning 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.

## **Manual on Corporate Governance**

In compliance with the initiative of the Securities and Exchange Commission ("SEC"), BELLE submitted its 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 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 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.

1. Accountability, Integrity, and Vigilance (Whistle-Blowing)
2. Alternative Dispute Resolution
3. Board Diversity
4. Conflict of Interest
5. Corporate Disclosures
6. Data Privacy Act (Records Management)
7. Directors' Board Seats Held in Other Companies
8. Employees' Safety, Health and Welfare
9. Gifts / Hospitality / Entertainment
10. Guidelines of Placing of Advertisements
11. Insider Trading
12. Material Related Party Transactions
13. Safeguarding Creditors' Rights
14. Succession Planning and Retirement Age for Directors and Key Officers
15. Tenure of Independent Directors
16. Vendor Accreditation and Selection

### **Employees' Safety, Health, and Welfare**

### **Non-Financial Performance Indicators**

Belle Corporation recognizes its employees as one of its most important resource, hence, the Company endeavors to attract, inspire and retain people who demonstrate competencies and attributes that are aligned with Belle's strategies. Some of Belle's non-financial performance indicators, such as those shown below, identify relevant measures on how effectively the Company is achieving business objectives in the area of human resources.

1. Number of Employees
  - a. Gender Distribution

	Headcount			% Distribution	
Period	Male	Female	Total	Male	Female
YE 2019	70	58	128	55%	45%
YE 2018	74	62	136	54%	46%
YE 2017	78	62	140	56%	44%

- b. Distribution by Rank, Gender

**Senior Management employees (AVP and up)**

	Headcount			% Distribution	
Period	Male	Female	Total	Male	Female
YE 2019	5	8	13	38%	62%
YE 2018	6	8	14	43%	57%
YE 2017	9	7	16	56%	44%

**Middle Management employees (Assistant Manager to Senior Manager)**

	Headcount			% Distribution	
Period	Male	Female	Total	Male	Female
YE 2019	17	16	33	52%	48%
YE 2018	20	17	37	54%	46%
YE 2017	18	18	36	50%	50%

**Rank-and-File Employees (Entry Level to Supervisor)**

	Headcount			% Distribution	
Period	Male	Female	Total	Male	Female
YE 2019	48	34	82	58%	42%
YE 2018	48	37	85	56%	44%
YE 2017	51	37	88	58%	42%

**Hiring Rate**

Period	New Hires	Hiring Rate
YE 2019	10	10%
YE 2018	14	10%
YE 2017	19	14%

2. Turnover / Attrition Rate

Average years of tenure of Belle regular employees as of December 31, 2018 is 9.42 years.

Period	Turnover	Turnover Rate
YE 2019	21	16%
YE 2018	18	13%
YE 2017 (Baseline)	23	

### 3. Performance review

Period	Headcount			% Assessed by Gender		% over total headcount
	Male	Female	Total	Male	Female	
YE 2019	63	49	112	56%	44%	88%
YE 2018	71	51	122	58%	42%	90%
YE 2017	67	57	124	54%	46%	89%

### 4. Training Hours

Period	Total training hours (in man-hours)			% Training Hours	
	Male	Female	Total	Male	Female
YE 2019	1,352	878	2,230	61%	39%
YE 2018	510	460	970	53%	47%
YE 2017	243	364	607	40%	60%

## 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.	
Emilio S. De Quiros, Jr.	71	M	Bachelor of Arts in Economics		✓	✓		✓	✓	✓				✓	✓			✓		✓	✓		✓	
Chairman			Master of Arts in Economics																					
Non-Executive Director																								
Willy N. Ocier	63	M	Bachelor of Arts in Economics						✓	✓	✓	✓			✓			✓			✓	✓	✓	✓
Vice-Chairperson																								
Executive Director																								
Elizabeth Anne C. Uychaco	64	F	Bachelor of Arts Degree																					
Vice-Chairperson			Master in Business Economics			✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓			✓	✓	✓	
Non-Executive Director			Master in Business Administration																					
Manuel A. Gana	62	M	Bachelor of Arts in Economics																					
President & CEO			Bachelor of Science in Accounting	✓	✓	✓		✓	✓	✓	✓	✓		✓	✓		✓	✓			✓		✓	
Executive Director			Master of Business Administration																					
Jacinto C. Ng, Jr.	50	M	Bachelor of Science Degree	✓	✓	✓	✓	✓	✓	✓	✓				✓			✓			✓		✓	✓
Non-Executive Director			Architecture																					
Ricardo L. Moldez	72	M	Accounting Degree	✓	✓	✓	✓	✓	✓	✓	✓				✓	✓		✓		✓	✓	✓	✓	
Non-Executive Director			Master in Business Administration																					
Jose T. Sio	80	M	Accounting Degree	✓	✓	✓	✓	✓	✓	✓	✓				✓	✓		✓		✓	✓	✓	✓	
Non-Executive Director			Master in Business Administration																					
Virginia A. Yap	68	F	Bachelor of Science Degree	✓				✓	✓	✓		✓		✓			✓			✓		✓		
Non-Executive Director			Commerce, Accounting Major																					
Gregorio U. Kilayko, Jr.	64	M	Bachelor Degree	✓	✓	✓		✓	✓	✓	✓				✓			✓			✓		✓	
Independent Director			Master in Business Administration																					
Amando M. Tetangco, Jr.	67	M	AB Economics Degree																					
Independent Director			Master in Business Administration	✓	✓		✓	✓	✓		✓		✓				✓				✓		✓	
			Master in Public Policy & Administration																					
Cesar E.A. Virata	89	M	Bachelor Degree in Mechanical Engineering																					
Lead Independent Director			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.

Below table shows the shareholdings of Belle Directors and Officers as of December 31, 2019:



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 from the commencement 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 Manual on Corporate Governance (Manual).

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 Manual on Corporate Governance, by any of its directors, officers or employees.

## **PART V. EXHIBITS AND SCHEDULES**

### **Item 13. Exhibits and Reports in SEC Form 17-C**

#### **a. Exhibits**

The following exhibit is filed as a separate section of this report:

Subsidiaries of the Registrant

The other exhibits are either not applicable to the Registrant or require no answer.


**b. Reports on SEC Form 17-C**

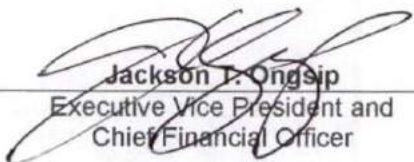
<b>Date Filed</b>	<b>Item No.</b>	<b>Matter</b>
January 9, 2019	4	Death of a Director
February 28, 2019	9	Regular cash dividend declaration of Twelve Centavos (₱0.12) per share
February 28, 2019	4	Ms. Aurora C. Ignacio elected as a Member of the Board
Mar 1, 2019	9	Press Release on 2018 Financial Results
April 8, 2019	4	Resignation of Ms. Aurora C. Ignacio from Belle Board of Directors
April 22, 2019	9	Press Release on 1st Quarter 2019 Financial Results
April 22, 2019	9	Results of the 2019 Annual Stockholders' Meeting and Organizational Meeting
April 23, 2019	9	News Clarification – BusinessWorld Online article entitled “Belle may apply for 2nd gaming license”
May 30, 2019	4	Mr. Ricardo L. Moldez elected as a Member of the Board
June 7, 2019	9	Mr. Ricardo L. Moldez appointed as Member of Board Committees
July 26, 2019	9	Press release on the BOD-approved June 2019 Year-to-Date Financial Results
September 30, 2019	4	Retirement of Mr. Rogelio I. Robang as Vice President - Raw Land Titling
October 25, 2019	9	Press release on the BOD-approved September 2019 Year-to-Date Financial Results
December 4, 2019	9	Notice of 2020 Annual Stockholders' Meeting


## SIGNATURES

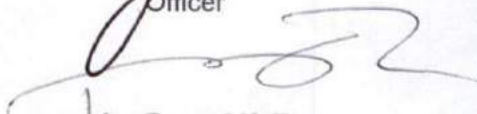
Pursuant to the requirements of Section 17 of the Securities Regulation Code and Section 141 of the Corporation Code, this report is signed on behalf of the issuer by the undersigned, thereunto duly authorized, in the City of Pasay on 05 MAR 2020.

By:

  
**Emilio S. de Quiros, Jr.**  
 Chairman of the Board

  
**Jackson T. Ongsip**  
 Executive Vice President and  
 Chief Financial Officer

  
**Manuel A. Gana**  
 President and Chief Executive  
 Officer

  
**A. Bayani K. Tan**  
 Corporate Secretary

SUBSCRIBED AND SWORN to before me this 27th day of February 2020 affiants exhibiting to me their Community Tax Certificates, as follows:

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

Doc. No. 34;  
 Page No. 61;  
 Book No. III;  
 Series of 2020

  
**ISAIAH G. SAN MIGUEL**  
 Notary Public for Cities of Pasig and San Juan  
 and in the Municipality of Pateros  
 Appointment No. 225 (2019-2020)  
 Commission Expires on December 31, 2020  
 2704 East Tower, PSE Centre, Exchange Road  
 Ortigas Center, 1605 Pasig City  
 PTR No. 2968658 / 01.08.20 / Mandaluyong  
 IBP No. LRN-013775 / 04.22.15 / PPLM  
 Roll of Attorneys No. 64234  
 MCLEC No. VI-0025655 / 04 15.19

**BELLE CORPORATION**

**INDEX TO FINANCIAL STATEMENTS AND SUPPLEMENTARY SCHEDULES**

**FORM 17-A, Item 7**

<b>Consolidated Financial Statements</b>	<b>Page No.</b>
Statement of Management's Responsibility for Financial Statements	)
Report of Independent Public Accountants	) see attached FS
Consolidated Balance Sheets as of December 31, 2019 and 2018	)
Consolidated Statements of Income for the years ended December 31, 2019, 2018 and 2017	)
Consolidated Statements of Changes in Equity for the years ended December 31, 2019, 2018 and 2017	)
Consolidated Statements of Cash Flows for the years ended December 31, 2019, 2018 and 2017	)
Notes to Consolidated Financial Statements	)

## **Securities Regulation Code Rule 68 Schedules**

### **Report of Independent Public Accountants on Supplementary Schedules**

- 1) Supplementary Schedules
  - A. Financial Assets
  - B. Amounts Receivable from Directors, Officers, Employees and Principal Stockholders (other than related parties)
  - C. Amounts Receivable from related parties which are eliminated during consolidation of financial statements
  - D. Intangible Assets - Other Assets
  - E. Long-Term Debt
  - F. Indebtedness to Related Parties
  - G. Guarantees of Securities of Other Issuers
  - H. Capital Stock
  - I. Reconciliation of Retained Earnings Available for Dividend Declaration
  - J. Key Financial Ratios
- 2) Schedule of all the effective standards and interpretations
- 3) Map of the relationships of the companies within the group

## INDEX TO EXHIBITS

### Form 11-A

No.		Page No.
(3)	Plan of Acquisition, Reorganization, Arrangement, Liquidation, or Succession	*
(5)	Instruments Defining the Rights of Security Holders, Including Indentures	*
(8)	Voting Trust Agreement	*
(9)	Material Contracts	*
(10)	Annual Report to Security Holders, Form 11-Q or Quarterly Report to Security Holders	*
(13)	Letter re Change in Certifying Accountant	*
(16)	Report Furnished to Security Holders	*
(19)	Published Report Regarding Matters Submitted to Vote of Security Holders	*
(20)	Consent of Experts and Independent Counsel	*
(21)	Power of Attorney	*

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\*These Exhibits are either not applicable to the Company or require no answer.



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

**SECURITIES AND EXCHANGE COMMISSION**

Secretariat Building, PICC Complex  
Roxas Boulevard, Metro Manila Philippines

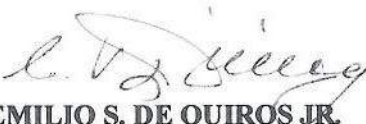
The management of Belle Corporation and Subsidiaries is responsible for the preparation and fair presentation of the consolidated financial statements including the schedules attached therein, for the years ended December 31, 2019 and 2018, in accordance with the prescribed financial reporting framework 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.

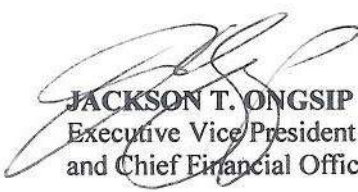
The Board of Directors is responsible for overseeing the Company's financial reporting process.

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

						5	2	4	1	2
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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@bellec corp.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@bellec corp.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)

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

**LIABILITIES AND EQUITY**

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

(Forward)



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

See accompanying Notes to Consolidated Financial Statements.





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

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

*(Forward)*

	Years Ended December 31		
	2019	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>	<b>299,421</b>	<b>523,491</b>
<b>TOTAL COMPREHENSIVE INCOME FOR THE YEAR</b>	<b>P3,376,886</b>	<b>P3,524,555</b>	<b>P4,034,132</b>
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													
	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)	Other Reserves								
						Unrealized Gain on Financial Assets at Fair Value OCI - net (Note 14)	Share in Unrealized Gain on Available- for-Sale Financial Assets of Associates (Note 13)	Remea- surement 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, 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														
	Other Reserves														
	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)	Remea- surement 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	₱10,561,000	₱5,503,731	(₱181,185)	(₱2,501)	(₱1,585,336)	₱-	₱794,022	₱14,061	(₱12,303)	₱3,044,128	₱252,040	₱8,765,540	₱27,153,197	₱3,207,977	₱30,361,174
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	84	283,020
Remeasurement loss on pension asset (liability) - net	-	-	-	-	-	-	-	-	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													
	Other Reserves													
	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 Common 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)	Remea- surement 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	Total Equity
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	<b>₱3,217,166</b>	₱3,814,044	₱4,307,620
Adjustments for:			
Depreciation and amortization (Notes 16, 17, 28, 29, 32 and 33)	<b>1,080,631</b>	594,571	381,222
Interest expense (Note 34)	<b>478,880</b>	464,861	503,665
Impairment of goodwill (Notes 18 and 35)	<b>377,518</b>	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)	<b>(80,854)</b>	(68,619)	(56,297)
Interest income (Note 34)	<b>(75,157)</b>	(58,251)	(29,577)
Write-off of input VAT	—	—	25,000
Dividend income (Note 27)	<b>(26,784)</b>	(26,998)	(22,794)
Gain on sale of:			
Property and equipment (Notes 16 and 35)	<b>(840)</b>	(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)	<b>15,248</b>	11,903	(67,705)
Unrealized foreign exchange loss – net	<b>2</b>	683	1,593
Working capital adjustments:			
Decrease (increase) in:			
Receivables and contract assets	<b>(575,963)</b>	1,207,246	1,397,144
Real estate for sale and land held for future development	<b>141,809</b>	268,069	152,822
Increase in trade and other current liabilities	<b>260,079</b>	171,882	683,821
Pension asset/liability (Note 38)	<b>8,786</b>	13,503	2,541
Net cash generated from operations	<b>4,820,521</b>	5,267,974	5,012,737
Income taxes paid	<b>(277,022)</b>	(152,262)	(242,992)
Other assets	<b>58,931</b>	(485,563)	76,062
Interest received	<b>100,643</b>	53,200	29,482
Net cash provided by operating activities	<b>4,703,073</b>	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)	<b>(310,769)</b>	(15,350)	—
Property and equipment (Notes 16 and 44)	<b>(45,323)</b>	(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)	<b>46,179</b>	104,068	—
Property and equipment (Notes 16 and 35)	<b>992</b>	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)



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

Consolidated Statement of Financial Position:	Increase (decrease)
	<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
Lease liabilities recognized at January 1, 2019	₱1,053,421

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:

	2019	2018
	<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
	(In Thousands)	
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 remeasurement 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)
Total consolidated revenues	<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)
Consolidated net profit	<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
Total assets	<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
Total liabilities	<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	₱-	₱2,976,366	₱2,976,366
Sale of real estate	487,307	-	487,307
Commission and distribution income	-	308,381	308,381
Revenue from property management	214,635	-	214,635
Revenue from contracts with customers	₱701,942	₱3,284,747	₱3,986,689

2018			
Type of service	Real Estate Development and Property Management	Gaming and gaming related activities	Total
	<i>(In Thousands)</i>		
Gaming revenue - share	₱-	₱3,211,857	₱3,211,857
Sale of real estate	670,527	-	670,527
Commission and distribution income	-	487,626	487,626
Revenue from property management	186,194	-	186,194
Revenue from contracts with customers	₱856,721	₱3,699,483	₱4,556,204

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	₱5,010,416	₱4,205,068	₱9,215,484
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)
Total revenue from contracts with customers	₱701,942	₱3,284,747	₱3,986,689





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 (P15.2 million), (P11.9 million) and P67.7 million, respectively, were recognized in the consolidated statements of income.

Realized gain from sale of investments held for trading amounted to nil, P1.5 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 P4.8 million, P5.0 million and P5.7 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	<b>P1,265,323</b>	P1,155,877
Leases (see Note 37)	<b>1,120,406</b>	559,760
Gaming revenue share	<b>205,877</b>	99,105
Property management	<b>164,812</b>	139,431
Equipment rental and instant scratch ticket sales	<b>126,603</b>	232,523
Accrued interest	<b>2</b>	2,406
Others	<b>245,988</b>	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>P2,463,605</b>	P1,688,453

- 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	<b>₱96,633</b>	<b>₱167,880</b>	<b>₱264,513</b>
Provisions (see Note 35)	<b>2,147</b>	<b>—</b>	<b>2,147</b>
Write-off	<b>—</b>	<b>(5,772)</b>	<b>(5,772)</b>
Balance at end of year	<b>₱98,780</b>	<b>₱162,108</b>	<b>₱260,888</b>

	2018		
	Trade	Others	Total
	<i>(In Thousands)</i>		
Balance at beginning of year	<b>₱103,383</b>	<b>₱172,684</b>	<b>₱276,067</b>
Write-off	<b>(6,750)</b>	<b>(4,804)</b>	<b>(11,554)</b>
Balance at end of year	<b>₱96,633</b>	<b>₱167,880</b>	<b>₱264,513</b>

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	<b>₱1,363,358</b>	<b>₱1,254,259</b>
Less discount on trade receivables:		
Balance at beginning of year	<b>98,382</b>	<b>75,502</b>
Discount recognized during the year	<b>80,507</b>	<b>91,499</b>
Amortization during the year (see Note 27)	<b>(80,854)</b>	<b>(68,619)</b>
	<b>98,035</b>	<b>98,382</b>
Balance at end of year	<b>₱1,265,323</b>	<b>₱1,155,877</b>

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	<b>₱40,511</b>	<b>₱37,892</b>
Noncurrent portion	<b>89,612</b>	<b>130,123</b>
	<b>₱130,123</b>	<b>₱168,015</b>



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	<b>₱3,723,548</b>	₱3,782,365
Additions	<b>310,769</b>	15,350
Disposals	<b>(37,106)</b>	(74,167)
Balance at end of year	<b>3,997,211</b>	3,723,548
<b>Cumulative unrealized mark to market gain (loss) on financial assets at FVOCI</b>		
Balance at beginning of year, as restated	<b>₱1,047,224</b>	₱794,105
Unrealized gain during the year	<b>477,455</b>	283,020
Realized gain on disposal during the year	<b>(9,073)</b>	(29,901)
Balance at end of year	<b>1,515,606</b>	1,047,224
	<b>₱5,512,817</b>	₱4,770,772

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	<b>₱1,869,025</b>	<b>₱18,342,299</b>	<b>₱20,211,324</b>
<b>Accumulated depreciation</b>			
Balance at beginning of year	—	116,481	116,481
Depreciation (see Note 31)		<b>603,018</b>	<b>603,018</b>
Balance at end of year	—	<b>719,499</b>	<b>719,499</b>
	<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>								
Cost								
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)
Balance at end of year	747,875	395,225	299,862	245,819	63,078	198,176	—	1,950,035
Accumulated Depreciation, Amortization and Impairment Loss								
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)
Balance at end of year	707,806	387,672	248,831	241,980	27,969	170,952	—	1,785,210
Net Book Value	₱40,069	₱7,553	₱51,031	₱3,839	₱35,109	₱27,224	₱—	₱164,825

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>								
Cost								
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)
Balance at end of year	916,895	392,328	289,287	244,267	62,610	191,118	1,130	2,097,635
Accumulated Depreciation, Amortization and Impairment Loss								
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)
Balance at end of year	755,976	377,943	219,142	222,517	22,073	136,045	—	1,733,696
Net Book Value	₱160,919	₱14,385	₱70,145	₱21,750	₱40,537	₱55,073	₱1,130	₱363,939

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	<b>₱5,261,186</b>	₱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	<b>680,146</b>	569,949
Amortization (see Notes 29 and 33)	<b>115,834</b>	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	<b>₱1,717,644</b>	₱1,717,644
FRI	<b>110,934</b>	110,934
LCC subsidiaries	<b>3,683</b>	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	<b>₱1,721,327</b>	₱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.

## 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).

## 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.

## 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).



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## 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).

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## 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.

## 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
Gaming revenue share - net	<b>₱2,976,366</b>	₱3,211,857	₱2,609,353

## 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>	₱122,235	₱110,246

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.



## 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>

## 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>

## 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>	<b>₱341,600</b>	<b>₱196,831</b>

### 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>	<b>₱134,960</b>	<b>₱68,907</b>

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>(P5,243)</b>	(P8,976)	(P33,339)
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>(P155,073)</b>	(P191,084)	P166,149

### 36. Income Taxes

The provision for current income tax consists of the following:

	2019	2018	2017
	<i>(In Thousands)</i>		
RCIT	<b>P274,033</b>	P223,241	P277,358
MCIT	—	2,174	38,972
	<b>P274,033</b>	P225,415	P316,330

The movements in MCIT of the Parent Company in 2018 is as follows:

	2018
	<i>(In Thousands)</i>
MCIT:	
Balance at beginning of year	P83,017
Application	(83,017)
Balance at end of year	P—



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 (In thousands)
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
Total amount recognized in statement of income	₱293,223

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)
As at December 31, 2019	₱1,003,935

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
	(In Thousands)
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
	(in thousands)
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
	(In Thousands)
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>

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### 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	<b>(₱176,395)</b>	<b>(₱175,669)</b>	<b>(₱726)</b>
Net retirement income (costs) in profit or loss:			
Current service cost	<b>(18,555)</b>	—	<b>(18,555)</b>
Past service cost	<b>(9,357)</b>	—	<b>(9,357)</b>
Interest expense	<b>(13,684)</b>	—	<b>(13,684)</b>
Interest income	—	<b>14,477</b>	<b>14,477</b>
Interest on the effect on asset ceiling	—	<b>(465)</b>	<b>(465)</b>
	<b>(41,596)</b>	<b>14,012</b>	<b>(27,584)</b>
Benefits paid	<b>10,341</b>	<b>(10,341)</b>	—
Contributions	—	<b>18,798</b>	<b>18,798</b>
Remeasurement gain (loss) recognized in OCI:			
Actuarial changes due to experience adjustment	<b>(6,732)</b>	—	<b>(6,732)</b>
Actuarial changes arising from changes in financial assumptions	<b>(39,667)</b>	—	<b>(39,667)</b>
Actual return excluding amount included in net interest cost	—	<b>5,724</b>	<b>5,724</b>
Actuarial changes due to changes in demographic assumptions	<b>686</b>	—	<b>686</b>
Effect of asset ceiling	—	<b>5,281</b>	<b>5,281</b>
	<b>(45,713)</b>	<b>11,005</b>	<b>(34,708)</b>
At December 31, 2019	<b>(₱253,363)</b>	<b>₱209,143</b>	<b>(₱44,220)</b>

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	<b>(₱185,457)</b>	<b>₱174,769</b>	—	<b>(₱10,688)</b>
Net retirement income (costs) in profit or loss:				
Current service cost	<b>(23,085)</b>	—	—	<b>(23,085)</b>
Net interest	<b>(10,586)</b>	—	—	<b>(10,586)</b>
Interest income	—	<b>10,203</b>		<b>10,203</b>
	<b>(33,671)</b>	<b>10,203</b>	—	<b>(23,468)</b>
Benefits paid	<b>2,426</b>	<b>(2,426)</b>	—	—
Contributions	—	<b>10,000</b>	—	<b>10,000</b>
Remeasurement gain (loss) recognized in OCI:				
Actuarial changes due to experience adjustment	<b>2,324</b>	—	—	<b>2,324</b>

(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:

	<b>2019</b>		<b>2018</b>	
	<b>Increase (Decrease)</b>	<b>Increase (Decrease) in Defined Benefit Obligation (In thousands)</b>	<b>Increase (Decrease)</b>	<b>Increase (Decrease) in Defined Benefit Obligation</b>
	<b>(Decrease)</b>	<b>(In Thousands)</b>	<b>(Decrease)</b>	<b>(In Thousands)</b>
Discount rate	<b>1.00%</b> <b>(1.00%)</b>	<b>(17,848)</b> <b>21,593</b>	1.00% (1.00%)	(P9,348) 11,107
Salary increase rate	<b>1.00%</b> <b>(1.00%)</b>	<b>20,938</b> <b>(17,696)</b>	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:

	<b>2019</b>	<b>2018</b>
	<i>(In Thousands)</i>	
Less than 1 year	<b>₱128,312</b>	<b>₱100,483</b>
More than 1 year to 5 years	<b>19,176</b>	<b>29,566</b>
More than 5 years to 10 years	<b>81,149</b>	<b>71,649</b>

### 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 parties.

Related Party	Relationship	Transaction		Transaction Amounts	Outstanding Balance	Terms	Condition
(In Thousands)							
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)	<b>₱120,351</b>	₱120,932
Advances from associates (see Note 20)	<b>60,753</b>	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 (VISMIN) 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 VISMIN 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 VISMIN 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 VISMIN operations, POSC agreed to reduce the rental fee on the lotto terminals for the VISMIN operations and POSC to shoulder the cost of betting slips and ticket paper rolls for the PCSO's Luzon and VISMIN 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
	(In Thousands)	
Cash and cash equivalents	\$1,080	\$427
Consultancy and software license fee payable*	(340)	(716)
Foreign currency-denominated financial assets (liabilities)	\$740	(\$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
	(In Thousands, Except Change in US\$ Rate)			
Change in US\$ rate*	1.20	(1.20)	1.67	(1.67)
Effect on income before income tax	₱890	(₱890)	(₱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:

Increase (Decrease) in Equity Price	2019	2018
	<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		
<i>(In Thousands)</i>							
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		
<i>(In Thousands)</i>							
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			
	ECL Staging			
	Stage 1	Stage 2	Stage 3	
	12-month ECL	Lifetime ECL	Lifetime ECL	Total
Financial Assets at Amortized Cost				
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
Financial assets at FVOCI	5,512,817	—	—	5,512,817
Financial assets at FVPL	140,457	—	—	140,457
Gross Carrying Amount	₱12,655,676	₱156,510	₱260,888	₱13,073,074

