

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

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

1. Check the appropriate box:

Preliminary Information Statement

Definitive Information Statement

2. Name of Registrant as specified in its charter

Premium Leisure Corp.

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

Philippines

4. SEC Identification Number

AS093-009289

5. BIR Tax Identification Code

003-457-827

6. Address of principal office

5/F Tower A, Two E-Com Center, Palm Coast Avenue, Mall of Asia Complex, Pasay City

Postal Code

1300

7. Registrant's telephone number, including area code

02-6628888

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

25 April 2016, 9:00 AM @ SMX Convention Center, Seashell Lane, Mall of Asia

Complex, Pasay City

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

Mar 31, 2016

10. In case of Proxy Solicitations:

Name of Person Filing the Statement/Solicitor

n/a

Address and Telephone No.

n/a

11. Securities registered pursuant to Sections 8 and 12 of the Code or Sections 4 and 8 of the RSA (information on number of shares and amount of debt is applicable only to corporate registrants):

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
Common Stock	31,627,310,000

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

Yes      No

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

Philippine Stock Exchange / Common Shares

*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.*



## Premium Leisure Corp. PLC

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

<b>Date of Stockholders' Meeting</b>	Apr 25, 2016
<b>Type (Annual or Special)</b>	Annual
<b>Time</b>	9:00 AM
<b>Venue</b>	SMX Convention Center, Seashell Lane, Mall of Asia Complex, Pasay City
<b>Record Date</b>	Mar 31, 2016

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

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

**Other Relevant Information**

n/a

**Filed on behalf by:**

<b>Name</b>	Elizabeth Tan
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<b>Designation</b>	Manager-Governance & Corp. Affairs/Investor Relations
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COVER SHEET

A S O 9 3 0 0 9 2 8 9

S.E.C. Registration Number

P R E M I U M L E I C U R E C O R P .

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(Company's Full Name)

5 / F T O W E R A T O W E R C E N T E R ,

P A L M C O A S T A V E . , M A L L O F

A S I A C O M P L E X , P A S A Y C I T Y

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(Business Address: No. Street/City/Province)

ELMER B. SERRANO

Contact Person

687-1195

Company Telephone Number

1 2

Month

3 1

Day

Fiscal Year

Preliminary Information Statement

FORM TYPE

[Empty box]

Annual Meeting

[Empty box]

Secondary License Type, If Applicable

[Empty box]

Dept. Requiring this Doc.

[Empty box]

Amended Articles Number/Section

[Empty box]

Total No. of Stockholders

Total Amount of Borrowings

[Empty box]

Domestic

[Empty box]

Foreign

To be accomplished by SEC Personnel concerned

[Empty grid]

File Number

LCU

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Document I.D.

Cashier

STAMPS

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PREMIUM  
LEISURE CORP.

SECURITIES AND EXCHANGE  
COMMISSION

RECEIVED  
MAR 14 2016

MARKET REGULATION DEPT.  
BY: [Signature] TIME: 4:50

**Notice of Annual Stockholders' Meeting**  
**April 25, 2016 | 9:00 a.m.**  
**SMX Convention Center**  
**Seashell Lane, Mall of Asia Complex, Pasay City**

To all Stockholders:

Please take notice that the annual meeting of the stockholders of **PREMIUM LEISURE CORP.** will be held on **April 25, 2016 at 9:00 a.m.** at the *Function Room 1, SMX Convention Center, Seashell Lane, Mall of Asia Complex, Pasay City.*

The agenda for the meeting is as follows:

1. Call to Order
2. Certification of Notice and Quorum
3. Approval of the Minutes of the Annual Meeting of Stockholders held on April 27, 2015
4. Approval of 2015 Operations and Results
5. Ratification of all Acts of the Board of Directors, Board Committees and the Management during their term of office
6. Election of Directors for 2016-2017
7. Appointment of External Auditor
8. Other Matters
9. Adjournment

Each agenda item for approval is explained in the Definitive Information Sheet, with brief details and rationale in the attached Annex "A".

The Board of Directors has fixed the end of trading hours of the Philippine Stock Exchange, Inc. on **March 31, 2016** as the record date for the determination of stockholders entitled to the notice of, to attend and to vote at said meeting or any adjournment thereof.

Registration for those who are personally attending the meeting will start at 8:00 a.m. and end promptly at 8:45 p.m. In case you cannot personally attend the meeting, you may accomplish the attached proxy form (which need not be notarized) and file the same to the office of the Corporate Secretary at the Suite 2401 The Orient Square, F. Ortigas Jr. Road, Ortigas Center, Pasig City at least three (3) days before the date of the meeting, or on or before **April 22, 2016**. Proxies submitted shall be validated on **April 22, 2016** at 10:00 a.m. at the 5<sup>th</sup> Floor, Tower A, Two E-Com Center, Palm Coast Avenue, Mall of Asia Complex, Pasay City.

For your convenience in registering your attendance, please bring some form of identification such as passport, driver's license, or company I.D.

Pasig City **MAR 14 2016** 2016.

  
ATTY. ELMER B. SERRANO  
Corporate Secretary

**Details and Rationale for Agenda Items for Approval****Agenda Item No. 3: Approval of Minutes of the Annual Stockholders' Meeting held on April 27, 2015**

The Minutes of the annual stockholders' meeting held on April 27, 2015 are available for inspection during office hours at the office of the Corporate Secretary and will likewise be made available during the ASM. The results of the annual stockholders' meeting were posted on the Company's website: <http://www.premiumleisurecorp.com/> and timely disclosed to The Philippine Stock Exchange, Inc. and Securities and Exchange Commission. The Board of Directors recommends the shareholders to approve the subject minutes at the annual meeting.

**Agenda Item No. 4: Approval of 2015 Operations and Results**

The Company's 2015 performance results have been duly summarized in the Annual Report, which includes the Audited Financial Statements (AFS) of the Company for the year ended 2015. The AFS have been reviewed by the Audit Committee and the Board of Directors, and have been audited by the external auditors who expressed an unqualified opinion on the aforementioned financial statements. Stockholders, after identifying themselves, will be given an opportunity to raise questions regarding the operations and report of the Corporation.

**Agenda Item No. 5: Ratification of all Acts of the Board of Directors, Board Committees and the Management during their term of office**

All actions, proceedings and contracts entered into, as well as resolutions made, including approvals of significant related party transactions, of the Board of Directors, the Board Committees and the Management from the last annual stockholders' meeting held on April 27, 2015 will be presented to the shareholders for their approval and ratification. The Company's performance in 2015, as detailed in the Annual Report, is attributed to the strategic directions and key policies set by the Board of Directors which were effectively executed and complied with by management in conformance with good corporate governance and ethical best practices.

**Agenda Item No. 6: Election of Directors for 2016-2017**

The Chairman of the Nomination Committee will present to the shareholders the incumbent set of Board of Directors as the nominees for re-election as members of the Board of Directors of the Company, including independent directors. Their proven competence, expertise and qualifications based on current regulatory standards, will help sustain the Company's solid performance for the benefit of all its shareholders. The profiles of the Board of Directors are provided in the Definitive Information Statement for reference of the shareholders as well as in the Company website. If re-elected, they shall serve as such from 25 April 2016 until their successors shall have been duly elected and qualified.

**Agenda Item No. 7: Appointment of External Auditor**

Based on the pre-screening and recommendation of the Audit Committee, the Board of Directors concurred with the recommendation to re-appoint SGV & Co. as the Company's external auditors for 2016. SGV & Co. is one of the top auditing firms in the country and is duly accredited with the SEC. The recommended external auditor will be presented to the shareholders for their approval. The Stockholders will also be requested to delegate to the Board/Board Committee the authority to approve the appropriate audit fee for 2016.

Pasig City, \_\_\_\_\_.

**PROXY FORM**

The undersigned stockholder of **PREMIUM LEISURE CORP.** (the "Company") hereby appoints \_\_\_\_\_ or in his absence, the Chairman of the meeting, as attorney and proxy, with power of substitution, to present and vote all shares registered in his/her/its name as proxy of the undersigned stockholder, at the Annual Meeting of Stockholders of the Company on April 25, 2016 and at any of the adjournments thereof for the purpose of acting on the following matters:

1. Approval of minutes of previous meeting held on April 27, 2015.

\_\_\_ Yes \_\_\_ No \_\_\_ Abstain

2. Approval of 2015 Operations and Results.

\_\_\_ Yes \_\_\_ No \_\_\_ Abstain

3. Ratification of the acts of the Board of Directors and the management during their term of office.

\_\_\_ Yes \_\_\_ No \_\_\_ Abstain

4. Election of Directors.

\_\_\_ Vote for all nominees listed below

- \_\_\_\_\_ Willy N. Ocier
- \_\_\_\_\_ Frederic C. Dybuncio
- \_\_\_\_\_ A. Bayani K. Tan
- \_\_\_\_\_ Exequiel P. Villacorta
- \_\_\_\_\_ Joseph C. Tan (Independent)
- \_\_\_\_\_ Juan Victor S. Tanjuatco (Independent)
- \_\_\_\_\_ Roman Felipe S. Reyes (Independent)

\_\_\_ Withhold authority for all nominees listed above

\_\_\_ Withhold authority to vote for the nominees listed below:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

5. Election of Sycip Gorres Velayo & Co. as independent auditors.

\_\_\_ Yes \_\_\_ No \_\_\_ Abstain

6. At their discretion, the proxies named above are authorized to vote upon such other matters as may properly come before the meeting.

\_\_\_ Yes \_\_\_ No \_\_\_ Abstain

\_\_\_\_\_  
PRINTED NAME OF STOCKHOLDER

\_\_\_\_\_  
SIGNATURE OF STOCKHOLDER/  
AUTHORIZED SIGNATORY

\_\_\_\_\_  
DATE

THIS PROXY SHOULD BE RECEIVED BY THE CORPORATE SECRETARY AT LEAST THREE (3) DAYS BEFORE THE DATE SET FOR THE ANNUAL MEETING AS PROVIDED IN THE BY-LAWS.

THIS PROXY IS NOT REQUIRED TO BE NOTARIZED, AND WHEN PROPERLY EXECUTED, WILL BE VOTED IN THE MANNER AS DIRECTED HEREIN BY THE STOCKHOLDER(S). IF NO DIRECTION IS MADE, THIS PROXY WILL BE VOTED "FOR" THE ELECTION OF ALL NOMINEES AND FOR THE APPROVAL OF THE MATTERS STATED ABOVE AND FOR SUCH OTHER MATTERS AS MAY PROPERLY COME BEFORE THE MEETING IN THE MANNER DESCRIBED IN THE INFORMATION STATEMENT AND/OR AS RECOMMENDED BY MANAGEMENT OR THE BOARD OF DIRECTORS.

A STOCKHOLDER GIVING A PROXY HAS THE POWER TO REVOKE IT AT ANY TIME BEFORE THE RIGHT GRANTED IS EXERCISED. A PROXY IS ALSO CONSIDERED REVOKED IF THE STOCKHOLDER ATTENDS THE MEETING IN PERSON AND EXPRESSED HIS INTENTION TO VOTE IN PERSON.

## SECRETARY'S CERTIFICATE

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

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

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

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

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

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

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

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

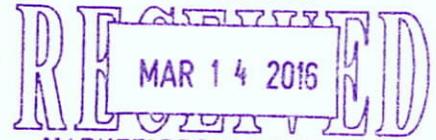
SUBSCRIBED AND SWORN TO BEFORE ME on \_\_\_\_\_ in \_\_\_\_\_.  
Affiant exhibited to me his Competent Evidence of Identity by way of \_\_\_\_\_ issued  
on \_\_\_\_\_ at \_\_\_\_\_.

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

SECURITIES AND EXCHANGE COMMISSION  
SEC FORM 20-IS

SECURITIES AND EXCHANGE  
COMMISSION

Information Statement Pursuant to Section 20  
of the Securities Regulation Code



BY: fy TIME: 4:50

1. Check the appropriate box  
 Preliminary Information Statement  
 Definitive Information Statement
2. Name of Registrant as specified in its charter: PREMIUM LEISURE CORP.
3. Province, country or other jurisdiction of incorporation or organization:  
Philippines
4. SEC Identification Number: AS093-009289
5. BIR Tax Identification Number: 003-457-827
6. Address of principal office and Postal Code:  
5th Floor, Tower A, Two E-Com Center, Palm Coast Avenue, Mall of Asia Complex, Pasay City
7. Registrant's telephone number, including area code: (632) 662-8888
8. Date, time, and place of the meeting of security holders:  

Date : 25 April 2016 (Monday)  
Time : 9:00 A.M.  
Venue : SMX Convention Center, Seashell Lane, Mall of Asia Complex, Pasay City
9. Approximate date on which the Information Statement is to be sent or given to security holders:  
31 March 2016
10. Securities registered pursuant to Sections 8 and 12 of the Code or Sections 4 and 8 of the RSA (information on number of shares and amount of debt is applicable only to corporate registrants):  

Title of Each Class	Number of Shares of Common Stock Outstanding
<b>Common Stock</b>	31,627,310,000 (As of 29 February 2016)
11. Are any or all of Registrant's securities listed on a Stock Exchange?  

Common Shares	Yes <input checked="" type="checkbox"/>	No <input type="checkbox"/>
Preferred Shares	Yes <input type="checkbox"/>	No <input checked="" type="checkbox"/>

If so disclose name of the Exchange: The Philippine Stock Exchange, Inc.

