

2024 SPECIAL STOCKHOLDERS' MEETING**Guidelines for Participating via Remote Communication and Voting *in Absentia***

The 2024 Special Stockholders' Meeting (**SSM**) of Premium Leisure Corp. ("**PLC**" or the "**Company**") will be held on **20 December 2024** at **11:00 A.M.** and the Board of Directors of the Company has fixed **30 November 2024** ("**Record Date**") as the record date for the determination of stockholders entitled to the notice of, to attend, and to vote at such meeting and any adjournment thereof.

The Board of Directors of the Company has approved and authorized stockholders to participate in the SSM via remote communication and to exercise their right to vote *in absentia* or by proxy.

REGISTRATION

The conduct of the meeting will be streamed live, and stockholders may attend the meeting by registering until **12 December 2024, 12:00 noon** through email to plc_governance@bellec corp.com with the subject "SSM 2024 Registration – [Name of Stockholder]" and by submitting the following requirements and documents, subject to verification and validation:

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

- 4.2. Digital copy of the certificate of shareholdings issued by the PCD/broker
- 4.3. Clear digital copy of the front and back portion of a valid government-issued identification card/s (ID/s), which include the passport, driver's license, SSS ID, senior citizen ID, among others to validate the registration of the authorized representative (no more than 2MB)
- 4.4. Active e-mail address/es of the authorized representative
- 4.5. Active contact number of the authorized representative, with area and country codes

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

An active/valid email address is required for the registration. Any single email address can be used to register up to five (5) times for multiple shareholdings with the Company under different classifications, i.e., single, joint, multiple/joint, corporate and under broker account. If you have exceeded this number of allowable requests, please contact the Company's Governance and Corporate Affairs Department at (+632) 8662-8888 or via email at plc_governance@bellecorp.com.

VOTING

Stockholders who have successfully registered shall be notified via email of their successful registration and shall be provided a pdf copy of the ballot for voting. Stockholders can then cast their votes for specific items in the agenda, as follows:

1. The Stockholder shall download the pdf copy of the ballot provided by the Company upon successful registration.
2. After downloading the ballot, the stockholder shall print the ballot and vote on each agenda item. A brief description of each item for stockholders' approval are appended as **Annex A** to the Notice of Meeting. A stockholder has the option to vote "Yes", "No", or "Abstain" on each agenda item for approval.
3. Once the stockholder has finalized his or her vote, he or she can proceed to scan the same and submit it to the Company by sending it via email to plc_governance@bellecorp.com
4. The stockholder can still change and re-submit votes, provided, such new votes are submitted using the same e-mail address used by the Stockholder to vote. Previous votes will be replaced by the new votes cast.

SSM LIVESTREAM

The SSM will be broadcasted live and stockholders who have successfully registered will be provided access to participate via remote communication. Instructions on how to access the livestream will also be posted at <https://www.premiumleisurecorp.com/SASM2024>

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

OPEN FORUM

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

Stockholders may send their questions in advance by sending an email bearing the subject "SSM 2024 Open Forum" to plc_governance@bellecorp.com on or before 12 noon of 12 December 2024. A section for stockholder comments/questions or a "chat box" shall also be provided in the livestreaming platform.

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

For any concerns, please contact the Company's Governance and Corporate Affairs Department at (+632)8662-8888 or via email at plc_governance@bellecorp.com.

For complete information on the meeting, please visit <https://www.premiumleisurecorp.com/SASM2024>

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

**Information Statement Pursuant to Section
20 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: **AS93-009289**
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, Metro Manila 1300
7. Registrant's telephone number, including area code: **(632) 8662-8888**
8. Date, time, and place of the meeting of security holders:

 Date : 20 December 2024
 Time : 11:00 A.M.
 Venue : Remote Communication via Zoom Webinar
9. Approximate date on which the Information Statement is to be sent or given to security holders:
 25 November 2024
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 |
| Common Stock | 31,216,931,000 (as of 31 October 2024) |
11. Are any or all of Registrant's securities listed on a Stock Exchange?

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

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

Voting Securities

The record date for purposes of determining the stockholders of **Premium Leisure Corp. (PLC or the Company)** entitled to notice of, and to vote, during the Special Stockholders' Meeting is 30 November 2024 (Record Date). The total number of shares outstanding and entitled to vote in the meeting is 31,216,931,000 shares.

This Stockholders' Meeting will be conducted by remote communication via Zoom Webinar, the details of which can be found in <https://www.premiumleisurecorp.com/SASM2024>. The Company will record the video of the proceedings and maintain a copy with the office of the Corporate Secretary.

The Board of Directors, in its meeting held on 7 November 2024, adopted a resolution allowing stockholders to participate, and to exercise their right to vote, via remote communication or *in absentia*.

Stockholders as of Record Date must inform the Corporate Secretary of their intention to participate in the meeting via remote communication and to vote *in absentia* by sending a registration email to plc_governance@bellec corp.com on or before 12 noon of **12 December 2024 (Thursday)**, subject to the verification and validation by the Corporate Secretary. Stockholders who will participate through remote communication or *in absentia* shall be deemed present for purposes of quorum for the meeting. Voting will be made electronically.

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

GENERAL INFORMATION

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

- (a) Date - 20 December 2024 (Friday)
- Time - 11:00 A.M.
- Place - Remote communication via Zoom Webinar

The approximate date on which the Information Statement will be sent or given to security holders is on **25 November 2024**.

- (b) The complete mailing address of the principal office of Premium Leisure Corp. (PLC or the "Company") is:

5th Floor, Tower A, Two E-Com Center, Palm Coast Avenue, Mall of Asia Complex, Pasay City, Metro Manila 1300

Item 2. Dissenters' Right of Appraisal

The matters to be voted upon in the Special Stockholders' Meeting (SSM) on 20 December 2024 are not among the instances enumerated in Sections 41 and 80 of the Revised Corporation Code ("Revised Code") whereby the right of appraisal, defined to be the right of any stockholder to dissent and demand payment of the fair value of his shares, may be exercised. The instances where the right of appraisal may be exercised are as follows:

1. In case any amendment to the Articles of Incorporation has the effect of changing or restricting the rights of any stockholder or class of shares, or of authorizing preferences in any respect superior to those outstanding shares of any class, or of extending or shortening the term of corporate existence;
2. In case of sale, lease, exchange, transfer, mortgage, pledge or other disposition of all or substantially all of the corporate property and assets as provided in the Revised Code;
3. In case of investment of corporate funds in another corporation or business or for any other purpose other than its primary purpose; and
4. In case of merger or consolidation.

In case the right of appraisal will be exercised, Section 81 of the Revised Code provides for the appropriate procedure, viz:

The dissenting stockholder who votes against a proposed corporate action may exercise the right of appraisal by making a written demand on the Company for the payment of the fair value of its shares held within thirty (30) days from the date on which the vote was taken: Provided, that failure to make the demand within such period shall be deemed a waiver of the appraisal right. If the proposed corporate action is implemented, the Company shall pay to such stockholder, upon surrender of the certificates of stock representing the shareholder's shares, the fair value thereof as of the day before the vote was taken, excluding any appreciation or depreciation in anticipation of such corporate action.

If, within sixty (60) days from the approval of the corporate action by the stockholders, the withdrawing stockholder and the Company cannot agree on the fair value of the shares, it shall be determined and appraised by three (3) disinterested persons, one (1) of whom shall be named by the stockholder, another by the Company, and the third by the two thus chosen. The findings of the majority of the appraisers shall be final, and their award shall be paid by the Company within thirty (30) days after

such award is made: Provided, That no payment shall be made to any dissenting stockholder unless the Company has unrestricted retained earnings in its books to cover such payment: Provided, further, That upon payment by the Company of the agreed or awarded price, the stockholder shall forthwith transfer the shares to the Company.