\*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			
	ECL Staging			
	Stage 1	Stage 2	Stage 3	
	12-month ECL	Lifetime ECL	Lifetime ECL	Total
Financial Assets at Amortized Cost				
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
Financial assets at FVOCI	155,705	—	—	155,705
Financial assets at FVPL	4,770,772	—	—	4,770,772
Gross Carrying Amount	₱ 9,794,173	₱221,312	₱384,850	₱10,400,335

\*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
	(In Thousands)	
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)
	(In Thousands)					
<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)						
Assets						
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
Liabilities						
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	P8,591,242	P4,629,717	(P5,830,203)	P74,307	P=	P7,465,063
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	P8,834,255	P1,618,343	(P2,920,964)	P6,187	P=	P7,537,821

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

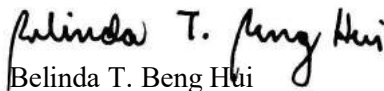


## **INDEPENDENT AUDITOR'S REPORT ON COMPONENTS OF FINANCIAL SOUNDNESS INDICATORS**

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

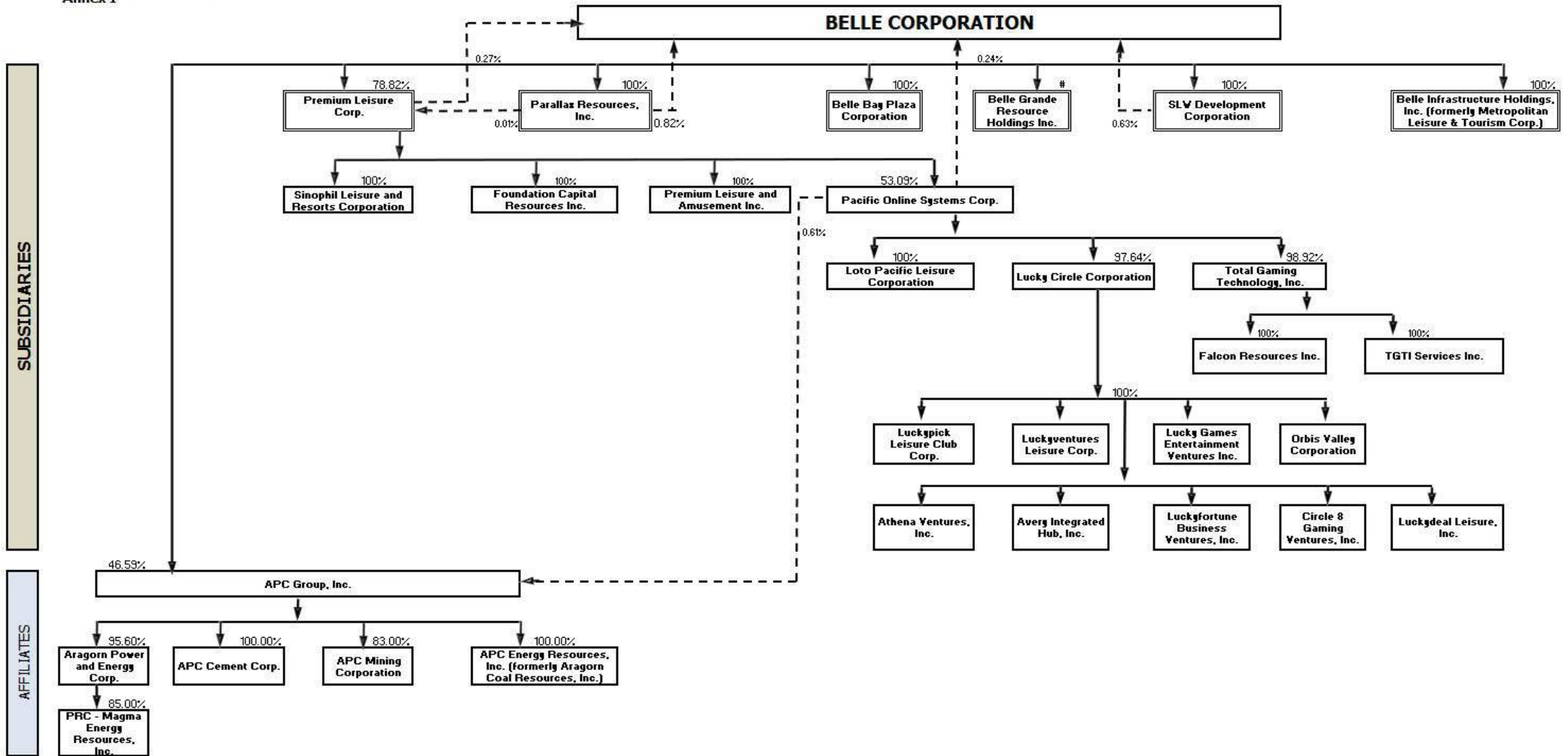


**BELLE CORPORATION AND SUBSIDIARIES**  
**Index to the Consolidated Financial Statements and**  
**Supplementary Schedules**  
**December 31, 2019**

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	—
	7,271,007	7,271,007		₱66,557
<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	—
		140,457	140,457	—
<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	48,878	50,979	50,979	—
International Golf Club, Inc.	1,316	919,150	919,150	—
The Country Club at Tagaytay Highlands, Inc.	2,250	338,250	338,250	—
Tagaytay Midlands International Golf Club, Inc.	2,124	1,486,800	1,486,800	—
Asian Petroleum	1	11	N/A	—
Costa De Hamilo	1	757	N/A	—
PLDT	1,606	83	N/A	—
		5,512,817	5,511,966	—
		₱12,924,281	₱5,652,423	₱66,557

**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	P—	P—	P—	P—	P—	P—	P—
Employees	1,949	11,609	(12,011)	—	1,547	—	1,547
Officers	4	—	—	—	4	—	4
	<b>P1,953</b>	<b>P11,609</b>	<b>(P12,011)</b>	<b>P—</b>	<b>P1,551</b>	<b>P—</b>	<b>P1,551</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	P1,624,558	P—	P—	(P1,624,558)	P—	P—	P—
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>P6,153,498</b>	<b>P2</b>	<b>(P396,535)</b>	<b>(P1,624,558)</b>	<b>P4,132,407</b>	<b>P—</b>	<b>P4,132,407</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
		7,879,309
Dividend declaration during the period		(1,171,575)
Treasury shares		(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**

<b>Ratio</b>	<b>Formula</b>	<b>2019</b>	<b>2018</b>
<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	
	Earnings Before Interest and Taxes	3,620,889	
	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	
	Return on Equity	9.48%	
<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	
	Return on Assets	6.70%	
<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	
	Net Income Before Non-Cash Expenses	4,382,146	
	Total Liabilities	12,910,479	
	Solvency Ratio	33.94%	
<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	
	Net Profit Margin	39%	

# Annex A: Reporting Template

(For additional guidance on how to answer the Topics, organizations may refer to Annex B: Topic Guide)

Pursuant to Securities and Exchange Commission (SEC) Memorandum Circular (MC) No. 04, Series of 2019, Belle Corporation is attaching its 2019 Sustainability Report prepared in accordance with the Global Reporting Initiative's (GRI) Sustainability Reporting Standards: Core Option, which is an internationally recognized sustainability framework or standard, and shall be considered as our compliance to this MC.

## Contextual Information

Company Details	
Name of Organization	
Location of Headquarters	
Location of Operations	
Report Boundary: Legal entities (e.g. subsidiaries) included in this report*	
Business Model, including Primary Activities, Brands, Products, and Services	
Reporting Period	
Highest Ranking Person responsible for this report	

*\*If you are a holding company, you could have an option whether to report on the holding company only or include the subsidiaries. However, please consider the principle of materiality when defining your report boundary.*

## Materiality Process

Explain how you applied the materiality principle (or the materiality process) in identifying your material topics. <sup>1</sup>

<sup>1</sup> See [GRI 102-46](#) (2016) for more guidance.

## ECONOMIC

### Economic Performance

#### Direct Economic Value Generated and Distributed

Disclosure	Amount	Units
Direct economic value generated (revenue)		PhP
Direct economic value distributed:		
a. Operating costs		PhP
b. Employee wages and benefits		PhP
c. Payments to suppliers, other operating costs		PhP
d. Dividends given to stockholders and interest payments to loan providers		PhP
e. Taxes given to government		PhP
f. Investments to community (e.g. donations, CSR)		PhP

What is the impact and where does it occur? What is the organization's involvement in the impact?	Which stakeholders are affected?	Management Approach
<p>Identify the impact and where it occurs (i.e., primary business operations and/or supply chain)</p> <p>Indicate involvement in the impact (i.e., caused by the organization or linked to impacts through its business relationship)</p>	(e.g. employees, community, suppliers, government, vulnerable groups)	What policies, commitments, goals and targets, responsibilities, resources, grievance mechanisms, and/or projects, programs, and initiatives do you have to manage the material topic?
What are the Risk/s Identified?	Which stakeholders are affected?	Management Approach
Identify risk/s related to material topic of the organization		
What are the Opportunity/ies Identified?	Which stakeholders are affected?	Management Approach
Identify the opportunity/ies related to material topic of the organization		

## Climate-related risks and opportunities<sup>2</sup>

Governance	Strategy	Risk Management	Metrics and Targets
Disclose the organization's governance around climate-related risks and opportunities	Disclose the actual and potential impacts <sup>3</sup> of climate-related risks and opportunities on the organization's businesses, strategy, and financial planning where such information is material	Disclose how the organization identifies, assesses, and manages climate-related risks	Disclose the metrics and targets used to assess and manage relevant climate-related risks and opportunities where such information is material
<b>Recommended Disclosures</b>			
a) Describe the board's oversight of climate-related risks and opportunities	a) Describe the climate-related risks and opportunities the organization has identified over the short, medium and long term	a) Describe the organization's processes for identifying and assessing climate-related risks	a) Disclose the metrics used by the organization to assess climate-related risks and opportunities in line with its strategy and risk management process
b) Describe management's role in assessing and managing climate-related risks and opportunities	b) Describe the impact of climate-related risks and opportunities on the organization's businesses, strategy and financial planning.	b) Describe the organization's processes for managing climate-related risks	b) Describe the targets used by the organization to manage climate-related risks and opportunities and performance against targets
	c) Describe the resilience of the organization's strategy, taking into consideration different climate-related scenarios including a 2°C or lower scenario	c) Describe how processes for identifying, assessing, and managing climate-related risks are integrated into the organization's overall risk management	

<sup>2</sup> Adopted from the Recommendations of the Task Force on Climate-Related Financial Disclosures. The TCFD Recommendations apply to non-financial companies and financial-sector organizations, including banks, insurance companies, asset managers and asset owners.

<sup>3</sup> For this disclosure, impact refers to the impact of climate-related issues on the company.

## Procurement Practices

### Proportion of spending on local suppliers

Disclosure	Quantity	Units
Percentage of procurement budget used for significant locations of operations that is spent on local suppliers		%

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## Anti-corruption

### Training on Anti-corruption Policies and Procedures

Disclosure	Quantity	Units
Percentage of employees to whom the organization's anti-corruption policies and procedures have been communicated to		%
Percentage of business partners to whom the organization's anti-corruption policies and procedures have been communicated to		%
Percentage of directors and management that have received anti-corruption training		%
Percentage of employees that have received anti-corruption training		%

What is the impact and where does it occur? What is the organization's involvement in the impact?	Which stakeholders are affected?	Management Approach
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#### Incidents of Corruption

Disclosure	Quantity	Units
Number of incidents in which directors were removed or disciplined for corruption		#
Number of incidents in which employees were dismissed or disciplined for corruption		#
Number of incidents when contracts with business partners were terminated due to incidents of corruption		#

What is the impact and where does it occur? What is the organization's involvement in the impact?	Which stakeholders are affected?	Management Approach
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## ENVIRONMENT

### Resource Management

Energy consumption within the organization:

Disclosure	Quantity	Units
Energy consumption (renewable sources)		GJ
Energy consumption (gasoline)		GJ
Energy consumption (LPG)		GJ
Energy consumption (diesel)		GJ
Energy consumption (electricity)		kWh

Reduction of energy consumption

Disclosure	Quantity	Units
Energy reduction (gasoline)		GJ
Energy reduction (LPG)		GJ
Energy reduction (diesel)		GJ
Energy reduction (electricity)		kWh
Energy reduction (gasoline)		GJ

What is the impact and where does it occur? What is the organization's involvement in the impact?	Which stakeholders are affected?	Management Approach
<i>Identify the impact and where it occurs (i.e., primary business operations and/or supply chain)</i>  <i>Indicate involvement in the impact (i.e., caused by the organization or linked to impacts through its business relationship)</i>	<i>(e.g. employees, community, suppliers, government, vulnerable groups)</i>	<i>What policies, commitments, goals and targets, responsibilities, resources, grievance mechanisms, and/or projects, programs, and initiatives do you have to manage the material topic?</i>



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#### Water consumption within the organization

Disclosure	Quantity	Units
Water withdrawal		Cubic meters
Water consumption		Cubic meters
Water recycled and reused		Cubic meters

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### Materials used by the organization

Disclosure	Quantity	Units
Materials used by weight or volume		
• renewable		kg/liters
• non-renewable		kg/liters
Percentage of recycled input materials used to manufacture the organization's primary products and services		%

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<i>Identify the impact and where it occurs (i.e., primary business operations and/or supply chain)</i> <i>Indicate involvement in the impact (i.e., caused by the organization or linked to impacts through its business relationship)</i>	<i>(e.g. employees, community, suppliers, government, vulnerable groups)</i>	<i>What policies, commitments, goals and targets, responsibilities, resources, grievance mechanisms, and/or projects, programs, and initiatives do you have to manage the material topic?</i>
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### Ecosystems and biodiversity (whether in upland/watershed or coastal/marine)

Disclosure	Quantity	Units
Operational sites owned, leased, managed in, or adjacent to, protected areas and areas of high biodiversity value outside protected areas	(identify all sites)	
Habitats protected or restored		ha
IUCN <sup>4</sup> Red List species and national conservation list species with habitats in areas affected by operations	(list)	

<sup>4</sup> International Union for Conservation of Nature

What is the impact and where does it occur? What is the organization's involvement in the impact?	Which stakeholders are affected?	Management Approach
<i>Identify the impact and where it occurs (i.e., primary business operations and/or supply chain)</i> <i>Indicate involvement in the impact (i.e., caused by the organization or linked to impacts through its business relationship)</i>	<i>(e.g. employees, community, suppliers, government, vulnerable groups)</i>	<i>What policies, commitments, goals and targets, responsibilities, resources, grievance mechanisms, and/or projects, programs, and initiatives do you have to manage the material topic?</i>
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## Environmental impact management

### Air Emissions

#### GHG

Disclosure	Quantity	Units
Direct (Scope 1) GHG Emissions		Tonnes CO <sub>2</sub> e
Energy indirect (Scope 2) GHG Emissions		Tonnes CO <sub>2</sub> e
Emissions of ozone-depleting substances (ODS)		Tonnes

What is the impact and where does it occur? What is the organization's involvement in the impact?	Which stakeholders are affected?	Management Approach
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<i>linked to impacts through its business relationship)</i>		
<b>What are the Risk/s Identified?</b>	<b>Which stakeholders are affected?</b>	<b>Management Approach</b>
<i>Identify risk/s related to material topic of the organization</i>		
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#### Air pollutants

<b>Disclosure</b>	<b>Quantity</b>	<b>Units</b>
NO <sub>x</sub>		kg
SO <sub>x</sub>		kg
Persistent organic pollutants (POPs)		kg
Volatile organic compounds (VOCs)		kg
Hazardous air pollutants (HAPs)		kg
Particulate matter (PM)		kg

<b>What is the impact and where does it occur? What is the organization's involvement in the impact?</b>	<b>Which stakeholders are affected?</b>	<b>Management Approach</b>
<i>Identify the impact and where it occurs (i.e., primary business operations and/or supply chain)</i> <i>Indicate involvement in the impact (i.e., caused by the organization or linked to impacts through its business relationship)</i>	<i>(e.g. employees, community, suppliers, government, vulnerable groups)</i>	<i>What policies, commitments, goals and targets, responsibilities, resources, grievance mechanisms, and/or projects, programs, and initiatives do you have to manage the material topic?</i>
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## Solid and Hazardous Wastes

### Solid Waste

Disclosure	Quantity	Units
Total solid waste generated		kg
Reusable		kg
Recyclable		kg
Composted		kg
Incinerated		kg
Residuals/Landfilled		kg

What is the impact and where does it occur? What is the organization's involvement in the impact?	Which stakeholders are affected?	Management Approach
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### Hazardous Waste

Disclosure	Quantity	Units
Total weight of hazardous waste generated		kg
Total weight of hazardous waste transported		kg

<b>What is the impact and where does it occur? What is the organization's involvement in the impact?</b>	<b>Which stakeholders are affected?</b>	<b>Management Approach</b>
<i>Identify the impact and where it occurs (i.e., primary business operations and/or supply chain)</i> <i>Indicate involvement in the impact (i.e., caused by the organization or linked to impacts through its business relationship)</i>	<i>(e.g. employees, community, suppliers, government, vulnerable groups)</i>	<i>What policies, commitments, goals and targets, responsibilities, resources, grievance mechanisms, and/or projects, programs, and initiatives do you have to manage the material topic?</i>
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<i>Identify the opportunity/ies related to material topic of the organization</i>		

#### Effluents

<b>Disclosure</b>	<b>Quantity</b>	<b>Units</b>
Total volume of water discharges		Cubic meters
Percent of wastewater recycled		%

<b>What is the impact and where does it occur? What is the organization's involvement in the impact?</b>	<b>Which stakeholders are affected?</b>	<b>Management Approach</b>
<i>Identify the impact and where it occurs (i.e., primary business operations and/or supply chain)</i> <i>Indicate involvement in the impact (i.e., caused by the organization or linked to impacts through its business relationship)</i>	<i>(e.g. employees, community, suppliers, government, vulnerable groups)</i>	<i>What policies, commitments, goals and targets, responsibilities, resources, grievance mechanisms, and/or projects, programs, and initiatives do you have to manage the material topic?</i>

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## Environmental compliance

### Non-compliance with Environmental Laws and Regulations

Disclosure	Quantity	Units
Total amount of monetary fines for non-compliance with environmental laws and/or regulations		PhP
No. of non-monetary sanctions for non-compliance with environmental laws and/or regulations		#
No. of cases resolved through dispute resolution mechanism		#

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<i>Identify the <b>opportunity</b>/ies related to material topic of the organization</i>		

## SOCIAL

### Employee Management

#### Employee Hiring and Benefits

##### Employee data

Disclosure	Quantity	Units
Total number of employees <sup>5</sup>		
a. Number of female employees		#
b. Number of male employees		#
Attrition rate <sup>6</sup>		rate
Ratio of lowest paid employee against minimum wage		ratio

##### Employee benefits

List of Benefits	Y/N	% of female employees who availed for the year	% of male employees who availed for the year
SSS			
PhilHealth			
Pag-ibig			
Parental leaves			
Vacation leaves			
Sick leaves			
Medical benefits (aside from PhilHealth))			
Housing assistance (aside from Pag-ibig)			
Retirement fund (aside from SSS)			
Further education support			
Company stock options			
Telecommuting			
Flexible-working Hours			
(Others)			

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<sup>5</sup> Employees are individuals who are in an employment relationship with the organization, according to national law or its application ([GRI Standards 2016 Glossary](#))

<sup>6</sup> Attrition are = (no. of new hires – no. of turnover)/(average of total no. of employees of previous year and total no. of employees of current year)



What are the Risk/s Identified?	Management Approach
<i>Identify risk/s related to material topic of the organization</i>	
What are the Opportunity/ies Identified?	Management Approach
<i>Identify the opportunity/ies related to material topic of the organization</i>	

#### Employee Training and Development

Disclosure	Quantity	Units
Total training hours provided to employees		
a. Female employees		hours
b. Male employees		hours
Average training hours provided to employees		
a. Female employees		hours/employee
b. Male employees		hours/employee

What is the impact and where does it occur? What is the organization's involvement in the impact?	Management Approach
<i>Identify the impact and where it occurs (i.e., primary business operations and/or supply chain)</i>  <i>Indicate involvement in the impact (i.e., caused by the organization or linked to impacts through its business relationship)</i>	<i>What policies, commitments, goals and targets, responsibilities, resources, grievance mechanisms, and/or projects, programs, and initiatives do you have to manage the material topic?</i>
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<i>Identify risk/s related to material topic of the organization</i>	
What are the Opportunity/ies Identified?	Management Approach
<i>Identify the opportunity/ies related to material topic of the organization</i>	

#### Labor-Management Relations

Disclosure	Quantity	Units
% of employees covered with Collective Bargaining Agreements		%
Number of consultations conducted with employees concerning employee-related policies		#

<b>What is the impact and where does it occur? What is the organization's involvement in the impact?</b>	<b>Management Approach</b>
<i>Identify the impact and where it occurs (i.e., primary business operations and/or supply chain)</i>  <i>Indicate involvement in the impact (i.e., caused by the organization or linked to impacts through its business relationship)</i>	<i>What policies, commitments, goals and targets, responsibilities, resources, grievance mechanisms, and/or projects, programs, and initiatives do you have to manage the material topic?</i>
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<b>What are the Opportunity/ies Identified?</b>	<b>Management Approach</b>
<i>Identify the opportunity/ies related to material topic of the organization</i>	

#### Diversity and Equal Opportunity

<b>Disclosure</b>	<b>Quantity</b>	<b>Units</b>
% of female workers in the workforce		%
% of male workers in the workforce		%
Number of employees from indigenous communities and/or vulnerable sector*		#

\*Vulnerable sector includes, elderly, persons with disabilities, vulnerable women, refugees, migrants, internally displaced persons, people living with HIV and other diseases, solo parents, and the poor or the base of the pyramid (BOP; Class D and E).

<b>What is the impact and where does it occur? What is the organization's involvement in the impact?</b>	<b>Management Approach</b>
<i>Identify the impact and where it occurs (i.e., primary business operations and/or supply chain)</i>  <i>Indicate involvement in the impact (i.e., caused by the organization or linked to impacts through its business relationship)</i>	<i>What policies, commitments, goals and targets, responsibilities, resources, grievance mechanisms, and/or projects, programs, and initiatives do you have to manage the material topic?</i>
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<b>What are the Opportunity/ies Identified?</b>	<b>Management Approach</b>
<i>Identify the opportunity/ies related to material topic of the organization</i>	

## Workplace Conditions, Labor Standards, and Human Rights

### Occupational Health and Safety

Disclosure	Quantity	Units
Safe Man-Hours		Man-hours
No. of work-related injuries		#
No. of work-related fatalities		#
No. of work related ill-health		#
No. of safety drills		#

What is the impact and where does it occur? What is the organization's involvement in the impact?	Management Approach
<i>Identify the impact and where it occurs (i.e., primary business operations and/or supply chain)</i>  <i>Indicate involvement in the impact (i.e., caused by the organization or linked to impacts through its business relationship)</i>	<i>What policies, commitments, goals and targets, responsibilities, resources, grievance mechanisms, and/or projects, programs, and initiatives do you have to manage the material topic?</i>
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What are the Opportunity/ies Identified?	Management Approach
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### Labor Laws and Human Rights

Disclosure	Quantity	Units
No. of legal actions or employee grievances involving forced or child labor		#

Do you have policies that explicitly disallows violations of labor laws and human rights (e.g. harassment, bullying) in the workplace?

Topic	Y/N	If Yes, cite reference in the company policy
Forced labor		
Child labor		
Human Rights		

<b>What is the impact and where does it occur? What is the organization's involvement in the impact?</b>	<b>Management Approach</b>
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<b>What are the Opportunity/ies Identified?</b>	<b>Management Approach</b>
<i>Identify the opportunity/ies related to material topic of the organization</i>	

### Supply Chain Management

Do you have a supplier accreditation policy? If yes, please attach the policy or link to the policy:

---

Do you consider the following sustainability topics when accrediting suppliers?

<b>Topic</b>	<b>Y/N</b>	<b>If Yes, cite reference in the supplier policy</b>
Environmental performance		
Forced labor		
Child labor		
Human rights		
Bribery and corruption		

<b>What is the impact and where does it occur? What is the organization's involvement in the impact?</b>	<b>Management Approach</b>
<i>Identify the impact and where it occurs (i.e., primary business operations and/or supply chain)</i>  <i>Indicate involvement in the impact (i.e., caused by the organization or linked to impacts through its business relationship)</i>	<i>What policies, commitments, goals and targets, responsibilities, resources, grievance mechanisms, and/or projects, programs, and initiatives do you have to manage the material topic?</i>
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<i>Identify risk/s related to material topic of the organization</i>	

What are the Opportunity/ies Identified?	Management Approach
<i>Identify the opportunity/ies related to material topic of the organization</i>	

## Relationship with Community

### Significant Impacts on Local Communities

Operations with significant (positive or negative) impacts on local communities (exclude CSR projects; this has to be business operations)	Location	Vulnerable groups (if applicable)*	Does the particular operation have impacts on indigenous people (Y/N)?	Collective or individual rights that have been identified that or particular concern for the community	Mitigating measures (if negative) or enhancement measures (if positive)

\*Vulnerable sector includes children and youth, elderly, persons with disabilities, vulnerable women, refugees, migrants, internally displaced persons, people living with HIV and other diseases, solo parents, and the poor or the base of the pyramid (BOP; Class D and E)

For operations that are affecting IPs, indicate the total number of Free and Prior Informed Consent (FPIC) undergoing consultations and Certification Preconditions (CPs) secured and still operational and provide a copy or link to the certificates if available: \_\_\_\_\_

Certificates	Quantity	Units
FPIC process is still undergoing		#
CP secured		#

What are the Risk/s Identified?	Management Approach
<i>Identify risk/s related to material topic of the organization</i>	
What are the Opportunity/ies Identified?	Management Approach
<i>Identify the opportunity/ies related to material topic of the organization</i>	

## Customer Management

### Customer Satisfaction

Disclosure	Score	Did a third party conduct the customer satisfaction study (Y/N)?
Customer satisfaction		

<b>What is the impact and where does it occur? What is the organization's involvement in the impact?</b>	<b>Management Approach</b>
<i>Identify the impact and where it occurs (i.e., primary business operations and/or supply chain)</i>  <i>Indicate involvement in the impact (i.e., caused by the organization or linked to impacts through its business relationship)</i>	<i>What policies, commitments, goals and targets, responsibilities, resources, grievance mechanisms, and/or projects, programs, and initiatives do you have to manage the material topic?</i>
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<b>What are the Opportunity/ies Identified?</b>	<b>Management Approach</b>
<i>Identify the opportunity/ies related to material topic of the organization</i>	

### Health and Safety

Disclosure	Quantity	Units
No. of substantiated complaints on product or service health and safety*		#
No. of complaints addressed		#

\*Substantiated complaints include complaints from customers that went through the organization's formal communication channels and grievance mechanisms as well as complaints that were lodged to and acted upon by government agencies.