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



- (b) The Company is not aware of any director or security holder who intends to oppose any action to be taken by the Registrant during the stockholders' meeting.

## CONTROL AND COMPENSATION INFORMATION

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

- (a) As of 29 February 2016, the Registrant had 31,627,310,000 common shares outstanding and each share is entitled to one vote. As of 29 February 2016, out of the outstanding capital stock of the Corporation, 1,970,303,374 common shares or 6.230% is owned by foreigners.
- (b) The record date with respect to the determination of the stockholders entitled to notice of and vote at the Annual Stockholders' Meeting is **March 31, 2016**.
- (c) With respect to the election of directors of seven (7) directors, each stockholder may vote such number of shares for as many as seven (7) persons he may choose to be elected from the list of nominees, or he may cumulate said shares and give one candidate as many votes as the number of his shares multiplied by seven (7) shall equal, or he may distribute them on the same principle among as many candidates as he shall see fit, provided that the total number of votes cast by him shall not exceed the number of shares owned by him multiplied by seven (7).
- (d) Security ownership of certain record and beneficial owners and management.

a. Security Ownership of Certain Record and Beneficial Owners

The persons or groups identified in the table below 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 February 29, 2016:

Title of Class	Name and Address of Record Owner and Relationship with Issuer	Name and Address of Beneficial Owner and Relationship with Record Owner	Citizen - ship	No. of Shares Held	Perce nt
Common	Belle Corporation (Belle) * 5/F Tower A, Two E-Com Center Palm Coast Ave., Mall of Asia Complex, CPB-1A Pasay City	Belle Corporation	Filipino	24,904,904,324	78.745
Common	PCD Nominee Corp. (Filipino) ** G/F Makati Stock Exchange, 6767 Ayala Avenue, Makati City	(please see footnote)	Filipino	4,477,016,981	14.156
Common	PCD Nominee Corp. (Non-Filipino) ** G/F Makati Stock Exchange, 6767 Ayala Avenue, Makati City	(please see footnote)	Non-Filipino	1,950,618,504	6.168

\*The shares held by Belle Corporation, being a corporate shareholder, shall be voted or disposed of, by the persons who shall be duly authorized by Belle for the purpose. The natural person/s that has/have the power to vote on the shares of Belle shall be determined upon the submission of its proxy form to the Company, which is not later than three (3) days before the date of the meeting.

\*\*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 Premium Leisure Corp. are to be voted. As of February 29, 2016, there are no participants of PCD who own more than 5% of the Company's outstanding capital.

As of February 29, 2016, 1,970,303,374 common shares of the Company are owned by non-Filipinos, constituting 6.230% of the Company's outstanding capital stock.

b. Security Ownership of Management

The following table shows the shares beneficially owned by the directors and executive officers of the Company as of February 29, 2016:

Title of Class	Name of Beneficial Owner	Amount* and Nature of Beneficial Ownership	Citizenship	Percent
Common	Willy N. Ocier	16,888,001 Direct	Filipino	0.053%
Common	Frederic C. DyBuncio	1 Direct	Filipino	0%
Common	A. Bayani K. Tan	2 Direct	Filipino	0%
Common	Exequiel P. Villacorta, Jr.	1 Direct	Filipino	0%
Common	Joseph C. Tan	1 Direct	Filipino	0%
Common	Juan Victor S. Tanjuatco	1 Direct	Filipino	0%
Common	Roman Felipe S. Reyes	1 Direct	Filipino	0%
Common	Armin Raquel-Santos	0	Filipino	0%
Common	Jackson Ongsip	0	Filipino	0%
Common	Dexter Reyes	0	Filipino	0%
Common	Arthur Sy	20,000 Direct	Filipino	0.0001%
Common	Elmer B. Serrano	0	Filipino	0%
Common	Phil Ivan Chan	0	Filipino	0%

\*Number of shares

(3) Voting Trust Holders of 5% or More

The Company is not aware of any party which holds any voting trust or any similar agreement for 5% or more of Premium Leisure Corp.'s voting securities.

**Changes in Control**

On June 2, 2014, the Company's Board of Directors approved to take on the gaming business and interests of the Belle Group. The transaction involved the sale to Belle of PLC's non-gaming assets (comprising primarily real properties and corporate club membership shares) and acquisition of all of Belle's interest in PremiumLeisure and Amusement, Inc. (PLAI) and 34.5% interest in Pacific Online Systems Corporation (POSC). The transfers of the said assets were completed on July 24, 2014. As part of the consideration for the transfer of assets, PLC undertook to increase its authorized capital stock, and out of such increase, Belle agreed to subscribe to new shares to increase its stake in the Company to 90% of the outstanding capital.

As a result of the transactions, the Company directly owns 100% of PLAI and 34.5% of POSC. Belle, together with other principal shareholders agreed to offer a certain number of shares for sale, and as a result of which, its shareholdings in PLC was reduced. As of December 31, 2015, Belle directly owns 78.745% (24,904,904,324 shares) of PLC.

On August 5, 2015, PLC acquired additional 47,851,315 shares of POSC, thereby increasing its ownership from 34.5% to 50.1%. This resulted to the line by line consolidation of POSC by PLC.

## Item 5. Directors and Executive Officers

### **Directors and Executive Officers**

The names and ages of all the incumbent Directors, elected on April 27, 2015 during the Annual Stockholders' Meeting and who are to serve for a term of one (1) year until their successor shall have been duly elected and qualified, and the Executive Officers are:

Name	Citizenship	Age	Position	Period Served
Willy N. Ocier	Filipino	59	Chairman of the Board	June 25, 1999 -
Frederic C. DyBuncio	Filipino	56	President and CEO	April 23, 2012 -
Roman Felipe S.	Filipino	64	Independent Director	July 18, 2014 -
Joseph C. Tan	Filipino	58	Independent Director	July 18, 2014 -
Juan Victor S.	Filipino	68	Independent Director	July 18, 2014 -
A. Bayani K. Tan	Filipino	60	Director	June 23, 1998 -
Exequiel P. Villacorta,	Filipino	70	Director	July 18, 2014 -
Amin Raquel-Santos	Filipino	48	EVP & COO	July 18, 2014 -
Jackson T. Ongsip	Filipino	42	Chief Finance Officer	April 23, 2012 -
Dexter C. Reyes	Filipino	42	Controller	July 18, 2014 -
Elmer B. Serrano	Filipino	48	Corporate Secretary	April 27, 2015 -
Arthur A. Sy	Filipino	46	Assistant Corporate	July 19, 2011 -
Phil Ivan Chan	Filipino	33	Assistant Corporate	May 11, 2015 -

### **BOARD OF DIRECTORS**

The following are brief descriptions of the business experiences over the past five (5) years of the incumbent members of the Board.

All of the incumbent members of the Board have been nominated for re-election by the Nomination Committee.

#### **Willy N. Ocier**

Mr. Ocier is the Chairman of the Board and Director of Premium Leisure Corp. same with APC Group, Inc., and Premium Leisure and Amusement, Inc. He is one of the Co-Vice Chairman of Belle Corporation since June 1999. He is also the Vice Chairman of Highlands Prime, Inc. and Tagaytay Highlands International Golf Club, Inc. He is the Chairman, Chief Executive Officer and President of Philippine Global Communications, Inc. and likewise the Chairman and President of Pacific Online Systems Corporation. He is also the Chairman of Tagaytay Midlands Golf Club, Inc., The Country Club at Tagaytay Highlands, Inc. and The Spa and Lodge Inc. He sits as Director of Leisure and Resorts World Corporation, iVantage Equities, and Toyota Corporation Batangas. He was the former President and Chief Operating Officer of Eastern Securities Development Corporation. He graduated from Ateneo de Manila University with a Bachelor of Arts degree in Economics.

#### **Frederic C. DyBuncio**

Mr. DyBuncio is the President, Chief Executive Officer and Director of Premium Leisure Corp, Belle Corporation and APC Group, Inc. He is the Vice Chairman and Director of Atlas Consolidated Mining and Development Corporation, and a Director of Pacific Online Systems Corporation. Concurrently, he is the Senior Vice President of Investments Portfolio of SM Investments Corporation. Prior to holding the post, he was a career banker who spent over 20 years with JP Morgan Chase and its predecessor institutions where he worked and lived in several major cities including New York, Seoul, Bangkok, Hong Kong and Manila. He graduated from Ateneo de Manila University with a Bachelor of Science degree in Business Management and finished a Master's degree in Business Administration program at Asian Institute of Management.

#### **Roman Felipe S. Reyes**

Mr. Reyes, a Certified Public Accountant, is the Chairman of Reyes Tacandong & Co., and a member of the GSIS Board of Trustees since 2010. He serves as an Independent Director of Macawiwili Gold Mining And Development Co., Inc., Pakistan International Container Terminal Limited, Premium Leisure Corporation, Bank of Commerce, RPN 9, Philippine Geothermal Production Company, Pasudeco, All Asian Countertrade, National Reinsurance Corporation of the Philippines, and Rockwell Leisure Club. He is also a current Trustee of San Beda College, San Beda Alumni Association Foundation, and the Chairman of the Board of Governors of Nicanor Reyes Memorial Foundation. He was a Senior Partner and the Vice Chairman for Client Services and Accounts of SGV & Co. from 1984-2009, and the President

of Knowledge Institute in 2009. Mr. Reyes earned his Bachelor of Science degree in Commerce, major in Accounting, from San Beda College in 1972, and obtained his MBA degree in Finance from the University of Detroit in 1975.

**Joseph C. Tan**

Atty. Tan is the Founding Partner of MOST LAW. He is a Consultant Chairman of UCPB. He was formerly a Director of Philippine Bank of Communications and special counsel for Agus Cruz & Manzano Law Office. Atty. Tan holds a Bachelor of Arts degree in Business Administration from the University of San Francisco (USA) and a Bachelor of Laws degree from the Ateneo de Manila College of Law graduating with honors.

**Juan Victor S. Tanjuatco**

Mr. Tanjuatco is an Independent Director of IP Ventures, Inc., and a Director of Ketmar Fast Food Corporation. Previously, he served in the same capacity on the board of Insular Savings Bank and Asiatrust Development Bank. A career banker, he was the former President of Export and Industry Bank and was assigned to various managerial and executive positions at Credit Agricole Indosuez where, after 21 years, he retired as Deputy General Manager in Manila. Mr. Tanjuatco holds a Bachelor of Arts Degree in Economics from the Ateneo de Manila University (cum laude) and a Masters in Business Administration, major in Finance, from the Wharton School, University of Pennsylvania.

**A. Bayani K. Tan**

Atty. Tan is a Director of the Corporation (since December 1993, Publicly-Listed). He is also a Director, Corporate Secretary or both of the following reporting and/or listed companies: Asia United Bank Corporation (since February 2014 as Corporate Secretary\*, since June 2014 as Director\*, Publicly-Listed), Belle Corporation (since May 1994, Publicly Listed), Coal Asia Holdings, Inc. (since July 2012, Publicly-Listed), Destiny Financial Plans, Inc. (since 2003), Discovery World Corporation (since March 2013 as Director, since July 2003 as Corporate Secretary, Publicly-Listed), First Abacus Financial Holdings Corp. (since May 1994, Publicly Listed), I-Remit, Inc. (since May 2007, Publicly-Listed), Pacific Online Systems Corporation (since May 2007, Publicly-Listed), Philequity Balanced Fund, Inc. (since March 2010), Philequity Dividend Yield Fund, Inc. (since January 2013), Philequity Dollar Income Fund, Inc. (since March 1999), Philequity Foreign Currency Fixed Income Fund, Inc. (since March 2010), Philequity Fund, Inc. (since June 1997), Philequity Peso Bond Fund, Inc. (since June 2000), Philequity PSE Index Fund, Inc. (since February 1999), Philequity Resources Fund, Inc. (since March 2010), Philequity Strategic Growth Fund, Inc. (since April 2008), TKC Metals Corporation (since February 2007, Publicly-Listed), Tagaytay Highlands International Golf Club, Inc. (since November 1993), Tagaytay Midlands Golf Club, Inc. (since June 1997), The Country Club at Tagaytay Highlands, Inc. (since August 1995), The Spa and Lodge at Tagaytay Highlands, Inc. (since December 1999) and Vantage Equities, Inc. (since January 1993, Publicly-Listed). Mr. Tan is also a Director and the Corporate Secretary of Sterling Bank of Asia Inc. (since December 2006). He is the Managing Partner of the law offices of Tan Venturanza Valdez (since it was established in 1988), Managing Director/President of Shamrock Development Corporation (since May 1988), Director of Destiny LendFund, Inc. (since December 2005) and Pascual Laboratories, Inc. (since March 2014), President of Catarman Chamber Elementary School Foundation, Inc. (since August 2012), Managing Trustee of SCTan Foundation, Inc. (since 1986), Trustee and Treasurer of Rebisco Foundation, Inc. (since April 2013) and Trustee and Corporate Secretary of St. Scholastica's Hospital, Inc. (since February 2011).

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. Mr. Tan passed the bar examinations in 1981 where he placed sixth. He has a Bachelor of Arts major in Political Science degree from the San Beda College (Class of 1976) from where he graduated Class Valedictorian and was awarded the medal for Academic Excellence.