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

- (a) No person who has been a director or officer or a nominee for election as director of the Company or associate of such persons, has a substantial interest, direct or indirect, in any matter to be acted upon in the stockholders' meeting.
- (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 31 October 2024, the Registrant has 31,216,931,000 common shares outstanding (net of treasury shares) and each share is entitled to one vote. As of 31 October 2024, out of the outstanding capital stock of the Company, 69,397,152 common shares or 0.22% are owned by foreigners.
- (b) The record date with respect to the determination of the stockholders entitled to notice of and vote at the SSM is **30 November 2024**.

Each common share of PLC is entitled to one (1) vote (each, a **Voting Share/s**) for each agenda item presented for stockholder approval.

PLC allows for voting *in absentia* in which registered stockholders can pre-cast their votes if not attending in person.

For this meeting, the Board of Directors has adopted a resolution allowing stockholders entitled to notice of, and to attend, the meeting, to exercise their right to vote *in absentia*. Registration and voting procedures are further detailed in Item 19.

- (c) The Company facilitates the voting process where stockholders can cast their votes if not attending in person (see attached Schedule "A"). Voting Procedures are further detailed in Item 19.
- (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 31 October 2024:

| Title of Class | Name and Address of Record Owner and Relationship with Issuer | Name of Beneficial Owner and Relationship with Record Owner | Citizen-ship | No. of Shares Held | % of Owner-ship |
|-----------------------|---|--|---------------------|---------------------------|------------------------|
| Common | Belle Corporation ("Belle") * 5th Floor, Tower A, Two E-Com Center Palm Coast Ave., Mall of Asia Complex, Pasay City, MetroManila, Philippines | Belle (affiliate and majority shareholder) | Filipino | 31,077,096,566 | 98.26 |

*Belle is the parent company of Premium Leisure Corp. The shares held by Belle, being a corporate shareholder, shall be voted or disposed of, by the persons who shall be duly authorized by its Board of Directors 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.

As of 31 October 2024, 69,397,152 common shares of the Company are owned by non-Filipinos, constituting 0.22% of the Company's outstanding capital stock.

b. Security Ownership of Management

The following table shows the shares beneficially owned by the directors and officers of the Company as of 31 October 2024:

| Title of Class | Name of Beneficial Owner | Amount* and Nature of Beneficial Ownership | Citizen-ship | Percentage of Ownership |
|-----------------------|---------------------------------|---|---------------------|--------------------------------|
| Common | Willy N. Ocier | 3,042,001 Direct | Filipino | 0.01% |
| Common | Armin Antonio B. Raquel Santos | 1,000 Direct | Filipino | 0% |
| Common | Maria Gracia M. Pulido Tan | 10,001 Direct | Filipino | 0% |
| Common | Laurito E. Serrano | 101 Direct | Filipino | 0% |
| Common | Paquito N. Ochoa, Jr. | 1 Direct | Filipino | 0% |
| Common | Gregory L. Domingo | 1 Direct | Filipino | 0% |
| Common | Jacinto C. Ng, Jr. | 1,000 Direct | Filipino | 0% |
| Common | Carlo R. Climaco | 0 | Filipino | 0% |
| Common | Dioville M. Villarias | 0 | Filipino | 0% |
| Common | Elmer B. Serrano | 0 | Filipino | 0% |
| Common | Arthur A. Sy | 0 | Filipino | 0% |
| Common | Phil Ivan A. Chan | 0 | Filipino | 0% |
| Common | Anna Josefina G. Esteban | 0 | Filipino | 0% |
| Common | Michelle Angeli T. Hernandez | 0 | Filipino | 0% |

*Number of shares

c. 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 PLC's voting securities.

Changes in Control

The Company is not aware of any change in control or arrangement that may result in a change in control of the Company since the beginning of its last fiscal year.

There are no existing or planned stock warrant offerings by PLC. There are no arrangements which may result in a change in control of the Company.

BEL Tender Offer

On 11 March 2024, the Board of Directors of Belle Corporation (**BEL** or **Belle**) approved its conduct of a voluntary tender offer for all outstanding common shares of PLC, subject to an independent third-party fairness opinion to be issued by First Metro Investment Corporation (**First Metro**). The tender offer shall be conducted by Belle for the purpose of the voluntary delisting of PLC shares from the Main Board of PSE, with Belle as proponent. Based on PLC's outstanding capital stock, a total of 6,312,026,669 common shares are subject of the tender offer.

On the same date, the Board of Directors of PLC subsequently approved the Voluntary Delisting of PLC, subject to the successful completion of the intended tender offer by Belle, compliance with other requirements of the PSE for voluntary delisting, and applicable regulations of the Securities and Exchange Commission (**SEC**).

On 20 March 2024, the Board of Directors of Belle approved the following:

1. Setting the tender offer price at Php0.85 per common share of PLC based on the fairness valuation report prepared by First Metro, authorized by the PSE for the purpose;
2. Setting the tender offer period from 22 March to 24 April 2024;
3. Setting the payment and settlement of the tendered shares from 25 April to 9 May 2024 for its tender offer for PLC common shares; and
4. Appointment of BDO Securities Corporation as Tender Offer Agent.

During the Tender Offer Period, a total of 6,172,192,242 common shares or approximately 19.77% of PLC's issued and outstanding common stock were tendered and accepted by Belle. The accepted Tender Offer Shares were crossed through the PSE on 7 May 2024. The tendered SEC shares were purchased by Belle at the Tender Offer Price, or a total consideration of Five Billion Two Hundred Forty Six Million Three Hundred Sixty Three Thousand Four Hundred Five Pesos and Seventy Centavos (Php5,246,363,405.70). The sale and purchase of the tendered shares were settled no later than 9 May 2024. After the completion of the Tender Offer, Belle owned approximately 99.55% of PLC's total issued and outstanding capital stock.

Following the successful tender offer, The Philippine Stock Exchange, Inc. approved the Petition for Voluntary Delisting of PLC, effective July 9, 2024.

Others

On June 2, 2014, the Company's Board 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 Premium Leisure 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 79.78% (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. As of December 31, 2019, PLC owns 50.1% of POSC's issued shares.

On September 7, 2021, Pinoylotto, a joint venture corporation owned by POSC, Philippine Gaming Management Corp. (PGMC) and International Lottery & Totalizator Systems, Inc. (ILTS), was incorporated with the SEC. PinoyLotto was awarded the five years lease of the customized PCSO Lottery System, also known as '2021 PLS Project'.

The Group's interest in PinoyLotto was classified as a joint operation. PinoyLotto is 50% owned by POSC but controlled jointly with the other owner. PinoyLotto has been classified as a joint operation because the parties have equal number of board representatives and because relevant activities that significantly affect the return on the investment requires approval of representatives from both partners.

Item 5. Directors and Executive Officers

No action will be taken with respect to the election of directors.

Item 6. Compensation of Directors and Executive Officers

No action will be taken with respect to:

- (a) the election of directors;
- (b) any bonus, profit sharing or other compensation plan, contract or arrangement in which any director, nominee for election as a director, or executive officer of the registrant will participate;
- (c) any pension or retirement plan in which any such person will participate; or
- (d) the granting or extension to any such person of any option/s, warrant/s or right/s to purchase any securities, other than warrants or rights issued to security holders as such, on a pro rata basis. However, if the solicitation is made on behalf of persons other than the registrant, the information required need be furnished only the nominees of the persons making the solicitation and associates of such nominees.

Item 7. Independent Public Accountants

No action will be taken with respect to any plan pursuant to the election, approval or ratification of Independent Public Accountants.

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 meeting which involves authorization or issuance of any securities.