<b>What is the impact and where does it occur? What is the organization's involvement in the impact?</b>	<b>Management Approach</b>
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<i>Identify risk/s related to material topic of the organization</i>	

What are the Opportunity/ies Identified?	Management Approach
Identify the opportunity/ies related to material topic of the organization	

#### Marketing and labelling

Disclosure	Quantity	Units
No. of substantiated complaints on marketing and labelling*		#
No. of complaints addressed		#

\*Substantiated complaints include complaints from customers that went through the organization's formal communication channels and grievance mechanisms as well as complaints that were lodged to and acted upon by government agencies.

What is the impact and where does it occur? What is the organization's involvement in the impact?	Management Approach
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Identify risk/s related to material topic of the organization	
What are the Opportunity/ies Identified?	Management Approach
Identify the opportunity/ies related to material topic of the organization	

#### Customer privacy

Disclosure	Quantity	Units
No. of substantiated complaints on customer privacy*		#
No. of complaints addressed		#
No. of customers, users and account holders whose information is used for secondary purposes		#

\*Substantiated complaints include complaints from customers that went through the organization's formal communication channels and grievance mechanisms as well as complaints that were lodged to and acted upon by government agencies.

<b>What is the impact and where does it occur? What is the organization's involvement in the impact?</b>	<b>Management Approach</b>
<i>Identify the impact and where it occurs (i.e., primary business operations and/or supply chain)</i>  <i>Indicate involvement in the impact (i.e., caused by the organization or linked to impacts through its business relationship)</i>	<i>What policies, commitments, goals and targets, responsibilities, resources, grievance mechanisms, and/or projects, programs, and initiatives do you have to manage the material topic?</i>
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<i>Identify the opportunity/ies related to material topic of the organization</i>	

#### Data Security

<b>Disclosure</b>	<b>Quantity</b>	<b>Units</b>
No. of data breaches, including leaks, thefts and losses of data		#

<b>What is the impact and where does it occur? What is the organization's involvement in the impact?</b>	<b>Management Approach</b>
<i>Identify the impact and where it occurs (i.e., primary business operations and/or supply chain)</i>  <i>Indicate involvement in the impact (i.e., caused by the organization or linked to impacts through its business relationship)</i>	<i>What policies, commitments, goals and targets, responsibilities, resources, grievance mechanisms, and/or projects, programs, and initiatives do you have to manage the material topic?</i>
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## UN SUSTAINABLE DEVELOPMENT GOALS

### Product or Service Contribution to UN SDGs

Key products and services and its contribution to sustainable development.

Key Products and Services	Societal Value / Contribution to UN SDGs	Potential Negative Impact of Contribution	Management Approach to Negative Impact

*\* None/Not Applicable is not an acceptable answer. For holding companies, the services and products of its subsidiaries may be disclosed.*





## 2019 SUSTAINABILITY REPORT





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## ABOUT THE COVER

Featured in the cover of Belle Corporation's 2019 Sustainability Report are photos taken at Tagaytay Highlands International Golf Course and Tagaytay Midlands Golf Course where stakeholders work hand in hand for environmental sustainability.





## OUR VISION

Belle Corporation envisions itself as a world-class provider of the finer things in life.

## OUR MISSION

To develop quality entertainment and leisure facilities that promote growth and environmental sustainability

To enhance shareholder value for the Company's investors and partners

To promote a mutually beneficial relationship with all our stakeholders grounded on integrity and respect

To be an employer of choice offering career growth opportunities

To enhance the quality of life of the communities we serve

## OUR VALUES

Sustainability

Accountability

Integrity

Leadership

Hard Work

Innovation

*An aerial shot of City of Dreams Manila, an integrated resort in Entertainment City currently undertaking long-term sustainability programs*



# About Belle Corporation

Belle Corporation (“Belle”) is a leader and pioneer in integrated leisure property development in the Philippines. We are well-positioned to pursue premium tourism and leisure destinations projects as a result of:

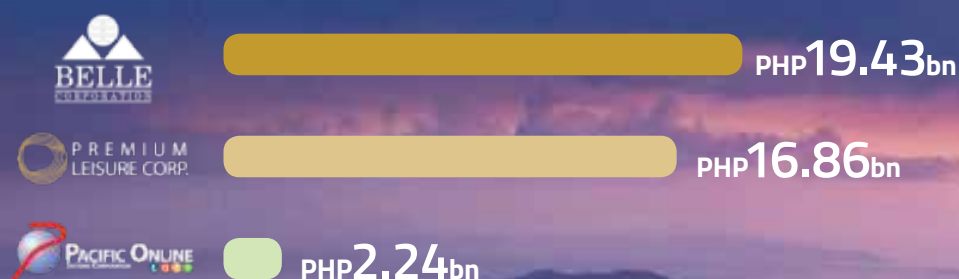
- Over 25 years of experience in developing, managing and operating Tagaytay Highlands, a 1,400-hectare exclusive luxury mountain resort destination with awe-inspiring 180-degree views of Taal Lake.
- Our partnership with Melco Resorts and Entertainment (Philippines) Corporation (“Melco”) as co-licensee, developer and operator of the multi-awarded integrated resort—City of Dreams Manila.
- The consolidation of our gaming-related businesses into our majority-owned subsidiary, Premium Leisure Corp. (“PLC”).

## By the Numbers



## Market Capitalization

(As of December 31, 2019)





#### PROPERTY DEVELOPMENT AND MANAGEMENT (Tagaytay Highlands)



**1,424** hectares in total land area

**697** hectares developed



**4** membership clubs



**2** golf courses with a total of 45 holes



**19** residential communities including horizontal and vertical developments



**391** condominium units



**164** log cabins



**2,075** residential lots



**705** agricultural-residential lots

#### PREMIUM LEISURE CORP.

Regular gaming license to operate integrated resorts in Entertainment City Manila

City of Dreams Manila has:



**1,891** slot machines



**302** gaming tables

**234** electronic tables



**940** hotel rooms

#### PACIFIC ONLINE SYSTEMS CORPORATION



**3,785** Lotto terminals installed



**1,833** Keno terminals installed



**233** PCSO-authorized retail outlets managed

#### LAND AND BUILDING LEASE (City of Dreams Manila)



**62,000** square meters gross land area



**310,565** square meters gross floor area

Highlands Peak Bar





# Joint Message from our Presidents

**“We deliver responsible  
leisure experiences  
with priority for social  
and environmental  
considerations at the  
center of our products  
and services.”**



## To Our Fellow Stakeholders:

As we continue to pursue our vision to become a world-class provider of the finer things in life, the increased visibility of addressing sustainability issues in our business prompted us to revisit the way we create shared value for our stakeholders. With the recent celebrations of Tagaytay Highlands' and City of Dreams Manila's (COD) 25th and 5th anniversaries, respectively, it was an opportune time for us to assess our impact thus far, and the principles behind our business strategy.

Capitalizing on our experience in offering luxury developments and premium services, we defined our **"Approach to Responsible Leisure Experiences"** to serve as a guidepost when assessing our risks, seizing opportunities, and making sound and tactical decisions. This method is anchored on guiding pillars for how we manage leisure experiences in Tagaytay Highlands, and how we choose our premier lifestyle provider partners, such as Melco Resorts and Entertainment (Philippines) Corporation ("Melco"), for the management and operation of COD.

**Our first guiding pillar emphasizes that we pursue investments and businesses that offer sustainable growth and value creation opportunities for our shareholders and stakeholders.** Over the past five years, our recurring consolidated net income has grown by a compounded annual growth rate of 27%. We have experienced tremendous growth at COD with its revenue contribution for its land and building lease growing by 6% over this period. Further, we continue to be one of the top taxpayers in Paranaque City.

**Second, we deliver responsible leisure experiences with priority for social and environmental considerations at the center of our products and services.** This propelled us to introduce innovations in our leisure activities, diving into details such as looking into the various species of grass that is most compatible with our weather and most efficient in water requirements. We also made our clubs more accessible to persons with disabilities with the installation of ramps and special entrances. Our partner, Melco, also demonstrates this principle with their own sustainability commitments and programs, such as onsite vermicomposting and plant propagation, installation of rooftop solar panels, and championing local coffee, among others.

**Third, we facilitate local socio-economic development by providing job and skills development opportunities, and by engaging local suppliers in our daily operations.** Currently, we hire most of our employees at Tagaytay Highlands from the surrounding local communities. We source our ingredients locally and partner with Filipino concessionaires to meet the food requirements of our patrons. Meanwhile, Melco works closely with Filipino farmers to source homegrown beans for the coffee requirements of the entire integrated resort.

**For our fourth pillar, given that most of our leisure developments co-exist with natural habitats, we are responsible stewards of our natural environment.** In

2019, we celebrated the 10th anniversary of "One Tree at a Time," our tree-planting activity which is a testament to our long-standing commitment to preserve the richness of our forest landscape in Tagaytay Highlands. We also continue to assess the risks involving natural disasters given our proximity to Taal Volcano. These include landslides, biodiversity threats, soil, air and water quality and other natural environmental phenomena that may negatively impact our business and our communities.

**Fifth, we build self-sufficient host communities, particularly in Batangas and Tagaytay.** We help close the basic social services gap by helping provide better access to public education, health services and farming livelihood programs. We also assisted our host community by making available water services through the installation of a water pump and conducting drinking water testing benefitting over 250 households.

Our foundation is our commitment to good governance. Having been recognized as one of the top companies in the ASEAN Corporate Governance Scorecard Initiative, we intend to continue adhering to global standards of good governance as part of our operating ethos.

By defining our **"Approach to Responsible Leisure Experiences,"** we were able to identify our **Sustainable Development Goals (SDG)** focus areas:



As we carry on with our sustainability journey, we shall develop programs and monitor our performance and impact, both quantitatively and qualitatively. We will also do our share in the achievement of the Paris Agreement by reducing our own greenhouse gas emissions.

With our pillars as guides, the initiatives we pursue ensure our commitment to sustainable growth and value creation, and contribute to achieving national goals.

**Willy N. Ocier**  
President & CEO  
Pacific Online  
Systems Corporation

**Manuel A. Gana**  
President & CEO  
Belle Corporation

**Armin Antonio B. Raquel Santos**  
President & CEO  
Premium Leisure Corp.



# Our Sustainability Journey

Mindful about the need to operate our businesses beyond boundaries and silos, our leadership has incorporated broader principles of sustainability into our everyday business decisions and endeavors. To guide this implementation, our Board established a Sustainability Core Group tasked with overseeing sustainability initiatives across the Group. Headed by Belle President and Chief Executive Officer, Manuel A. Gana, this directs and monitors the implementation of sustainability programs across the Group. Allow us to share with you the progress we have made in the past year.





Our investment in and development of Tagaytay Highlands and City of Dreams Manila (COD) cemented our reputation and capability as a premium tourism and leisure destinations developer in the country. This is how we have delivered responsible recreation experiences in our two signature developments.



# Our Approach to Responsible Leisure Experiences

## Guiding Pillars and Approach

We pursue investments that offer sustainable growth and value creation opportunities.

- Verify business models that are able to deliver returns
- Anchored on good governance

We deliver responsible leisure experiences.

- Trailblazing developments
- Investments in environmentally-friendly technologies
- Values-aligned partnerships
- Feedback mechanism and prompt request and incident resolution

## Tagaytay Highlands

PHP **36.46<sub>mn</sub>**  
total taxes paid in 2019

over **60,000** visits  
made by members and

**240,000** by guests



Conversion to **sustainable grass** in golf course greens and fairways



**Club-wide renovations** of facilities and common areas



Use of **electric equipment** such as golf carts, cable cars and funicular train

### We facilitate local socio-economic development.

- Job creation, career enhancement and new skills development
- Opening employment opportunities to community members
- Spotting and nurturing high-potential employees
- Engagement of local suppliers

### We are responsible stewards of our natural environment.

- Integration of disaster risk and resilience management in planning
- Responsible operations
- Resource conservation and optimization
- Protection of key natural habitats

### We help build self-sufficient local communities.

- Community development programs
- Entrepreneurship opportunities
- Empowerment of underprivileged but deserving youth in the community



**1,084** direct and indirect jobs created



**93.2%** of employees locally hired



**98.3%** of employees receive performance review



**6** disaster and risk management trainings held



**3,000** liters of water saved thru efficiency projects



**640 kilograms** food waste recycled as feeds for the Animal Farm



**224** electric golf carts



**215** trees planted in 2019



**129** tires upcycled into children recreational equipment



**PHP 3mn** total community investments



**8** scholar-graduates



**1,579** students benefitted from refurbishing **21** school facilities



**1,083** people gain water access from water pump installation



**Over 2** hectares of land lent to farmers for vegetables and crop propagation





# Our Approach to Responsible Leisure Experiences

## Guiding Pillars and Approach

**We pursue investments that offer sustainable growth and value creation opportunities.**

- Invest in sectors with high growth opportunities
- Verify business models that are able to deliver returns
- Anchored on good governance

**We deliver responsible leisure experiences.**

- Trailblazing developments
- Investments in environmentally-friendly technologies
- Values-aligned partnerships
- Feedback mechanism and prompt request and incident resolution

## City of Dreams Manila

**12%** growth in revenues in 2019 from land and building lease of COD versus 2018

paid **PHP 148.96<sub>mn</sub>** in taxes in 2019

**No.1** taxpayer in Real Property Tax Collection Category in 2019 in the City of Paranaque

**One of the top taxpayers** in the City of Paranaque in 2017 and 2018



**Continuous partnership with Melco**, award-winning manager and operator of City of Dreams Manila (COD)



Through Melco **long-term sustainability programs** are underway throughout the integrated resort

### We facilitate local socio-economic development.

- Job creation, career enhancement, and new skills development
- Opening employment opportunities to community members
- Spotting and nurturing high-potential employees
- Engagement of local suppliers

### We are responsible stewards of our natural environment.

- Integration of disaster risk and resilience management in planning
- Responsible operations
- Resource conservation and optimization
- Protection of key natural habitats

### We help build self-sufficient local communities.

- Community development programs
- Entrepreneurship opportunities
- Empowerment of underprivileged but deserving youth in the community



COD employees participated in more than **80** corporate social responsibility activities

**Alignment of COD with the environmental sustainability initiative of parent company Melco Resorts & Entertainment Limited**, the first and only hospitality group and integrated resort signatory to the New Plastics Economy Global Commitment



**1.2MW** solar installation project at COD, equivalent to powering **1,000 homes**



COD realized **PHP 573,347** in monthly savings for fertilizers and ornamental plants onsite

**100%** of single-use plastic bottles removed in all employee areas of COD



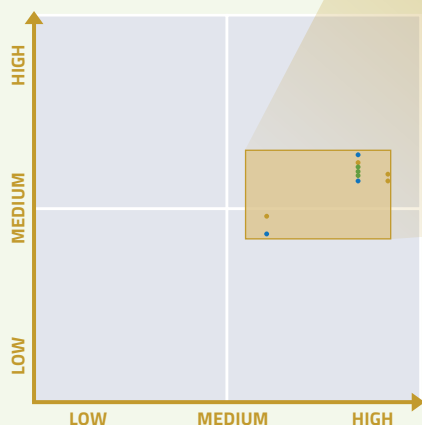
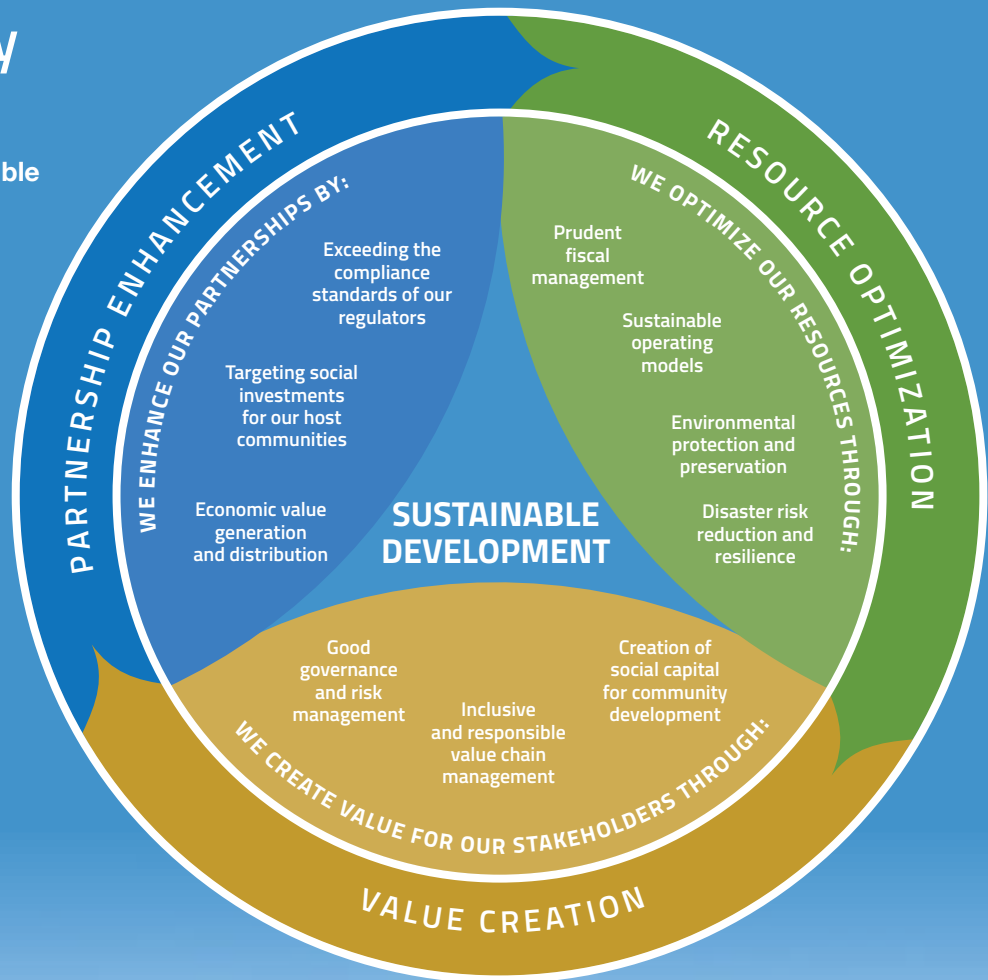
COD employees repurposed nearly **4,221** bars of soap from which they donated some 2,398 bars to Bahay Aruga as part of the company's Soap for Hope Program

# Sustainability Mandate

How we deliver responsible leisure experiences

Our sustainability framework serves as our guidepost in delivering responsible leisure experiences.

Across our businesses, we focus our strategy on creating value for our stockholders and meeting the evolving needs of our stakeholders, while ensuring that we cultivate our partnerships and use our resources responsibly.



## LEGEND

- Economic Performance
- Indirect Economic Impact
- Compliance
- Corporate Governance and Risk Management
- Water Utilization Management
- Biodiversity Protection
- Climate Change Adaptation
- Human Resource Development and Welfare
- Customer Care and Service
- Local Community Development

## What we consider to be material to our stakeholders and our business

From our initial materiality assessment in 2018, we continued to engage our stakeholders to understand what matters to them. We conducted internal reviews and informal dialogues, and launched an online stakeholder feedback survey to prioritize our identified material issues. From our assessments, we updated our materiality matrix to include the specific environmental aspects that are critical to our business.

# Material Topics, Boundaries, Definitions and Relevance







102-46, 102-47

Alignment to Our Business Approach	Material Topics	Boundaries	Definition and Relevance
We pursue investments and businesses that offer sustainable growth and value creation opportunities.	<b>Economic Performance</b> 	Within Belle, host communities, business partners, government	How we deliver sustained economic returns to our stakeholders
	<b>Compliance</b> 	Within Belle, host communities, regulators, business partners	How we comply with applicable laws and regulations
	<b>Corporate Governance and Risk Management</b> 	Within Belle, host communities, regulators, business partners	How we anchor our policies and practices on good corporate governance, emulate global best practices, and mitigate risks
We deliver responsible leisure experiences.	<b>Customer Care Service</b> 	Within Belle, customers, business partners	How we provide world-class service to our customers and protect their rights and data privacy
We facilitate local socio-economic development.	<b>Indirect Economic Impact (Jobs and Local Supply Chain)</b> 	Within Belle, host communities,	How we open employment opportunities to community members and the broader talent pool, and buy from small and medium enterprises from the locality
	<b>Human Resource Development and Welfare</b> 	Within Belle	How we invest in our employees, protect their rights, and promote work-life balance
We are responsible stewards of our natural environment.	<b>Climate Change Adaptation</b> 	Within Belle, host communities, customers	How we do our share in mitigating the negative effects of climate change
	<b>Biodiversity Protection</b> 	Within Belle, host communities, customers	How we contribute to preserving the biodiversity in our developments
	<b>Water Management</b> 	Within Belle, host communities, customers	How we responsibly utilize our water resources in our developments
We help build self-sufficient local communities.	<b>Local Community Development</b> 	Within Belle, host communities	How we help our host communities and empower them to be self-sufficient



# Our Commitments to Stakeholders

102-40, 102-42, 102-43, 102-44

Our Stakeholders	Their Roles	How We Engage Them
<b>Investors/Shareholders/ Creditors</b> 	Providers of financial resources crucial for us to achieve our vision	<ul style="list-style-type: none"> <li>• Annual Stockholders' meetings</li> <li>• Formal and informal meetings</li> <li>• Online surveys</li> <li>• Corporate website</li> </ul>
<b>Customers, Clients, Members</b> 	Buyers and users of our products and services	<ul style="list-style-type: none"> <li>• Customer satisfaction surveys</li> <li>• Club members meetings</li> <li>• Formal and informal meetings</li> <li>• Newsletters</li> <li>• Corporate website</li> <li>• Online surveys</li> </ul>
<b>Employees</b> 	Partners who embody, carry out and fulfill our vision, mission and objectives	<ul style="list-style-type: none"> <li>• Internal communication</li> <li>• HR dialogue</li> <li>• Labor union relations</li> <li>• Performance reviews</li> <li>• Training workshops</li> <li>• Dialogues and agreements</li> <li>• Online surveys</li> <li>• Outreach activities</li> </ul>
<b>Communities</b> 	Partners in local community development	<ul style="list-style-type: none"> <li>• Community development programs</li> <li>• Community dialogues</li> <li>• Online surveys</li> </ul>
<b>Business Partners/Suppliers</b> 	Suppliers and service providers vital to our operations	<ul style="list-style-type: none"> <li>• Business meetings</li> <li>• Contracts and policies</li> <li>• Performance reviews</li> <li>• Online surveys</li> </ul>
<b>Regulators, Socio-civic Organizations, Media</b> 	Collaborators in pursuit of social progress and environmental sustainability	<ul style="list-style-type: none"> <li>• Formal and informal meetings</li> <li>• Media briefs</li> <li>• Online surveys</li> </ul>

What Matters to Them	Our Commitments	Our Performance
<ul style="list-style-type: none"> <li>• Corporate Governance and Risk Management</li> <li>• Customer Care and Service</li> <li>• Human Resource Development and Welfare</li> </ul>	<ul style="list-style-type: none"> <li>• Transparent and accurate disclosures</li> </ul>	We boost economic value in the local communities where we are present (p. 17)
<ul style="list-style-type: none"> <li>• Compliance</li> <li>• Corporate Governance and Risk Management</li> </ul>	<ul style="list-style-type: none"> <li>• Compliance with all applicable laws and regulations</li> <li>• Customer-focused approach in new product and service offerings</li> </ul>	Our Sustainability-driven Investments and Businesses (p. 32)
<ul style="list-style-type: none"> <li>• Water Management</li> <li>• Climate Change Adaptation</li> <li>• Customer Care and Service</li> <li>• Biodiversity Protection</li> </ul>	<ul style="list-style-type: none"> <li>• Environment-friendly business practices</li> <li>• Training and development programs</li> </ul>	We nurture a culture of excellence and mould world-class talent (p. 18)
<ul style="list-style-type: none"> <li>• Local Community Development</li> </ul>	<ul style="list-style-type: none"> <li>• Collaboration in decision-making on investments and self-help opportunities</li> </ul>	We help provide opportunities for our local communities to be self-sufficient (p.20)
<ul style="list-style-type: none"> <li>• Compliance</li> <li>• Corporate Governance and Risk Management</li> <li>• Customer Care and Service</li> </ul>	<ul style="list-style-type: none"> <li>• Maintaining good governance, transparency, accountability practices</li> </ul>	We anchor our practices on good governance (p. 42)
<ul style="list-style-type: none"> <li>• Corporate Governance and Risk Management</li> <li>• Climate Change Adaptation and Mitigation</li> </ul>	<ul style="list-style-type: none"> <li>• Compliance with all applicable laws</li> <li>• Timely and accurate disclosures</li> </ul>	We anchor our practices on good governance (p. 42)





# Our Sustainability Focus Areas

In accordance with global standards, the Belle Board of Directors approved our guiding principles aligned to the United Nations Global Compact. As part of the SM Group, we also anchored our sustainable development strategy to the 17 Sustainable Development Goals.

The Company supports:

- Corporate governance
- Environment-friendly approach to business opportunities
- The adoption of technologies that help quantify, manage, report on and improve the impact of our businesses on the environment
- The responsibility to protect the dignity of every person and uphold human rights
- Equal opportunity for all with respect to employment and occupational advancement
- The elimination of all forms of forced and compulsory labor and child labor

# We Boost Economic Value in the Local Communities Where We Are Present

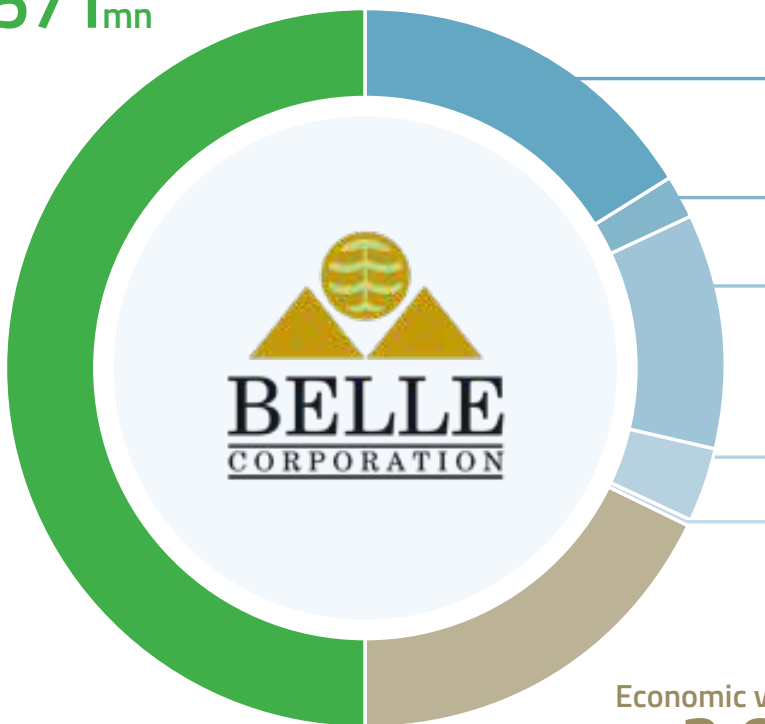


With our portfolio of investments and businesses, we are uniquely positioned to capture the high growth of premium leisure travel in the Philippines. Our ability to pursue sustained growth and value bolsters the local economies where we are present.