\*As approved by Bangko Sentral ng Pilipinas on December 29, 2014

**Exequiel P. Villacorta, Jr**

Mr. Villacorta is an elected Director of BDO Leasing and Finance, Inc. Prior to this position, he was a Director of Equitable PCI Bank, EBC Insurance Brokerage, and Maxicare Healthcare Corporation. He was the former Chairman of EBC Strategic Holdings Corporation, EBC Investments (now BDO Strategic Holdings), Jardine Equitable Finance Corporation, Strategic Property Holdings, PCIB Properties, Equitable Data Center, and PCI Automation Center. He was a past President and CEO of Banco De Oro Universal Bank and TA Bank of the Philippines, and was Vice President of the Private Development Corporation of the Philippines. He was Senior Adviser and BSP Controller of Equitable PCI Bank and PBCom, and Adviser to the Board of PCI Capital Corporation. Mr. Villacorta holds a Bachelor of Science degree in Business Administration from De La Salle University and a Master's degree in Business Management from the Asian Institute of Management.

**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 Nomination Committee constituted by the Company's Board of Directors, indorsed the nominations for re-election as independent directors given in favor of Messrs. Joseph C. Tan, Juan Victor S. Tanjuatco and Mr. Roman Felipe S. Reyes. The Nomination Committee, composed of Mr. Joseph C. Tan (Chairman), Juan Victor S. Tanjuatco and Roman Felipe S. Reyes, has determined that these 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).

The nominees, whose required information are discussed above, are in no way related to the stockholders who nominated them and have signified their acceptance of the nominations. These nominees are expected to attend the scheduled Annual Stockholders' Meeting.

**Directorships in other reporting companies**

During the last five (5) years, the following directors are also directors of other reporting companies as listed below:

Name of Director	Name of Listed Company	Type of Directorship (Executive, Non-Executive, Independent); Indicate if Director is also Chairman
Willy N. Ocier	Leisure & Resorts World Corp. Vantage Equities, Inc. Belle Corporation APC Group, Inc. Pacific Online Systems Corp	Non-Executive Non-Executive Executive / Vice Chairman Non-Executive / Chairman Executive / Chairman
Frederic C. DyBuncio	Belle Corporation APC Group, Inc. Atlas Consolidated Mining & Development Corporation Pacific Online Systems Corp	Executive Non-Executive Executive / Vice Chairman Non-Executive
Roman Felipe S. Reyes	National Reinsurance Corporation of the Philippines	Non-Executive
A. Bayani K. Tan	Asia United Bank Corporation Discovery World Corporation First Abacus Financial Holdings Corp Coal Asia Holdings, Inc. I-Remit, Inc. TKC Metals Corporation	Non-Executive Non-Executive Non-Executive Non-Executive Non-Executive Non-Executive
Exequiel P. Villacorta, Jr.	BDO Leasing and Finance Inc.	Non-Executive

**Other Executive Officers**

**Armin B. Raquel-Santos**

Mr. Raquel-Santos is currently the Executive Vice President and Chief Operating Officer of PLC. He is Executive Vice President – Integrated Resorts of Belle Corporation, Executive Vice President of PremiumLeisure and Amusement Inc., Director of Tagaytay Highlands International Golf Club, Inc. and Trustee, Melco Crown Philippines Foundation Corporation. He was former Chief Finance Officer of Aboitizland, Inc., Cebu Industrial Park, Inc. and Mactan Economic Zone II. His experience include 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.

**Jackson T. Ongsip**

Mr. Ongsip is the Vice President for Finance and Chief Financial Officer of the Company. 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 as with Globe Telecom. He is currently a Vice President for Portfolio Investments of SM Investments Corporation. He is also a Director, the President and Chief Executive Officer of APC Group, Inc., an affiliate of Premium Leisure Corp. He graduated from the University of Santo Tomas with a Bachelor of Science in Accountancy.

**Dexter C. Reyes**

Mr. Reyes is the Controller of Premium Leisure Corp., and Assistant Vice President for Operations of Premium Leisure and Amusement, Inc. He has over 15 years of experience in the hotel and integrated resort business, and has specialized in auditing hotel and gaming operations. He was a former Senior Manager at EDSA Shangri-la and Thunderbird Resorts and has experience in opening casinos in Lodz, Poland and Daman, India. Mr. Reyes holds a Bachelor of Science degree in Accounting from the University of the East Manila.

**Elmer B. Serrano**

Atty. Serrano is the Corporate Secretary of Premium Leisure Corp. since April 27, 2015. He is also the Corporate Secretary of listed companies SM Prime Holdings, Inc., SM Investments Corporation and Crown Equities, Inc. Atty. Serrano is a Name Partner of Martinez Vergara Gonzalez & Serrano and has been practicing corporate law for over two decades. He is also the Corporate Secretary of BDO Capital & Investment Corporation, BDO Securities Corporation, BDO Insurance Brokers, Inc., BDO Elite Savings Bank, Inc., Banco De Oro Savings Bank and Averon Holding Corporation. He was previously a director of OCLP Holdings, Inc. until November 2014. He is a graduate of the Ateneo Law School and holds a degree of B.S. Legal Management from the Ateneo de Manila University.

**Arthur A. Sy**

Atty. Sy is the Assistant Corporate Secretary of Premium Leisure Corp. He is the Vice President of Corporate Legal Affairs at SM Investments Corporation, and is the Corporate Secretary of various major corporations within the SM Group of Companies. He is also the Corporate Secretary of National University. A member of the New York Bar, Atty. Sy holds a Bachelor of Arts degree in Philosophy from the University of Santo Tomas and a Juris Doctor degree from the Ateneo de Manila University.

**Phil Ivan A. Chan**

Atty. Chan is the Assistant Corporate Secretary of Premium Leisure Corp. since May 11, 2015. He is a Senior Associate Lawyer at Martinez Vergara Gonzalez & Serrano. He also acts as the Assistant Corporate Secretary of listed company Crown Equities, Inc. Atty. Chan holds a degree of B.S. Legal Management and a Juris Doctor degree from Ateneo de Manila University.

**Significant Employees**

There are no other significant employees.

**Family Relationships**

No director and/or executive officer of Premium Leisure Corp. are related up to the fourth degree by affinity or consanguinity.

**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, an incumbent Director of the Company. The Complaint was submitted for resolution in 2009 and was acted upon and dismissed by the Office of the City Prosecutor of Manila (OCP) only on March 18, 2013. Complainants belatedly filed a Motion for Reconsideration which was denied by the OCP 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, 2014, Atty. Tan filed his Comment to the said Petition. In a Resolution dated April 17, 2015, the Petition for Review was denied and the DOJ dismissed the Complaint for Estafa.

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

- (1) 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 bankruptcy or within two years prior to that time;
- (2) Any conviction by final judgment, in a criminal proceeding, domestic or foreign;
- (3) Any order or judgment, or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, domestic or foreign, permanently or temporarily enjoining, barring, suspending or otherwise limiting the involvement of any of the above persons in any type of business, securities, commodities, or banking activities; and,

- (4) Any findings 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 a securities or commodities law, and the judgment has not been reversed, suspended, or vacated.

The Company and its major subsidiaries and associates are not involved in, nor are any of their properties subject to, any material legal proceedings that could potentially affect their operations and financial capabilities.

**Certain Relationships and Related Transactions**

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

As summarized and disclosed in the corporation's consolidated financial statements, in the ordinary course of business, the Company has transactions with related parties which consist mainly of extension of interest-bearing notes to, or availment of noninterest-bearing advances from, Belle Corporation. The outstanding balances at year-end are due and demandable. There have been no guarantees provided or received for any related party receivables or payables. Aside from these transactions, the Company has no other significant transactions that need to be disclosed.

The related party transactions are described in Note 28 (Related Party Transactions) of the Notes to the Consolidated Financial Statements.

**Disagreement with Director**

No director has resigned nor declined to stand for re-election to the Board of Directors since the date of the last annual meeting of stockholders because of a disagreement with the Company on any matter relating to the latter's operations, policies, or practices.

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

**Summary of Annual Compensation**

Name and Principal Position	Year	Salary	Other Annual Compensation	Total Annual Compensation
Frederic C. Dybuncio, President and CEO Willy N. Ocier, Chairman of the Board Jackson T. Ongsip CFO Amin Raquel-Santos, EVP and COO Dexter Reyes, Controller				
All officers and directors as a Group (Unnamed)	2016*	9,042,053	698,771	9,740,824
	2015	8,530,239	535,995	9,066,234
	2014**	8,244,016	754,638	8,998,654

\* Compensation based on estimates only

\*\* Amin Raquel-Santos and Dexter Reyes only became officers as of 18 July 2014

Except as provided above, there are no other officers of the Company receiving compensation.

**Compensation of Directors**

All independent directors get a per diem of P50,000.00 each while other directors get a per diem of P10,000.00 each per meeting.

**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.

**Warrants and Options Outstanding**

None.

**Item 7. Independent Public Accountants**

- a. The Company's external auditors for 2015-2016 is SyCip, Gorres, Velayo & Co. (SGV), with Ms. Belinda T. Beng Hui as the partner-in-charge.
- b. Representatives of SGV are expected to be present at the Annual Meeting to respond to appropriate questions and will be given the opportunity to make a statement if they so desire.
- c. There was no event in the past five (5) years where SGV and the Company had any disagreement with regard to any matter relating to accounting principles or practices, financial statement disclosure or auditing scope or procedure.
- d. In compliance with SRC Rule 68 3 (b) (iv), the assignment of SGV's engagement partner for the Company shall not exceed five (5) consecutive years.
- e. The aggregate fees paid by the Company for professional services (including Value Added Tax) rendered by the external auditor for the audit of financial statements for the years ended December 31, 2015 and 2014 are as follows:

	(P000's omitted)
2015	P392.0
2014	358.4

- f. There were no other assurance and related services by the external auditor that are reasonably related to the performance of the audit or review of the registrant's financial statements. The rotation of independent auditors and the two-year cooling off period has been observed in the audit of the Company's financial statements.
- g. The Audit Committee, composed of Roman Felipe S. Reyes (Chairman), Joseph Tan and Exequiel P. Villacorta, Jr., 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 Management.

**Item 8. Compensation Plans**

No action is to be taken with respect to any plan pursuant to which cash or non-cash compensation may be paid or distributed.

**ISSUANCE AND EXCHANGE OF SECURITIES**

**Item 9. Authorization or Issuance of Securities Other than for Exchange**

No action will be presented for shareholders' approval at this year's annual meeting which involves authorization or issuance of any securities.

**Item 10. Modification or Exchange of Securities**

No action will be presented for shareholders' approval at this year's annual meeting which involves the modification of any class of the Company's securities, or the issuance of one class of Company's securities in exchange for outstanding securities of another class.

**Item 11. Financial and Other Information**

The Audited Financial Statements of the Company and the Management Report, incorporating the Management's Discussion & Analysis, is attached as Annex "A".

Representatives of the external auditor, Sycip Gorres Velayo & Co., are expected to be present at the annual meeting, and they will have the opportunity to make a statement if they desire to do so and are expected to be available to respond to appropriate questions from the shareholders. The Company has had no material disagreement with Sycip Gorres Velayo & Co. on any matter of accounting principle or practices or disclosures in the Company's financial statements.

## **Item 12. Mergers, Consolidations, Acquisitions and Similar Matters**

### ***Acquisition of POSC shares***

On August 5, 2015, the Company purchased additional 47,851,315 shares in POSC at ₱20.90 per share, for an aggregate amount of approximately ₱1.0 billion. The acquisition resulted in providing controlling interest to PLC over POSC at 50.1% ownership. The acquisition was accounted for using the pooling of interest method, and resulted in the consolidation of POSC in PLC books.

### ***Acquisition of Falcon Resources, Inc.***

On June 16, 2014, Total Gaming Technologies Inc., a subsidiary of Pacific Online, and the shareholders of Falcon Resources Inc. (FRI) entered into a Memorandum of Understanding (MOU) for the former's intention to acquire the latter's interest in FRI representing 100% ownership. As at December 11, 2014, the Deed of Sale for the transfer of shares of stock has been executed. FRI is a company engaged in consultancy services for TGTI and a sub-distributor for POSC. FRI is a company incorporated in the Philippines.

## **Item 13. Acquisition or Disposition of Property**

No action will be presented for shareholders' approval at this year's annual meeting in respect of any acquisition or disposition of property of the Company.

## **OTHER MATTERS**

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

There is no action to be taken with respect to any report of the Company or of its directors, officers or committees, except for the approval of the minutes of the previous annual meeting of the Company.

At the annual meeting, shareholders will be asked to approve and ratify the acts of the Board of Directors during their term of office. The matters for stockholders' ratification are acts of the Board, its Committees and Management for the previous year up to the date of the annual meeting which were entered into or made in the ordinary course of business, the significant acts or transactions of which are covered by appropriate disclosures with the Securities and Exchange Commission and Philippine Stock Exchange, Inc. are as follows:

<b>Date</b>	<b>Subject</b>
11 May 2015	Appointment of Atty. Phil Ivan A. Chan as Assistant Corporate Secretary in addition to Atty. Arthur A. Sy
04 August 2015	Purchase of POSC shares from Belle Corporation
04 August 2015	Resignation of Mr. Roman Felipe S. Reyes from the Executive Committee
30 October 2015	Changes in composition of the various Board Committees
23 February 2016	Disclosure of Date of Annual Stockholders' Meeting
23 February 2016	Declaration of cash dividends.