Item 10. Modification or Exchange of Securities

The proposed amendment of Article VII of the Articles of Incorporation is to increase the par value of PLC's common shares from Twenty-Five Centavos (PHP 0.25) to One Thousand Pesos (PHP 1,000.00).

This increase in par value of the common shares will result to an authorized capital stock of the Corporation of Ten Billion Nine Hundred Seven Million Five Hundred Thousand Pesos (PHP 10,907,500,000.00), Philippine Currency, divided into: (a) Nine Million Four Hundred Seven Thousand and Five Hundred (9,407,500) common shares with a par value of One Thousand Pesos (PHP 1,000.00) per share and (b) Six Billion (6,000,000,000.00) preferred shares with a par value of Twenty-Five Centavos (P0.25) per share, from Ten Billion Nine Hundred Seven Million Five Hundred Thousand Pesos (PHP 10,907,500,000.00), Philippine Currency, divided into: (a) Thirty-Seven Billion Six Hundred Thirty Million (37,630,000,000) common shares with a par value of Twenty-Five Centavos (P0.25) per share and (b) Six Billion (6,000,000,000.00) preferred shares with a par value of Twenty-Five Centavos (P0.25) per share.

Item 11. Financial and Other Information

A copy of the Quarterly Report of the Company on SEC Form 17-Q for the period ended 30 September 2024 submitted to the SEC is incorporated herein by reference.

Item 12. Mergers, Consolidations, Acquisitions and Similar Matters

No action will be presented for shareholders' approval at this meeting which involves (a) merger/consolidation of the Company into or with other persons or any other person into or with PLC, (b) acquisition by PLC or any of its security holders of another person, (c) acquisition by the Company of any other going business or of the assets thereof, (d) sale or transfer of all or any substantial part of the assets of the Company, and (e) liquidation or dissolution of the Company.

Item 13. Acquisition or Disposition of Property

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

Item 14. Restatement of Accounts

No action will be presented for shareholders' approval at this meeting which involves the restatement of any of the Company's assets, capital or surplus account.

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.

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 will be asked to approve and ratify the approval by the Board of Directors last 7 November 2024 of the amendment to Article VII of the Articles of Incorporation to increase the par value of PLC's common shares from Twenty-Five Centavos (PHP 0.25) to One Thousand Pesos (PHP 1,000.00) which will result to an authorized capital stock of the Corporation of Ten Billion Nine Hundred Seven Million Five Hundred Thousand Pesos (PHP 10,907,500,000.00), Philippine Currency, divided into: (a) Nine Million Four Hundred Seven Thousand and Five Hundred (9,407,500) common shares with a par value of One Thousand Pesos (PHP 1,000.00) per share and (b) Six Billion (6,000,000,000.00) preferred shares with a par value of Twenty-Five Centavos (P0.25) per share, from Ten Billion Nine Hundred Seven Million Five Hundred Thousand Pesos (PHP 10,907,500,000.00), Philippine Currency, divided into: (a) Thirty-Seven Billion Six Hundred Thirty Million (37,630,000,000) common shares with a par value of Twenty-Five Centavos (P0.25) per share and (b) Six Billion (6,000,000,000.00) preferred shares with a par value of Twenty-Five Centavos (P0.25) per share.

The amended Seventh Article of the Articles of Incorporation is proposed to read as follows:

| Current | Proposed Amendment |
|--|--|
| The capital stock of the Corporation is Ten Billion Nine Hundred Seven Million Five Hundred Thousand Pesos (P10,907,500,000.00), Philippine Currency, divided into Thirty-Seven Billion Six Hundred Thirty Million (37,630,000,000) Common Shares and Six Billion (6,000,000,000.00) Preferred Shares both with par value of Twenty-Five Centavos (P 0.25), Philippine Currency, per share. XXX | The capital stock of the Corporation is Ten Billion Nine Hundred Seven Million Five Hundred Thousand Pesos (P10,907,500,000.00), Philippine Currency, divided into <u>Nine Million Four Hundred Seven Thousand and Five Hundred (9,407,500) Common Shares with a par value of One Thousand Pesos (PHP 1,000.00) per share</u> and Six Billion (6,000,000,000.00) Preferred Shares both with par value of Twenty-Five Centavos (P 0.25), Philippine Currency, per share. XXX |

Item 18. Other Proposed Actions

No other matter shall be submitted to the stockholders for their approval.

Item 19. Voting Procedures

Vote required for approval

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

Matters presented to stockholders for approval at this Special Stockholders' Meeting require at least two-thirds (2/3) of the outstanding capital stock of the Company in accordance with Section 15 of the Revised Corporation Code to approve the amendment of the Seventh Article of the Articles of Incorporation.

Methods by which votes will be casted and counted

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

Stockholders as of Record Date who have successfully registered their intention to participate in the annual meeting via remote communication and to vote in absentia, duly verified and validated by the Company, shall be notified via email of their successful registration and shall be provided a pdf copy of the ballot for voting.

Stockholders and proxy holders can then cast their votes on specific matters for approval on the ballot. Votes will then be tabulated and counted at the close of voting for each agenda item during the meeting.

Proxies

Pursuant to the Company's By-laws, duly accomplished proxy forms must be submitted to the Corporate Secretary three (3) days prior the meeting. Duly signed proxy forms should therefore be submitted no later than 12 noon of 12 December 2024. To facilitate submission, scanned forms may first be sent electronically plc_governance@bellecorp.com with hard copies to be submitted to the Office of the Corporate Secretary c/o Serrano Law at No. 1105 Tower 2 High Street South Corporate Plaza, 26th Street Bonifacio Global City, Taguig City 1634 for validation. A sample format of the proxy form is here attached and are also available at the Company's website at <https://www.premiumleisurecorp.com/SASM2024>.

Voting In Absentia

As above-mentioned, stockholders may also vote in absentia and pre-cast their votes through accomplishing the ballot to be provided by the Company upon successful registration. The "Guidelines for Remove Participation and Voting in Absentia" is an annex to this Information Statement.

Tabulation of Votes

The Corporate Secretary is tasked and authorized to validate, count and tabulate votes by stockholders. For this meeting, Ms. Cristina Castro Naguit, CPA has been engaged and appointed to independently count and validate tabulation of stockholder votes.

The Corporate Secretary will lead the validation of proxies, in coordination with PLC's stock and transfer agent, to be attended by Ms. Naguit as independent validator and tabulator of votes. Any questions and issues relating to the validity and sufficiency of proxies, both as to form and substance, shall be resolved

by the Corporate Secretary. The Corporate Secretary's decision shall be final and binding on the stockholders, and those not settled at such forum shall be deemed waived and may no longer be raised during the meeting.

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

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 on 22 November 2024 at Pasay City.

A handwritten signature in black ink, appearing to read 'Armin Antonio B. Raquel Santos', written in a cursive style.

ARMIN ANTONIO B. RAQUEL SANTOS

President and Chief Executive Officer

COVER SHEET

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S.E.C. Registration Number

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(Company's Full Name)

| | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
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| o | f | | A | s | i | a | | C | o | m | p | l | e | x | , | | C | B | P | - | 1 | A | , | | P | a | s | a | y | |
| C | i | t | y | | | | | | | | | | | | | | | | | | | | | | | | | | | |

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

MICHELLE ANGELI T. HERNANDEZ

Contact Person

(632) 662-8888

Company Telephone Number

1 2

Month

3 1

Day

1 7 - Q

FORM TYPE

Month

Day

Annual Meeting

Secondary License Type, If Applicable

Dept. Requiring this Doc.

Amended Articles Number/Section

393

Total No. of Stockholders

Total Amount of Borrowings

Domestic

Foreign

To be Accomplished by SEC Personnel concerned

File Number

LCU

Document I.D.