We stimulate economic activity by providing local employment, engaging local suppliers, investing in community development projects, and paying taxes to the local government.

## Our 2019 Economic Performance at a Glance

Economic value generated  
**PHP7,571mn**



Economic value distributed  
**PHP4,880mn**

-  Operating costs  
**PHP2,461mn**
-  Employee wages and benefits  
**PHP275mn**
-  Payments to providers of capital  
**PHP1,612mn**
-  Payments to the government  
**PHP529mn**
-  Community investments  
**PHP3mn**

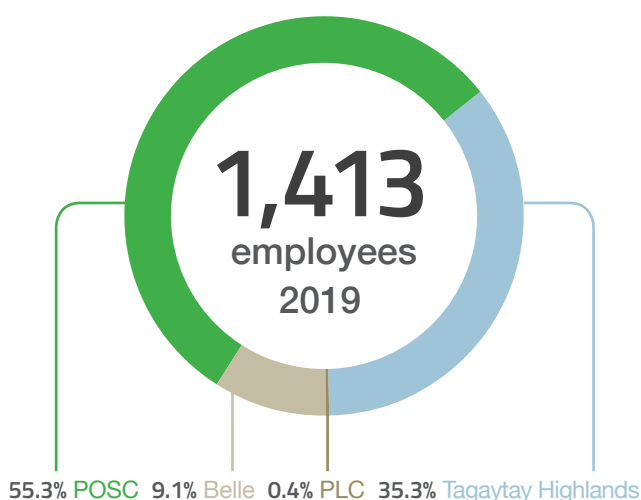
Economic value retained  
**PHP2,691mn**

# We Nurture a Culture of Excellence and Mould World-class Talent

We believe that every employee plays a significant role in achieving our shared vision. Cultivating a culture of excellence is one of our priorities— from the time we hire new people who demonstrate the values of a Belle employee to the effort we put in

to develop their competencies as potential future leaders of the company. We maintain the diversity and agility of our workforce and challenge them to excel and build on each other's strengths. We always foster Belle's team spirit and culture as one family.

## TOTAL HEADCOUNT AND BREAKDOWN BY COMPANY



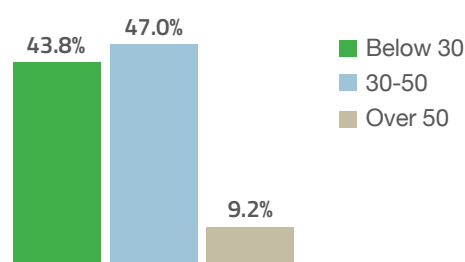
## BY GENDER

Employee Type	♂ Male	♀ Female
Full-time	681	731
Part-time	0	1
Employee Contract	Male	Female
Permanent	656	716
Fixed Term	25	16



**57%** of senior management leaders are women

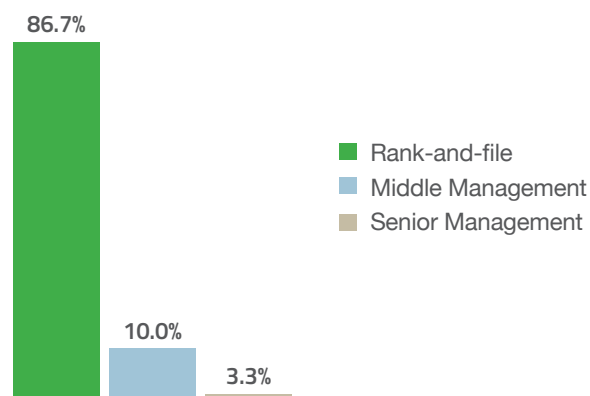
## BY AGE



## BY REGION

	NCR	Luzon	Visayas	Mindanao
Permanent	478	707	150	37
Fixed Term	0	41	0	0

## BY RANK



### Tagaytay Highlands



**41.9%** are covered by a collective bargaining agreement  
102-41



**93.2%** of employees are from surrounding local communities



**500+** indirect jobs created through third-party service providers

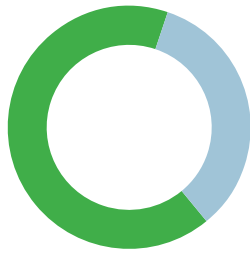
## NEW HIRES IN 2019

509

Total

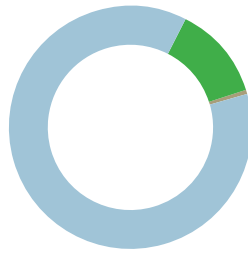
36.0%

Hiring Rate



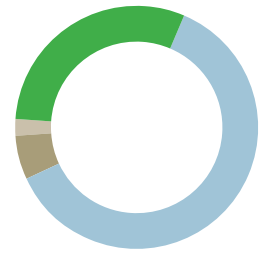
### BY GENDER

- 66% Female
- 34% Male



### BY AGE

- 87.0% Below 30
- 12.6% 30-50
- 0.4% Over 50



### BY REGION

- 30.3% NCR
- 61.9% Luzon
- 5.9% Visayas
- 2.0% Mindanao

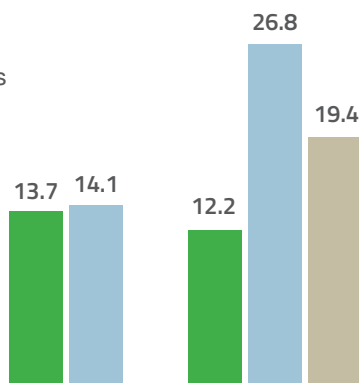
## EMPLOYEE TRAINING HOURS IN 2019

19,629

Total training hours

13.9

Average training hours per employee



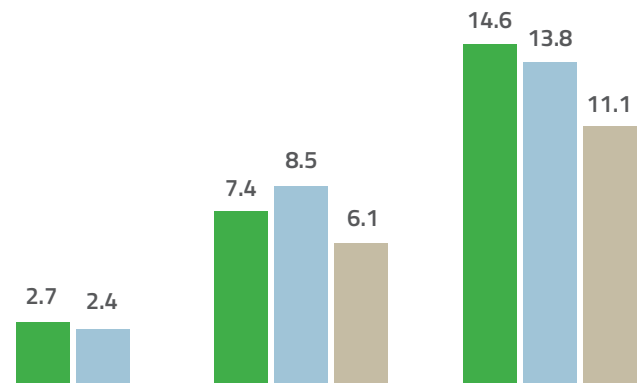
### BY GENDER

- Male
- Female

### BY RANK

- Rank-and-file
- Middle Management
- Senior Management

## AVERAGE TENURE BY RANK AND AGE GROUP IN YEARS



### BELOW 30

### 30-50

### OVER 50

- Rank-and-file
- Middle Management
- Senior Management

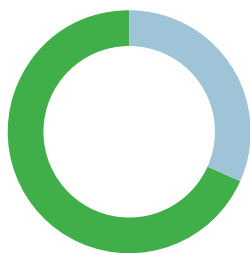
## EMPLOYEE SEPARATIONS IN 2019

596

Total

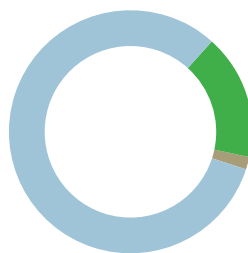
40.3%

Turnover rate



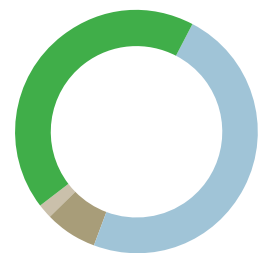
### BY GENDER

- 68.3% Female
- 31.7% Male



### BY AGE

- 81.9% Below 30
- 16.6% 30-50
- 1.5% Over 50



### BY REGION

- 43.1% NCR
- 48.2% Luzon
- 7.0% Visayas
- 1.7% Mindanao





## We Provide Opportunities for our Local Communities to be Self-sufficient

Where we are present, we focus our community investments on providing access to basic services that bridge our communities to the path to self-sufficiency. Through our social responsibility arm, Belle Kaagapay, we work closely with local government units and community leaders to identify their unique needs and determine where Belle can contribute. We conduct needs assessment surveys and implement our Kaagapay programs in the areas of quality education, health and nutrition, food security, and livelihood. In addition, the long-term relationships we have nurtured with key community leaders over the years enable us to address potential issues earlier.

We do our share in providing access to quality education through our scholarship program, and through our work to improve facilities at public schools in our host communities.



*Myra Redondo, Belle Kaagapay Partner and Pick & Pay Farmer*

Consistent with the long-term vision of Belle Kaagapay, we teach members of our local communities realistic, sustainable and easy to replicate activities that create empowered and productive citizens.

### Kaagapay para sa Kinabukasan

(Partners for the Future)



**21** classrooms refurbished in 2019

**112** classrooms refurbished in 9 host schools to date



**13,838** students benefitted from improvement of school facilities to date

**15** college students awarded with full scholarship to date

**PHP3.1mn** total investments for the scholarship program to date

### Kaagapay sa Kabuhayan

(Partners for Livelihood)

#### Gross sales from Pick and Pay program



**PHP1,410,148**

Gross sales to date (2016 to 2019)



**PHP368,804**

Gross sales in 2019



**18,771** kilograms of crops harvested to date (2016 to 2019)

**8,012** kilograms of crops harvested in 2019

# Empowered Lives | Big Dreams from Humble Beginnings

## **Belle Scholar Graduate: From Uncertainty to Stability**

Near the end of Bernalyn Tumagay's high school studies, her college education seemed in limbo. With insufficient means and their family's plight, she turned to Belle Corporation and the Foundation, Inc. for support. She made the most out of the scholarship she was given to eventually become a quality assurance engineer. By providing financial support, Bernalyn is a source of both pride and blessings for her family.



## **Belle Backs Brigada Eskwela Year 16**

It was a brand new year for Doña Maria Laurel Platon Elementary School in Aya, Talisay, Batangas as Belle Kaagapay volunteers repainted its walls and ceilings, and refurbished its facilities with new tools and supplies during the annual Brigada Eskwela. With the revamped look, the school's classrooms became more conducive to learning.

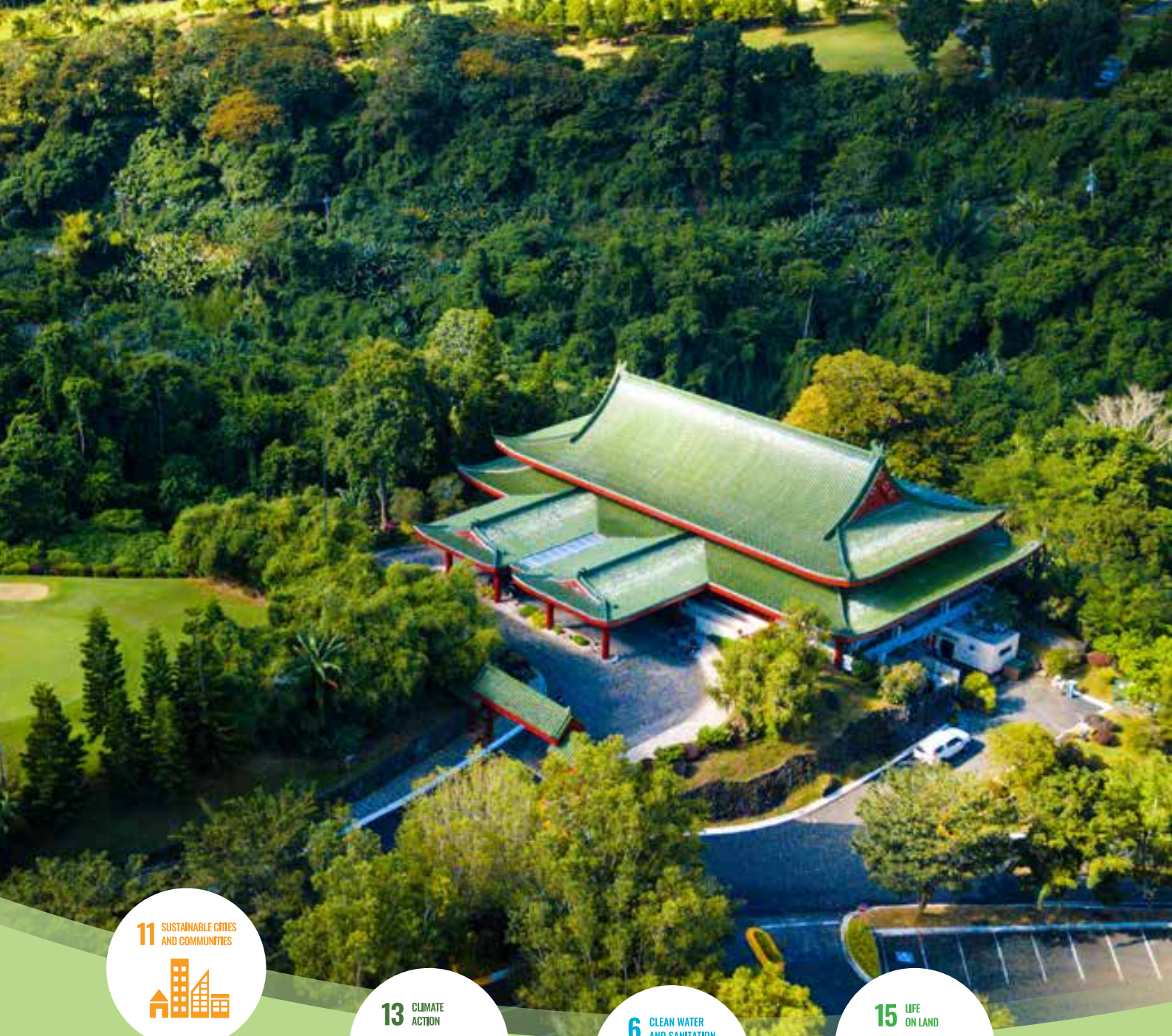
This is the 9th school that Belle Kaagapay has refurbished, benefitting 509 students in 11 host communities.

## **Reaping the Fruits of Hard Work**

"Our eggplants taste sweet and really good!" This was the proud assessment of Myra Redondo, Belle Kaagapay Partner and Pick and Pay Farmer. She currently tends Belle's 1.3-hectare organic farm in Suplang, Tanauan, Batangas. Aside from eggplants, Myra and her team plant and grow a variety of organic fruits and vegetables. She learned to farm organically after attending Kabalikat sa Kabuhayan, a 12-week training program launched at Tagaytay Highlands in 2016 in partnership with SM Foundation, Inc. It was at this training where Myra learned simple and practical farming techniques focusing on high-value crops, and obtained important hands-on experience that she has built on over the years.







11 SUSTAINABLE CITIES  
AND COMMUNITIES



13 CLIMATE  
ACTION



6 CLEAN WATER  
AND SANITATION



15 LIFE  
ON LAND



# In Support of the Sustainable Development Goals

From our initial alignment with the United Nations Sustainable Development Goals and Targets, we have identified our focus areas where we can create the most significant impact. As a developer, our role in achieving sustainable development is to help build thriving cities and communities, while protecting the natural environment for both the present and future generations.



## 11 SUSTAINABLE CITIES AND COMMUNITIES



# Approach in Building Sustainable Communities

As a Group, we envision local communities that grow with us. In the communities where we are present, we catalyze local economic activity, cultivate world-class talent, promote self-sufficient communities and protect the environment.

In our themed communities in Tagaytay Highlands, 40% of the developable areas on average are dedicated to common areas. Ground cover consists of native and low-maintenance plants and trees, which protect and promote biodiversity. Also installed in these areas are wellness and accessibility features such as jogging and walking paths, access ramps for differently abled persons, parks and children's play areas made from upcycled materials.



### Target 11.1

By 2020, ensure access for all to adequate, safe and affordable housing and basic services and upgrade slums



PHP **6.8mn**

Allocated to socialized housing to date.



## 13 CLIMATE ACTION



# Actions on Climate Change Adaptation

Due to the extent of our operations, we hold ourselves responsible for managing our environmental impacts throughout the life cycle of our developments and increasing our communities' adaptive capacity to climate risks.

We constantly review our policies, processes and systems, and take the initial steps to adopt business practices that are more environment-friendly.



### Target 13.1

Strengthen resilience and adaptive capacity to climate-related hazards and natural disasters in all countries



### 1%

CO<sub>2</sub> reduction through energy efficiency programs



In planning our developments, we do an environmental risk assessment and place mitigation measures to reduce the impacts of these risks. As we pursue our master development plan in Tagaytay Highlands, we are deliberate in designing our structures for resilience.

We uphold our environmental responsibility in our day-to-day operations. Our carbon footprint comes from our use of energy and fuel, as well as from the waste we generate. We continuously monitor our resource consumption and waste generation to identify root causes of significant consumption, and to take the appropriate measures to manage our footprint.

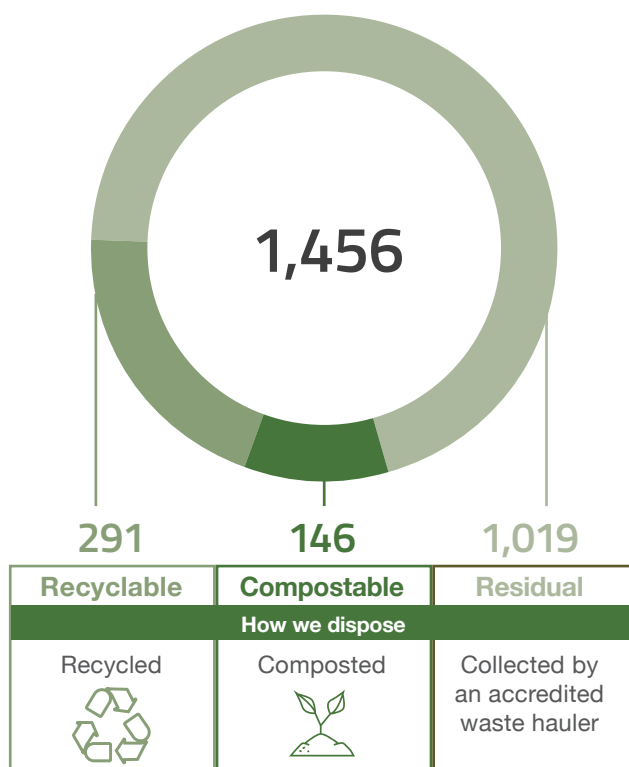


## Waste

We have waste management systems to ensure that our residual waste is properly segregated and handled by an accredited third-party collector. In Tagaytay Highlands, whenever possible we divert waste away from the landfill through our composting and recycling programs.

### Tagaytay Highlands

#### WASTE BY TYPE AND DISPOSAL METHOD<sup>1</sup> IN CUBIC METERS (m<sup>3</sup>)

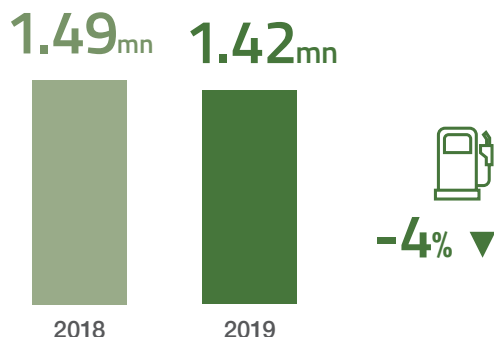


*Willy Ocier (front row), Belle Corporation Vice Chair, leads the planting activities at One Tree at a Time.*

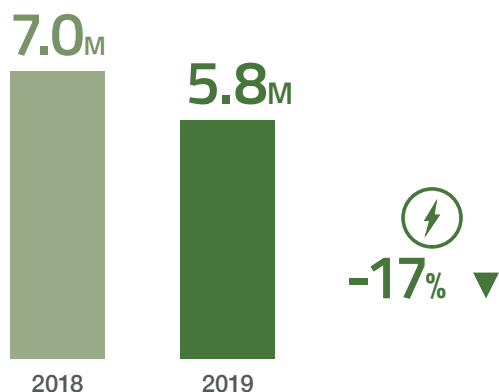
<sup>1</sup> The data covers the total waste generated in the whole Estate, including waste from turned over properties.

## Energy

### Fuel consumption within the company in liters



### Electricity consumption within the company in kilowatt-hours (kWh)<sup>2</sup>

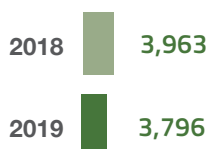


## Air Quality

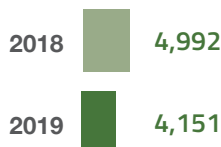
Fresh air is one of the reasons our members and guests keep coming back to Tagaytay Highlands. We do our share to maintain air quality at the estate by operating more environment-friendly vehicles and through reforestation and propagation initiatives.

### Total GHG Emissions<sup>3</sup> in MT CO<sub>2</sub>e

#### SCOPE 1



#### SCOPE 2



#### SCOPE 3



**Scope 1** – Direct emissions from the use of fuel in our company vehicles and standby generators.

**Scope 2** – Indirect emissions from the use of electricity in areas we control and operate such as offices, golf clubs

**Scope 3** – Other indirect emissions from the use of electricity of our property tenant City of Dreams Manila and turned over properties in Tagaytay Highlands

<sup>2</sup> 2018 data was recalculated to reflect changes in reporting boundaries

<sup>3</sup> The GHG emissions are calculated following the operational approach of the Greenhouse Gas Protocol. Scope 2 emissions were calculated using the 2015-2017 National Grid Emission Factors provided by the Department of Energy. 2018 data was recalculated to reflect changes in measurement methods.



# Greener Living | Big Impact Begins with Small Steps



## No Food Goes to Waste

Achieving a zero-waste operation is a huge ambition. We have taken the first step by launching our Food Waste to Feeds Program, where edible waste from our clubs serve as feeds for our Animal Farm.



**640** kilograms of kitchen refuse and food wastes from Club outlets and offices were used as feed for swine at the Animal Farm



**PHP263,730** savings due to repurposed kitchen refuse and food wastes

## Refuse the Single Use

Soon, single-use plastics will be no longer part of our amenities and facilities. We have started to install shampoo dispensers in our clubhouses and locker rooms for our members and guests to use and have replaced disposable water bottles with refillable glass bottles. Through these small wins, we invite our members and guests to reconsider the long-term effects of plastic and avoid its use where possible.



**35** Tagaytay Highlands clubhouses and locker rooms use body wash and shampoo dispensers

**15** water dispensers available in 9 facilities



## Go for Green

During the renovations prior to our silver anniversary, we targeted the removal of old equipment in favor of more eco-friendly alternatives. Old air-conditioning units were replaced with more efficient inverter-type models.



**52** inverter air-conditioning units installed in renovated facilities and common areas



## 6 CLEAN WATER AND SANITATION



# Conservation Efforts to Sustain our Source of Life

The importance of water cannot be emphasized enough. Many stakeholders – our host communities, our surrounding environment – rely on its availability and conserving and properly managing its use is a must. We are committed to doing our share in sustaining the water supply within our communities and ensuring that future generations will have adequate access to clean water.



### Target 6.1

By 2030, achieve universal and equitable access to safe and affordable drinking water for all

Proportion of population using safely managed drinking water services

**1,083 people**

benefitted from installation of the water pump



### Target 6.4

By 2030, substantially increase water-use efficiency across all sectors and ensure sustainable withdrawals and supply of freshwater to address water scarcity and substantially reduce the number of people suffering from water scarcity

**3,000 liters**

of water recycled at our Pick and Pay Farm



Tagaytay Highlands International Golf Course

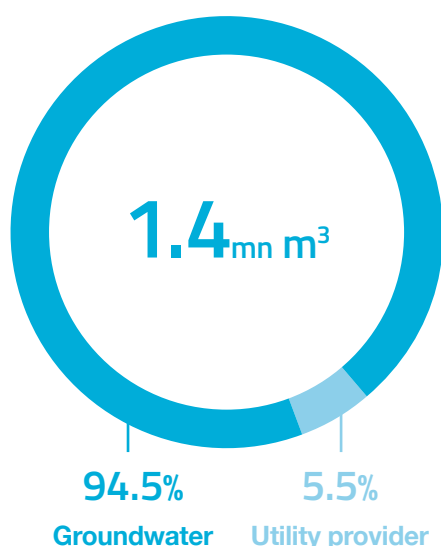
We use the most significant amount of water in Tagaytay Highlands, where we withdraw water from deep wells to supply our residential communities, clubs, farms and golf courses. We make sure that every drop counts through our conservation efforts.

First, we comply with environmental regulations as we manage our withdrawal from 11 deep wells. We conduct periodic preventive maintenance to keep our wells and attendant pipes fully functional.

Second, we routinely monitor water levels against projected demand and employ best practices in optimizing water use at the golf course, common areas, and establishments.

Third, we seize opportunities to recycle water through our rainwater harvesting mechanisms within the Estate.

#### Water withdrawal by source



#### Water consumption in our operations<sup>1</sup> in cubic meters (m<sup>3</sup>)



#### Water consumption in the turned over properties at Tagaytay Highlands<sup>1</sup> in cubic meters (m<sup>3</sup>)



<sup>1</sup> 2018 data was recalculated to reflect changes in reporting boundaries



15 LIFE  
ON LAND



# Commitment To Nurturing Our Land

We are committed to being a sustainable developer for our customers and stakeholders. We intend to stay true to our roots by ensuring that our people continue to live harmoniously with nature.



## Target 15.1

By 2020, promote the implementation of sustainable management of all types of forests, halt deforestation, restore degraded forests and substantially increase afforestation and reforestation globally



over

**490,000**

trees planted

Stakeholders and partners of the Belle Group flash the thumbs-up sign as they gear up to plant during the 10th One Tree at a Time.



## A Decade of Planting One Tree at a Time

Ten years ago, Tagaytay Highlands co-founder Willy N. Ocier had a dream of planting one million trees in Tagaytay Highlands by 2044. A decade later, this dream is almost half-way to being fulfilled.

Clad in “Sustainability Starts with Me” statement shirts, over a hundred volunteers from Belle, Highlands Prime, Inc., Pacific Online Systems Corporation, Premium Leisure Corp., SM Leisure Resort Residences and Tagaytay Highlands Clubs and Homeowners’ Associations joined this year’s event and planted more than 200 saplings in various Tagaytay Highlands sites.