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

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

### **Item 17. Amendment of Articles of Incorporation / By-Laws**

Shareholders have the right to approve or disapprove any proposed amendments to the Articles of Incorporation of the Company. On the other hand, the Board of Directors have the power to amend the By-Laws pursuant to the authority delegated to it by the stockholders on December 20, 1993.

No action will be presented for shareholders' approval at this year's annual meeting with respect to the amendment of the Company's Articles of Incorporation.

#### Item 18. Other Proposed Actions

Other than the matters indicated in the Notice and Agenda included in this Information Statement, there are no other actions proposed to be taken at the annual meeting.

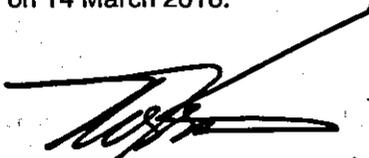
#### Item 19. Voting Procedures

- (a) The amendment of the Articles of Incorporation requires the vote of two-thirds (2/3) of the Company's outstanding capital stock while other actions to be taken at the Annual Stockholders' Meeting shall require the vote of the stockholders representing at least a majority of the Company's outstanding capital stock.
- (b) Two inspectors, who shall be officers or employees of the Corporation, shall be appointed by the Board of Directors before or at each meeting of the stockholders, at which an election of directors shall take place; if no such appointment shall have been made or if the inspectors appointed by the Board of Directors refused to act or fail to attend then the appointment shall be made by the presiding officer of the meeting.
  - (b.1) A third party will be appointed by the Company to validate the votes as necessary.
- (c) Stockholders may vote at all meetings either in person or by proxy duly given in writing in favor of any person of their confidence and each stockholder shall be entitled to one vote for each share of stock standing in his name in the books of the corporation; provided, however, that in the election of Directors, each stockholder shall be entitled to cumulate his votes in the manner provided for by law.
- (d) The By-Laws of the Company is silent as to the method by which votes are to be counted. In practice, however, the same is done by the raising of hands or *viva voce*.
- (e) With respect to the election of seven (7) directors, each stockholder may vote such number of shares for as many as seven (7) persons he may choose to be elected from the list of nominees, or he may cumulate said shares and give one candidate as many votes as the number of his shares multiplied by seven (7) shall equal, or he may distribute them on the same principle among as many candidates as he shall see fit, provided that the total number of votes cast by him shall not exceed the number of shares owned by him multiplied by seven (7).
- (f) Upon confirmation by the inspectors that there is a mathematical impossibility for certain nominees to be elected into office based on proxies held and votes present/represented in the meeting, the actual casting and counting of votes for the election of Directors may be dispensed with.

**SIGNATURE**

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

This report is signed in the City of Pasay, Metro Manila on 14 March 2016.



**ELMER B. SERRANO**  
Corporate Secretary

**MANAGEMENT REPORT**  
**PREMIUM LEISURE CORP.**  
**BUSINESS AND GENERAL INFORMATION**

**Background**

Premium Leisure Corp. formerly Sinophil Corporation ("PLC" or the "Company") was incorporated as Sinophil Exploration Co., Inc. on November 26, 1993. PLC was organized with oil and gas exploration and development as its primary purpose. The Company and other companies (Contractors), were participants in several Geophysical Survey and Exploration Contracts and Non-Exclusive Geophysical Permits entered into with the Philippine Government, through the Department of Energy, covering certain petroleum contract areas in various locations. It also had passive equity investments in Dragon Oil Plc (Dragon Oil) and Sinoil Asia Limited (Sinoil). In 1996, with investor interest in oil exploration and mining companies remaining generally soft, the Company's management recommended conversion of PLC from an oil exploration company to an investment holding company. In line with the Company's decision to change its primary purpose, the Company assigned its interests in Dragon Oil and Sinoil to Belle Corporation ("Belle") and/or its subsidiaries. To finance the Company's projects, acquisitions and investments in 1997, private placements of PLC's shares were made to several investors, both in the country and overseas.

On June 3, 1997, the Securities and Exchange Commission (SEC) approved the Company's application for a change in primary purposes from oil and gas exploration and development to being an investment holding company. As an investment holding firm, it shall engage in the acquisition (by purchase, exchange, assignment or otherwise), ownership and use for investment any and all properties and other assets of every kind and description.

On June 2, 2014, the Board of Directors of the Company approved a plan to take on the gaming business and interests of Belle Corporation (the "Investment Plan"). In line with this, the Company was authorized:

- a. **To sell to Belle its non-gaming related assets consisting of the following:**
  - Membership shares in Tagaytay Midlands Golf Club, Inc.
  - A lot with gross area of 4,348 square meters located within the Aseana Business Park at the Manila Bay Reclamation Area.
  - Several parcels of land in The parks at Saratoga Hills within the Tagaytay Midlands Complex.
  - Undeveloped land located in the City of Tanauan, Province of Batangas.
  
- b. **To acquire from Belle the following:**
  - 100% ownership interest in PremiumLeisure and Amusement, Inc. ("PLAI") for a consideration of ₱10,847.8 million; and
  - 34.5% ownership interest in Pacific Online Systems Corporation ("POSC") for a consideration of ₱1,525.0 million.

On July 24, 2014, the transfer of the above assets were completed.

- c. **To execute a Memorandum of Agreement (Second Amendment Agreement to the Settlement Agreement dated August 28, 2009) for the redemption of 1,000,000,000 preferred shares by Belle for a cash consideration of ₱1,000.0 million.**

On June 20, 2014, Belle and PLC entered into a Subscription Agreement for 24,700,000,000 common shares of PLC at a subscription price of ₱0.369 per share or a total subscription of ₱9,114,300,000 thereby increasing Belle's ownership interest in PLC to 90%. Subscription payments were received in July 2014.

On July 18, 2014, PLC's Board of Directors and stockholders unanimously approved the amendment to the Articles of Incorporation for the increase in authorized capital stock from ₱4,032,500,000 divided into 10,130,000,000,000 common shares with par value of ₱0.25 per share and 6,000,000,000 preferred shares with par value of ₱0.25 per share, to ₱10,907,500,000 divided into 37,630,000,000 common shares with par value of ₱0.25 per share and 6,000,000,000 preferred shares with par value of ₱0.25 per share. The application for the increase in authorized capital stock was approved by the SEC on September 5, 2014.

## Material acquisitions of investments

The Company has invested in various companies as follows:

1. 100% Equity Investment in Premium Leisure and Amusement, Inc. ("PLAI")

PLAI is a co-grantee together with Belle Corporation and other SM consortium members (under CA/License Reg. No. 08-003) by the Philippine Amusement and Gaming Corporation ("PAGCOR") of a Certificate of Affiliation and Provisional License (the "Provisional License") to operate an integrated casino resort, complex in the approved site located in the vicinity of the Bagong Nayong Pilipino Manila Bay Entertainment City ("PAGCOR Entertainment City"), which site was originally referred to as "Belle Grande". On April 29, 2015, PAGCOR granted the Regular Gaming License ("License") to the consortium. This regular casino license has the same terms and conditions of the Provisional License, as applicable, and runs concurrent with PAGCOR's Congressional Franchise, which expires in 2033, and renewable for another 25 years, by the Philippine Congress. PLAI was the special purpose entity authorized by PAGCOR to perform the casino operations for the consortium.

On October 25, 2012, Belle Corp., together with PLAI, and SM Investments Corporation (Philippine Parties), formally entered into a Cooperation Agreement with Melco Crown Entertainment Limited ("MCE Parties"), which took effect on March 13, 2013, the date on which the conditions to closing under the Closing Agreement were fulfilled, or waived. Under the Cooperation Agreement, the Philippine Parties agreed to include the MCE Parties as co-licensees for which PAGCOR issued an Amended Certificate of Affiliation and Provisional License dated January 2013. The Cooperation Agreement further specified the respective roles of the Philippine Parties and the MCE Parties in the casino resort project.

Under the Cooperation Agreement, the Philippine Parties, through Belle Corporation, would provide the land and building structures for the casino complex. The land and building structures are leased to the MCE Parties who will in turn provide the fit outs and operate the entire casino complex.

Likewise under the Cooperation Agreement, the new special purpose entity to perform the casino operations was agreed to be MCE Leisure (Philippines) Corporation. In consideration for ceding that role from PLAI to MCE Leisure (Philippines) Corporation, the MCE Parties agreed to pay the Philippine Parties, through PLAI, certain amounts based on gaming revenues as follows:

### Fees payable to PLAI

PLAI will be entitled to receive from MCE Leisure agreed upon monthly payments consisting of the following:

- a) the higher of (i) one-half of the Project's Mass Market gaming EBITDA (after deductions comprising 2% management allowance, Mass Market operating expenses and an agreed deductible of 7% of Mass Market Gaming EBITDA) (PLAI MASS EBITDA) or (ii) 15% of the Project's net Mass Market gross gaming revenues (after deduction of amounts for PAGCOR non-VIP license fees) (PLAI MASS Net Win), whichever is higher; and
- b) the higher of (i) one-half of the Project's VIP gaming EBITDA (after deductions comprising 2% management allowance, VIP operating expenses and an agreed deductible of 7% of VIP gaming EBITDA) (PLAI VIP EBITDA) or (ii) 2% of the Project's net VIP gross gaming revenues (after deduction of amounts for PAGCOR VIP license fees, VIP commissions and incentives, as well as VIP bad debt expenses) (PLAI VIP Net Win), whichever is higher (the PLAI VIP Monthly Payment).

In addition, at the end of each fiscal period of 24 months, a calculation is made to determine the difference between (i) the higher of PLAI VIP EBITDA and 5.0% of the Project's PLAI VIP NET WIN, and (ii) the cumulative PLAI VIP Monthly Payments made for the fiscal period. If (i) is higher, the difference is paid to PLAI as an additional payment for the following period. If (ii) is higher, the difference is deducted from the first VIP payment for the following fiscal period. Meanwhile, MCE Leisure will retain all revenues from the non-gaming operations of the Project.

In October 2013, MCE announced the rebranding of the integrated resort as "City of Dreams Manila", after its successful flagship City of Dreams resort in Macau's Cotai Strip. The City of Dreams Manila will have ~950 hotel rooms from 6 towers. It will have 22,507 square meters of gaming gross floor area from a total gross floor area of 300,097 square meters. It will also include ~ 20,000 square meters of retail and restaurant facilities and various entertainment options.

City of Dreams Manila opened to the public in December 2014, and had its grand opening on

February 2, 2015. The resort complex is located on a land area of around 6.2 hectares in Entertainment City. It is composed of hotel, retail and dining areas with an allotment of around 380 mass and VIP gaming tables, 1,700 slot machines and 1,700 electronic game machines. As of September 30, 2015, City of Dreams Manila boasts of around 265 gaming tables, 1,552 slot machines and 50 electronic table games in operation.

In addition to casino gaming, City of Dreams Manila features three entertainment areas, including DreamPlay by DreamWorks, Centerplay and its night clubs, Chaos and Pangaea Ultra-Lounge. DreamPlay is the first branded Family Entertainment Center in Manila, while Centerplay features a live performance central lounge in the casino.