Cashier

Remarks = pls. Use black ink for scanning purposes

SEC Number AS093-009289

File Number _____

PREMIUM LEISURE CORP.
(Company's Full Name)

5th Floor Tower A Two E-Com Center
Palm Coast Avenue, Mall of Asia Complex,
CBP-1A, Pasay City
(Company's Address)

(632) 8662-8888
(Telephone Numbers)

30 September 2024
(Quarter Ending)

SEC FORM 17-Q
(Form Type)

**SECURITIES AND EXCHANGE COMMISSION
SEC FORM 17-Q**

**QUARTERLY REPORT PURSUANT TO SECTION 17 OF THE SECURITIES
REGULATION CODE**

1. For quarterly period ended **September 30, 2024**

2. SEC Identification Number **AS093-009289**

3. BIR Tax Identification No. **003-457-827**

4. Exact name of registrant as specified in its charter:

PREMIUM LEISURE CORP

5. Province, Country or other jurisdiction of incorporation/organization: **Philippines**

6. (SEC Use Only)

7. Address of Principal Office:

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

8. Registrant's telephone number, including area code: **(632) 8662-8888**

9. Former name, former address, and former fiscal year, if changed since last report.
Not applicable

10. Securities registered pursuant to Sections 4 and 8 of the SRC

| | |
|--|--|
| Title of Each Class | Number of Shares of Common Stock Outstanding |
| Common Stock, ₱0.25¹ par value | 31,216,931,000 |

11. Are any or all of these securities listed on the Philippine Stock Exchange (PSE).

Out of a total of 31,216,931,000 outstanding shares, 31,216,930,995 shares are listed on the PSE. With the exception of shares initially offered to the public in August 1995, only fully paid shares were allowed to be listed in the PSE under PSE Circular No. 562 dated November 27, 1995.

12. Check whether the issuer:

- a) has filed all reports required to be filed by Section 17 of the Securities Regulation Code and under Section 26 and 141 of the Corporation Code of the Philippines during the preceding 12 months (or for such shorter period that the registrant was required to file such reports):

Yes ☒ No ☐

- b) has been subject to such filing requirements for the past 90 days.

Yes ☒ No ☐

¹New par value of ₱0.25 was approved by the Securities and Exchange Commission on May 29, 2014.

PART 1- FINANCIAL INFORMATION

Item 1. Financial Statements

The following unaudited financial statements are submitted as part of this report:

- Consolidated Statements of Financial Position as of September 30, 2024 and December 31, 2023;
- Consolidated Statements of Comprehensive Income for the Nine Months ended September 30, 2024 and September 30, 2023;
- Consolidated Statements of Changes in Equity for the Nine Months ended September 30, 2024 and September 30, 2023;
- Consolidated Statements of Cash Flows for the Nine Months ended September 30, 2024 and September 30, 2023.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operation

PREMIUM LEISURE CORP AND SUBSIDIARIES CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

| | Nine Months Ended September 30 | | Horizontal Analysis | | Vertical Analysis | |
|---|--------------------------------|----------------------|----------------------|-------------|-------------------|-------------|
| | 2024 | 2023 | Increase (Decrease) | | 2024 | 2023 |
| | (Unaudited) | (Unaudited) | Amount | % | % | % |
| INCOME | | | | | | |
| Gaming share revenue | 1,498,407,816 | 1,797,675,527 | (299,267,711) | -17% | 79% | 78% |
| Lease and commission income | 398,017,857 | 502,431,598 | (104,413,741) | 100% | 21% | 22% |
| | 1,896,425,673 | 2,300,107,125 | (403,681,452) | -18% | 100% | 100% |
| COST AND EXPENSES | | | | | | |
| General and administrative expenses | 200,429,775 | 307,817,038 | -107,387,263 | -35% | 11% | 13% |
| Amortization of intangible | 178,854,363 | 178,854,363 | - | 0% | 9% | 8% |
| Salaries and payroll related expenses | 72,300,535 | 70,278,040 | 2,022,494 | 3% | 4% | 3% |
| Software and license fees | 35,264,926 | 59,648,560 | (24,383,634) | -41% | 2% | 3% |
| Repairs, maintenance and communication | 86,278,689 | 54,497,550 | 31,781,139 | 58% | 5% | 2% |
| Rental and utilities | 22,273,900 | 24,044,752 | (1,770,852) | -7% | 1% | 1% |
| Depreciation expense | 147,059,511 | 3,146,236 | 143,913,275 | 4574% | 8% | 0% |
| | 742,461,699 | 698,286,539 | 44,175,159 | 6% | 39% | 30% |
| OTHER INCOME (EXPENSES) | | | | | | |
| Interest income | 194,581,173 | 201,592,763 | (7,011,589) | -3% | 10% | 9% |
| Dividend Income | - | 5,999,263 | (5,999,263) | 100% | 0% | 0% |
| Other income (charges) | (29,416,887) | 192,927,297 | (222,344,184) | -115% | -2% | 8% |
| | 165,164,286 | 400,519,323 | (235,355,037) | -59% | 9% | 17% |
| NET INCOME (LOSS) BEFORE INCOME TAX | 1,319,128,260 | 2,002,339,909 | (683,211,650) | -34% | 70% | 87% |
| PROVISION(BENEFIT FROM) INCOME TAX | 13,218,699 | 85,192,900 | (71,974,201) | -84% | 1% | 4% |
| NET INCOME | 1,305,909,561 | 1,917,147,009 | (611,237,447) | -32% | 69% | 83% |
| <i>Net income attributable to Parent</i> | <i>1,304,011,392</i> | <i>1,802,018,563</i> | <i>(498,007,171)</i> | <i>-28%</i> | <i>69%</i> | <i>78%</i> |
| <i>Net income attributable to Minority interest</i> | <i>1,898,169</i> | <i>115,128,446</i> | <i>(113,230,277)</i> | <i>-98%</i> | <i>0%</i> | <i>5%</i> |

PLC recognized consolidated revenues of Php1,896.4 million for the nine months ended September 30, 2024, decreasing by Php403.7 million or 18% from the same period last year.

As of September 30, 2024, PLC's subsidiary, PremiumLeisure and Amusement, Inc. (PLAI), which earns gaming revenue share from the City of Dreams Manila (CODM), showed decrease in revenue by Php299.3 million (17%), Php1,498.4 million for the 2024 period from Php1,797.7 million for the 2023 period because of the lower VIP segment casino operations.

Cost and expenses increased from Php698.3 million as of September 30, 2023 to Php742.5 million as of September 30, 2024.

Other income/expenses mainly pertain to interest income earned from investment and money market placements. The decrease of Php235.4 million (59%) is primarily due to the Php146.0 million gain realized

from the sale of its marketable securities in 2023 and collection of Notes Receivable from Belle amounting to Php1.6 billion.

PLC recognized Php1,306.0 million net income for the nine months ended September 30, 2024 which is Php611.2 million (32%) lower than the net income of Php1,917.1 million that was recognized in 2023.

Operating EBITDA (proxy for cash flow) for the period is at Php1,479.9 million showing a decrease of Php304.0 million (17%) from the reported EBITDA of Php1,783.8 million as of September 30, 2023.