Target by 2044:  
**1mn**



**490,962**  
Impact to date



**215**  
Saplings planted in 2019



# Our Sustainability-driven Investments and Businesses

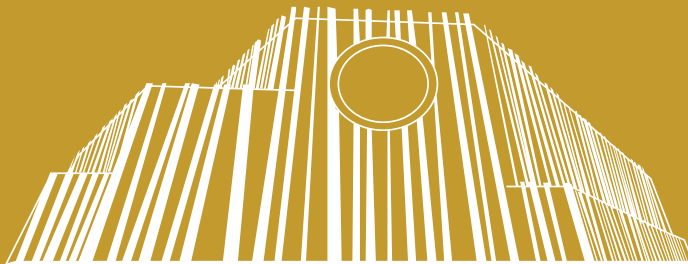




# City of Dreams Manila Integrating Sustainability

As co-licensee and owner of the land and buildings in City of Dreams Manila, we implemented operational efficiency and environment-friendly measures from our initial designs. During the early stages of the City of Dreams Manila project, we installed quality assets, equipment and fixtures such as a building management system and power-saving solar films on window panels, which remain useful to this day and contribute to overall cost efficiency. Moreover, our onsite Integrated Resorts team works closely with Melco in managing assets and ensuring the continuity of operations at the integrated resort.

# Sustainable Dreams



Now on its fifth year of operations and serving loyal patrons, customers and guests, City of Dreams Manila continues to set a bar high for sustainability. The luxury integrated resort is currently implementing “Sustainable Dreams,” an initiative which consists of long-term environmental and socio-economic programs.



*Cirilo Alerta, City of Dreams Manila Landscape Manager*

## Amplifying Self-sustaining Green Initiatives

City of Dreams Manila expanded its vermicomposting facility and plant nursery with the construction of additional chambers and greenhouses. This expansion aims to increase the production of organic compost and liquid fertilizer, currently used in the property’s landscape features. Eventually, the goal is to share this with local farmers as part of City of Dreams Manila’s Corporate Social Responsibility (CSR) program.



**5** new vermicomposting chambers



**PHP573,347**

monthly savings derived from vermicomposting and in-property plant propagation efforts



Approximately

**63 kilograms** of used coffee grounds, 20 kilograms of fruit and vegetable peelings, and 5 kilograms of egg shells are collected daily and used to feed the worms at the vermicomposting chambers



**9.6 tons** of vermicast and **14.5 tons** of vermitea produced since 2017



**15 herbs** grown in the 115 square meter herb garden





## Harnessing an Infinite Renewable Source of Energy

The commissioning of a 1.2MW solar installation composed of 3,120 Solar PV panels on the parking building rooftop at City of Dreams Manila is expected to noticeably bring down electricity costs. The luxury integrated resort will be able to reduce sourcing energy from Meralco during peak hours and utilize its self-generated clean energy to be more energy efficient.



Photos courtesy of City of Dreams Manila



**1.2MW** solar installation project's forecast reduction in consumption can power **1,000** homes with an average monthly consumption of **PhP1,500**

**2,000MWh** guaranteed generation capacity per year is equivalent to the average annual electricity consumption of more than **7,000** typical households

Over **1,000** tons of CO<sub>2</sub> will be removed from the carbon emissions of the integrated resort per annum, equivalent to the emissions absorbed by 600 hectares of trees each year.

## Supporting Local Industries and Farmers

One of the attractions at City of Dreams Manila is The Roaster at The Garage VR Zone and food park. Beyond just custom gourmet blends, coffee lovers are drawn by the offer of a homegrown coffee experience. Through the Philippine Coffee Board Inc., Executive Chef Audi Budiman and his team work with farmers from Matutum, South Cotabato and Atok, Benguet for Arabica beans as well as farmers from Lipa, Batangas for Robusta beans. There is distinct pride in seeing locally grown beans holding their own against the coffee concoctions of the world.



Photos courtesy of City of Dreams Manila



**3** local sources of coffee beans

**100%** locally sourced coffee beans are roasted, brewed and made available at City of Dreams Manila's operated dining outlets and signature restaurants



## Partnering for Environmental Sustainability

City of Dreams Manila takes its sustainability program to greater heights by collaborating with the ABS-CBN Foundation in environmental advocacies such as Bantay Langis, Bantay Baterya, and Waste Electronic and Electrical Equipment Recovery Program. Proper handling of these end products reduces the hazardous wastes that could pollute bodies of water. Apart from its positive environmental impact, the income generated from the donated wastes are utilized to fund various environmental initiatives such as the protection of the La Mesa Watershed.



**3** environmental advocacies supported





City of Dreams Manila employees join various corporate social responsibility activities.



## Advocating Employee Volunteerism

City of Dreams Manila's thousands of employee-volunteers become "Sustainability Ambassadors" each time they take part in various corporate social responsibility activities such as Soap for Hope, Earth Hour, blood donations, coastal clean-up drives, and mangrove and tree-planting in Laguna and Cavite. "There is a growing call to collectively step up for a sustainable future and together with the strong support of our employees, our guests, and the communities we partner with, we aim to take an even more active role to heed this call," said Kevin Benning, City of Dreams Manila Chief Operating Officer.

**3,662**  
employee-volunteers

**83** corporate social  
responsibility activities held



**4,221** soap bars  
produced from Soap for Hope  
sessions conducted

**2,398** soap bars  
donated to charitable institutions

**200** employee-  
volunteers joined A Walk to  
Save the Earth, which was  
held in consonance with the  
annual Earth Hour



## City of Dreams Manila Employee: From Green Thumb to Unsung Hero of the Year

Landscape Manager Cirilo Alerta, who has 25 years of hotel industry experience under his belt, is one of the experienced and expert employees of City of Dreams Manila. His expertise, initiative and commitment led to the establishment of the luxury resort's greenhouse nursery and herb garden in 2016 and vermicomposting facility in 2017. Today, Mr. Alerta is proud of his recent acclaim as "Asia's Unsung Hero of the Year" during the 6th Stelliers Awards held in Singapore. His win and continuing efforts have resulted in the reduction of City of Dreams Manila's organic waste, generating significant savings and playing a vital role towards achieving the leisure property's long-term sustainability goals.





*Premium Leisure Corp. (PLC) Chairman Willy Ocier (sixth from left) and PLC President Armin Raquel Santos (seventh from left) participate in the groundbreaking ceremony of the Melco Resorts (Philippines) Foundation-sponsored Presidential Security Group Station Hospital.*



## Winning Partnerships

We remain committed to working closely and harmoniously with our partners and stakeholders in City of Dreams Manila. Melco, our partner, has successfully steered the integrated resort towards the path of sustainability.

We do our share through:

- Regular liaison with Melco and remaining accessible and collaborative
- Complying with and, at times, even going beyond regulatory requirements
- Identification, management and oversight of potential risks
- Community investments and partnering with Belle Kaagapay, the corporate social responsibility arm of parent company Belle Corporation

## Focused on Integrity and Reliability



For more than 25 years, service reliability has been the key to our support for the mandate of the Philippine Charity Sweepstakes Office (PCSO) to raise and provide funds for health programs and medical assistance services nationwide. Our state-of-the-art online computer systems, terminals and software power the lottery operations of the PCSO in the Visayas and Mindanao.



QR code for Pacific Online Systems Corporation's 2019 Sustainability Report in the Securities and Exchange Commission template

We ensure the integrity, reliability and efficiency of our products, equipment and services by:

- Continuing to partner with leading globally reputable lottery technology contractors
- Maintaining our quality certifications and implementing quality systems in place
- Benchmarking and aligning with the latest trends in the lottery industry
- Subjecting our systems and assets to the most stringent internal and independent checks
- Constant coordination with the PCSO, customers and other key partners



## Sustainable Leisure Destination of Choice

Tagaytay Highlands pursues initiatives to retain its standing and reputation as the premier mountain resort getaway of choice and icon of sustainability.

**12** renovated facilities and common areas

**2** fully functioning alternative modes of transportation: cable car and funicular train

**15%** in 2019 revenues versus 2018

**61,197** visits by members and

**242,536** by guests

Our members and their families, property owners and guests can rest assured that we:

- Deliver responsible luxury experiences across our leisure developments and club facilities
- Protect our natural environs by remaining mindful of our operations and resource management, distribution and consumption
- Facilitate local socio-economic opportunities, prioritize hiring from our host communities and strategize to retain our employees
- Help build self-sufficient local communities by patronizing local produce, knowledge sharing, among others
- Target sustained value and growth for the benefit of all stakeholders
- Renovations and developments at Tagaytay Highlands





## Pioneering Sustainable Golf

The Tagaytay Highlands International Golf Course holds the distinction as the first in the Philippines to fully convert its greens and fairways to Philippine Bermuda grass. It is a type of local grass that is durable and requires less maintenance and water. This strategic conversion has already resulted in significant water consumption and maintenance cost reduction.



**224** fully electric golf carts deployed and available for use in Tagaytay Highlands



**100%** safe and free from any harmful issues

## Our Pick: Go Fully Electric

Aside from Tagaytay Highlands' electricity-run cable car and funicular train, golf carts plying our courses are also fully electric. Since 2010, members, spouses, dependents and guests alike use the golf carts to conveniently move around Tagaytay Highlands' golf courses safely. The golf carts are well maintained by Tagaytay Highlands' team who ensure their proper usage and care.

# Our Anchor on Good Governance



The Board of Directors and officers of Belle Corporation (from left): Armin Antonio Raquel Santos, Executive Vice President, Business Unit Head for Integrated Resorts; Virginia Yap, Director; Jacinto Ng, Jr., Director; Manuel Gana, President, Chief Executive Officer, Director; Willy Ocier, Vice Chairman; Emilio De Quiros, Jr., Chairman of the Board; Elizabeth Anne Uychaco, Vice Chairperson; Cesar Virata, Independent Director; Amando Tetangco, Jr., Independent Director; Gregorio Kilayko, Independent Director; Jackson Ongsip, Executive Vice President, Chief Financial Officer, Chief Risk Officer, Compliance Officer; A. Bayani Tan, Corporate Secretary; and Arthur Sy, Assistant Corporate Secretary

# Governance Structure and Board Committees

*Manuel Gana (center), Belle Corporation President and Chief Executive Officer, receives the Company's three-arrow recognition for being one of the top performing companies in the Philippines under the ASEAN Corporate Governance Scorecard from Alfredo Pascual (left), Institute of Corporate Directors Chief Executive Officer; and Emilio Aquino, Securities and Exchange Commission Chairperson.*



Belle Corporation (Belle) commits to the principles and practices of good corporate governance in its business operations.

From the Board of Directors and Management to all levels in the organization, these practices are established to improve shareholder value and sustain our growth. Our corporate governance framework is established in accordance with our values of sustainability, accountability, integrity, leadership, hard work and innovation.

## The Board's Governance Responsibilities

Our Board is responsible for our company's long-term success, achieving its strategic goals and maintaining its productivity in the light of healthy competition and shifting markets. They are composed of a majority of non-executive members and are elected by our stockholders during the Annual Stockholders' meeting. The directors hold office for one (1) year and until their successors are elected following the procedures set forth in our Company By-Laws. There are three (3) non-executive independent directors, one of whom is designated as the lead independent.

All Board members have been duly screened and deemed eligible and highly qualified by the Corporate Governance Committee. The Board of Directors possess collective working knowledge, experience and expertise relevant to our industry / sector. They have attended trainings on corporate governance and relevant continuing education program.

Director's Name	Designation	Directorship [Executive (ED), Non-Executive (NED) or Independent Director (ID)]
Emilio S. De Quiros, Jr.	Chairperson	NED
Willy N. Ocier	Vice Chairperson	ED
Elizabeth Anne C. Uychaco	Vice Chairperson	NED
Manuel A. Gana	Director, President and CEO	ED
Jose T. Sio	Director	NED
Virginia A. Yap	Director	NED
Arthur L. Amansec*	Director	NED
Aurora Cruz Ignacio**	Director	NED
Ricardo L. Moldez***	Director	NED
Jacinto C. Ng, Jr.	Director	NED
Gregorio U. Kilayko	Independent Director	ID
Amando M. Tetangco, Jr.	Independent Director	ID
Cesar E. A. Virata	Independent Director	ID

\* served as a Director until January 7, 2019

\*\* served as a Director from February 28, 2019 to April 2019 replacing Mr. Arthur L. Amansec

\*\*\* served as a Director from May 30, 2019 replacing Ms. Aurora Cruz Ignacio



## Board Committees

To address specific tasks and responsibilities and help focus on specific corporate governance responsibilities, the Board created several committees, adopted a Charter which outlines its purpose, composition, roles and responsibilities based on the Manual on Corporate Governance (MCG). Their Charters as well as the composition of the other Committees are disclosed in the Company's Annual Report and website, and reviewed annually.

### Audit Committee

The Audit Committee interfaces with internal and external auditors, reviews the Company's financial reports and recommends them to the Board for approval. It assists the Board in ensuring the quality and integrity of the Company's internal control, accounting, and financial reporting systems.

Gregorio U. Kilayko (ID)	Chairperson
Jacinto C. Ng, Jr.	Member
Cesar E.A. Virata (ID)	Member

### Corporate Governance Committee

The Corporate Governance Committee is tasked to assist the Board in performing its corporate governance compliance responsibilities. The Committee monitors corporate governance trends and makes recommendations to the Board of Directors. The Committee may source potential Board candidates through professional search firms and recommend candidates to fill vacancies.

The Committee ensures that all candidates nominated possess the ideals and values that are aligned with the Company's vision and mission statements. It shall provide communications with the Board and with shareholders and regulators

Amando M. Tetangco, Jr. (ID)	Chairperson
Gregorio U. Kilayko (ID)	Member
Cesar E.A. Virata (ID)	Member

### Risk Oversight Committee

The Risk Oversight Committee assists the Board of Directors in assuring the quality and integrity of the Company's business and financial risk profile, and its risk management systems.

Cesar E.A. Virata (ID)	Chairperson
Gregorio U. Kilayko (ID)	Member
Jacinto C. Ng, Jr.	Member

## Related Party Transactions Committee

The Related Party Transactions (RPT) Committee assesses material agreements with related parties to ensure that these are conducted at market rates and on an arm's length basis.

Amando M. Tetangco, Jr. (ID)	Chairperson
Gregorio U. Kilayko (ID)	Member
Cesar E.A. Virata (ID)	Member

## Compensation and Remuneration Committee

The Compensation and Remuneration Committee determines and approves, by a majority vote, all matters relating to compensation, remuneration and benefits of the Company's officers and directors and communicates with the Board and, as appropriate, with shareholders and regulators.

Jose T. Sio	Chairperson
Elizabeth Anne C. Uychaco	Member
Emilio S. De Quiros, Jr.	Member
Manuel A. Gana	Member
Gregorio U. Kilayko (ID)	Member

## The Manual on Corporate Governance

The MCG institutionalizes the principles of good corporate governance throughout the organization. It outlines the Company's compliance system and identifies the responsibilities of the Board and Management in relation to good corporate governance. It also states the Company's policies on disclosure and transparency, and mandates the conduct of communication and training programs on corporate governance. The MCG specifies the rights of all the shareholders and the protection of the interests of minority stockholders.

## The Code of Business Conduct and Ethics

The Code of Business Conduct and Ethics (CBCE) sets guidelines for professional and ethical behavior of the Company's directors, officers, and employees in the performance of their duties and responsibilities in the manner that they deal with investors, creditors, customers, contractors, suppliers, regulators and the public. It stresses the importance of integrity in relationships and dealings with business partners, the Company's duties regarding employee welfare, the rights of shareholders, the protection of Company information assets and the promotion of corporate social responsibility.

## Corporate Governance-related Policies

The Company's good corporate governance culture is embodied in its MCG and CBCE and implemented through its governance policies. These policies are relayed to all employees via intranet portal and by conducting corporate governance sessions to apprise

employees of developments. Some of these policies are:

1. Accountability, Integrity and Vigilance (Whistle-Blowing). Employees, customers, shareholders and stakeholders can make use of the Whistle-Blowing policy to report questionable activities, unethical conduct, fraud or malpractice by mail, phone or electronic mail in strictest confidence to allay fears of retaliation.
2. Alternative Dispute Resolution. A system established to settle conflicts between the Company and its stockholders or other third parties, including regulatory authorities.
3. Board Diversity. The Company values and promotes a policy on diversity 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.
4. Conflict of Interest. All business decisions and actions must be based on the best interests of the Company and not motivated by personal considerations or relationships which may interfere with the exercise of independent judgment.
5. Corporate Disclosures. To provide guidelines on corporate disclosure policy and procedures.
6. Data Privacy Act (Records Management). The Company shall observe the Data Privacy Act to ensure all employees' personal information in Information and Communications Systems are secured and right of privacy protected.
7. Director's Board Seats Held in Other Companies. This policy provides guidelines on the number of board seats in other companies that a Director may hold at any given time, in order to optimize their ability and time for their duties at the Company.
8. Employees' Safety, Health and Welfare. The Company gives importance to employee welfare to help progress their capabilities and careers and to encourage loyalty, dedication, passion and productivity at work. To demonstrate this, the Company provides services and facilities for the employees' betterment, aiming to help them improve as individuals, as team players at work and as members of the community.
9. Gifts / Hospitality / Entertainment. The Company prohibits solicitation and/or acceptance of gifts, hospitality and entertainment from a business partner, by any director, officer or employee to avoid conflict of interest situations which may lead to or give an impression of improper influence of business judgement.
10. Guidelines on Placing of Advertisements. The policy provides guidelines to address instances where publications / magazines give out awards to companies and/or company executives to solicit ad placements from the companies that are nominated for the awards.
11. Insider Trading. Directors, Officers and Employees are prohibited from buying or selling (trading) shares of stock of Belle, PLC and POSC using material non-public information and obtained by reason of position, contact within or other relationship with the Company. They are also prohibited from passing on such information to someone else who then buys or sells the Company's shares of stock.
12. Material Related Party Transactions. The policy provides guidelines that address RPTs in the manner that will safeguard the interest of the Company and in particular its minority shareholders and other stakeholders.
13. Safeguarding Creditors' Rights. This policy provide guidelines on upholding of creditors' rights in the manner that will safeguard the interest of the Company and its creditors.
14. Succession Planning and Retirement of Directors and Key Officers. This policy provides guidelines on the Company's succession planning and the retirement of directors and key officers, to have a proper balance in refreshing the Board with new talent while continuing to benefit from the wisdom, expertise and experience of its directors and key officers.
15. Tenure of Independent Directors. This policy promotes and reinforces independence in the Board and is consistent with best practices in governance, and in compliance with SEC Memo Circular No. 4, series of 2017.
16. Vendor Accreditation and Selection. This policy outlines the procedures to be followed by concerned and authorized personnel of the Company engaged in purchasing transactions. Existing and potential vendors and suppliers are required to conform to the Company's Code of Business Conduct and Ethics as a pre-requisite for the accreditation process.

The downloadable versions of the Manual on Corporate Governance, the Code of Business Conduct and Ethics, other corporate governance-related policies, disclosures and other company information are available to the public through this corporate website:

Belle – [www.bellecorp.com](http://www.bellecorp.com)



# GRI Content Index

## Materiality Disclosure Service Organizational Mark

GRI Standard	Disclosure	Page number(s), direct answer and/or URLs	Reason for Omission
GRI 101: Foundation 2016			
General Disclosures			
GRI 102: General Disclosures 2016	<b>Organizational Profile</b>		
	102-1	Name of the organization	Belle Corporation
	102-2	Activities, brands, products, and services	2-3
	102-3	Location of headquarters	Inside back cover
	102-4	Location of operations	2
	102-5	Ownership and legal form	Publicly listed company
	102-6	Markets served	2, 40
	102-7	Scale of the organization	2
	102-8	Information on employees and other workers	18-19
	102-9	Supply chain	19
	102-10	Significant changes to the organization and its supply chain.	None to report
	102-11	Precautionary Principle or approach	24, 29
	102-12	External initiatives	20
	102-13	Membership of associations	Inside back cover.
	<b>Strategy</b>		
	102-14	Statement from senior decision-maker	4-5
	<b>Ethics and Integrity</b>		
	102-16	Values, principles, standards, and norms of behavior	1, 44-45
	<b>Governance</b>		
	102-18	Governance structure	6, 42-45
	<b>Stakeholder Engagement</b>		
	102-40	List of stakeholder groups	14
	102-41	Collective bargaining agreements	20
	102-42	Identifying and selecting stakeholders	14
	102-43	Approach to stakeholder engagement	14
	102-44	Key topics and concerns raised	14
	<b>Reporting Practice</b>		
	102-45	Entities included in the consolidated financial statements	Belle and subsidiaries
	102-46	Defining report content and topic Boundaries	12-13, 48
	102-47	List of material topics	12-13
	102-48	Restatements of information	26, 29
	102-49	Changes in reporting	None to report
	102-50	Reporting period	January to December 2019
	102-51	Date of most recent report	2018, reported in 2019
	102-52	Reporting cycle	Annual
	102-53	Contact point for questions regarding the report	Inside back cover
	102-54	Claims of reporting in accordance with the GRI Standards	Inside back cover
	102-55	GRI Content Index	46-47
	102-56	External assurance	Not applicable

GRI Standard	Disclosure		Page number(s), direct answer and/or URLs	Reason for Omission
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Economic Performance				
GRI 103: Management Approach 2016	103-1	Explanation of the material topic and its Boundary	13	
	103-2	The management approach and its components	12-15	
	103-3	Evaluation of the management approach	13-17	
	201-1	Direct economic value generated and distributed	17	
Energy				
GRI 103: Management Approach 2016	103-1	Explanation of the material topic and its Boundary	13	
	103-2	The management approach and its components	12-15	
	103-3	Evaluation of the management approach	13, 25	
GRI 302: Energy 2016	302-1	Energy consumption within the organization	26	
Water				
GRI 103: Management Approach 2016	103-1	Explanation of the material topic and its Boundary	13	
	103-2	The management approach and its components	12-15	
	103-3	Evaluation of the management approach	13, 29	
GRI 103: Water 2016	303-1	Water withdrawal by source	29	
Emissions				
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	103-2	The management approach and its components	12-15	
	103-3	Evaluation of the management approach	13, 26	
GRI 305: Emissions 2016	305-1	Direct (Scope 1) GHG emissions	26	
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	103-3	Evaluation of the management approach	13	
GRI 413: Local Communities 2016	413-1	Operations with local community engagement, impact assessments, and development programs	20-21	

# About this Report

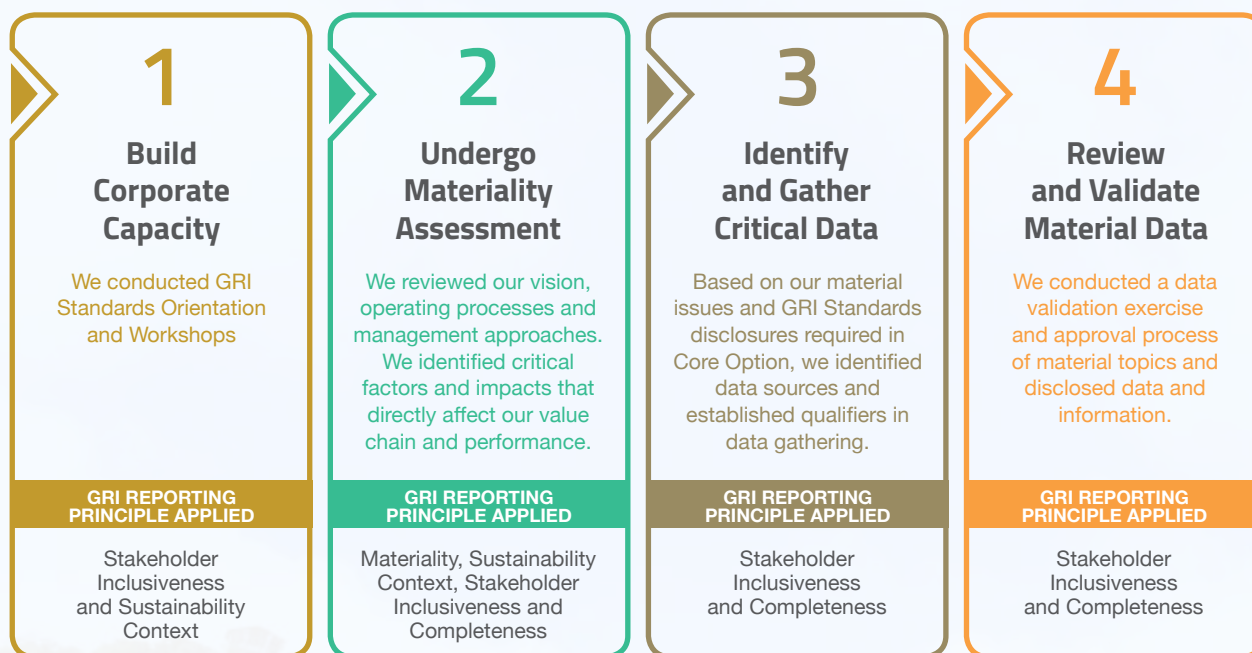
102-54

Belle Corporation's 2019 Sustainability Report is the company's 2<sup>nd</sup> Sustainability Report covering the period of January 2019 – December 2019. It is a substantiation of our commitment to the United Nations Sustainable Development Goals, the principles of the United Nations Global Compact and the Greenhouse Gas Protocol. It is also in compliance with the Philippine Securities and

Exchange Commission Memorandum Circular No. 4, Series of 2019 (Sustainability Reporting Guidelines for Publicly-Listed Companies). This report has been prepared in accordance with the GRI Standards: Core option. The companies included in this report are Belle Corporation, Premium Leisure Corp., Pacific Online Systems Corporation and Tagaytay Highlands.

## Reporting Process

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## List of Membership Associations

- Employers Confederation of the Philippines
- Finance Executives Institute of the Philippines
- Good Governance Advocates and Practitioners of the Philippines
- Institute of Internal Auditors
- Philippine Institute of Certified Public Accountants

## Corporate Information

### Belle Corporation

5<sup>th</sup> Floor, Tower A, Two E-com Center  
Palm Coast Avenue, Mall of Asia Complex  
CBP-1A, Pasay City 1300  
Philippines

Tel. No.: (632) 8662.8888  
Fax No.: (632) 8662.8890

### Stock Transfer Agent

BDO Unibank, Inc. – Trust and Investments Group  
15<sup>th</sup> Floor, South Tower, BDO Corporate Center  
7899 Makati Avenue, Makati City, Philippines

Tel. No.: (632) 8878.4052 to 54  
Fax No.: (632) 8878.4631

For inquiries on Investor Relations,  
Sustainability and Governance:

Belle Investor Relations | [ir@bellec corp.com](mailto:ir@bellec corp.com)  
Belle Sustainability | [sustainability@bellec corp.com](mailto:sustainability@bellec corp.com)  
Belle Governance | [governance@bellec corp.com](mailto:governance@bellec corp.com)

[www.bellec corp.com](http://www.bellec corp.com)



To view and/or download a digital copy of the Belle 2019 Sustainability Report, scan this QR using your mobile phone or digital device.