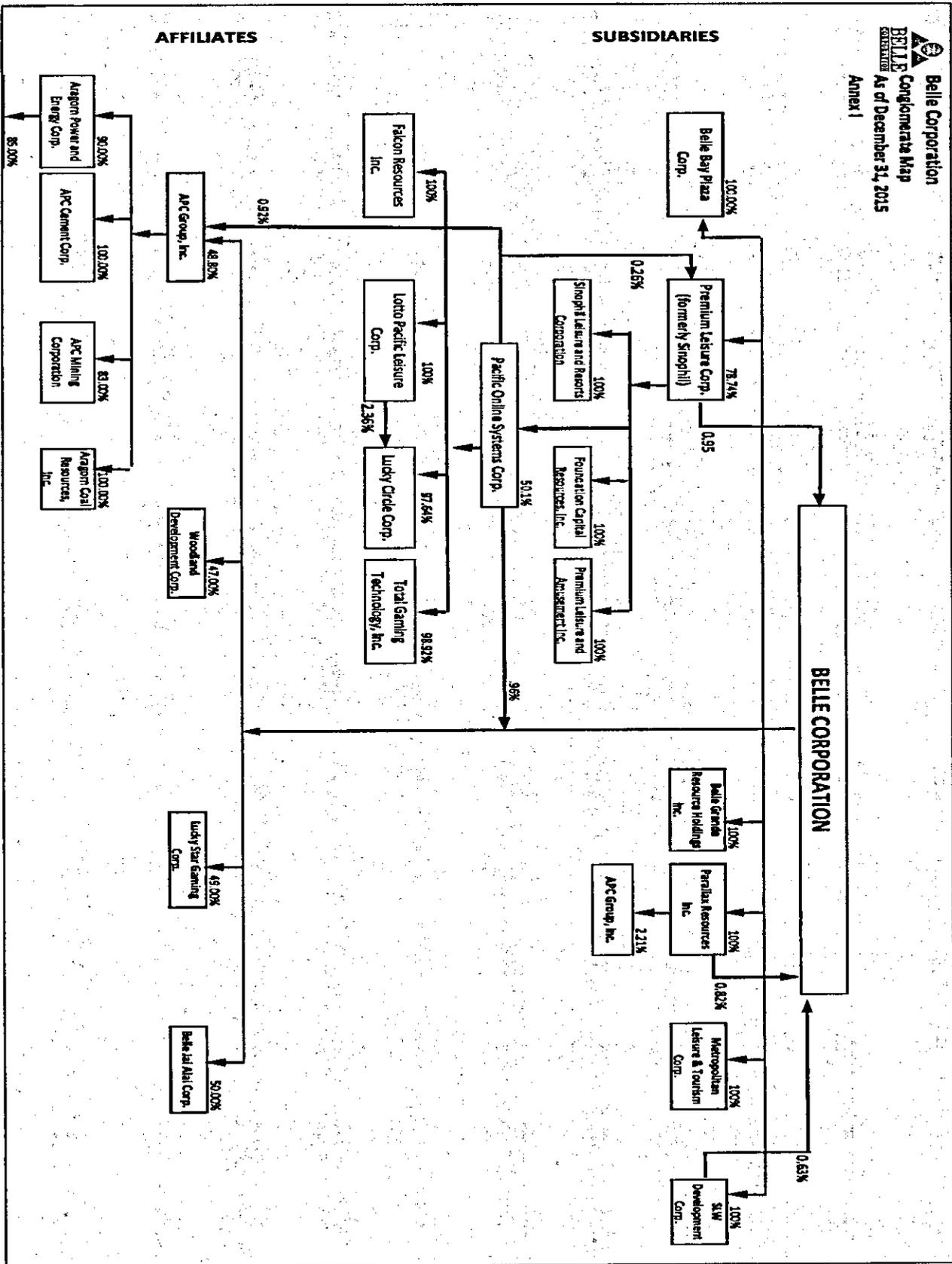
City of Dreams Manila hosts three hotels within its vicinity. Crown Towers has approximately 260 luxurious rooms, while Hyatt, managed by Hyatt International Corporation, holds 365 rooms. Asia's first Nobu Hotel, meanwhile, owns 321 rooms.

*MCE, a company listed in the Hong Kong Stock Exchange, whose major shareholders are Melco International Development Limited and Crown Limited, is 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, a Crown Hotel, a Grand Hyatt Hotel, a Hard Rock 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. MCE is building its second integrated resort in Macau called "Studio City". The Cooperation Agreement governs the parties' development and operation of the City of Dreams Manila integrated resort complex.*

## 2. 50.1% Controlling Interest in Pacific Online Systems Corporation ("LOTO")

Pacific Online Systems Corporation, with PSE ticker symbol LOTO was incorporated in 1993. A systems integrator of gaming solutions, it is primarily engaged in the development, design and management of online computer systems, terminals and software for the gaming industry, with the Philippine Charity Sweepstakes Office (PCSO) as its main customer. It has been consistently profitable since its fiscal year 2002.

On July 22, 2014, PLC executed several Deeds of Sales of Shares with Belle and certain of its subsidiaries for the acquisition of 101,668,953 POSC common shares at a subscription price of ₱15 per share equivalent to 34.5% ownership interest in POSC for a total consideration of ₱1,525,034,310. On August 5, 2015, PLC acquired additional 47,851,315 shares of Pacific Online Systems Corp. ("POSC"), thereby obtaining an overall ownership of 50.1% of POSC. The purchase resulted in combining PLC's and POSC's financial statements on a line-by-line basis. Based on management's judgment, PLC's investment gives PLC controlling interest over POSC as evidenced by more than 50% voting interest.



## Products

PLC'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. PLC's gaming businesses are undertaken mainly by the following:

1. PremiumLeisure & 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, renewable for another 25 years, by the Philippine Congress.
2. Pacific Online Systems Corporation ("POSC"), leases on-line betting equipment to the PCSO for their lottery operations in the Visayas and Mindanao regions. PLC owns a controlling interest of 50.1% of outstanding shares of Pacific Online, which is a publicly listed company, beginning August 5, 2015.

## Revenues

The following are the major revenue items in 2015 and 2014:

Year Ended December 31 (Php)	2015		2014	
	Amount	% to Total Revenue	Amount	% to Total Revenue
Gaming revenue share	756,237,939	47%	38,809,095	17%
Equipment lease rentals	630,926,248	39%	-	0%
Commission, distribution and instant scratch tickets	88,400,678	5%	-	0%
Equity in net earnings of an associate	75,525,743	5%	31,521,474	14%
Interest income	42,034,540	3%	6,465,350	3%
Dividend income	31,770,513	2%	1,999,754	1%
Gain on sale of land	-	0%	149,170,154	65%
<b>Total</b>	<b>1,624,895,661</b>	<b>100%</b>	<b>227,965,827</b>	<b>100%</b>

## Competition

In gaming, City of Dreams Manila will be competing against casinos operated by PAGCOR and the other two licensees that are already operating – Resorts World Manila of Travelers International Hotel Group, Inc. ("Travelers") and Solaire Resort and Casino of Bloomberry Resorts Corporation. Travelers has also broken ground on its planned Resorts World Bayshore project in PAGCOR City, with the opening thereof reportedly estimated by Travelers in 2018. The fourth licensee, Universal Entertainment Inc., is not yet in operation and the opening date for its resort is still uncertain as of this date.

POSC, PLC's subsidiary does not expect to face any competition until 2018, upon the expiration of its Equipment Lease Agreement (ELA) with PCSO. However, management is aware of the prevalence of illegal gambling similar to lotto particularly in interior towns and remote areas. In spite of this, improved sales of lotto under PCSO has exhibited growth due to better payouts under a more transparent system.

## Employees

The Company is a holding company whose business is not manpower intensive; hence, its transactions are extremely manageable through temporary secondment of personnel from its affiliates on an as needed basis. This arrangement is also resorted to in keeping with austerity measures adopted due to present economic conditions. These personnel seconded to the Company are not subject to Collective Bargaining Agreements.

## Risks

### Economic and Political Conditions

The Company's business is mainly the acquisition of investments in gaming, which are generally influenced by Philippine political and economic conditions. Events and conditions that may have a negative impact on the Philippine economy as a whole may also adversely affect the Company's ability to acquire various investments.

## 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 PLC, 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.

## Properties

The Company has real estate property recorded as noncurrent asset held for sale. This pertains to an undeveloped land in the City of Tanauan, Province of Batangas, amounting to ₱285.5 million.

These properties are not subject to mortgage, lien and encumbrances.

## Legal Proceedings

To the best of the Company's knowledge neither the Company nor any of its subsidiaries or affiliates is a party to, nor are they involved in, any litigation that will materially affect its interests.

## Submission of Matters to a Vote of Security Holders

There were no matters submitted to a vote of security holders during the calendar year covered by this report.

## OPERATIONAL AND FINANCIAL INFORMATION

### Market for Registrant's Common Equity and Related Stockholder Matters

#### MARKET INFORMATION

The principal market where the registrant's common equity is traded is the Philippine Stock Exchange (PSE). The high and low sales prices for each quarter within the last two fiscal years of the registrant's common shares, as quoted on the PSE, are as follows:

#### STOCK PRICES

2015	High	Low
First Quarter	1.480	1.400
Second Quarter	1.220	1.160
Third Quarter	1.020	0.950
Fourth Quarter	0.680	0.640
2014	High	Low
First Quarter	0.330	0.275
Second Quarter	1.650	0.315
Third Quarter	1.970	1.360
Fourth Quarter	2.250	1.580

As of March 11, 2016, Premium Leisure Corp. market capitalization on 31,627,310,000 outstanding shares in the PSE amounted to ₱30,678,490,700.00] based on the closing price of ₱0.97 per share.

#### SECURITY HOLDERS

The number of shareholders of record as of February 29, 2016 was 380. Common shares outstanding as of February 29, 2016 were 31,627,310,000. The top twenty (20) shareholders as of February 29, 2016 are as follows:

Name	Citizenship	Total	Percentage
BELLE CORPORATION	FILIPINO	24,904,904,324	78.745
PCD NOMINEE CORP. (FILIPINO)	FILIPINO	4,477,016,981	14.156
PCD NOMINEE CORP. (non-FILIPINO)	FOREIGN	1,950,618,504	6.168
SYSMART CORPORATION	FILIPINO	128,270,000	0.406
SYNTRIX HOLDINGS, INC.	FILIPINO	74,040,000	0.234
WILLY NG OCIER	FILIPINO	16,888,000	0.053
PARKORAM DEVELOPMENT LIMITED	FOREIGN	14,264,119	0.045
OSCAR S. CU ITF ANTHONY CU	FILIPINO	10,430,000	0.033
OSCAR S. CU	FILIPINO	9,070,000	0.029
PARALLAX RESOURCES, INC.	FILIPINO	4,570,300	0.014
GILBERT DEE	FILIPINO	2,600,000	0.008
WASHINGTON Z. SYCIP	AMERICAN	1,597,000	0.005
M. J. SORIANO TRADING, INC.	FILIPINO	1,590,000	0.005
ALEXANDER AUSTRIA &/OR DOMINICA AUSTRIA	FILIPINO	1,520,000	0.005
AUGUSTO LITONJUA &/OR LUIS SALVADOR	FILIPINO	1,520,000	0.005
CAI CHANG CHU	CHINESE	1,400,000	0.004
PCCI SECURITIES BROKERS CORPORATION	FILIPINO	1,325,000	0.004
LEONCIO TAN TIU	FILIPINO	1,300,000	0.004
ELIZABETH CHENG	FILIPINO	1,100,000	0.003
WILLIAM T. GABALDON	FILIPINO	1,000,000	0.003
LI CHIH HUI	TAIWANESE	1,000,000	0.003

#### DIVIDENDS

The Company's Board of Directors approved on February 23, 2016 the declaration of cash dividends of ₱0.0215 per share for a total cash dividend payment to its common shareholders of approximately ₱680 million payable on March 23, 2016 to shareholders of record as of March 10, 2016.

In 2015, the Company declared and paid cash dividends of ₱0.022 per share for a total cash dividend payment to its common shareholders of approximately ₱700 million. This was paid on April 17, 2015 to shareholders of record as of March 20, 2015.

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

#### 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.

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

**Analysis of Results of Operation and Financial Condition – 2015 compared to 2014**

(Amounts in Peso, except percentages)	Years Ended December 31		Horizontal Analysis		Vertical Analysis	
	2015	2014	Increase (Decrease)		2015	2014
			Amount	%		
<b>REVENUE</b>						
Gaming revenue share	756,237,939	38,809,095	717,428,844	1849%	51%	100%
Equipment lease rentals	630,926,248	-	630,926,248	100%	43%	0%
Commission and instant scratch tickets	88,400,678	-	88,400,678	100%	6%	0%
	<b>1,475,564,865</b>	<b>38,809,095</b>	<b>1,436,755,770</b>	<b>3702%</b>	<b>100%</b>	<b>100%</b>
<b>COST AND EXPENSES</b>						
Cost of services	356,598,224	12,075,317	344,522,907	2853%	24%	31%
General and administrative expenses	289,749,544	408,292,190	(118,542,646)	-29%	20%	1052%
Amortization of intangible asset	563,277,634	48,624,286	514,653,348	1058%	38%	125%
	<b>1,209,625,402</b>	<b>468,991,793</b>	<b>740,633,609</b>	<b>158%</b>	<b>82%</b>	<b>1208%</b>
<b>OTHER INCOME (EXPENSE)</b>						
Equity in net earnings of an associate	75,525,743	31,521,474	44,004,269	140%	5%	81%
Interest income	42,034,540	6,465,350	35,569,190	550%	3%	17%
Dividend income	31,770,513	1,999,754	29,770,759	1489%	2%	5%
Finance charges	(4,996,708)	-	(4,996,708)	-100%	0%	0%
Gain on sale of land	-	149,170,154	(149,170,154)	-100%	0%	384%
Fair value change due to cancellation of swap agreement and sale of golf club shares	-	1,643,407,304	(1,643,407,304)	-100%	0%	4235%
Share in cumulative translation adjustments of available-for-sale financial assets	(2,355,705)	(58,318,988)	55,963,283	-96%	0%	-150%
	<b>141,978,383</b>	<b>1,774,245,048</b>	<b>(1,632,266,665)</b>	<b>-92%</b>	<b>10%</b>	<b>4572%</b>
<b>INCOME (LOSS) BEFORE INCOME TAX</b>	<b>407,917,846</b>	<b>1,344,062,350</b>	<b>(936,144,504)</b>	<b>-70%</b>	<b>28%</b>	<b>3463%</b>
<b>PROVISION FOR (BENEFIT FROM) INCOME TAX (Note 27)</b>						
Current	186,833,985	5,117,366	181,716,619	3551%	13%	13%
Deferred	(2,070,488)	-	(2,070,488)	-100%	0%	0%
	<b>184,763,497</b>	<b>5,117,366</b>	<b>179,646,131</b>	<b>3511%</b>	<b>13%</b>	<b>13%</b>
<b>NET INCOME (LOSS)</b>	<b>223,154,349</b>	<b>1,338,944,984</b>	<b>(1,115,790,635)</b>	<b>-83%</b>	<b>15%</b>	<b>3450%</b>
<b>Attributable to:</b>						
Equity holders of the parent	155,232,754	1,338,944,984	(1,183,712,230)	-88%	11%	3450%
Non-controlling interests	67,921,595	-	67,921,595	100%	5%	0%
	<b>223,154,349</b>	<b>1,338,944,984</b>	<b>(1,115,790,635)</b>	<b>-83%</b>	<b>15%</b>	<b>3450%</b>

PLC recognized full-year audited consolidated Earnings before interest, income taxes, depreciation and amortization (EBITDA) of ₱1.0 billion for 2015. Full year consolidated net income is at ₱223.2 million for 2015.