PREMIUM LEISURE CORP AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

| | Nine Months Ended September 30 | | Horizontal Analysis | | Vertical Analysis | |
|--|--------------------------------|------------------------|-------------------------------|-------------|-------------------|------------|
| | 2024 (Unaudited) | 2023 (Unaudited) | Increase (Decrease) Amount | % | 2024 % | 2023 % |
| NET INCOME | 1,305,909,561 | 1,917,147,009 | (611,237,447) | -32% | 69% | 83% |
| OTHER COMPREHENSIVE INCOME (LOSS) | | | | | | |
| Marked-to-market loss on financial assets at fair value through other comprehensive income (FVOCI) | 39,785,130 | 158,603,089 | (118,817,960) | -75% | 2% | 7% |
| TOTAL COMPREHENSIVE INCOME (LOSS) FOR THE PERIOD | P 1,345,694,691 | P 2,075,750,098 | P (730,055,407) | -35% | 71% | 90% |
| <i>Total Comprehensive income attr to Parent</i> | 1,343,796,522 | 1,960,621,652 | (616,825,131) | -31% | 71% | 85% |
| <i>Total Comprehensive income attr to Minority</i> | 1,898,169 | 115,128,446 | (113,230,277) | -98% | 0% | 5% |
| Total | 1,345,694,691 | 2,075,750,098 | (730,055,407) | -35% | 71% | 90% |

PLC's comprehensive income pertains to the unrealized gains arising from changes in market value of its financial assets at FVOCI. PLC recognized comprehensive income amounting to Php39.8 million for the nine months ending September 30, 2024 as a result of improvement in share prices. As such, PLC recognized a total comprehensive income amounting to Php1,345.7 million (of which, Php1,343.8 million is attributable to parent shareholders) as of September 30, 2024.

Aside from what has been mentioned in the foregoing, there were no significant elements that arose from continuing operations, nor were there any seasonal events that had a material effect on the results of operations of PLC during the nine months ended September 30, 2024.

PREMIUM LEISURE CORP AND SUBSIDIARIES
Consolidated Statements of Financial Position

| | September 30, 2024 | December 31, 2023 | Horizontal Analysis | | Vertical Analysis | |
|--|-------------------------|-------------------------|----------------------|-------------|-------------------|-------------|
| | | | Increase (Decrease) | | 2024 | 2023 |
| | | | Amount | % | % | % |
| | (Unaudited) | (Audited) | | | | |
| ASSETS | | | | | | |
| Current Assets | | | | | | |
| Cash and cash equivalents | 3,795,614,378 | 2,000,178,939 | 1,795,435,438 | 90% | 19% | 11% |
| Investment held for trading | 43,841,157 | 100,012,769 | (56,171,611) | -56% | 0% | 1% |
| Notes receivable | 2,100,000,000 | 2,100,000,000 | - | 0% | 11% | 11% |
| Trade and other receivables | 475,788,953 | 486,283,555 | (10,494,602) | -2% | 2% | 3% |
| Other current assets | 392,471,274 | 306,687,874 | 85,783,400 | 28% | 2% | 2% |
| Total Current Assets | 6,807,715,762 | 4,993,163,137 | 1,814,552,625 | 36% | 34% | 27% |
| Noncurrent Assets | | | | | | |
| Intangible asset | 8,058,382,701 | 8,237,237,064 | (178,854,363) | -2% | 40% | 45% |
| Financial assets at fair value through OCI | 207,057,152 | 129,666,731 | 77,390,421 | 60% | 1% | 1% |
| Investment property | 285,510,452 | 285,510,452 | - | 0% | 1% | 2% |
| Goodwill | 926,007,748 | 926,007,748 | - | 0% | 5% | 5% |
| Property and equipment | 644,623,643 | 706,342,434 | (61,718,791) | -9% | 3% | 4% |
| Deferred tax assets | 0 | 3,248,780 | (3,248,780) | 100% | 0% | 0% |
| Right of use asset | 2,625,895,452 | 2,655,189,953 | (29,294,501) | -1% | 13% | 14% |
| Other non-current assets | 392,083,777 | 384,383,991 | 7,699,786 | 2% | 2% | 2% |
| Total Noncurrent Assets | 13,139,560,925 | 13,327,587,156 | (188,026,231) | -1% | 66% | 73% |
| Total Assets | P 19,947,276,687 | P 18,320,750,293 | 1,626,526,394 | 9% | 100% | 100% |
| LIABILITIES AND EQUITY | | | | | | |
| Current Liabilities | | | | | | |
| Trade payables and other current liabilities | 852,758,380 | 785,392,630 | 67,365,750 | 9% | 4% | 4% |
| Loans payable - current | 138,980,392 | 58,823,529 | 80,156,863 | 136% | 1% | 0% |
| Lease liability - current | 142,390 | 294,303 | (151,913) | -52% | 0% | 0% |
| Total current liabilities | 991,881,162 | 844,510,462 | 147,370,700 | 17% | 5% | 5% |
| Noncurrent Liability | | | | | | |
| Loans payable - non current | 312,705,882 | 411,764,706 | (99,058,824) | -24% | 2% | 2% |
| Deferred tax liability | 37,625 | - | 37,625 | 100% | 0% | 0% |
| Retirement liability | 28,683,683 | 16,014,299 | 12,669,384 | 79% | 0% | 0% |
| Lease liability - non current | - | 208,495 | (208,495) | 100% | 0% | 0% |
| Total non-current liabilities | 341,427,190 | 427,987,500 | (86,560,309) | -20% | 2% | 2% |
| Total Liabilities | P 1,333,308,352 | P 1,272,497,962 | 60,810,390 | 5% | 7% | 7% |
| Equity | | | | | | |
| Capital Stock | 7,906,827,500 | 7,906,827,500 | - | 0% | 40% | 43% |
| Additional paid-in capital | 7,238,721,924 | 7,238,721,924 | - | 0% | 36% | 40% |
| Treasury shares | (220,430,080) | (220,430,080) | - | 0% | -1% | -1% |
| Cost of parent shares held by a subsidiary | - | (509,597,055) | 509,597,055 | 100% | 0% | -3% |
| Other reserves | (745,301,218) | (785,086,348) | 39,785,130 | 5% | -4% | -4% |
| Retained earnings (deficit) | 4,109,636,901 | 2,957,045,719 | 1,152,591,182 | 39% | 21% | 16% |
| Total equity attributable to Parent | 18,289,455,027 | 16,587,481,660 | 1,701,973,367 | 10% | 92% | 91% |
| Non-controlling interest | 324,513,308 | 460,770,671 | (136,257,363) | -30% | 2% | 3% |
| Total Equity | 18,613,968,335 | 17,048,252,331 | 1,565,716,004 | 9% | 93% | 93% |
| Total Liabilities and Equity | P 19,947,276,687 | P 18,320,750,293 | 1,626,526,394 | 9% | 100% | 100% |

As at September 30, 2024, PLC's total assets amounted to Php19,747.3 million, showing an increase of Php1,626.5 million (9%) compared to the total assets as at December 31, 2023. Key movements in balance sheet items are as follows:

Cash and cash equivalents

Cash and cash equivalents include cash in bank and short-term investments or cash equivalents of the Company.

Cash and cash equivalents increased by Php1,795.4 million (90%) as at September 30, 2024 mainly because of the collection of gaming revenue share and lease and commission income revenues offset by the disbursements made during the period.

Investments held for trading

Investments held for trading decreased by Php56.1 million (56%) from Php100.0 million in 2023 to Php43.8 million in 2024 due to sale of one of its investment amounting to Php55.2 million offset by the mark-to-market gain on share price value of the shares of stock.

Trade and other receivables

Trade and other receivables include trade receivables from the Philippine Charity Sweepstakes Office (PCSO) for POSC's equipment rentals and receivables from Melco for City of Dreams Manila's gaming share revenue as well as other receivables. The Company recorded net decrease in trade and other receivables by Php10.5 million (2%) due to lower revenues and corresponding receivables for the period.

Intangible Asset

The Company's intangible asset pertains to the Philippine Gaming and Amusement Corporation (PAGCOR) gaming license obtained by PLC through its subsidiary, Premium Leisure and Amusement, Inc. (PLAI). The decrease in the intangible asset account is brought about by the amortization of the license.

