

# SECURITIES AND EXCHANGE COMMISSION

## SEC FORM 17-C

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

1. Date of Report (Date of earliest event reported)  
Jul 18, 2014
2. SEC Identification Number  
AS093-009289
3. BIR Tax Identification No.  
003-457-827
4. Exact name of issuer as specified in its charter  
SINOPHIL CORPORATION
5. Province, country or other jurisdiction of incorporation  
Philippines
6. Industry Classification Code(SEC Use Only)
7. Address of principal office  
5/F Tower A, Two E-Com Center, Palm Coast Avenue, Mall of Asia Complex  
Postal Code  
1300
8. Issuer's telephone number, including area code  
02-6628888
9. Former name or former address, if changed since last report  
n.a.
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, Php0.25 par value	6,927,310,000

11. Indicate the item numbers reported herein  
Items 4 and 9.

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

Corporate Information Officer of the disclosing party.

## Sinophil Corporation SINO

### PSE Disclosure Form 4-24 - Results of Annual or Special Stockholders' Meeting References: SRC Rule 17 (SEC Form 17-C) and Section 4.4 of the Revised Disclosure Rules

#### Subject of the Disclosure

Results of the Annual Stockholders' Meeting held on July 18, 2014.

#### Background/Description of the Disclosure

During the annual meeting of the Corporation's stockholders held this afternoon, below named stockholders were elected as members of the Board of Directors of the Corporation for the year 2014-2015.

The shareholders also unanimously approved the following:

1. The sale to Belle Corporation ("Belle") of the Corporation's non-gaming assets, consisting of: (a) its real estate properties in the Aseana Business Park along Diosdado Macapagal Boulevard, and (b) various parcels of land located in Tanauan City, Batangas otherwise known as the "Rancho Montana" properties, (c) the Corporation's membership shares in the Tagaytay Midlands Golf Club and (d) the parcels of land located in the Tagaytay Midlands Complex.

2. The acquisition by the Corporation from Belle of: (a) 100% of Belle's equity interest in PremiumLeisure and Amusement, Inc., and (b) the equivalent of about 34.5% of the present outstanding capital stock of Pacific Online Systems Corporation.

The shareholders likewise approved the following amendments to the Corporation's Articles of Incorporation:

(1.) Article One, (2.) Article Two, (3.) Article Three and (4.) Article Seven.

The shareholders also approved the audited financial statements of the Corporation as of year-end 2013, as well as the re-appointment of Sycip Gorres Velayo & Co. as the Corporation's external auditor for the year 2014-2015.

In the organizational meeting of the Board held immediately after the stockholders' meeting, the persons named below were elected as officers of the Corporation for the year 2014-2015

#### List of elected directors for the ensuing year with their corresponding shareholdings in the Issuer

Name of Person	Shareholdings in the Listed Company		Nature of Indirect Ownership
	Direct	Indirect	

Willy N. Ocier	13,888,001	0	n.a.
A. Bayani K. Tan	1	0	n.a.
Frederic C. DyBuncio	1	0	n.a.
Exequiel P. Villacorta, Jr.	1	0	n.a.
Joseph C. Tan	1	0	n.a.
Juan Victor S. Tanjuatco	1	0	n.a.
Roman Felipe S. Reyes	1	0	n.a.

<b>External auditor</b>	Sycip Gorres Velayo & Co.
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**List of other material resolutions, transactions and corporate actions approved by the stockholders**

As recommended by the Board of Directors, the shareholders also unanimously approved the following:

1. The sale to Belle Corporation (“Belle”) of the Corporation’s non-gaming assets, consisting of: (a) its real estate properties in the Aseana Business Park along Diosdado Macapagal Boulevard, and (b) various parcels of land located in Tanauan City, Batangas otherwise known as the “Rancho Montana” properties, (c) the Corporation’s membership shares in the Tagaytay Midlands Golf Club and (d) the parcels of land located in the Tagaytay Midlands Complex.

2. The acquisition by the Corporation from Belle of: (a) 100% of Belle’s equity interest in PremiumLeisure and Amusement, Inc., and (b) the equivalent of about 34.5% of the present outstanding capital stock of Pacific Online Systems Corporation.

The shareholders likewise approved the following amendments to the Corporation’s Articles of Incorporation:

1. Article One shall be amended to change the corporate name from “Sinophil Corporation” to “Premium Leisure Corp.”.

2. Article Two shall be amended to change the primary purpose of the Corporation to authorize it to engage in and/or invest in gaming-related businesses.

3. Article Three shall be amended to change the Corporation’s principal office from “Metro Manila” to “5th Floor, Tower A, Two E-Com Center, Palm Coast Avenue, Mall of Asia Complex, Pasay City, Metro Manila” in compliance with SEC Memorandum Circular No. 6, Series of 2014.

4. Article Seven shall be amended to increase the Corporation’s authorized capital stock from 16,130,000,000 shares to 43,630,000,000 shares, or by 27,500,000,000 Common Shares.

In the organizational meeting of the Board held immediately after the stockholders' meeting, the following persons were elected as officers of the Corporation for the year 2014-2015 to serve as such until their successors shall have been duly elected and qualified:

Willy N. Ocier - Chairman of the Board of Directors

Frederic C. DyBuncio - President/CEO

Armin B. Raquel-Santos - EVP/COO

Jackson T. Ongsip - Chief Finance Officer

Dexter C. Reyes - Comptroller

A. Bayani K. Tan - Corporate Secretary

Arthur A. Sy - Assistant Corporate Secretary

The following directors were also elected as members of the different Committees of the Board of Directors

of the Corporation:

**Executive Committee**

Willy N. Ocier - Chairman  
 Frederic C. DyBuncio  
 Roman Felipe S. Reyes

**Audit Committee**

Roman Felipe S. Reyes - Chairman  
 Juan Victor S. Tanjuatco  
 Exequiel P. Villacorta, Jr.

**Risk Management Committee**

Roman Felipe S. Reyes - Chairman  
 Juan Victor S. Tanjuatco  
 Exequiel P. Villacorta, Jr.

**Compensation and Remuneration Committee**

Willy N. Ocier - Chairman  
 A. Bayani K. Tan  
 Joseph C. Tan

**Nomination Committee**

Frederic C. DyBuncio - Chairman  
 Exequiel P. Villacorta, Jr.  
 Joseph C. Tan

the Board of Directors adopted, as a matter of policy, that the Corporation shall declare dividends of at least 80% of the prior year's unrestricted retained earnings, taking into consideration availability of cash, restrictions that may be imposed by current and prospective financial covenants, projected levels of operating results of its businesses/subsidiaries, working capital needs and long-term capital expenditures of its businesses/subsidiaries, and regulatory requirements on dividend payments, among others.

**Other Relevant Information**

AMENDED to include items (c) and (d) of the paragraph below:

The shareholders also unanimously approved the following:

1. The sale to Belle Corporation ("Belle") of the Corporation's non-gaming assets, consisting of: (a) its real estate properties in the Aseana Business Park along Diosdado Macapagal Boulevard, and (b) various parcels of land located in Tanauan City, Batangas otherwise known as the "Rancho Montana" properties, (c) the Corporation's membership shares in the Tagaytay Midlands Golf Club and (d) the parcels of land located in the Tagaytay Midlands Complex.

**Filed on behalf by:**

<b>Name</b>	Elizabeth Tan
<b>Designation</b>	Accounting Manager