2015 revenues increased substantially due to the full-year operations of City of Dreams - Manila from which the Company receives gaming revenue share. Since its opening in December 2014, City of Dreams is now a significant player in the gaming industry. Gaming revenue share for 2015 amounted to ₱756.2 million, versus the reported share in 2014 of ₱38.8 million. The consolidation of POSC in PLC also contributed to the significant increase in revenue by about ₱719.3 million. On August 5, 2015, PLC acquired additional shares of POSC, resulting in an overall ownership of 50.1%. This resulted in the consolidation of the financials of POSC, contributing higher revenues in terms of equipment lease rentals, commission, distribution and instant scratch tickets revenues.

Costs and expenses increased by ₱740.6 million compared with 2014 figures due to: (a) higher cost of services in 2015 amounting to ₱356.6 million (these are costs directly associated with the Company's gaming revenue share and equipment lease rentals) (b) full-year effect of amortization of intangible asset amounting to ₱563.3 million in 2015 from ₱48.6 million in 2014, and (c) the general increase is partially offset by lower general and administrative expenses which decreased by ₱118.5 million in 2015 due mainly to higher recognized expenses in 2014, specifically related to provision for doubtful accounts.

Full year net income of ₱223.2 million for 2015 decreased from 2014 reported net income of ₱1,338.9 million. 2014 performance includes one-off transactions resulting to other income amounting to ₱1,792.6 million due to corporate re-organization that the Company had undertaken which resulted to the acquisition of gaming businesses and sale of non-gaming related assets.

	Years Ended December 31		Horizontal Analysis		Vertical Analysis	
	2015	2014	Increase (Decrease) Amount	%	2015	2014
<b>NET INCOME (LOSS)</b>	<b>223,154,349</b>	<b>1,338,944,984</b>	<b>(1,115,790,635)</b>	<b>-83%</b>	<b>15%</b>	<b>3450%</b>
<b>OTHER COMPREHENSIVE INCOME (LOSS)</b>						
<i>Other comprehensive income (loss) to be reclassified to profit or loss in subsequent periods:</i>						
Mark-to-market gains (losses) on available-for-sale financial assets	(252,460,284)	23,420,369	(275,880,633)	-1178%	-17%	60%
Share in mark-to-market loss on available-for-sale financial assets of an associate	(38,258,713)	-	(38,258,713)	-100%	-3%	0%
Fair value change due to recovery of previous impairment of available-for-sale financial assets	-	1,643,407,304	(1,643,407,304)	-100%	0%	4235%
Recycling of fair value change due to cancellation of swap agreement and sale of golf club shares	-	(1,643,407,304)	1,643,407,304	-100%	0%	-4235%
Recycling of share in cumulative translation adjustments of investment in an associate	-	58,318,988	(58,318,988)	100%	0%	150%
<i>Other comprehensive income (loss) not to be reclassified to profit or loss in subsequent periods:</i>						
Remeasurement gain on net retirement benefits - net of tax	4,582,575	-	4,582,575	100%	0%	0%
Share in remeasurement loss on net retirement benefits of an associate - net of tax	-	(3,989,546)	3,989,546	-100%	0%	-10%
	(286,136,402)	77,749,811	(363,886,213)	-468%	-19%	200%
<b>TOTAL COMPREHENSIVE INCOME (LOSS)</b>	<b>(62,982,053)</b>	<b>1,416,694,795</b>	<b>(1,479,676,848)</b>	<b>-104%</b>	<b>-4%</b>	<b>3650%</b>
Total comprehensive income (loss) attributable to:						
Equity holders of the parent	(105,673,078)	1,416,694,795	(1,522,367,873)	-107%	-7%	3650%
Non-controlling interests	42,691,025	-	42,691,025	100%	3%	0%
	(62,982,053)	1,416,694,795	(1,479,676,848)	-104%	-4%	3650%

Comprehensive loss in 2015 is at P63.0 million, compared with comprehensive income in 2014 of P1,358.4 million mainly due to the lower net income for 2015 as well as the higher mark-to-market loss on AFS investments that were recorded as part of other comprehensive loss.

	December 31		Horizontal Analysis		Vertical Analysis	
	2015	2014	Increase (Decrease)	%	December 31	
			Amount	%	2015	2014
<b>ASSETS</b>						
<b>Current Assets</b>						
Cash and cash equivalents	1,187,556,503	2,692,121,573	(1,504,565,070)	-56%	7%	17%
Investments held for trading	226,746,690	-	226,746,690	100%	1%	0%
Receivables	609,585,194	57,771,668	451,813,528	782%	3%	0%
Notes receivable	805,925,000	-	805,925,000	100%	5%	0%
Other current assets	131,884,988	28,849	131,856,139	457056%	1%	0%
Noncurrent asset held for sale	285,510,452	285,510,452	-	0%	2%	2%
<b>Total Current Assets</b>	<b>3,147,208,827</b>	<b>3,035,432,542</b>	<b>111,776,285</b>	<b>4%</b>	<b>19%</b>	<b>19%</b>
<b>Noncurrent Assets</b>						
Intangible asset	10,231,313,891	10,794,591,525	(563,277,634)	-5%	62%	68%
Available-for-sale financial assets	586,543,893	489,801,169	96,742,724	20%	4%	3%
Investment in an associate	-	1,552,566,238	(1,552,566,238)	-100%	0%	10%
Property and equipment	544,628,438	383,800	544,244,638	141804%	3%	0%
Goodwill	1,828,577,952	-	1,828,577,952	100%	11%	0%
Deferred tax asset	42,261,133	-	42,261,133	100%	0%	0%
Other noncurrent assets	61,463,669	85,498	61,378,171	71789%	0%	0%
<b>Total Noncurrent Assets</b>	<b>13,294,788,976</b>	<b>12,837,428,230</b>	<b>457,360,746</b>	<b>4%</b>	<b>81%</b>	<b>81%</b>
<b>TOTAL ASSETS</b>	<b>16,441,997,803</b>	<b>15,872,860,772</b>	<b>569,137,031</b>	<b>4%</b>	<b>100%</b>	<b>100%</b>
<b>LIABILITIES AND EQUITY</b>						
<b>Current Liabilities</b>						
Trade payables and other current liabilities	365,772,706	79,141,507	286,631,199	362%	2%	0%
Current portion of obligations under finance lease	25,201,309	-	25,201,309	100%	0%	0%
Income tax payable	49,600,322	4,812,080	44,788,242	931%	0%	0%
<b>Total Current Liabilities</b>	<b>440,574,337</b>	<b>83,953,587</b>	<b>356,620,750</b>	<b>425%</b>	<b>3%</b>	<b>1%</b>
<b>Noncurrent Liabilities</b>						
Obligation under finance lease	93,527,275	-	93,527,275	-	0%	0%
Retirement liability	18,638,266	1,047,500	17,590,766	1679%	0%	0%
<b>Total Noncurrent Liabilities</b>	<b>112,165,541</b>	<b>1,047,500</b>	<b>111,118,041</b>	<b>10608%</b>	<b>1%</b>	<b>0%</b>
<b>Total Liabilities</b>	<b>552,739,878</b>	<b>85,001,087</b>	<b>467,738,791</b>	<b>550%</b>	<b>3%</b>	<b>1%</b>
<b>Equity Attributable to the Equity Holders of the Parent</b>						
Capital stock	7,906,827,500	7,906,827,500	-	0%	48%	50%
Additional paid-in capital	7,238,721,924	6,946,201,779	292,520,145	4%	44%	44%
Subscription receivable	-	(185,480,975)	185,480,975	-100%	0%	-1%
Cost of parent company shares held by a subsidiary	(422,210,490)	-	(422,210,490)	-100%	-3%	0%
Other reserves	(121,523,954)	139,381,879	(260,905,833)	-187%	-1%	1%
Retained earnings	440,361,436	980,929,502	(540,568,066)	-55%	3%	6%
	15,042,176,416	15,787,859,685	(745,683,269)	-5%	91%	99%
<b>Non-controlling Interests</b>	<b>847,081,509</b>	<b>-</b>	<b>847,081,509</b>	<b>100%</b>	<b>5%</b>	<b>0%</b>
<b>Total Equity</b>	<b>15,889,257,925</b>	<b>15,787,859,685</b>	<b>101,398,240</b>	<b>1%</b>	<b>97%</b>	<b>99%</b>
<b>TOTAL LIABILITIES AND EQUITY</b>	<b>16,441,997,803</b>	<b>15,872,860,772</b>	<b>569,137,031</b>	<b>4%</b>	<b>100%</b>	<b>100%</b>

Total assets increased by P569.1 million (4%) to P16,442.0 million as of December 31, 2015 from P15,827.9 million as of December 31, 2014. This increase was mainly brought about by the consolidation of POSC in 2015, which contributed to significant increases in the Company's receivables, investments (both marketable securities and AFS) and property and equipment. Goodwill of P1,828.6 million was recognized as a result of the acquisition of controlling interest in POSC, accounted for using the pooling method. Meanwhile, intangible asset decreased by P563.3 million in 2015 due to amortization for the year.

Total liabilities amounted to P552.7 million in 2015, up by 550% from 2014's P85.0 million amount. This increase was also mainly brought about by the consolidation of POSC's financials with PLC. The increase in income tax payable for 2015 is mainly due to the higher revenues recorded for the year versus the previous year, resulting to relatively higher taxes.

Stockholders' equity amounted to P15,889.3 million as of December 31, 2015. This increased by P101.4 million from 2014. Changes in stockholders' equity include an increase in additional paid-in capital by P292.5 million mostly due to the effect of the pooling method in consolidating POSC, P422.2 million in treasury shares held by a subsidiary, full payment in 2015 of subscription receivable amounting to P185.5 million, a decrease in other reserves by P260.9 million brought about mainly by the mark-to-market losses in AFS. Retained earnings for 2015 is also lower by P540.6 million versus 2014 due to the P695.8 million dividends declared and paid during the year offset by the P223.2 million net income (of which P155.2 million is attributable to the parent company) recognized for the year.

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

Ratio	Manner in which the financial ratios are computed	December 31, 2015	December 31, 2014
Current ratio	Current assets over current liabilities	7.14 : 1.00	36.16 : 1.00
Return on assets	Net income (loss) over average total assets during the period	1.38%	14.93%
Return on equity	Net income (loss) over average equity during the period	1.41%	15.20%
Asset to equity ratio	Total assets over total equity	1.03 : 1.00	1.01 : 1.00
Debt to equity ratio	Interest-bearing debt over total equity	Not applicable	Not applicable
Interest rate coverage ratio	Earnings before interest and taxes over interest expense	Not applicable	Not applicable

The current ratio of the Company decreased for 2015 from 32.76 to 7.14. This is mainly brought about by the increase in current liabilities for 2015 due to the consolidation of POSC. Despite the increase in current assets of 14%, the increase in current liabilities of 425% affects the current ratio heavily. In spite of this, however, the current assets of the Company can more than adequately cover its current liabilities. In addition, the Company does not foresee any cash flow or liquidity problems over the next 12 months.

Return on assets (from 14.93% to 1.38%) and return on equity (from 15.20% to 1.41%) also significantly declined in 2015. This is mainly because of the relatively lower net income recognized in 2015 versus 2014. 2014 recorded several one-off transactions due to the re-organization that contributed to the higher return on assets and return on equity in 2014.

No material off-balance sheet transactions, arrangements, obligations, and other relationships of the Company with unconsolidated entities were created during the year.

As of December 31, 2015, 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:

- Known trends, demands, commitments, events or uncertainties that would have a material impact on the Company;
- Material commitments for capital expenditures that are reasonably expected to have a material impact on the Company's short-term or long-term liquidity;
- Known trends, events or uncertainties that have had or that are reasonably expected to have a material favorable or unfavorable impact on net sales/revenues/income from continuing operations;
- Significant elements of income or loss that did not arise from the Company's continuing operations;
- Seasonal aspects that had a material impact on the Company's results of operations; and

The Company does not foresee any liquidity problem over the next 12 months.