## List of Sustainability and Governance Awards Received

### Belle Corporation

- |      |   |
|------|---|
| 2019 | No. 1 Taxpayer in Real Estate Tax Collection Category   |
| 2017 | Top-performing publicly-listed company in the Philippines under the ASEAN Corporate Governance Scorecard - Institute of Corporate Directors |

### Pacific Online Systems Corporation

- |         |   |
|---------|---|
| 2017    | Top-performing publicly-listed company in the Philippines under the ASEAN Corporate Governance Scorecard - Institute of Corporate Directors |
| 2010-11 | Best Under a \$ Billion – The Regions' Top 200 Small and Mid-size Companies - <i>Forbes Asia</i>  |

### Premium Leisure Corp.

- |      |   |
|------|---|
| 2017 | Top-performing publicly-listed company in the Philippines under the ASEAN Corporate Governance Scorecard - Institute of Corporate Directors |
|------|---|

### Tagaytay Highlands

- |      |   |
|------|---|
| 2018 | Award of Merit - Communication Skills Division Publication Category - Philippine Quill Awards |
| 2017 | Best in Leisure Development in the Philippines - Asia Pacific Property Awards                 |



5<sup>th</sup> Floor, Tower A  
Two E-Com Center  
Palm Coast Avenue  
Mall of Asia Complex, CBP-1A  
Pasay City 1300  
Philippines

Email: [info@bellec corp.com](mailto:info@bellec corp.com)

[www.bellec corp.com](http://www.bellec corp.com)





## 2019 SUSTAINABILITY REPORT





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## ABOUT THE COVER

Featured in the cover of Belle Corporation's 2019 Sustainability Report are photos taken at Tagaytay Highlands International Golf Course and Tagaytay Midlands Golf Course where stakeholders work hand in hand for environmental sustainability.





## OUR VISION

Belle Corporation envisions itself as a world-class provider of the finer things in life.

## OUR MISSION

To develop quality entertainment and leisure facilities that promote growth and environmental sustainability

To enhance shareholder value for the Company's investors and partners

To promote a mutually beneficial relationship with all our stakeholders grounded on integrity and respect

To be an employer of choice offering career growth opportunities

To enhance the quality of life of the communities we serve

## OUR VALUES

Sustainability

Accountability

Integrity

Leadership

Hard Work

Innovation

*An aerial shot of City of Dreams Manila, an integrated resort in Entertainment City currently undertaking long-term sustainability programs*



# About Belle Corporation

Belle Corporation (“Belle”) is a leader and pioneer in integrated leisure property development in the Philippines. We are well-positioned to pursue premium tourism and leisure destinations projects as a result of:

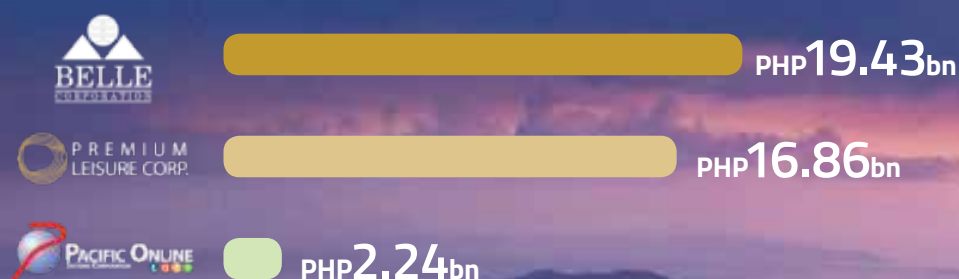
- Over 25 years of experience in developing, managing and operating Tagaytay Highlands, a 1,400-hectare exclusive luxury mountain resort destination with awe-inspiring 180-degree views of Taal Lake.
- Our partnership with Melco Resorts and Entertainment (Philippines) Corporation (“Melco”) as co-licensee, developer and operator of the multi-awarded integrated resort—City of Dreams Manila.
- The consolidation of our gaming-related businesses into our majority-owned subsidiary, Premium Leisure Corp. (“PLC”).

## By the Numbers



## Market Capitalization

(As of December 31, 2019)





#### PROPERTY DEVELOPMENT AND MANAGEMENT (Tagaytay Highlands)



**1,424** hectares in total land area

**697** hectares developed



**4** membership clubs



**2** golf courses with a total of 45 holes



**19** residential communities including horizontal and vertical developments



**391** condominium units



**164** log cabins



**2,075** residential lots



**705** agricultural-residential lots

#### PREMIUM LEISURE CORP.

Regular gaming license to operate integrated resorts in Entertainment City Manila

City of Dreams Manila has:



**1,891** slot machines



**302** gaming tables

**234** electronic tables



**940** hotel rooms

#### PACIFIC ONLINE SYSTEMS CORPORATION



**3,785** Lotto terminals installed



**1,833** Keno terminals installed



**233** PCSO-authorized retail outlets managed

#### LAND AND BUILDING LEASE (City of Dreams Manila)



**62,000** square meters gross land area



**310,565** square meters gross floor area

Highlands Peak Bar





# Joint Message from our Presidents

**“We deliver responsible  
leisure experiences  
with priority for social  
and environmental  
considerations at the  
center of our products  
and services.”**



## To Our Fellow Stakeholders:

As we continue to pursue our vision to become a world-class provider of the finer things in life, the increased visibility of addressing sustainability issues in our business prompted us to revisit the way we create shared value for our stakeholders. With the recent celebrations of Tagaytay Highlands' and City of Dreams Manila's (COD) 25th and 5th anniversaries, respectively, it was an opportune time for us to assess our impact thus far, and the principles behind our business strategy.

Capitalizing on our experience in offering luxury developments and premium services, we defined our **"Approach to Responsible Leisure Experiences"** to serve as a guidepost when assessing our risks, seizing opportunities, and making sound and tactical decisions. This method is anchored on guiding pillars for how we manage leisure experiences in Tagaytay Highlands, and how we choose our premier lifestyle provider partners, such as Melco Resorts and Entertainment (Philippines) Corporation ("Melco"), for the management and operation of COD.

**Our first guiding pillar emphasizes that we pursue investments and businesses that offer sustainable growth and value creation opportunities for our shareholders and stakeholders.** Over the past five years, our recurring consolidated net income has grown by a compounded annual growth rate of 27%. We have experienced tremendous growth at COD with its revenue contribution for its land and building lease growing by 6% over this period. Further, we continue to be one of the top taxpayers in Paranaque City.

**Second, we deliver responsible leisure experiences with priority for social and environmental considerations at the center of our products and services.** This propelled us to introduce innovations in our leisure activities, diving into details such as looking into the various species of grass that is most compatible with our weather and most efficient in water requirements. We also made our clubs more accessible to persons with disabilities with the installation of ramps and special entrances. Our partner, Melco, also demonstrates this principle with their own sustainability commitments and programs, such as onsite vermicomposting and plant propagation, installation of rooftop solar panels, and championing local coffee, among others.

**Third, we facilitate local socio-economic development by providing job and skills development opportunities, and by engaging local suppliers in our daily operations.** Currently, we hire most of our employees at Tagaytay Highlands from the surrounding local communities. We source our ingredients locally and partner with Filipino concessionaires to meet the food requirements of our patrons. Meanwhile, Melco works closely with Filipino farmers to source homegrown beans for the coffee requirements of the entire integrated resort.

**For our fourth pillar, given that most of our leisure developments co-exist with natural habitats, we are responsible stewards of our natural environment.** In

2019, we celebrated the 10th anniversary of "One Tree at a Time," our tree-planting activity which is a testament to our long-standing commitment to preserve the richness of our forest landscape in Tagaytay Highlands. We also continue to assess the risks involving natural disasters given our proximity to Taal Volcano. These include landslides, biodiversity threats, soil, air and water quality and other natural environmental phenomena that may negatively impact our business and our communities.

**Fifth, we build self-sufficient host communities, particularly in Batangas and Tagaytay.** We help close the basic social services gap by helping provide better access to public education, health services and farming livelihood programs. We also assisted our host community by making available water services through the installation of a water pump and conducting drinking water testing benefitting over 250 households.

Our foundation is our commitment to good governance. Having been recognized as one of the top companies in the ASEAN Corporate Governance Scorecard Initiative, we intend to continue adhering to global standards of good governance as part of our operating ethos.

By defining our **"Approach to Responsible Leisure Experiences,"** we were able to identify our **Sustainable Development Goals (SDG)** focus areas:



As we carry on with our sustainability journey, we shall develop programs and monitor our performance and impact, both quantitatively and qualitatively. We will also do our share in the achievement of the Paris Agreement by reducing our own greenhouse gas emissions.

With our pillars as guides, the initiatives we pursue ensure our commitment to sustainable growth and value creation, and contribute to achieving national goals.

**Willy N. Ocier**  
President & CEO  
Pacific Online  
Systems Corporation

**Manuel A. Gana**  
President & CEO  
Belle Corporation

**Armin Antonio B. Raquel Santos**  
President & CEO  
Premium Leisure Corp.



# Our Sustainability Journey

Mindful about the need to operate our businesses beyond boundaries and silos, our leadership has incorporated broader principles of sustainability into our everyday business decisions and endeavors. To guide this implementation, our Board established a Sustainability Core Group tasked with overseeing sustainability initiatives across the Group. Headed by Belle President and Chief Executive Officer, Manuel A. Gana, this directs and monitors the implementation of sustainability programs across the Group. Allow us to share with you the progress we have made in the past year.





Our investment in and development of Tagaytay Highlands and City of Dreams Manila (COD) cemented our reputation and capability as a premium tourism and leisure destinations developer in the country. This is how we have delivered responsible recreation experiences in our two signature developments.



# Our Approach to Responsible Leisure Experiences

## Guiding Pillars and Approach

We pursue investments that offer sustainable growth and value creation opportunities.

- Verify business models that are able to deliver returns
- Anchored on good governance

We deliver responsible leisure experiences.

- Trailblazing developments
- Investments in environmentally-friendly technologies
- Values-aligned partnerships
- Feedback mechanism and prompt request and incident resolution

## Tagaytay Highlands

PHP **36.46<sub>mn</sub>**  
total taxes paid in 2019

over **60,000** visits  
made by members and

**240,000** by guests



Conversion to **sustainable grass** in golf course greens and fairways



**Club-wide renovations** of facilities and common areas



Use of **electric equipment** such as golf carts, cable cars and funicular train

### We facilitate local socio-economic development.

- Job creation, career enhancement and new skills development
- Opening employment opportunities to community members
- Spotting and nurturing high-potential employees
- Engagement of local suppliers

### We are responsible stewards of our natural environment.

- Integration of disaster risk and resilience management in planning
- Responsible operations
- Resource conservation and optimization
- Protection of key natural habitats

### We help build self-sufficient local communities.

- Community development programs
- Entrepreneurship opportunities
- Empowerment of underprivileged but deserving youth in the community



**1,084** direct and indirect jobs created



**93.2%** of employees locally hired



**98.3%** of employees receive performance review



**6** disaster and risk management trainings held



**3,000** liters of water saved thru efficiency projects



**640 kilograms** food waste recycled as feeds for the Animal Farm



**224** electric golf carts



**215** trees planted in 2019



**129** tires upcycled into children recreational equipment



**PHP 3mn** total community investments



**8** scholar-graduates



**1,579** students benefitted from refurbishing **21** school facilities



**1,083** people gain water access from water pump installation



**Over 2** hectares of land lent to farmers for vegetables and crop propagation





# Our Approach to Responsible Leisure Experiences

## Guiding Pillars and Approach

**We pursue investments that offer sustainable growth and value creation opportunities.**

- Invest in sectors with high growth opportunities
- Verify business models that are able to deliver returns
- Anchored on good governance

**We deliver responsible leisure experiences.**

- Trailblazing developments
- Investments in environmentally-friendly technologies
- Values-aligned partnerships
- Feedback mechanism and prompt request and incident resolution

## City of Dreams Manila

**12%** growth in revenues in 2019 from land and building lease of COD versus 2018

paid **PHP 148.96<sub>mn</sub>** in taxes in 2019

**No.1** taxpayer in Real Property Tax Collection Category in 2019 in the City of Paranaque

**One of the top taxpayers** in the City of Paranaque in 2017 and 2018



**Continuous partnership with Melco**, award-winning manager and operator of City of Dreams Manila (COD)



Through Melco **long-term sustainability programs** are underway throughout the integrated resort

### We facilitate local socio-economic development.

- Job creation, career enhancement, and new skills development
- Opening employment opportunities to community members
- Spotting and nurturing high-potential employees
- Engagement of local suppliers

### We are responsible stewards of our natural environment.

- Integration of disaster risk and resilience management in planning
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- Protection of key natural habitats

### We help build self-sufficient local communities.

- Community development programs
- Entrepreneurship opportunities
- Empowerment of underprivileged but deserving youth in the community



COD employees participated in more than **80** corporate social responsibility activities

**Alignment of COD with the environmental sustainability initiative of parent company Melco Resorts & Entertainment Limited**, the first and only hospitality group and integrated resort signatory to the New Plastics Economy Global Commitment



**1.2MW** solar installation project at COD, equivalent to powering **1,000 homes**



COD realized **PHP 573,347** in monthly savings for fertilizers and ornamental plants onsite

**100%** of single-use plastic bottles removed in all employee areas of COD



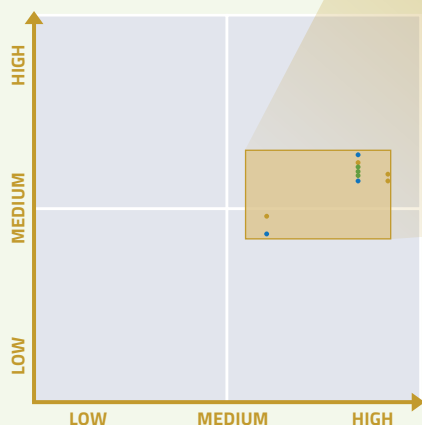
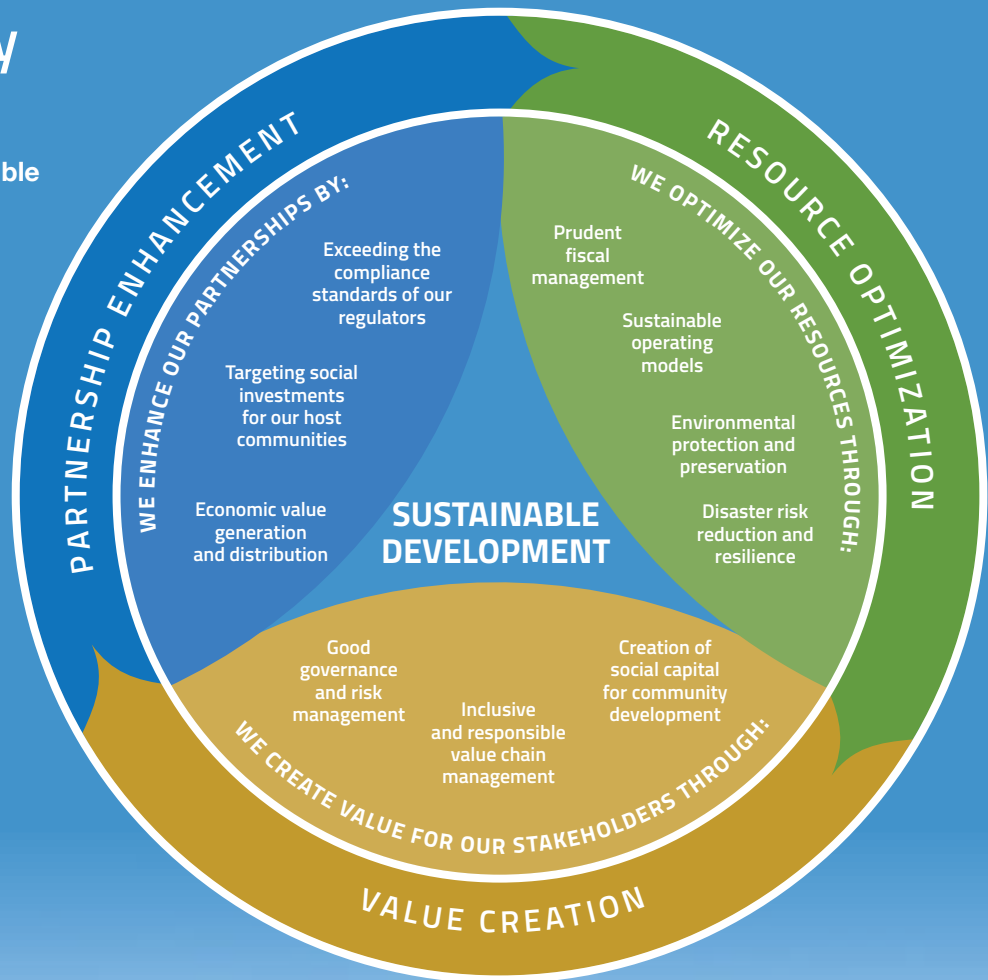
COD employees repurposed nearly **4,221** bars of soap from which they donated some 2,398 bars to Bahay Aruga as part of the company's Soap for Hope Program

# Sustainability Mandate

How we deliver responsible leisure experiences

Our sustainability framework serves as our guidepost in delivering responsible leisure experiences.

Across our businesses, we focus our strategy on creating value for our stockholders and meeting the evolving needs of our stakeholders, while ensuring that we cultivate our partnerships and use our resources responsibly.



## LEGEND

- Economic Performance
- Indirect Economic Impact
- Compliance
- Corporate Governance and Risk Management
- Water Utilization Management
- Biodiversity Protection
- Climate Change Adaptation
- Human Resource Development and Welfare
- Customer Care and Service
- Local Community Development

## What we consider to be material to our stakeholders and our business

From our initial materiality assessment in 2018, we continued to engage our stakeholders to understand what matters to them. We conducted internal reviews and informal dialogues, and launched an online stakeholder feedback survey to prioritize our identified material issues. From our assessments, we updated our materiality matrix to include the specific environmental aspects that are critical to our business.

# Material Topics, Boundaries, Definitions and Relevance







102-46, 102-47

Alignment to Our Business Approach	Material Topics	Boundaries	Definition and Relevance
<b>We pursue investments and businesses that offer sustainable growth and value creation opportunities.</b>	<b>Economic Performance</b> 	Within Belle, host communities, business partners, government	How we deliver sustained economic returns to our stakeholders
	<b>Compliance</b> 	Within Belle, host communities, regulators, business partners	How we comply with applicable laws and regulations
	<b>Corporate Governance and Risk Management</b> 	Within Belle, host communities, regulators, business partners	How we anchor our policies and practices on good corporate governance, emulate global best practices, and mitigate risks
<b>We deliver responsible leisure experiences.</b>	<b>Customer Care Service</b> 	Within Belle, customers, business partners	How we provide world-class service to our customers and protect their rights and data privacy
<b>We facilitate local socio-economic development.</b>	<b>Indirect Economic Impact (Jobs and Local Supply Chain)</b> 	Within Belle, host communities,	How we open employment opportunities to community members and the broader talent pool, and buy from small and medium enterprises from the locality
	<b>Human Resource Development and Welfare</b> 	Within Belle	How we invest in our employees, protect their rights, and promote work-life balance
<b>We are responsible stewards of our natural environment.</b>	<b>Climate Change Adaptation</b> 	Within Belle, host communities, customers	How we do our share in mitigating the negative effects of climate change
	<b>Biodiversity Protection</b> 	Within Belle, host communities, customers	How we contribute to preserving the biodiversity in our developments
	<b>Water Management</b> 	Within Belle, host communities, customers	How we responsibly utilize our water resources in our developments
<b>We help build self-sufficient local communities.</b>	<b>Local Community Development</b> 	Within Belle, host communities	How we help our host communities and empower them to be self-sufficient



# Our Commitments to Stakeholders

102-40, 102-42, 102-43, 102-44

Our Stakeholders	Their Roles	How We Engage Them
<b>Investors/Shareholders/ Creditors</b> 	Providers of financial resources crucial for us to achieve our vision	<ul style="list-style-type: none"> <li>• Annual Stockholders' meetings</li> <li>• Formal and informal meetings</li> <li>• Online surveys</li> <li>• Corporate website</li> </ul>
<b>Customers, Clients, Members</b> 	Buyers and users of our products and services	<ul style="list-style-type: none"> <li>• Customer satisfaction surveys</li> <li>• Club members meetings</li> <li>• Formal and informal meetings</li> <li>• Newsletters</li> <li>• Corporate website</li> <li>• Online surveys</li> </ul>
<b>Employees</b> 	Partners who embody, carry out and fulfill our vision, mission and objectives	<ul style="list-style-type: none"> <li>• Internal communication</li> <li>• HR dialogue</li> <li>• Labor union relations</li> <li>• Performance reviews</li> <li>• Training workshops</li> <li>• Dialogues and agreements</li> <li>• Online surveys</li> <li>• Outreach activities</li> </ul>
<b>Communities</b> 	Partners in local community development	<ul style="list-style-type: none"> <li>• Community development programs</li> <li>• Community dialogues</li> <li>• Online surveys</li> </ul>
<b>Business Partners/Suppliers</b> 	Suppliers and service providers vital to our operations	<ul style="list-style-type: none"> <li>• Business meetings</li> <li>• Contracts and policies</li> <li>• Performance reviews</li> <li>• Online surveys</li> </ul>
<b>Regulators, Socio-civic Organizations, Media</b> 	Collaborators in pursuit of social progress and environmental sustainability	<ul style="list-style-type: none"> <li>• Formal and informal meetings</li> <li>• Media briefs</li> <li>• Online surveys</li> </ul>

What Matters to Them	Our Commitments	Our Performance
<ul style="list-style-type: none"> <li>• Corporate Governance and Risk Management</li> <li>• Customer Care and Service</li> <li>• Human Resource Development and Welfare</li> </ul>	<ul style="list-style-type: none"> <li>• Transparent and accurate disclosures</li> </ul>	We boost economic value in the local communities where we are present (p. 17)
<ul style="list-style-type: none"> <li>• Compliance</li> <li>• Corporate Governance and Risk Management</li> </ul>	<ul style="list-style-type: none"> <li>• Compliance with all applicable laws and regulations</li> <li>• Customer-focused approach in new product and service offerings</li> </ul>	Our Sustainability-driven Investments and Businesses (p. 32)
<ul style="list-style-type: none"> <li>• Water Management</li> <li>• Climate Change Adaptation</li> <li>• Customer Care and Service</li> <li>• Biodiversity Protection</li> </ul>	<ul style="list-style-type: none"> <li>• Environment-friendly business practices</li> <li>• Training and development programs</li> </ul>	We nurture a culture of excellence and mould world-class talent (p. 18)
<ul style="list-style-type: none"> <li>• Local Community Development</li> </ul>	<ul style="list-style-type: none"> <li>• Collaboration in decision-making on investments and self-help opportunities</li> </ul>	We help provide opportunities for our local communities to be self-sufficient (p.20)
<ul style="list-style-type: none"> <li>• Compliance</li> <li>• Corporate Governance and Risk Management</li> <li>• Customer Care and Service</li> </ul>	<ul style="list-style-type: none"> <li>• Maintaining good governance, transparency, accountability practices</li> </ul>	We anchor our practices on good governance (p. 42)
<ul style="list-style-type: none"> <li>• Corporate Governance and Risk Management</li> <li>• Climate Change Adaptation and Mitigation</li> </ul>	<ul style="list-style-type: none"> <li>• Compliance with all applicable laws</li> <li>• Timely and accurate disclosures</li> </ul>	We anchor our practices on good governance (p. 42)





# Our Sustainability Focus Areas

In accordance with global standards, the Belle Board of Directors approved our guiding principles aligned to the United Nations Global Compact. As part of the SM Group, we also anchored our sustainable development strategy to the 17 Sustainable Development Goals.

The Company supports:

- Corporate governance
- Environment-friendly approach to business opportunities
- The adoption of technologies that help quantify, manage, report on and improve the impact of our businesses on the environment
- The responsibility to protect the dignity of every person and uphold human rights
- Equal opportunity for all with respect to employment and occupational advancement
- The elimination of all forms of forced and compulsory labor and child labor

# We Boost Economic Value in the Local Communities Where We Are Present



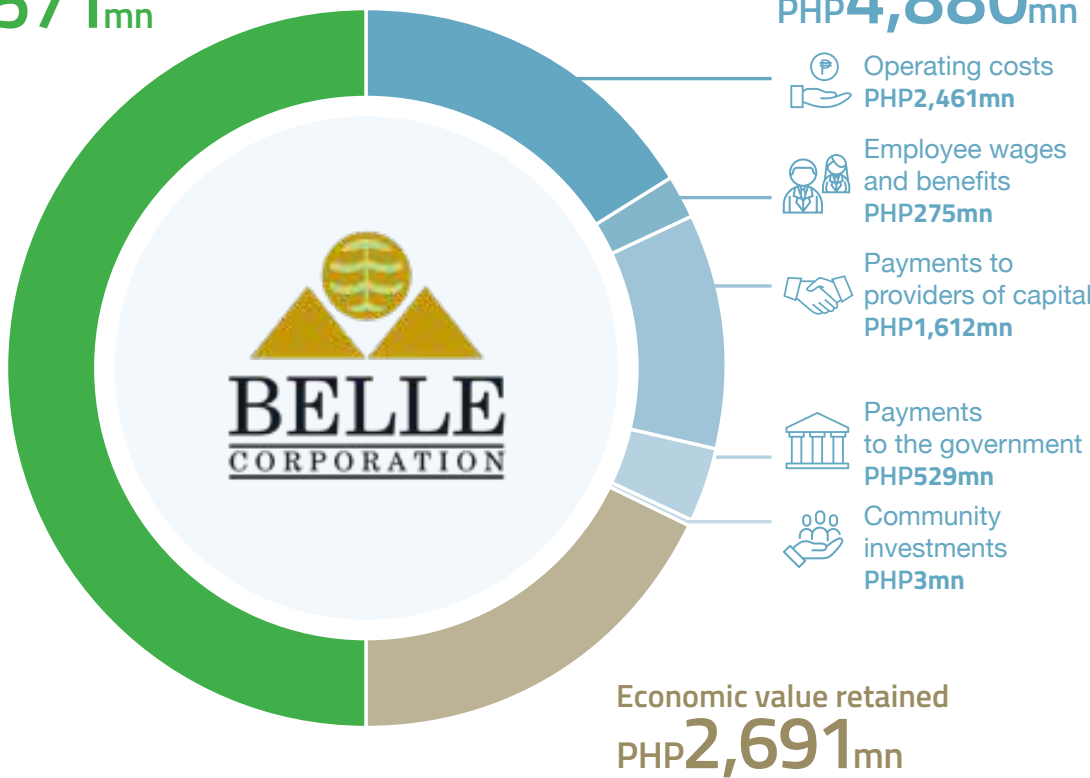
With our portfolio of investments and businesses, we are uniquely positioned to capture the high growth of premium leisure travel in the Philippines. Our ability to pursue sustained growth and value bolsters the local economies where we are present.