Financial assets at fair value through OCI

This account pertains to the Company's investments in equity securities classified as financial assets at FVOCI. This pertains mostly to share in Belle Corporation and club shares. The net increase in this account is due mainly to mark-to-market gains from other investments (Belle Corporation).

Investment Property

As at September 30, 2024 and December 31, 2023, this account pertains to investment property of the Company in Tanauan, Batangas.

Goodwill

Goodwill pertains mostly to the goodwill recognized upon acquisition of controlling interest in POSC through the pooling method in 2015.

Property and equipment

Property and equipment (PPE) of the Company pertains to online lottery equipment, leasehold improvements, office and transportation equipment. There is a decrease of Php61.7 million (9%) from Php706.3 million as at December 31, 2023 to Php644.6 million as at September 30, 2024 due to the depreciation recognized by the Company on its PPE for the period.

Right of Use Assets

Right of Use Asset of the Company includes the land leased amortized over 62 years.

Other Assets

Other assets include creditable withholding taxes, prepaid expenses, input VAT, guarantee deposits and advances to suppliers. Other assets increased by Php93.5 million (14%) from Php691.1 million as at December 31, 2023 to Php784.6 million as at September 30, 2024.

Total Liabilities

PLC's total liabilities is at Php1,333.3 million as at September 30, 2024. The Php60.8 million (%) increase in liabilities is mainly due to booking of Unearned income from Melco (VIP).

Equity

Stockholders' equity increased from Php17,048.3 million as at December 31, 2023 to Php18,614.0 million as at September 30, 2024. This increase of Php1,565.7 million (9%) was mainly brought about by the net income earned for the period, disposal of PLC shares held by its subsidiary and unrealized gain on its financial asset due to the improvement in market prices of its available for share investments (under Other Reserves).

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

| Ratio | Manner in which the financial ratios are computed | Sept 30, 2024 | Sept 30, 2023 |
|------------------------|--|---------------|---------------|
| Current ratio | Current assets divided by current liabilities | 6.86 | 11.45 |
| Quick ratio | (Current assets less invty - prepayments) / Current liabilities | 6.47 | 11.02 |
| Solvency ratio | Total assets / total liabilities | 14.96 | 15.66 |
| Asset to equity | Total assets divided by total equity | 1.07 | 1.07 |
| Debt to equity | Interest bearing debt divided by total equity | - | - |
| Interest rate coverage | Earnings before interest, tax, depreciation and amortization divided by interest expense | 51 | 71,504 |
| Debt ratio | Total debt / total assets | 0.07 | 0.06 |
| Return on assets | Net income (loss) divided by average total assets during the period | 13.65% | 14.66% |
| Return on equity | Net income (loss) divided by average total equity during the period | 14.65% | 15.54% |

The Company does not foresee any liquidity problems over the next twelve (12) months. The changes in the key performance indicators of the Company are discussed below:

- Net income decreased by 32% for the nine months ending September 30, 2024, accounting for the decrease in return on both assets and equity versus the same period in 2023.
- Current, quick and solvency ratios decreased due to the 59% increase in total current liabilities compared to the 5% decrease in current assets.
- Interest rate coverage ratio significantly decreased due to the 17% decrease in EBITDA and increased in interest expense to Php28.9 million in 2024 from Php0.02 million in 2023.

As at September 30, 2024, 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
- Material changes in the financial statements of the Company for the periods ended September 30, 2024 and December 31, 2023, except those mentioned in the preceding.

PART II - OTHER INFORMATION

Financial Risk Management Objectives and Policies and Capital Management

The Company's principal financial liabilities comprise trade payables and other current liabilities. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include cash and cash equivalents and receivables that derive directly from its operations. The Company also holds investments held for trading, notes receivables, financial assets at FVOCI, guarantee bonds and deposits included as part of "Other noncurrent assets" in the consolidated statement of financial position.

The main risks arising from the Company's financial instruments are credit risk, liquidity risk, equity price risk and foreign currency risk. The BOD and management review and approve the policies for managing credit, liquidity, equity price and foreign currency risks and they are summarized below:

Credit Risk. Credit risk is the risk that the Company will incur a loss because its counterparties failed to discharge their contractual obligations. Credit risk arises from the Company's financial assets which are composed of cash and cash equivalents, receivables and financial assets at FVOCI.

The Company's credit risk is concentrated on a few companies with which it transacts business. One of which is the PCSO, through its subsidiary, POSC. POSC's trade receivable arises from equipment lease agreement with PCSO, POSC's sole customer. It is part of the Company policy that all the terms specified in the ELA with PCSO are complied with and ensure that payment terms are met. Another major customer is Melco, from whom gaming revenue share is collected. Belle, a major stockholder, also has outstanding loans payable to the Company. The Company keeps close coordination with Melco and Belle and ensures that contract and agreement terms and conditions are met.

With respect to credit risk arising from the other financial assets which are composed of cash and cash equivalents, other receivables, investments held for trading, financial assets at FVOCI, guarantee bonds and deposits, the Company's exposure to credit risk arises from default of the counterparty, with a maximum exposure equal to the carrying amount of these instruments.

High grade financial assets pertain to those receivables from related parties or customers that consistently pay on or before the maturity date while medium grade includes those financial assets being collected on due dates with an effort of collection. The Company assessed its cash in bank and cash equivalents as high grade since this is deposited with reputable banks.

Liquidity Risk. Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or other financial asset.

The Company seeks to manage its liquidity profile to be able to finance its investments and pay its outstanding liabilities. To limit this risk, the Company closely monitors its cash flows and ensures that credit facilities are available to meet its obligations as and when they fall due. To cover its financing requirements, the Company uses internally generated funds as well as a committed line of credit that it can access to meet liquidity needs. The Company maintains sufficient cash to finance its operations. Any excess cash is invested in short-term money market placements. These placements are maintained to meet the requirements for additional capital expenditures, maturing obligations and cash dividends. Liquidity risk is minimal as at September 30, 2024 and December 31, 2023 as the total current assets can cover the total current liabilities as they fall due.

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

Foreign Currency Risk. The Company, through POSC, has foreign currency exposures. Such exposure arises from cash and cash equivalents and payables to certain suppliers which are denominated in U.S. dollar (US\$). The Company's financial instruments which are denominated in foreign currency include cash and cash equivalents and consultancy and software license fees payable. The Company maintains a US\$ account to match its foreign currency requirements.

Capital Management. The primary objective of the Company's capital management is to safeguard its ability to continue as a going concern, so that it can continue to provide returns to shareholders and benefits to other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

The Company manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. There were no changes made in the objectives, policies or processes in 2024 and 2023.

Fair Value of Financial Instruments

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

The carrying values of cash and cash equivalents, receivables, deposits and trade payables and other current liabilities (excluding statutory liabilities) approximate their fair values due to the short-term nature of the transactions.

The fair values of investments held for trading and financial assets at FVOCI that are quoted equity shares are based on quoted prices in the PSE or those shares whose prices are readily available from brokers or other regulatory agency as at reporting date.