**Analysis of Results of Operation and Financial Condition – 2014 compared to 2013**

(Amounts in Pesos, except percentages)	For the year ended December 31		Horizontal Analysis		Vertical Analysis	
	2014	2013	Increase (Decrease)		2014	2013
			Amount	%		
<b>Revenue</b>						
Gaming revenue share	38,809,095	-	38,809,095	100.0%	17.0%	0.0%
<b>Other Income</b>						
Gain on sale of land	149,170,154	-	149,170,154	100.0%	65.4%	0.0%
Equity in net earnings of an associate	31,521,474	-	31,521,474	100.0%	13.8%	0.0%
Interest income from cash in bank and cash equivalents	8,465,350	1,043	6,464,307	619780.2%	2.8%	100.0%
Dividend income	1,999,754	-	1,999,754	100.0%	0.9%	0.0%
	<b>227,965,827</b>	<b>1,043</b>	<b>227,964,784</b>	<b>21856642.8%</b>	<b>100.0%</b>	<b>100.0%</b>
<b>GENERAL AND ADMINISTRATIVE EXPENSES</b>	<b>(468,991,793)</b>	<b>(8,735,710)</b>	<b>460,256,083</b>	<b>5268.7%</b>	<b>-205.7%</b>	<b>-837556.1%</b>
<b>FAIR VALUE CHANGE DUE TO CANCELLATION OF SWAP AGREEMENT AND SALE OF GOLF CLUB SHARES</b>	<b>1,643,407,304</b>	<b>-</b>	<b>1,643,407,304</b>	<b>100.0%</b>	<b>720.9%</b>	<b>0.0%</b>
<b>SHARE IN CUMULATIVE TRANSLATION ADJUSTMENT OF AVAILABLE FOR-SALE FINANCIAL ASSETS</b>	<b>(58,318,988)</b>	<b>-</b>	<b>(58,318,988)</b>	<b>-100.0%</b>	<b>-25.6%</b>	<b>0.0%</b>
<b>INCOME (LOSS) BEFORE INCOME TAX</b>	<b>1,344,062,350</b>	<b>(8,734,667)</b>	<b>1,352,797,017</b>	<b>15487.7%</b>	<b>589.6%</b>	<b>-837456.1%</b>
<b>PROVISION FOR CURRENT INCOME TAX</b>	<b>5,117,366</b>	<b>-</b>	<b>5,117,366</b>	<b>100.0%</b>	<b>2.2%</b>	<b>0.0%</b>
<b>NET INCOME (LOSS)</b>	<b>1,338,944,984</b>	<b>(8,734,667)</b>	<b>1,347,679,651</b>	<b>15429.1%</b>	<b>587.3%</b>	<b>-837456.1%</b>
<b>OTHER COMPREHENSIVE INCOME (LOSS)</b>						
Fair value change due to recovery of previous impairment	1,643,407,304	-	1,643,407,304	100.0%	720.9%	0.0%
Recycling of fair value change due to cancellation of Swap Agreement and sale of golf club shares	(1,643,407,304)	-	(1,643,407,304)	-100.0%	-720.9%	0.0%
Mark-to-market gains (losses) on available-for-sale financial assets	23,420,369	(20,800,737)	44,221,106	212.6%	10.3%	-1994318.0%
Share in the other comprehensive loss of an associate accounted for using the equity method - net of tax	(3,989,546)	-	(3,989,546)	-100.0%	-1.8%	0.0%
	<b>19,430,823</b>	<b>(20,800,737)</b>	<b>40,231,560</b>	<b>193.4%</b>	<b>8.5%</b>	<b>-1994318.0%</b>
<b>TOTAL COMPREHENSIVE INCOME (LOSS) FOR THE PERIOD</b>	<b>1,358,375,807</b>	<b>(29,535,404)</b>	<b>1,387,911,211</b>	<b>4699.1%</b>	<b>595.9%</b>	<b>-2831774.1%</b>

PLC realized consolidated income amounting to ₱1,338.9 million for the year ended December 31, 2014 compared to a consolidated net loss of ₱8.7 million for the year ended December 2013. The higher net income in 2014 resulted mainly from: a) ₱1,219.1 million net reversal of a provision for impairment of its investment in Legend International Resorts (LIR) HK Limited following the cancellation of the 1,000,000,000 PLC shares formerly held by Metroplex and rescinding the Swap Agreement; (b) reversal of impairment for the 220 membership shares in Tagaytay Midlands Golf Club, Inc. amounting to ₱83.6 million following the eventual sale in July 2014; (c) ₱149.2 million gain on the sale of its real estate property in the Aseana Business Park and 17 parcels of lands in The Parks at Saratoga Hills; (d) ₱38.8 million Gaming Revenue share from the opening of the City of Dreams Manila integrated resort and casino operations for the period December 14-31, 2014; (e) ₱31.5 million Equity in net earnings of an associate; (f) interest income from cash in banks and short-term deposits of ₱6.5 million.

General and administrative expenses increased by ₱460.3 million compared to 2013 due to: (a) provision for doubtful accounts on its receivable from LIR and provision for probable loss on its input VAT amounting to ₱340.7 and ₱9.0 respectively; (b) amortization of Intangible assets of ₱48.6 million; (c) payment of DST and CGT arising from sale of its real properties amounting to ₱24.3 million; and (d) payment of professional and service fee of ₱18.0 million.

PLC's total comprehensive income for the year ended December 31 2014 of ₱1,358.4 was higher than total comprehensive loss of ₱29.5 million due to higher net income as discussed above and higher mark-to-market gain on available-for-sale financial assets.

	December	December	Horizontal Analysis		Vertical Analysis	
	2014	2013	Increase (Decrease)		2014	2013
			Amount	%		
<b>ASSETS</b>						
<b>Current Assets</b>						
Cash and cash equivalents	2,692,121,573	925,039	2,691,196,534	290927.8%	17.0%	0.0%
Receivables and others	57,800,517	28,201,799	31,598,718	120.6%	0.4%	1.3%
Other current asset	-	85,501,280	(65,501,280)	-100.0%	0.0%	3.2%
<b>Total Current Assets</b>	<b>2,749,922,090</b>	<b>92,628,118</b>	<b>2,657,293,972</b>	<b>2868.8%</b>	<b>17.3%</b>	<b>4.5%</b>
<b>Non-Current Assets</b>						
Intangible asset	10,794,591,525	-	10,794,591,525	100.0%	68.0%	0.0%
Investment in an associate	1,552,566,238	-	1,552,566,238	100.0%	9.8%	0.0%
Available-for-sale financial assets	489,801,169	1,580,820,800	(1,091,019,631)	-69.0%	3.1%	76.5%
Investment properties	285,510,452	394,210,452	(108,700,000)	-27.6%	1.8%	19.1%
Other noncurrent assets	469,298	-	469,298	100.0%	0.0%	0.0%
<b>Total Non-Current Assets</b>	<b>13,122,938,682</b>	<b>1,975,031,252</b>	<b>11,147,907,430</b>	<b>564.4%</b>	<b>82.7%</b>	<b>95.5%</b>
<b>Total Assets</b>	<b>15,872,860,772</b>	<b>2,067,659,370</b>	<b>13,805,201,402</b>	<b>667.7%</b>	<b>100.0%</b>	<b>100.0%</b>
<b>LIABILITIES AND EQUITY</b>						
<b>Current Liabilities</b>						
Accrued expenses and other current liabilities	79,141,507	53,321,503	25,820,004	48.4%	0.5%	2.6%
Income tax payable	4,812,080	-	4,812,080	100.0%	0.0%	0.0%
<b>Total Current Liabilities</b>	<b>83,953,587</b>	<b>53,321,503</b>	<b>30,632,084</b>	<b>57.4%</b>	<b>0.5%</b>	<b>2.6%</b>
<b>Non-Current Liabilities</b>						
Retirement liability	1,047,500	-	1,047,500	100.0%	0.0%	0.0%
Due to Belle Corporation	-	179,011,579	(179,011,579)	-100.0%	0.0%	8.7%
<b>Total Non-Current Liabilities</b>	<b>1,047,500</b>	<b>179,011,579</b>	<b>(177,964,079)</b>	<b>-99.4%</b>	<b>0.0%</b>	<b>8.7%</b>
<b>Total Liabilities</b>	<b>85,001,087</b>	<b>232,333,082</b>	<b>(147,331,995)</b>	<b>-63.4%</b>	<b>0.5%</b>	<b>11.2%</b>
<b>Equity</b>						
Capital stock	7,906,827,500	7,927,310,000	(20,482,500)	-0.3%	49.8%	383.4%
Additional paid-in capital	6,946,201,779	2,039,727,799	4,906,473,980	240.5%	43.8%	98.6%
Subscription receivable	(185,480,975)	(4,962,580,586)	4,777,099,611	96.3%	-1.2%	-240.0%
Cost of Parent Company shares held by a subsidiary	-	(512,594,197)	512,594,197	100.0%	0.0%	-24.8%
Other reserves	139,381,879	315,951,765	(176,569,886)	-55.9%	0.9%	15.3%
Retained earnings (deficit)	980,929,502	(2,972,488,493)	3,953,417,995	133.0%	6.2%	-143.8%
<b>Net Equity</b>	<b>15,787,859,685</b>	<b>1,835,326,288</b>	<b>13,952,533,397</b>	<b>760.2%</b>	<b>99.5%</b>	<b>88.8%</b>
<b>Total Liabilities and Equity</b>	<b>15,872,860,772</b>	<b>2,067,659,370</b>	<b>13,805,201,402</b>	<b>667.7%</b>	<b>100.0%</b>	<b>100.0%</b>

Total assets increased by ₱13,805.2 million (668%) to ₱15,872.9 million as of December 31, 2014 from ₱2,067.7 million as of December 31, 2013. Significant increase in total assets was due to the 100% acquisition of PLAI and consequently recognition of an Intangible asset-net amounting to ₱10,794.6 million and acquisition of 34.5% interest in POSC amounting to ₱1,552.6 million recorded as an Investment in an associate. Increased in Receivables and others account represents the gaming revenue share from MCE Leisure for the period December 14-31 amounting to ₱38.8 million. Available-for-sale financial assets decreased by ₱1,091.0 million due to the redemption of 1,000,000,000 Preferred shares of Belle and the sale of 220 membership shares in TMGLCI. Decreased in Investment properties account was due to the sale of its real property in Aseana to Belle. Other assets also decreased due to the sale of the 17 lots in The Parks at Saratoga Hills.

Total liabilities amounted to ₱85.0 million as of December 31, 2014 compared to ₱232.3 million as of December 31, 2013 for a decrease of ₱147.3 million or 63% due to the full settlement of the remaining liabilities to Belle. Accrued and other current liabilities increased due the accrual made on Professional and Service fee amounting to ₱14.6 million. The Company also recorded retirement liability from its employees and income tax payable for the year.

Stockholder's equity amounted to ₱15,787.9 million as of December 31, 2014 compared to ₱1,835.3 million as of December 31, 2013 for an increase of ₱13,952.5 million or 760%. The increase was mainly due to Belle's subscription to new shares of the Company and full payment of its partially paid shares which were part of the corporate reorganization amounting to ₱12,671.8 million. Decrease in subscription receivable was due the collections made by the Company from its subscribers amounting to ₱4,777.1 million. Other reserves increased by ₱23.4 million due to unrealized mark-to-market net loss on its available-for-sale investments. Foundation Capital Resources, Inc. a wholly owned subsidiary of PLC had sold all of its 156.53 million PLC shares at ₱1.65 per share resulting in a decrease in "Cost of Parent Company shares held by a subsidiary" account.

Other movements within the Stockholders' equity account were primarily due to effects of the quasi-reorganization completed by PLC in 2014, which reduced the par value of its common shares from ₱1.00 per share to ₱0.25 per share and applied the resulting additional paid-in capital to reduce its accumulated deficit by ₱2,614.5 million.

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

	Manner by which the financial ratios are computed	Dec. 31, 2014	Dec. 31, 2013
Current ratio	Current assets over current liabilities	32.76 : 1.00	1.74 : 1.00
Return on assets	Net income (loss) over average total assets during the period	14.93%	(0.43%)
Return on equity	Net income (loss) over average equity during the period	15.20%	(0.47%)
Asset-to-equity ratio	Total assets over total equity	1.01:1.00	1.13:1.00
Debt to equity ratio	Total debt over total equity	Not applicable	Not applicable
Interest rate coverage ratio	Earnings before interest and taxes over interest expense	Not applicable	Not applicable

The Company does not foresee any cash flow or liquidity problems over the next 12 months.

The Company has no borrowings from banks or institutional investors.

No material off-balance sheet transactions, arrangements, obligations, and other relationships of the Company with unconsolidated entities were created during the year.

As of December 31, 2014, 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:

- Known trends, demands, commitments, events or uncertainties that would have a material impact on the Company;
- Material commitments for capital expenditures that are reasonably expected to have a material impact on the Company's short-term or long-term liquidity;
- Known trends, events or uncertainties that have had or that are reasonably expected to have a material favorable or unfavorable impact on net sales/revenues/income from continuing operations;
- Significant elements of income or loss that did not arise from the Company's continuing operations;
- Seasonal aspects that had a material impact on the Company's results of operations; and

The Company does not foresee any liquidity problem over the next 12 months.