We stimulate economic activity by providing local employment, engaging local suppliers, investing in community development projects, and paying taxes to the local government.

## Our 2019 Economic Performance at a Glance

Economic value generated  
**PHP7,571mn**

Economic value distributed  
**PHP4,880mn**

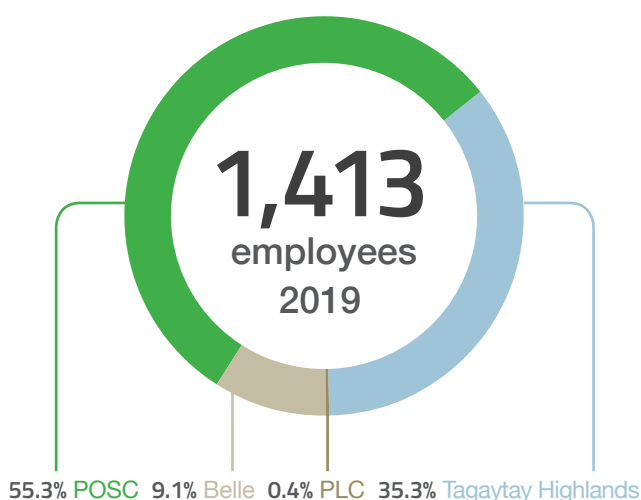


# We Nurture a Culture of Excellence and Mould World-class Talent

We believe that every employee plays a significant role in achieving our shared vision. Cultivating a culture of excellence is one of our priorities— from the time we hire new people who demonstrate the values of a Belle employee to the effort we put in

to develop their competencies as potential future leaders of the company. We maintain the diversity and agility of our workforce and challenge them to excel and build on each other's strengths. We always foster Belle's team spirit and culture as one family.

## TOTAL HEADCOUNT AND BREAKDOWN BY COMPANY



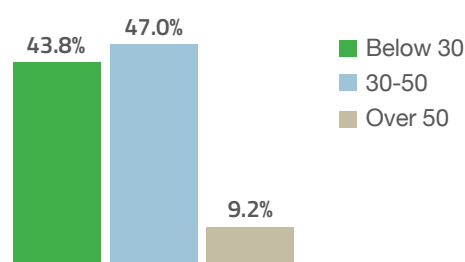
## BY GENDER

Employee Type	♂ Male	♀ Female
Full-time	681	731
Part-time	0	1
Employee Contract	Male	Female
Permanent	656	716
Fixed Term	25	16



**57%** of senior management leaders are women

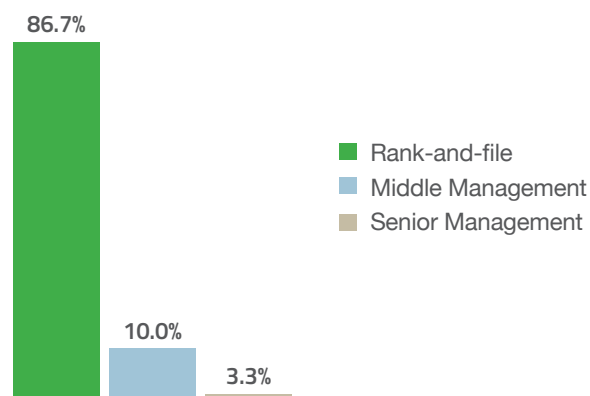
## BY AGE



## BY REGION

	NCR	Luzon	Visayas	Mindanao
Permanent	478	707	150	37
Fixed Term	0	41	0	0

## BY RANK



### Tagaytay Highlands



**41.9%** are covered by a collective bargaining agreement  
102-41



**93.2%** of employees are from surrounding local communities



**500+** indirect jobs created through third-party service providers

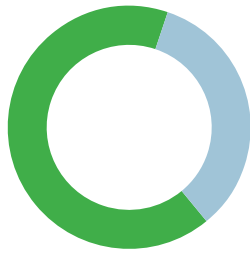
## NEW HIRES IN 2019

509

Total

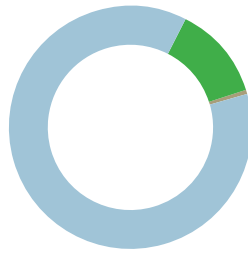
36.0%

Hiring Rate



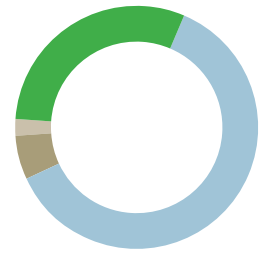
### BY GENDER

- 66% Female
- 34% Male



### BY AGE

- 87.0% Below 30
- 12.6% 30-50
- 0.4% Over 50



### BY REGION

- 30.3% NCR
- 61.9% Luzon
- 5.9% Visayas
- 2.0% Mindanao

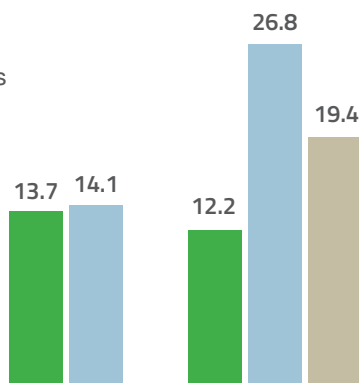
## EMPLOYEE TRAINING HOURS IN 2019

19,629

Total training hours

13.9

Average training hours per employee



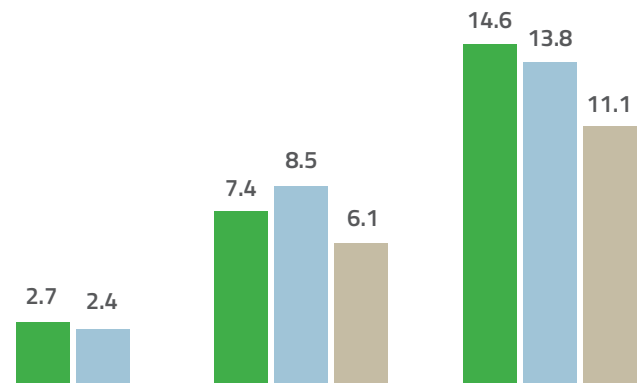
### BY GENDER

- Male
- Female

### BY RANK

- Rank-and-file
- Middle Management
- Senior Management

## AVERAGE TENURE BY RANK AND AGE GROUP IN YEARS



### BELOW 30

### 30-50

### OVER 50

- Rank-and-file
- Middle Management
- Senior Management

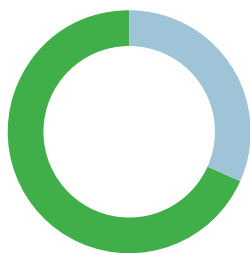
## EMPLOYEE SEPARATIONS IN 2019

596

Total

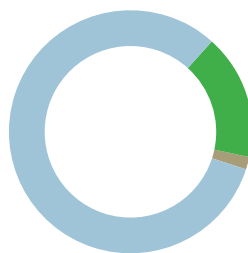
40.3%

Turnover rate



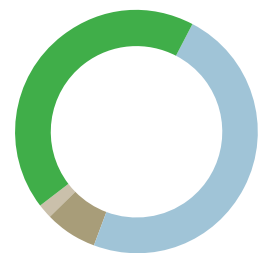
### BY GENDER

- 68.3% Female
- 31.7% Male



### BY AGE

- 81.9% Below 30
- 16.6% 30-50
- 1.5% Over 50



### BY REGION

- 43.1% NCR
- 48.2% Luzon
- 7.0% Visayas
- 1.7% Mindanao





## We Provide Opportunities for our Local Communities to be Self-sufficient

Where we are present, we focus our community investments on providing access to basic services that bridge our communities to the path to self-sufficiency. Through our social responsibility arm, Belle Kaagapay, we work closely with local government units and community leaders to identify their unique needs and determine where Belle can contribute. We conduct needs assessment surveys and implement our Kaagapay programs in the areas of quality education, health and nutrition, food security, and livelihood. In addition, the long-term relationships we have nurtured with key community leaders over the years enable us to address potential issues earlier.

We do our share in providing access to quality education through our scholarship program, and through our work to improve facilities at public schools in our host communities.



*Myra Redondo, Belle Kaagapay Partner and Pick & Pay Farmer*

Consistent with the long-term vision of Belle Kaagapay, we teach members of our local communities realistic, sustainable and easy to replicate activities that create empowered and productive citizens.

### Kaagapay para sa Kinabukasan

(Partners for the Future)



**21** classrooms refurbished in 2019

**112** classrooms refurbished in 9 host schools to date



**13,838** students benefitted from improvement of school facilities to date

**15** college students awarded with full scholarship to date

**PHP3.1mn** total investments for the scholarship program to date

### Kaagapay sa Kabuhayan

(Partners for Livelihood)

#### Gross sales from Pick and Pay program



**PHP1,410,148**

Gross sales to date (2016 to 2019)



**PHP368,804**

Gross sales in 2019



**18,771** kilograms of crops harvested to date (2016 to 2019)

**8,012** kilograms of crops harvested in 2019

# Empowered Lives | Big Dreams from Humble Beginnings

## **Belle Scholar Graduate: From Uncertainty to Stability**

Near the end of Bernalyn Tumagay's high school studies, her college education seemed in limbo. With insufficient means and their family's plight, she turned to Belle Corporation and the Foundation, Inc. for support. She made the most out of the scholarship she was given to eventually become a quality assurance engineer. By providing financial support, Bernalyn is a source of both pride and blessings for her family.



## **Belle Backs Brigada Eskwela Year 16**

It was a brand new year for Doña Maria Laurel Platon Elementary School in Aya, Talisay, Batangas as Belle Kaagapay volunteers repainted its walls and ceilings, and refurbished its facilities with new tools and supplies during the annual Brigada Eskwela. With the revamped look, the school's classrooms became more conducive to learning.

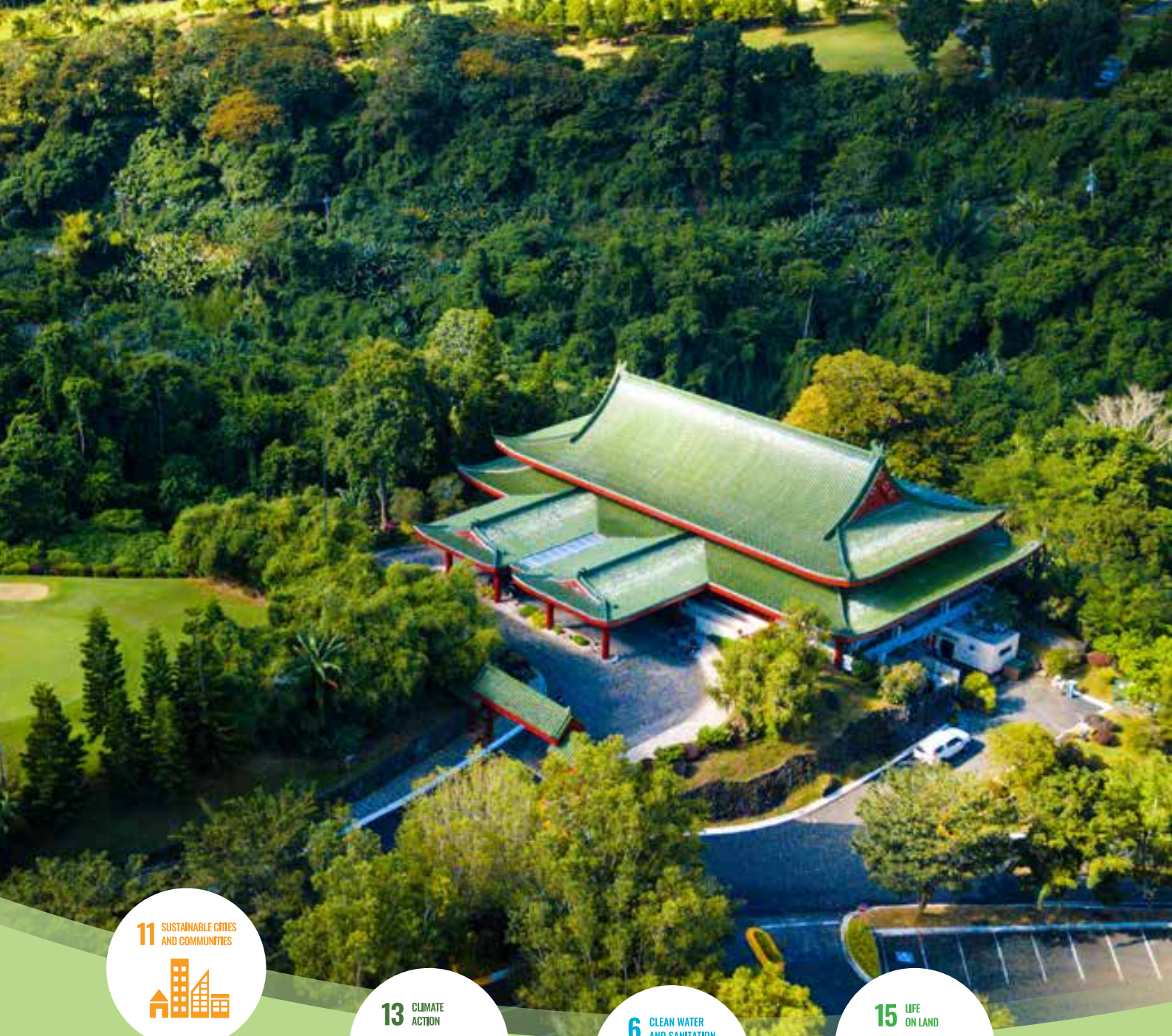
This is the 9th school that Belle Kaagapay has refurbished, benefitting 509 students in 11 host communities.

## **Reaping the Fruits of Hard Work**

"Our eggplants taste sweet and really good!" This was the proud assessment of Myra Redondo, Belle Kaagapay Partner and Pick and Pay Farmer. She currently tends Belle's 1.3-hectare organic farm in Suplang, Tanauan, Batangas. Aside from eggplants, Myra and her team plant and grow a variety of organic fruits and vegetables. She learned to farm organically after attending Kabalikat sa Kabuhayan, a 12-week training program launched at Tagaytay Highlands in 2016 in partnership with SM Foundation, Inc. It was at this training where Myra learned simple and practical farming techniques focusing on high-value crops, and obtained important hands-on experience that she has built on over the years.







11 SUSTAINABLE CITIES  
AND COMMUNITIES



13 CLIMATE  
ACTION



6 CLEAN WATER  
AND SANITATION



15 LIFE  
ON LAND



# In Support of the Sustainable Development Goals

From our initial alignment with the United Nations Sustainable Development Goals and Targets, we have identified our focus areas where we can create the most significant impact. As a developer, our role in achieving sustainable development is to help build thriving cities and communities, while protecting the natural environment for both the present and future generations.



## 11 SUSTAINABLE CITIES AND COMMUNITIES



# Approach in Building Sustainable Communities

As a Group, we envision local communities that grow with us. In the communities where we are present, we catalyze local economic activity, cultivate world-class talent, promote self-sufficient communities and protect the environment.

In our themed communities in Tagaytay Highlands, 40% of the developable areas on average are dedicated to common areas. Ground cover consists of native and low-maintenance plants and trees, which protect and promote biodiversity. Also installed in these areas are wellness and accessibility features such as jogging and walking paths, access ramps for differently abled persons, parks and children's play areas made from upcycled materials.



### Target 11.1

By 2020, ensure access for all to adequate, safe and affordable housing and basic services and upgrade slums



PHP 6.8mn

Allocated to socialized housing to date.



## 13 CLIMATE ACTION



# Actions on Climate Change Adaptation

Due to the extent of our operations, we hold ourselves responsible for managing our environmental impacts throughout the life cycle of our developments and increasing our communities' adaptive capacity to climate risks.

We constantly review our policies, processes and systems, and take the initial steps to adopt business practices that are more environment-friendly.



### Target 13.1

Strengthen resilience and adaptive capacity to climate-related hazards and natural disasters in all countries



### 1%

CO<sub>2</sub> reduction through energy efficiency programs



In planning our developments, we do an environmental risk assessment and place mitigation measures to reduce the impacts of these risks. As we pursue our master development plan in Tagaytay Highlands, we are deliberate in designing our structures for resilience.

We uphold our environmental responsibility in our day-to-day operations. Our carbon footprint comes from our use of energy and fuel, as well as from the waste we generate. We continuously monitor our resource consumption and waste generation to identify root causes of significant consumption, and to take the appropriate measures to manage our footprint.

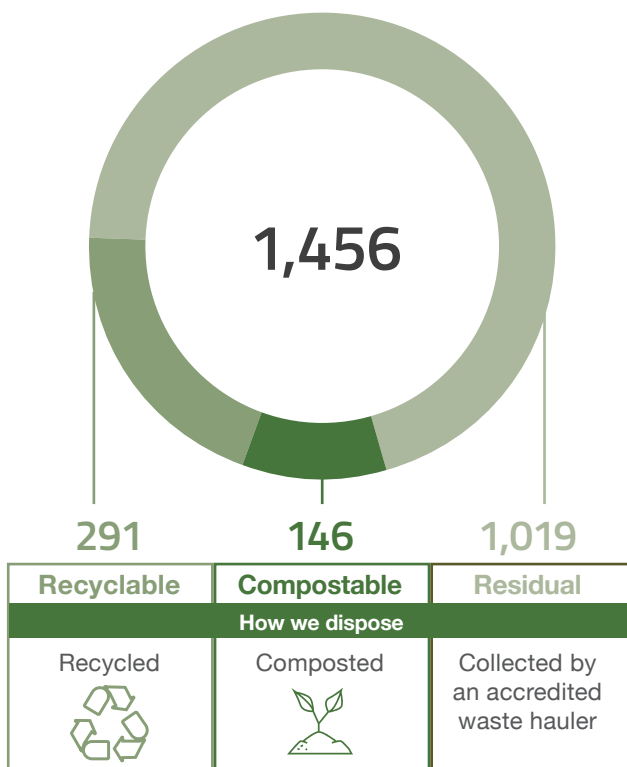


## Waste

We have waste management systems to ensure that our residual waste is properly segregated and handled by an accredited third-party collector. In Tagaytay Highlands, whenever possible we divert waste away from the landfill through our composting and recycling programs.

### Tagaytay Highlands

#### WASTE BY TYPE AND DISPOSAL METHOD<sup>1</sup> IN CUBIC METERS (m<sup>3</sup>)



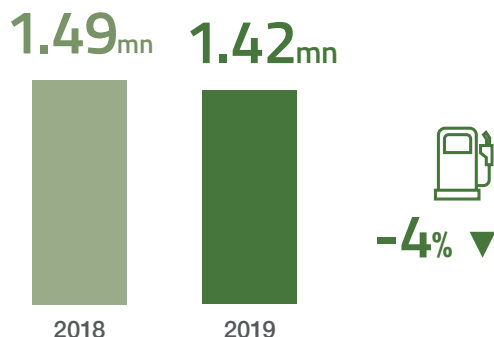
*Willy Ocier (front row), Belle Corporation Vice Chair, leads the planting activities at One Tree at a Time.*

<sup>1</sup> The data covers the total waste generated in the whole Estate, including waste from turned over properties.

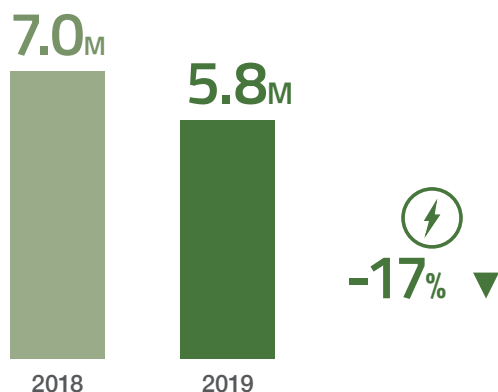


## Energy

### Fuel consumption within the company in liters



### Electricity consumption within the company in kilowatt-hours (kWh)<sup>2</sup>

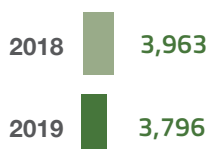


## Air Quality

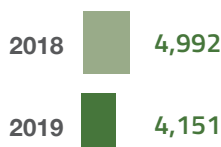
Fresh air is one of the reasons our members and guests keep coming back to Tagaytay Highlands. We do our share to maintain air quality at the estate by operating more environment-friendly vehicles and through reforestation and propagation initiatives.

### Total GHG Emissions<sup>3</sup> in MT CO<sub>2</sub>e

#### SCOPE 1



#### SCOPE 2



#### SCOPE 3



**Scope 1** – Direct emissions from the use of fuel in our company vehicles and standby generators.

**Scope 2** – Indirect emissions from the use of electricity in areas we control and operate such as offices, golf clubs

**Scope 3** – Other indirect emissions from the use of electricity of our property tenant City of Dreams Manila and turned over properties in Tagaytay Highlands

<sup>2</sup> 2018 data was recalculated to reflect changes in reporting boundaries

<sup>3</sup> The GHG emissions are calculated following the operational approach of the Greenhouse Gas Protocol. Scope 2 emissions were calculated using the 2015-2017 National Grid Emission Factors provided by the Department of Energy. 2018 data was recalculated to reflect changes in measurement methods.

# Greener Living | Big Impact Begins with Small Steps



## No Food Goes to Waste

Achieving a zero-waste operation is a huge ambition. We have taken the first step by launching our Food Waste to Feeds Program, where edible waste from our clubs serve as feeds for our Animal Farm.



**640** kilograms of kitchen refuse and food wastes from Club outlets and offices were used as feed for swine at the Animal Farm



**PHP263,730** savings due to repurposed kitchen refuse and food wastes

## Refuse the Single Use

Soon, single-use plastics will be no longer part of our amenities and facilities. We have started to install shampoo dispensers in our clubhouses and locker rooms for our members and guests to use and have replaced disposable water bottles with refillable glass bottles. Through these small wins, we invite our members and guests to reconsider the long-term effects of plastic and avoid its use where possible.



**35** Tagaytay Highlands clubhouses and locker rooms use body wash and shampoo dispensers

**15** water dispensers available in 9 facilities



## Go for Green

During the renovations prior to our silver anniversary, we targeted the removal of old equipment in favor of more eco-friendly alternatives. Old air-conditioning units were replaced with more efficient inverter-type models.



**52** inverter air-conditioning units installed in renovated facilities and common areas



## 6 CLEAN WATER AND SANITATION



# Conservation Efforts to Sustain our Source of Life

The importance of water cannot be emphasized enough. Many stakeholders – our host communities, our surrounding environment – rely on its availability and conserving and properly managing its use is a must. We are committed to doing our share in sustaining the water supply within our communities and ensuring that future generations will have adequate access to clean water.



### Target 6.1

By 2030, achieve universal and equitable access to safe and affordable drinking water for all

Proportion of population using safely managed drinking water services

**1,083 people**

benefitted from installation of the water pump



### Target 6.4

By 2030, substantially increase water-use efficiency across all sectors and ensure sustainable withdrawals and supply of freshwater to address water scarcity and substantially reduce the number of people suffering from water scarcity

**3,000 liters**

of water recycled at our Pick and Pay Farm



Tagaytay Highlands International Golf Course

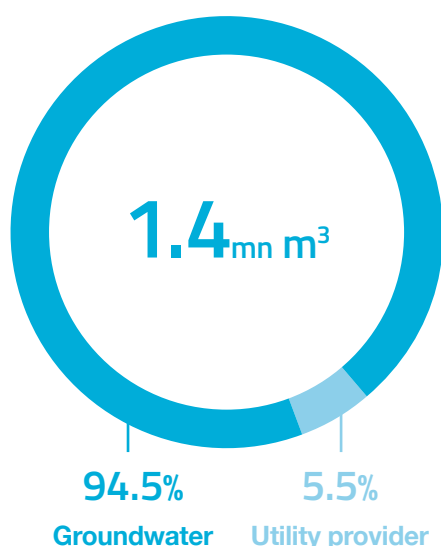
We use the most significant amount of water in Tagaytay Highlands, where we withdraw water from deep wells to supply our residential communities, clubs, farms and golf courses. We make sure that every drop counts through our conservation efforts.

First, we comply with environmental regulations as we manage our withdrawal from 11 deep wells. We conduct periodic preventive maintenance to keep our wells and attendant pipes fully functional.

Second, we routinely monitor water levels against projected demand and employ best practices in optimizing water use at the golf course, common areas, and establishments.

Third, we seize opportunities to recycle water through our rainwater harvesting mechanisms within the Estate.

#### Water withdrawal by source



#### Water consumption in our operations<sup>1</sup> in cubic meters (m<sup>3</sup>)



#### Water consumption in the turned over properties at Tagaytay Highlands<sup>1</sup> in cubic meters (m<sup>3</sup>)



<sup>1</sup> 2018 data was recalculated to reflect changes in reporting boundaries



15 LIFE  
ON LAND



# Commitment To Nurturing Our Land

We are committed to being a sustainable developer for our customers and stakeholders. We intend to stay true to our roots by ensuring that our people continue to live harmoniously with nature.



## Target 15.1

By 2020, promote the implementation of sustainable management of all types of forests, halt deforestation, restore degraded forests and substantially increase afforestation and reforestation globally



over

**490,000**

trees planted

Stakeholders and partners of the Belle Group flash the thumbs-up sign as they gear up to plant during the 10th One Tree at a Time.



## A Decade of Planting One Tree at a Time

Ten years ago, Tagaytay Highlands co-founder Willy N. Ocier had a dream of planting one million trees in Tagaytay Highlands by 2044. A decade later, this dream is almost half-way to being fulfilled.

Clad in “Sustainability Starts with Me” statement shirts, over a hundred volunteers from Belle, Highlands Prime, Inc., Pacific Online Systems Corporation, Premium Leisure Corp., SM Leisure Resort Residences and Tagaytay Highlands Clubs and Homeowners’ Associations joined this year’s event and planted more than 200 saplings in various Tagaytay Highlands sites.



Target by 2044:  
**1mn**



**490,962**  
Impact to date



**215**  
Saplings planted in 2019



# Our Sustainability-driven Investments and Businesses

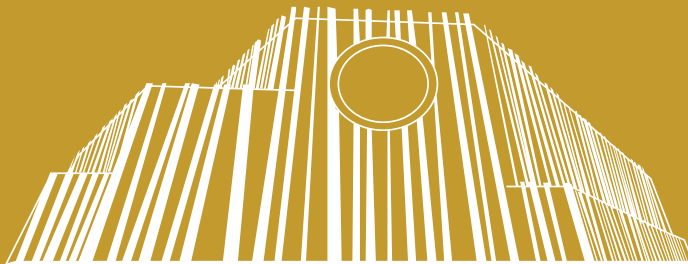




# City of Dreams Manila Integrating Sustainability

As co-licensee and owner of the land and buildings in City of Dreams Manila, we implemented operational efficiency and environment-friendly measures from our initial designs. During the early stages of the City of Dreams Manila project, we installed quality assets, equipment and fixtures such as a building management system and power-saving solar films on window panels, which remain useful to this day and contribute to overall cost efficiency. Moreover, our onsite Integrated Resorts team works closely with Melco in managing assets and ensuring the continuity of operations at the integrated resort.