Set out below is a comparison by category of carrying values and fair values of all the Company's financial instruments.

| | September 30, 2024 | | December 31, 2023 | |
|---------------------------------------|----------------------|----------------------|----------------------|----------------------|
| | Carrying value | Fair value | Carrying value | Fair value |
| Financial Assets | | | | |
| Cash and cash equivalents | 3,795,614,378 | 3,795,614,378 | 2,000,178,939 | 2,000,178,939 |
| Investment held for trading | 43,841,157 | 43,841,157 | 100,012,769 | 100,012,769 |
| Notes receivable | 2,100,000,000 | 2,100,000,000 | 2,100,000,000 | 2,100,000,000 |
| Trade and other receivables: | | | | |
| Trade receivables | 357,735,732 | 357,735,732 | 329,033,921 | 329,033,921 |
| Nontrade and others | 118,053,221 | 118,053,221 | 157,249,634 | 157,249,634 |
| | 6,415,244,488 | 6,415,244,488 | 4,686,475,263 | 4,686,475,263 |
| AFS Investment | | | | |
| Quoted shares | 206,976,052 | 206,976,052 | 686,650,118 | 686,650,118 |
| Unquoted shares | 81,100 | 81,100 | 81,100 | 81,100 |
| | 207,057,152 | 207,057,152 | 686,731,218 | 686,731,218 |
| | 6,622,301,640 | 6,622,301,640 | 5,373,206,481 | 5,373,206,481 |
| Loans and Borrowings | | | | |
| Accrued expenses & other liabilities* | 850,490,548 | 850,490,548 | 724,042,213 | 724,042,213 |

*excluding statutory payables amounting to -Php2.3 million and Php4.7 million as at September 30, 2024 and December 31, 2023, respectively.

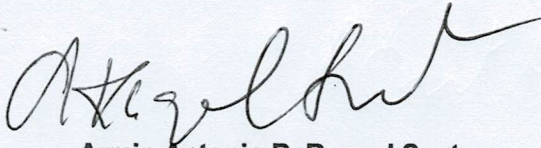
Other Required Disclosures

- A.) The attached interim financial reports were prepared in accordance with accounting standards generally accepted in the Philippines. The accounting policies and methods of computation followed in these interim financial statements are the same compared with the audited financial statements for the period ended December 31, 2023.
- B.) Except as reported in the Management's Discussion and Analysis of Financial Condition and Results of Operations (MD&A), there were no unusual items affecting assets, liabilities, equity, net income or cash flows for the interim period.
- C.) There were no material changes in estimates of amounts reported in prior periods that have material effects in the current interim period.
- D.) Except as disclosed in the MD&A, there were no other issuance, repurchases and repayments of debt and equity securities.
- E.) There were no material events that occurred subsequent to September 30, 2024 and up to the date of this report that need disclosure herein.
- F.) There were no changes in the composition of the Company during the interim period such as business combinations, acquisitions or disposals of subsidiaries and long-term investments, restructuring, and discontinued operations.
- G.) There were no changes in contingent liabilities or contingent assets since December 31, 2023, as of September 30, 2024.
- H.) There exist no material contingencies and other material events or transactions affecting the current interim period.

SIGNATURE

Pursuant to the requirements of the Securities Regulation Code, the issuer has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Issuer: **Premium Leisure Corp**



Armin Antonio B. Raquel Santos
President and Chief Executive Officer
Date: November 07, 2024



Dioville M. Villarias
Chief Financial Officer and Treasurer
Date: November 07, 2024

PREMIUM LEISURE CORP AND SUBSIDIARIES
Consolidated Statements of Financial Position

| | September 30, 2024 | December 31, 2023 |
|--|-------------------------|-------------------------|
| | (Unaudited) | (Audited) |
| ASSETS | | |
| Current Assets | | |
| Cash and cash equivalents | P 3,795,614,378 | P 2,000,178,939 |
| Investment held for trading | 43,841,157 | 100,012,769 |
| Notes receivable | 2,100,000,000 | 2,100,000,000 |
| Trade and other receivables | 475,788,953 | 486,283,555 |
| Other current assets | 392,471,274 | 306,687,874 |
| Total Current Assets | 6,807,715,762 | 4,993,163,137 |
| Noncurrent Assets | | |
| Intangible asset | 8,058,382,701 | 8,237,237,064 |
| Financial assets at fair value through OCI | 207,057,152 | 129,666,731 |
| Investment property | 285,510,452 | 285,510,452 |
| Goodwill | 926,007,748 | 926,007,748 |
| Property and equipment | 644,623,643 | 706,342,434 |
| Deferred tax assets | 0 | 3,248,780 |
| Right of use asset - net | 2,625,895,452 | 2,655,189,953 |
| Other non-current assets | 392,083,777 | 384,383,994 |
| Total Noncurrent Assets | 13,139,560,925 | 13,327,587,156 |
| Total Assets | P 19,947,276,687 | P 18,320,750,293 |
| LIABILITIES AND EQUITY | | |
| Current Liabilities | | |
| Trade payables and other current liabilities | P 852,758,380 | P 785,392,630 |
| Loans payable - current | 138,980,392 | 58,823,529 |
| Lease liabilities - current | 142,390 | 294,303 |
| Total current liabilities | 991,881,162 | 844,510,462 |
| Noncurrent Liability | | |
| Loans payable - non current | 312,705,882 | 411,764,706 |
| Retirement liability | 28,683,683 | 16,014,299 |
| Deferred tax liability | 37,625 | - |
| Lease liabilities - non current | - | 208,495 |
| Total non-current liabilities | 341,427,190 | 427,987,500 |
| | P 1,333,308,352 | P 1,272,497,962 |
| Equity | | |
| Capital Stock | 7,906,827,500 | 7,906,827,500 |
| Additional paid-in capital | 7,238,721,924 | 7,238,721,924 |
| Treasury shares | (220,430,080) | (220,430,080) |
| Cost of parent shares held by a subsidiary | - | (509,597,055) |
| Other reserves | (745,301,218) | (785,086,348) |
| Retained earnings (deficit) | 4,109,636,901 | 2,957,045,719 |
| Total equity attributable to Parent | 18,289,455,027 | 16,587,481,660 |
| Non-controlling interest | 324,513,308 | 460,770,671 |
| Total Equity | 18,613,968,335 | 17,048,252,331 |
| Total Liabilities and Equity | P 19,947,276,687 | P 18,320,750,293 |

PREMIUM LEISURE CORP AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

| | Nine Month Ended September 30 | | This quarter | |
|--|-------------------------------|----------------------|----------------------|----------------------|
| | 2024 (Unaudited) | 2023 (Unaudited) | 2024 (Unaudited) | 2023 |
| INCOME | | | | |
| Gaming share revenue | P 1,498,407,816 | 1,797,675,527 | 555,452,648 | 558,155,006 |
| Lease and commission income | 398,017,857 | 502,431,598 | 129,464,286 | 158,983,577 |
| | 1,896,425,673 | 2,300,107,125 | 684,916,934 | 717,138,583 |
| COST AND EXPENSES | | | | |
| General and administrative expenses | 200,429,775 | 307,817,038 | (39,275,156) | 137,603,997 |
| Amortization of intangible | 178,854,363 | 178,854,363 | 59,618,121 | 59,618,121 |
| Salaries and payroll related expenses | 72,300,535 | 70,278,040 | 21,332,153 | 21,716,232 |
| Software and license fees | 35,264,926 | 59,648,560 | 8,538,754 | 19,830,610 |
| Repairs, maintenance and communication | 86,278,689 | 54,497,550 | 26,867,198 | 27,384,668 |
| Rental and utilities | 22,273,900 | 24,044,752 | 7,123,766 | 7,172,250 |
| Depreciation and amortization expense | 147,059,511 | 3,146,236 | 50,069,759 | 482,091 |
| | 742,461,699 | 698,286,539 | 134,274,595 | 273,807,969 |
| OTHER INCOME (EXPENSES) | | | | |
| Interest income | 194,581,173 | 201,592,763 | 74,653,665 | 71,107,550 |
| Dividend Income | - | 5,999,263 | - | - |
| Other income (charges) | (29,416,887) | 192,927,297 | (12,624,347) | 185,516,498 |
| | 165,164,286 | 400,519,323 | 62,029,318 | 256,624,048 |
| NET INCOME (LOSS) BEFORE INCOME TAX | 1,319,128,260 | 2,002,339,909 | 612,671,657 | 699,954,662 |
| PROVISION(BENEFIT FROM) INCOME TAX | 13,218,699 | 85,192,900 | 4,994,959 | 27,883,065 |
| NET INCOME(LOSS) | 1,305,909,561 | 1,917,147,009 | 607,676,698 | 672,071,597 |
| Net income attributable to Parent | 1,304,011,392 | 1,802,018,563 | 605,664,490 | 630,330,747 |
| Net income attributable to Minority interest | 1,898,169 | 115,128,446 | 1,784,128 | 41,740,850 |
| OTHER COMPREHENSIVE INCOME (LOSS) | | | | |
| Unrealized gains (loss) arising from changes in market value of available for sale investments during the year | 39,785,130 | 158,603,089 | (55,993,241) | 144,760,443 |
| Remeasurement loss on DBL | - | - | | |
| TOTAL COMPREHENSIVE INCOME (LOSS) FOR THE PERIOD | P 1,345,694,691 | 2,075,750,098 | P 551,683,457 | P 816,832,040 |
| Total Comprehensive income attributable to Parent | 1,343,796,522 | 1,960,621,652 | 549,785,289 | 775,091,190 |
| Total Comprehensive income attributable to Minority interest | 1,898,169 | 115,128,446 | 1,784,128 | 41,740,850 |
| Total | 1,345,694,691 | 2,075,750,098 | 551,569,417 | 816,832,040 |