**Analysis of Results of Operation and Financial Condition – 2013 compared to 2012**

(Amounts in Pesos, except percentages)	For the year ended December 31		Horizontal Analysis		Vertical Analysis	
	2013	2012	Increase (Decrease)		2013	2012
			Amount	%		
<b>INCOME</b>						
Interest income from cash in bank	1,043	1,160	(117)	-10.1%	100.0%	0.0%
Gain on liquidating dividend	-	33,324,175	(33,324,175)	-100.0%	0.0%	100.0%
	<b>1,043</b>	<b>33,325,335</b>	<b>(33,324,292)</b>	<b>-100.0%</b>	<b>100.0%</b>	<b>100.0%</b>
<b>GENERAL AND ADMINISTRATIVE EXPENSES</b>	<b>(8,735,710)</b>	<b>(6,913,678)</b>	<b>1,822,032</b>	<b>26.4%</b>	<b>-837556.1%</b>	<b>-20.7%</b>
<b>PROVISION FOR IMPAIRMENT OF AVAILABLE-FOR-SALE FINANCIAL ASSETS</b>	<b>-</b>	<b>(1,585,088,316)</b>	<b>(1,585,088,316)</b>	<b>-100.0%</b>	<b>0.0%</b>	<b>-4756.4%</b>
<b>LOSS BEFORE INCOME TAX</b>	<b>(8,734,667)</b>	<b>(1,558,676,659)</b>	<b>1,549,941,992</b>	<b>99.4%</b>	<b>-837456.1%</b>	<b>-4677.2%</b>
<b>PROVISION FOR CURRENT INCOME TAX</b>	<b>-</b>	<b>9,376,689</b>	<b>(9,376,689)</b>	<b>-100.0%</b>	<b>0.0%</b>	<b>28.1%</b>
<b>NET LOSS</b>	<b>(8,734,667)</b>	<b>(1,568,053,348)</b>	<b>1,559,318,681</b>	<b>99.4%</b>	<b>-837456.1%</b>	<b>-4705.3%</b>
<b>OTHER COMPREHENSIVE INCOME (LOSS)</b>						
Mark-to-market gains (losses) on available-for-sale financial assets during the year	(20,800,737)	94,833,460	(115,634,197)	-121.9%	-1994318.0%	284.6%
<b>TOTAL COMPREHENSIVE INCOME (LOSS) FOR THE YEAR</b>	<b>(29,535,405)</b>	<b>(1,473,219,888)</b>	<b>1,443,684,483</b>	<b>98.0%</b>	<b>-2831774.1%</b>	<b>-4420.7%</b>

PLC incurred a consolidated net loss of P8.7 million for the year ended December 31, 2013, which compares to a consolidated net loss of P1,568.1 million for the year ended December 31, 2012. In 2012, an impairment loss was recorded amounting to P1,585.1 million due to the decrease in the recoverable value of investments in the Company's available-for-sale investments, principally the remaining book value of P1,501.5 million in LIR-HK. The foregoing impairment loss of the Company in 2012 was partially offset by its gain from the liquidating dividend on its investment in Belle Bay City Corporation amounting to P33.3 million. No impairment loss provision was necessary in 2013.

	December		Horizontal Analysis		Vertical Analysis	
	2013	2012	Increase (Decrease)		2013	2012
			Amount	%		
<b>ASSETS</b>						
<b>Current Assets</b>						
Cash in bank	925,039	789,884	135,155	17.1%	0.0%	0.0%
Receivables and others	26,201,799	30,036,723	(3,834,924)	-12.8%	1.3%	1.5%
Other asset	65,501,280	-	65,501,280	100.0%	3.2%	0.0%
<b>Total Current Assets</b>	<b>92,628,118</b>	<b>30,826,607</b>	<b>61,801,511</b>	<b>200.5%</b>	<b>4.5%</b>	<b>1.5%</b>
<b>Non-Current Assets</b>						
Available-for-sale financial assets	1,580,820,800	1,601,621,537	(20,800,737)	-1.3%	76.5%	79.0%
Investment Properties	394,210,452	394,210,452	(0)	0.0%	19.1%	19.5%
<b>Total Non-Current Assets</b>	<b>1,975,031,252</b>	<b>1,995,831,989</b>	<b>(20,800,737)</b>	<b>-1.0%</b>	<b>95.5%</b>	<b>98.5%</b>
<b>Total Assets</b>	<b>2,067,659,370</b>	<b>2,026,658,596</b>	<b>41,000,774</b>	<b>2.0%</b>	<b>100.0%</b>	<b>100.0%</b>
<b>LIABILITIES AND EQUITY</b>						
<b>Liabilities</b>						
Accrued expenses and other current liabilities	53,321,503	53,367,070	(45,567)	-0.1%	2.6%	2.6%
Income tax payable	-	2,854,689	(2,854,689)	-100.0%	0.0%	0.1%
Due to Belle Corporation	179,011,579	105,650,145	73,361,434	69.4%	8.7%	5.2%
<b>Total Liabilities</b>	<b>232,333,082</b>	<b>161,871,904</b>	<b>70,461,178</b>	<b>43.5%</b>	<b>11.2%</b>	<b>8.0%</b>
<b>Equity</b>						
Capital stock	7,927,310,000	7,927,310,000	-	0.0%	383.4%	391.2%
Additional paid-in capital	2,039,727,799	2,039,727,799	-	0.0%	98.6%	100.6%
Subscription receivable	(4,962,580,586)	(4,962,655,586)	75,000	0.0%	-240.0%	-244.9%
Cost of Parent Company shares held by a subsidiary	(512,594,197)	(512,594,197)	-	0.0%	-24.8%	-25.3%
Other reserves	315,951,765	336,752,502	(20,800,737)	-6.2%	15.3%	16.6%
Deficit	(2,972,488,493)	(2,963,753,826)	(8,734,667)	0.3%	-143.8%	-146.2%
<b>Net Equity</b>	<b>1,835,326,288</b>	<b>1,864,786,692</b>	<b>(29,460,404)</b>	<b>-1.6%</b>	<b>88.8%</b>	<b>92.0%</b>
<b>Total Liabilities and Equity</b>	<b>2,067,659,370</b>	<b>2,026,658,596</b>	<b>41,000,774</b>	<b>2.0%</b>	<b>100.0%</b>	<b>100.0%</b>

Total assets increased by ₱41.0 million (2%), to ₱2,067.7 million as of December 31, 2013, from ₱2,026.7 million as of December 31, 2012, mainly due PLC's receipt from Belle Corporation of 17 lots in The Parks at Saratoga Hills with a market value of approximately ₱65.5 million, in accordance with a Memorandum of Agreement executed by Belle and PLC on August 28, 2009 and amended on April 5, 2013 (the "Settlement Agreement"). The Settlement Agreement was executed between Belle and the Company relative to the proposed settlement of the 1 billion Belle Preferred shares held by PLC and dividends receivable therefrom. The Settlement Agreement provides, among others, the following: (i) the transfer by Belle Corporation or its designee to PLC of 220 shares of Tagaytay Midlands Golf Club, Inc. ("TMGC") and 220 saleable lots in a future project in Tanauan, Batangas at prevailing market rates (The "Future Project"); (ii) in consideration for the TMGC shares, PLC renounced all past, present and future dividends on Belle preferred shares held by it; and (iii) the eventual cancellation of the Belle preferred shares held by the Company upon receipt by it of saleable lots in the Future Project, which were intended to be completed by Belle by August 2014. On April 5, 2013, Belle and the Company executed an amendment to the Settlement Agreement stipulating an immediate payment by Belle of property (e.g. the 17 lots in The Parks at Saratoga Hills) and an undertaking by Belle to arrange for the conversion and titling of 36 hectares of land owned by Sinophil in Tanauan, Batangas. In exchange, the Company agreed to extend the delivery of sealable lots in the Future Project to August 28, 2019, which lots are to have a total valuation of approximately ₱794 million.

The Company's total liabilities increased by ₱70.5 million (44%), to ₱232.3 million as of December 31, 2013 from ₱161.9 million as of December 31, 2012, mainly due to the acquisition of 17 lots in The Parks at Saratoga Hills from Belle. This and other amounts Due to Belle will be reversed upon final settlement of the 1 billion Belle Preferred Shares under the Settlement Agreement, which is stipulated to occur by August 28, 2019.

The Company's equity decreased by P29.5 million (2%) from P1,864.8 million as of December 31, 2012 to P1,835.3 million as of December 31, 2013, due to P20.8 million in unrealized mark-to-market losses on Available-for-Sale ("AFS") financial assets and the P8.7 million net loss during 2013. The mark-to-market losses on AFS financial assets during 2013 arose from the decrease in market value of the Company's 100 million Belle common shares as of December 31, 2013, compared to December 31, 2012.

Aside from what has been mentioned in the foregoing, there were no significant elements of income or loss that arose from continuing operations, nor were there any seasonal events that had a material effect on the results of operations, of PLC during 2013.

In 2013, the Company's stockholders approved the amendments to its Articles of Incorporation to reduce the par value of the Company's common and preferred shares from P1.00 per share to P0.25 per share. Upon approval by the Securities and Exchange Commission ("SEC") of the Company's quasi-reorganization, the additional paid in capital arising from the reduction in par value will be subsequently applied against the Company's accumulated deficit. As at March 11, 2014, the Company is still in the process of filing appropriate applications with the SEC for quasi-reorganization.

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

	<b>Manner by which the Company calculates the key performance indicators</b>	<b>December 31, 2013 (unaudited)</b>	<b>December 31, 2012 (audited)</b>
Current ratio	Current assets over current liabilities	1.74:1.00	0.55:1.00
Return on assets	Annualized net loss over average total assets during the period	(0.43%)	(56.78%)
Return on equity	Annualized net loss over average stockholders' equity during the period	(0.47%)	(60.28%)
Asset-to-equity ratio	Total assets over total equity	1.13:1.00	1.09:1.00
Debt to equity ratio	Total debt over total equity	Not applicable	Not applicable
Interest rate coverage ratio	Earnings before interest and taxes over interest expense	Not applicable	Not applicable

The Company does not foresee any cash flow or liquidity problems over the next 12 months. The Company has no borrowings from banks or institutional investors.

No material off-balance sheet transactions, arrangements, obligations, and other relationships of the Company with unconsolidated entities were created during the year.

As of December 31, 2013, 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:

- Known trends, demands, commitments, events or uncertainties that would have a material impact on the Company;
- Material commitments for capital expenditures that are reasonably expected to have a material impact on the Company's short-term or long-term liquidity;
- Known trends, events or uncertainties that have had or that are reasonably expected to have a material favorable or unfavorable impact on net sales/revenues/income from continuing operations;
- Significant elements of income or loss that did not arise from the Company's continuing operations;
- Seasonal aspects that had a material impact on the Company's results of operations;

The Company does not foresee any cash flow or liquidity problems over the next 12 months.

## Key Variables and other Qualitative and Quantitative Factors

The Company expects no material commitments for capital expenditures and expected funds in 2015. To the best of the Company's knowledge, aside from what has already been mentioned in the preceding, there are no known trends, events or uncertainties that will have a material impact on sales; no significant elements of income or loss that did not arise from continuing operations aside from those disclosed in the Notes to the Audited Financial Statements; and no seasonal aspects with material effect on results of operations.

PLC maintains sufficient cash balances to meet minimum operational requirements, as determined by management from time to time. Additional cash requirements are sourced from affiliates. To the best of the Company's knowledge, there are no known trends, events or uncertainties that will have a material impact on its liquidity.

## Information on Independent Accountant and Other Related Matters

### a. External Audit Fees

#### a.1. Audit and Audit-Related Fees

The aggregate fees paid by the Company for professional services (including Value Added Tax) rendered by the external auditor for the audit of financial statements for the years ended 31 December 2015 and 2014 follow:

	(P000's omitted)
2015	P392.0
2014	358.4

a.2. There were no other assurance and related services by the external auditor that are reasonably related to the performance of the audit or review of the registrant's financial statements.

### b. Tax Fees

There were no professional services rendered by the external auditor for tax accounting compliance, advice, planning and any other form of tax services in each of the last two years.

### c. All Other Fees

There were no other professional services rendered by the external auditors for each of the last two years other than item (a) and (b) above.

### d. The Audit Committee's approval policies and procedures for the above services

The Audit Committee has the oversight responsibility over the audit function and activities of the Company's internal and external auditors. It provides assurance that financial disclosures made by the management as presented in the Auditor's report reasonably reflect (a) the financial condition; the result of operation; and the plans and long-term commitments; and (b) internal controls are operating as intended.

The Audit Committee has the responsibility to recommend an external auditor to be selected and appointed by the stockholders during each annual stockholder's meeting.

It reviews the audit coverage of the External Auditors and deliberates on their audit report prior to endorsement to the Board of Directors and presented to the stockholder's for approval.

## DIRECTORS AND EXECUTIVE OFFICERS

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

## COMPLIANCE WITH CORPORATE GOVERNANCE PRACTICES

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

In compliance with the initiative of the Securities and Exchange Commission ("SEC"), PLC submitted its Corporate Governance Manual (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 operates. The Company undertakes every effort possible to create awareness throughout the entire organization.

Even prior to the submission of its Manual, however, the Company already created various Board-level committees. These committees were comprised of an Executive Committee, a Nomination Committee for the selection and evaluation of qualifications of directors and officers, a Compensation and Remuneration Committee to look into an appropriate remuneration system, and an Audit Committee to review financial and accounting matters. A Compliance Officer was also appointed. Members of various committees are expected to serve for a term of one (1) year. The Company submits its Corporate Governance Self-Rating reports to the SEC and PSE as proof of its compliance with the leading practices and principles on good corporate governance.

The Board establishes 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 of Corporate Governance, by any of its officers or employees.

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

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

**THE CORPORATE SECRETARY  
PREMIUM LEISURE CORP.  
5F TOWER A, TWO E-COM CENTER,  
PALM COAST AVENUE,  
MALL OF ASIA COMPLEX, PASAY CITY**