# Sustainable Dreams



Now on its fifth year of operations and serving loyal patrons, customers and guests, City of Dreams Manila continues to set a bar high for sustainability. The luxury integrated resort is currently implementing “Sustainable Dreams,” an initiative which consists of long-term environmental and socio-economic programs.



*Cirilo Alerta, City of Dreams Manila Landscape Manager*

## Amplifying Self-sustaining Green Initiatives

City of Dreams Manila expanded its vermicomposting facility and plant nursery with the construction of additional chambers and greenhouses. This expansion aims to increase the production of organic compost and liquid fertilizer, currently used in the property’s landscape features. Eventually, the goal is to share this with local farmers as part of City of Dreams Manila’s Corporate Social Responsibility (CSR) program.



**5** new vermicomposting chambers



**PHP573,347**

monthly savings derived from vermicomposting and in-property plant propagation efforts



Approximately

**63 kilograms** of used coffee grounds, 20 kilograms of fruit and vegetable peelings, and 5 kilograms of egg shells are collected daily and used to feed the worms at the vermicomposting chambers



**9.6 tons** of vermicast and **14.5 tons** of vermitea produced since 2017



**15 herbs** grown in the 115 square meter herb garden



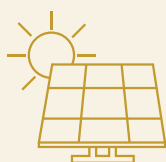


## Harnessing an Infinite Renewable Source of Energy

The commissioning of a 1.2MW solar installation composed of 3,120 Solar PV panels on the parking building rooftop at City of Dreams Manila is expected to noticeably bring down electricity costs. The luxury integrated resort will be able to reduce sourcing energy from Meralco during peak hours and utilize its self-generated clean energy to be more energy efficient.



Photos courtesy of City of Dreams Manila



**1.2MW** solar installation project's forecast reduction in consumption can power **1,000** homes with an average monthly consumption of **PhP1,500**

**2,000MWh** guaranteed generation capacity per year is equivalent to the average annual electricity consumption of more than **7,000** typical households

Over **1,000** tons of CO<sub>2</sub> will be removed from the carbon emissions of the integrated resort per annum, equivalent to the emissions absorbed by 600 hectares of trees each year.

## Supporting Local Industries and Farmers

One of the attractions at City of Dreams Manila is The Roaster at The Garage VR Zone and food park. Beyond just custom gourmet blends, coffee lovers are drawn by the offer of a homegrown coffee experience. Through the Philippine Coffee Board Inc., Executive Chef Audi Budiman and his team work with farmers from Matutum, South Cotabato and Atok, Benguet for Arabica beans as well as farmers from Lipa, Batangas for Robusta beans. There is distinct pride in seeing locally grown beans holding their own against the coffee concoctions of the world.



Photos courtesy of City of Dreams Manila



**3** local sources of coffee beans

**100%** locally sourced coffee beans are roasted, brewed and made available at City of Dreams Manila's operated dining outlets and signature restaurants



## Partnering for Environmental Sustainability

City of Dreams Manila takes its sustainability program to greater heights by collaborating with the ABS-CBN Foundation in environmental advocacies such as Bantay Langis, Bantay Baterya, and Waste Electronic and Electrical Equipment Recovery Program. Proper handling of these end products reduces the hazardous wastes that could pollute bodies of water. Apart from its positive environmental impact, the income generated from the donated wastes are utilized to fund various environmental initiatives such as the protection of the La Mesa Watershed.



**3** environmental advocacies supported





City of Dreams Manila employees join various corporate social responsibility activities.



## Advocating Employee Volunteerism

City of Dreams Manila's thousands of employee-volunteers become "Sustainability Ambassadors" each time they take part in various corporate social responsibility activities such as Soap for Hope, Earth Hour, blood donations, coastal clean-up drives, and mangrove and tree-planting in Laguna and Cavite. "There is a growing call to collectively step up for a sustainable future and together with the strong support of our employees, our guests, and the communities we partner with, we aim to take an even more active role to heed this call," said Kevin Benning, City of Dreams Manila Chief Operating Officer.

**3,662**

employee-volunteers

**83**

corporate social responsibility activities held



**4,221**

soap bars produced from Soap for Hope sessions conducted

**2,398**

soap bars donated to charitable institutions

**200**

employee-volunteers joined A Walk to Save the Earth, which was held in consonance with the annual Earth Hour



## City of Dreams Manila Employee: From Green Thumb to Unsung Hero of the Year

Landscape Manager Cirilo Alerta, who has 25 years of hotel industry experience under his belt, is one of the experienced and expert employees of City of Dreams Manila. His expertise, initiative and commitment led to the establishment of the luxury resort's greenhouse nursery and herb garden in 2016 and vermicomposting facility in 2017. Today, Mr. Alerta is proud of his recent acclaim as "Asia's Unsung Hero of the Year" during the 6th Stelliers Awards held in Singapore. His win and continuing efforts have resulted in the reduction of City of Dreams Manila's organic waste, generating significant savings and playing a vital role towards achieving the leisure property's long-term sustainability goals.





*Premium Leisure Corp. (PLC) Chairman Willy Ocier (sixth from left) and PLC President Armin Raquel Santos (seventh from left) participate in the groundbreaking ceremony of the Melco Resorts (Philippines) Foundation-sponsored Presidential Security Group Station Hospital.*



## Winning Partnerships

We remain committed to working closely and harmoniously with our partners and stakeholders in City of Dreams Manila. Melco, our partner, has successfully steered the integrated resort towards the path of sustainability.

We do our share through:

- Regular liaison with Melco and remaining accessible and collaborative
- Complying with and, at times, even going beyond regulatory requirements
- Identification, management and oversight of potential risks
- Community investments and partnering with Belle Kaagapay, the corporate social responsibility arm of parent company Belle Corporation

## Focused on Integrity and Reliability



For more than 25 years, service reliability has been the key to our support for the mandate of the Philippine Charity Sweepstakes Office (PCSO) to raise and provide funds for health programs and medical assistance services nationwide. Our state-of-the-art online computer systems, terminals and software power the lottery operations of the PCSO in the Visayas and Mindanao.



QR code for Pacific Online Systems Corporation's 2019 Sustainability Report in the Securities and Exchange Commission template

We ensure the integrity, reliability and efficiency of our products, equipment and services by:

- Continuing to partner with leading globally reputable lottery technology contractors
- Maintaining our quality certifications and implementing quality systems in place
- Benchmarking and aligning with the latest trends in the lottery industry
- Subjecting our systems and assets to the most stringent internal and independent checks
- Constant coordination with the PCSO, customers and other key partners



## Sustainable Leisure Destination of Choice

Tagaytay Highlands pursues initiatives to retain its standing and reputation as the premier mountain resort getaway of choice and icon of sustainability.

**12** renovated facilities and common areas

**2** fully functioning alternative modes of transportation: cable car and funicular train

**15%** in 2019 revenues versus 2018

**61,197** visits by members and

**242,536** by guests

Our members and their families, property owners and guests can rest assured that we:

- Deliver responsible luxury experiences across our leisure developments and club facilities
- Protect our natural environs by remaining mindful of our operations and resource management, distribution and consumption
- Facilitate local socio-economic opportunities, prioritize hiring from our host communities and strategize to retain our employees
- Help build self-sufficient local communities by patronizing local produce, knowledge sharing, among others
- Target sustained value and growth for the benefit of all stakeholders
- Renovations and developments at Tagaytay Highlands





## Pioneering Sustainable Golf

The Tagaytay Highlands International Golf Course holds the distinction as the first in the Philippines to fully convert its greens and fairways to Philippine Bermuda grass. It is a type of local grass that is durable and requires less maintenance and water. This strategic conversion has already resulted in significant water consumption and maintenance cost reduction.



**224** fully electric golf carts deployed and available for use in Tagaytay Highlands



**100%** safe and free from any harmful issues

## Our Pick: Go Fully Electric

Aside from Tagaytay Highlands' electricity-run cable car and funicular train, golf carts plying our courses are also fully electric. Since 2010, members, spouses, dependents and guests alike use the golf carts to conveniently move around Tagaytay Highlands' golf courses safely. The golf carts are well maintained by Tagaytay Highlands' team who ensure their proper usage and care.

# Our Anchor on Good Governance



The Board of Directors and officers of Belle Corporation (from left): Armin Antonio Raquel Santos, Executive Vice President, Business Unit Head for Integrated Resorts; Virginia Yap, Director; Jacinto Ng, Jr., Director; Manuel Gana, President, Chief Executive Officer, Director; Willy Ocier, Vice Chairman; Emilio De Quiros, Jr., Chairman of the Board; Elizabeth Anne Uychaco, Vice Chairperson; Cesar Virata, Independent Director; Amando Tetangco, Jr., Independent Director; Gregorio Kilayko, Independent Director; Jackson Ongsip, Executive Vice President, Chief Financial Officer, Chief Risk Officer, Compliance Officer; A. Bayani Tan, Corporate Secretary; and Arthur Sy, Assistant Corporate Secretary



# Governance Structure and Board Committees

*Manuel Gana (center), Belle Corporation President and Chief Executive Officer, receives the Company's three-arrow recognition for being one of the top performing companies in the Philippines under the ASEAN Corporate Governance Scorecard from Alfredo Pascual (left), Institute of Corporate Directors Chief Executive Officer; and Emilio Aquino, Securities and Exchange Commission Chairperson.*



Belle Corporation (Belle) commits to the principles and practices of good corporate governance in its business operations.

From the Board of Directors and Management to all levels in the organization, these practices are established to improve shareholder value and sustain our growth. Our corporate governance framework is established in accordance with our values of sustainability, accountability, integrity, leadership, hard work and innovation.

## The Board's Governance Responsibilities

Our Board is responsible for our company's long-term success, achieving its strategic goals and maintaining its productivity in the light of healthy competition and shifting markets. They are composed of a majority of non-executive members and are elected by our stockholders during the Annual Stockholders' meeting. The directors hold office for one (1) year and until their successors are elected following the procedures set forth in our Company By-Laws. There are three (3) non-executive independent directors, one of whom is designated as the lead independent.

All Board members have been duly screened and deemed eligible and highly qualified by the Corporate Governance Committee. The Board of Directors possess collective working knowledge, experience and expertise relevant to our industry / sector. They have attended trainings on corporate governance and relevant continuing education program.

Director's Name	Designation	Directorship [Executive (ED), Non-Executive (NED) or Independent Director (ID)]
Emilio S. De Quiros, Jr.	Chairperson	NED
Willy N. Ocier	Vice Chairperson	ED
Elizabeth Anne C. Uychaco	Vice Chairperson	NED
Manuel A. Gana	Director, President and CEO	ED
Jose T. Sio	Director	NED
Virginia A. Yap	Director	NED
Arthur L. Amansec*	Director	NED
Aurora Cruz Ignacio**	Director	NED
Ricardo L. Moldez***	Director	NED
Jacinto C. Ng, Jr.	Director	NED
Gregorio U. Kilayko	Independent Director	ID
Amando M. Tetangco, Jr.	Independent Director	ID
Cesar E. A. Virata	Independent Director	ID

\* served as a Director until January 7, 2019

\*\* served as a Director from February 28, 2019 to April 2019 replacing Mr. Arthur L. Amansec

\*\*\* served as a Director from May 30, 2019 replacing Ms. Aurora Cruz Ignacio

### Board Committees

To address specific tasks and responsibilities and help focus on specific corporate governance responsibilities, the Board created several committees, adopted a Charter which outlines its purpose, composition, roles and responsibilities based on the Manual on Corporate Governance (MCG). Their Charters as well as the composition of the other Committees are disclosed in the Company's Annual Report and website, and reviewed annually.

#### Audit Committee

The Audit Committee interfaces with internal and external auditors, reviews the Company's financial reports and recommends them to the Board for approval. It assists the Board in ensuring the quality and integrity of the Company's internal control, accounting, and financial reporting systems.

Gregorio U. Kilayko (ID)	Chairperson
Jacinto C. Ng, Jr.	Member
Cesar E.A. Virata (ID)	Member

#### Corporate Governance Committee

The Corporate Governance Committee is tasked to assist the Board in performing its corporate governance compliance responsibilities. The Committee monitors corporate governance trends and makes recommendations to the Board of Directors. The Committee may source potential Board candidates through professional search firms and recommend candidates to fill vacancies.

The Committee ensures that all candidates nominated possess the ideals and values that are aligned with the Company's vision and mission statements. It shall provide communications with the Board and with shareholders and regulators

Amando M. Tetangco, Jr. (ID)	Chairperson
Gregorio U. Kilayko (ID)	Member
Cesar E.A. Virata (ID)	Member

#### Risk Oversight Committee

The Risk Oversight Committee assists the Board of Directors in assuring the quality and integrity of the Company's business and financial risk profile, and its risk management systems.

Cesar E.A. Virata (ID)	Chairperson
Gregorio U. Kilayko (ID)	Member
Jacinto C. Ng, Jr.	Member

### Related Party Transactions Committee

The Related Party Transactions (RPT) Committee assesses material agreements with related parties to ensure that these are conducted at market rates and on an arm's length basis.

Amando M. Tetangco, Jr. (ID)	Chairperson
Gregorio U. Kilayko (ID)	Member
Cesar E.A. Virata (ID)	Member

#### Compensation and Remuneration Committee

The Compensation and Remuneration Committee determines and approves, by a majority vote, all matters relating to compensation, remuneration and benefits of the Company's officers and directors and communicates with the Board and, as appropriate, with shareholders and regulators.

Jose T. Sio	Chairperson
Elizabeth Anne C. Uychaco	Member
Emilio S. De Quiros, Jr.	Member
Manuel A. Gana	Member
Gregorio U. Kilayko (ID)	Member

#### The Manual on Corporate Governance

The MCG institutionalizes the principles of good corporate governance throughout the organization. It outlines the Company's compliance system and identifies the responsibilities of the Board and Management in relation to good corporate governance. It also states the Company's policies on disclosure and transparency, and mandates the conduct of communication and training programs on corporate governance. The MCG specifies the rights of all the shareholders and the protection of the interests of minority stockholders.

#### The Code of Business Conduct and Ethics

The Code of Business Conduct and Ethics (CBCE) sets guidelines for professional and ethical behavior of the Company's directors, officers, and employees in the performance of their duties and responsibilities in the manner that they deal with investors, creditors, customers, contractors, suppliers, regulators and the public. It stresses the importance of integrity in relationships and dealings with business partners, the Company's duties regarding employee welfare, the rights of shareholders, the protection of Company information assets and the promotion of corporate social responsibility.

#### Corporate Governance-related Policies

The Company's good corporate governance culture is embodied in its MCG and CBCE and implemented through its governance policies. These policies are relayed to all employees via intranet portal and by conducting corporate governance sessions to apprise

employees of developments. Some of these policies are:

1. **Accountability, Integrity and Vigilance (Whistle-Blowing).** Employees, customers, shareholders and stakeholders can make use of the Whistle-Blowing policy to report questionable activities, unethical conduct, fraud or malpractice by mail, phone or electronic mail in strictest confidence to allay fears of retaliation.
2. **Alternative Dispute Resolution.** A system established to settle conflicts between the Company and its stockholders or other third parties, including regulatory authorities.
3. **Board Diversity.** The Company values and promotes a policy on diversity 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.
4. **Conflict of Interest.** All business decisions and actions must be based on the best interests of the Company and not motivated by personal considerations or relationships which may interfere with the exercise of independent judgment.
5. **Corporate Disclosures.** To provide guidelines on corporate disclosure policy and procedures.
6. **Data Privacy Act (Records Management).** The Company shall observe the Data Privacy Act to ensure all employees' personal information in Information and Communications Systems are secured and right of privacy protected.
7. **Director's Board Seats Held in Other Companies.** This policy provides guidelines on the number of board seats in other companies that a Director may hold at any given time, in order to optimize their ability and time for their duties at the Company.
8. **Employees' Safety, Health and Welfare.** The Company gives importance to employee welfare to help progress their capabilities and careers and to encourage loyalty, dedication, passion and productivity at work. To demonstrate this, the Company provides services and facilities for the employees' betterment, aiming to help them improve as individuals, as team players at work and as members of the community.
9. **Gifts / Hospitality / Entertainment.** The Company prohibits solicitation and/or acceptance of gifts, hospitality and entertainment from a business partner, by any director, officer or employee to avoid conflict of interest situations which may lead to or give an impression of improper influence of business judgement.
10. **Guidelines on Placing of Advertisements.** The policy provides guidelines to address instances where publications / magazines give out awards to companies and/or company executives to solicit ad placements from the companies that are nominated for the awards.
11. **Insider Trading.** Directors, Officers and Employees are prohibited from buying or selling (trading) shares of stock of Belle, PLC and POSC using material non-public information and obtained by reason of position, contact within or other relationship with the Company. They are also prohibited from passing on such information to someone else who then buys or sells the Company's shares of stock.
12. **Material Related Party Transactions.** The policy provides guidelines that address RPTs in the manner that will safeguard the interest of the Company and in particular its minority shareholders and other stakeholders.
13. **Safeguarding Creditors' Rights.** This policy provide guidelines on upholding of creditors' rights in the manner that will safeguard the interest of the Company and its creditors.
14. **Succession Planning and Retirement of Directors and Key Officers.** This policy provides guidelines on the Company's succession planning and the retirement of directors and key officers, to have a proper balance in refreshing the Board with new talent while continuing to benefit from the wisdom, expertise and experience of its directors and key officers.
15. **Tenure of Independent Directors.** This policy promotes and reinforces independence in the Board and is consistent with best practices in governance, and in compliance with SEC Memo Circular No. 4, series of 2017.
16. **Vendor Accreditation and Selection.** This policy outlines the procedures to be followed by concerned and authorized personnel of the Company engaged in purchasing transactions. Existing and potential vendors and suppliers are required to conform to the Company's Code of Business Conduct and Ethics as a pre-requisite for the accreditation process.

The downloadable versions of the Manual on Corporate Governance, the Code of Business Conduct and Ethics, other corporate governance-related policies, disclosures and other company information are available to the public through this corporate website:

Belle – [www.bellecorp.com](http://www.bellecorp.com)

# GRI Content Index

## Materiality Disclosure Service Organizational Mark

GRI Standard	Disclosure	Page number(s), direct answer and/or URLs	Reason for Omission
GRI 101: Foundation 2016			
General Disclosures			
GRI 102: General Disclosures 2016	<b>Organizational Profile</b>		
	102-1	Name of the organization	Belle Corporation
	102-2	Activities, brands, products, and services	2-3
	102-3	Location of headquarters	Inside back cover
	102-4	Location of operations	2
	102-5	Ownership and legal form	Publicly listed company
	102-6	Markets served	2, 40
	102-7	Scale of the organization	2
	102-8	Information on employees and other workers	18-19
	102-9	Supply chain	19
	102-10	Significant changes to the organization and its supply chain.	None to report
	102-11	Precautionary Principle or approach	24, 29
	102-12	External initiatives	20
	102-13	Membership of associations	Inside back cover.
	<b>Strategy</b>		
	102-14	Statement from senior decision-maker	4-5
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	102-16	Values, principles, standards, and norms of behavior	1, 44-45
	<b>Governance</b>		
	102-18	Governance structure	6, 42-45
	<b>Stakeholder Engagement</b>		
	102-40	List of stakeholder groups	14
	102-41	Collective bargaining agreements	20
	102-42	Identifying and selecting stakeholders	14
	102-43	Approach to stakeholder engagement	14
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	102-45	Entities included in the consolidated financial statements	Belle and subsidiaries
	102-46	Defining report content and topic Boundaries	12-13, 48
	102-47	List of material topics	12-13
	102-48	Restatements of information	26, 29
	102-49	Changes in reporting	None to report
	102-50	Reporting period	January to December 2019
	102-51	Date of most recent report	2018, reported in 2019
	102-52	Reporting cycle	Annual
	102-53	Contact point for questions regarding the report	Inside back cover
	102-54	Claims of reporting in accordance with the GRI Standards	Inside back cover
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	102-56	External assurance	Not applicable

GRI Standard	Disclosure		Page number(s), direct answer and/or URLs	Reason for Omission
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	103-3	Evaluation of the management approach	13-17	
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GRI 413: Local Communities 2016	413-1	Operations with local community engagement, impact assessments, and development programs	20-21	



# About this Report

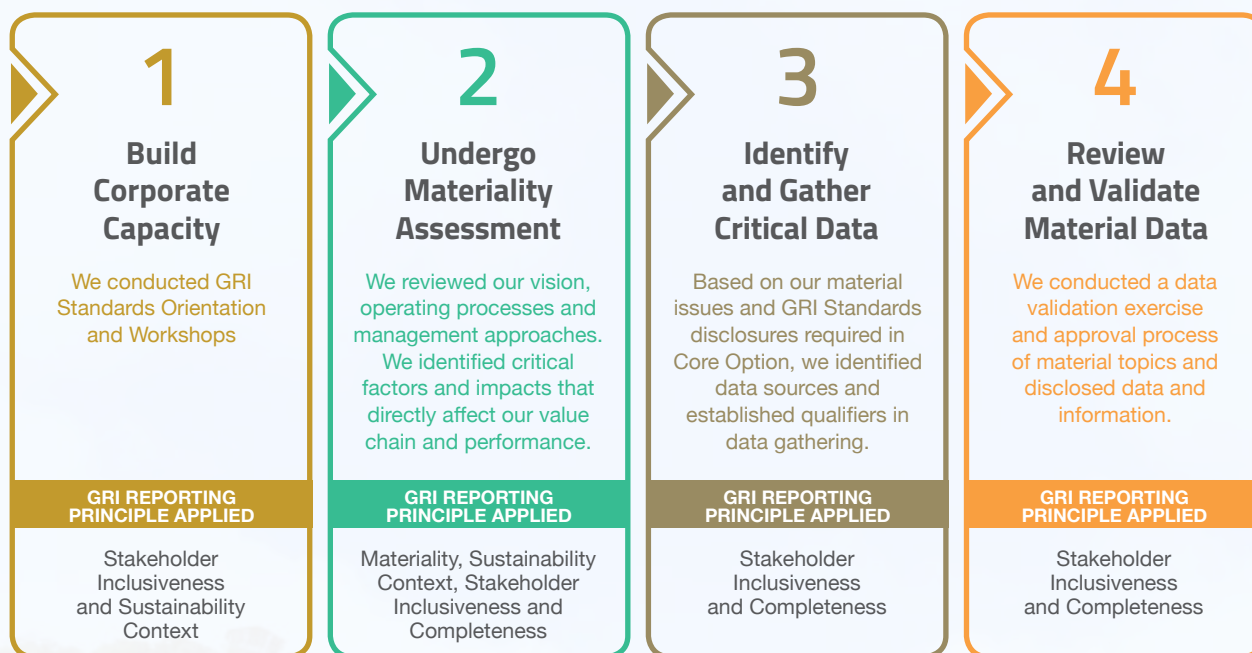
102-54

Belle Corporation's 2019 Sustainability Report is the company's 2<sup>nd</sup> Sustainability Report covering the period of January 2019 – December 2019. It is a substantiation of our commitment to the United Nations Sustainable Development Goals, the principles of the United Nations Global Compact and the Greenhouse Gas Protocol. It is also in compliance with the Philippine Securities and

Exchange Commission Memorandum Circular No. 4, Series of 2019 (Sustainability Reporting Guidelines for Publicly-Listed Companies). This report has been prepared in accordance with the GRI Standards: Core option. The companies included in this report are Belle Corporation, Premium Leisure Corp., Pacific Online Systems Corporation and Tagaytay Highlands.

## Reporting Process

102-46





## List of Membership Associations

- Employers Confederation of the Philippines
- Finance Executives Institute of the Philippines
- Good Governance Advocates and Practitioners of the Philippines
- Institute of Internal Auditors
- Philippine Institute of Certified Public Accountants

## Corporate Information

### Belle Corporation

5<sup>th</sup> Floor, Tower A, Two E-com Center  
Palm Coast Avenue, Mall of Asia Complex  
CBP-1A, Pasay City 1300  
Philippines

Tel. No.: (632) 8662.8888  
Fax No.: (632) 8662.8890

### Stock Transfer Agent

BDO Unibank, Inc. – Trust and Investments Group  
15<sup>th</sup> Floor, South Tower, BDO Corporate Center  
7899 Makati Avenue, Makati City, Philippines

Tel. No.: (632) 8878.4052 to 54  
Fax No.: (632) 8878.4631

For inquiries on Investor Relations,  
Sustainability and Governance:

Belle Investor Relations | [ir@bellec corp.com](mailto:ir@bellec corp.com)  
Belle Sustainability | [sustainability@bellec corp.com](mailto:sustainability@bellec corp.com)  
Belle Governance | [governance@bellec corp.com](mailto:governance@bellec corp.com)

[www.bellec corp.com](http://www.bellec corp.com)



To view and/or download a digital copy of the Belle 2019 Sustainability Report, scan this QR using your mobile phone or digital device.

## List of Sustainability and Governance Awards Received

### Belle Corporation

- |      |   |
|------|---|
| 2019 | No. 1 Taxpayer in Real Estate Tax Collection Category   |
| 2017 | Top-performing publicly-listed company in the Philippines under the ASEAN Corporate Governance Scorecard - Institute of Corporate Directors |

### Pacific Online Systems Corporation

- |         |   |
|---------|---|
| 2017    | Top-performing publicly-listed company in the Philippines under the ASEAN Corporate Governance Scorecard - Institute of Corporate Directors |
| 2010-11 | Best Under a \$ Billion – The Regions' Top 200 Small and Mid-size Companies - <i>Forbes Asia</i>  |

### Premium Leisure Corp.

- |      |   |
|------|---|
| 2017 | Top-performing publicly-listed company in the Philippines under the ASEAN Corporate Governance Scorecard - Institute of Corporate Directors |
|------|---|

### Tagaytay Highlands

- |      |   |
|------|---|
| 2018 | Award of Merit - Communication Skills Division Publication Category - Philippine Quill Awards |
| 2017 | Best in Leisure Development in the Philippines - Asia Pacific Property Awards                 |



5<sup>th</sup> Floor, Tower A  
Two E-Com Center  
Palm Coast Avenue  
Mall of Asia Complex, CBP-1A  
Pasay City 1300  
Philippines

Email: [info@bellec corp.com](mailto:info@bellec corp.com)

[www.bellec corp.com](http://www.bellec corp.com)