PREMIUM LEISURE CORP AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

| Nine Months Ended September 30 | | | |
|---|-----------------|-----------------------|-----------------------|
| | | 2024 | 2023 |
| | | (Unaudited) | (Unaudited) |
| CAPITAL STOCK | P0.25 per share | | P0.25 per share |
| Authorized: | | | |
| Preferred shares | | 6,000,000,000 shares | 6,000,000,000 shares |
| Common shares | | 37,630,000,000 shares | 37,630,000,000 shares |
| Issued: | | | |
| Balance at beginning of year | P | 11,384,284,906 | P 11,384,284,906 |
| Issuances (transfer from subscribed) | | - | - |
| Balance at end of period | | 11,384,284,906 | 11,384,284,906 |
| Subscribed: | | | |
| Balance at beginning of year | | (3,477,457,406) | (3,477,457,406) |
| Issuances (transfer to issued) | | - | - |
| Balance at end of period | | (3,477,457,406) | (3,477,457,406) |
| Balance at the end of period | | 7,906,827,500 | 7,906,827,500 |
| ADDITIONAL PAID-IN CAPITAL (APIC) | | | |
| Beginning balance | | 7,238,721,924 | 7,238,721,924 |
| Other adjustments | | - | - |
| Balance at the end of period | | 7,238,721,924 | 7,238,721,924 |
| TREASURY SHARES | | | |
| Beginning balance | | (220,430,080) | (220,430,080) |
| Additions for the year | | - | - |
| Balance at the end of period | | (220,430,080) | (220,430,080) |
| Other Reserves | | | |
| Balance at beginning of year | | (785,086,349) | (707,307,856) |
| Net Unrealized loss on available-for-sale investments | | 39,785,131 | 158,603,091 |
| Remeasurement gain on Retirement | | - | - |
| Balance at the end of period | | (745,301,218) | (548,704,765) |
| Cost of Parent Company held by a subsidiary | | | |
| Balance at beginning of year | | (509,597,055) | (509,597,055) |
| Disposal | | 509,597,055 | - |
| Balance at the end of period | | - | (509,597,055) |
| RETAINED EARNINGS (DEFICIT) | | | |
| Balance at beginning of year | | 2,957,045,717 | 2,094,797,559 |
| Declared dividends | | - | (1,549,390,949) |
| Net income (loss) | | 1,304,011,393 | 1,802,018,563 |
| Balance at end of period | | 4,109,636,901 | 2,347,425,173 |
| NON-CONTROLLING INTEREST | | 324,513,309 | 441,869,945 |
| | P | 18,613,968,334 | P 16,656,112,642 |

PREMIUM LEISURE CORP AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS

Nine Months Ended September 30

| | 2024 (Unaudited) | 2023 (Unaudited) |
|---|------------------------|------------------------|
| CASH FLOWS FROM OPERATING ACTIVITIES | | |
| Net income (loss) before income tax | P 1,319,128,260 | P 2,002,339,909 |
| Adjustments for: | | |
| Unrealized loss (gain) on marketable securities | (144,633) | (45,766,343) |
| Unrealized loss (gain) on forex | (19,690) | 596,023 |
| Finance charges | 28,893,203 | 24,947 |
| Retirement benefits | 3,285,506 | 5,176,049 |
| Loss (gain) on sale of property and equipment | 244,667 | (27,822) |
| Loss (gain) on sale of AFS investment | (885,410) | (146,239,154) |
| Foreign exchange (gain) loss | (690,205) | 108,119 |
| Depreciation | 147,059,511 | 3,146,236 |
| Amortization of Intangible | 178,854,363 | 178,854,363 |
| Dividend income | - | (5,999,263) |
| Interest income | (94,424,982) | (30,718,145) |
| Income before working capital changes | 1,581,300,590 | 1,961,494,919 |
| Decrease (Increase) in: | | |
| Receivables and others | 10,494,602 | (118,201,355) |
| Other current assets | (94,722,438) | (114,483,501) |
| Other noncurrent assets | (7,699,783) | (393,397,260) |
| Right of use asset | 29,294,501 | 1,815,399 |
| Increase (decrease) in: | | |
| Increase in accrued trade and other payables | 67,365,750 | (37,889,914) |
| Retirement contributions paid | 9,383,879 | (10,000,000) |
| Income tax paid | (33,329,569) | (62,592,270) |
| Net cash provided by operating activities | 1,562,087,531 | 1,226,746,018 |
| CASH FLOW FROM INVESTING ACTIVITY | | |
| Acquisitions of: | | |
| Treasury shares | (99,327,616) | - |
| Property and equipment | (52,783,839) | - |
| Interest received | 94,424,982 | 30,718,145 |
| Proceeds from sale of: | | |
| Marketable securities | 57,201,653 | - |
| Investment in stocks | 320,571,550 | 857,651,264 |
| Property and equipment | 244,667 | 26,100 |
| Net cash from investing activities | 320,331,396 | 888,395,509 |
| CASH FLOW FROM FINANCING ACTIVITY | | |
| Increase (Decrease) in lease liability | (360,408.29) | (1,891,445) |
| Proceeds from loan availments | 80,000,000 | 432,500,000 |
| Payment of loan | (98,901,961) | - |
| Interest paid | (28,893,203) | (24,947) |
| Dividends paid | (38,827,916) | (1,607,968,929) |
| Net cash from financing activities | (86,983,488) | (1,177,385,321) |
| NET INCREASE IN CASH | 1,795,435,439 | 937,756,206 |
| CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD | 2,000,178,939 | 1,778,570,078 |
| CASH AND CASH EQUIVALENTS AT END OF PERIOD | P 3,795,614,378 | P 2,716,326,284 |

PREMIUM LEISURE CORP AND SUBSIDIARIES
SCHEDULE OF RECEIVABLES, ADVANCES AND OTHER ASSETS
September 30, 2024

| NAME | AMOUNT |
|---|-----------------------------|
| Notes receivables - current | 2,100,000,000 |
| Trade receivables - current | 357,735,732 |
| Other receivable | 118,053,221 |
| Other current assets | 392,471,274 |
| Total Receivables and Other Assets | <u>2,968,260,227</u> |

**Current means collectible within a period of zero (0) to twelve (12) months*

Certification

We, **Armin Antonio B. Raquel Santos**, President and Chief Executive Officer, and **Dioville M. Villarias**, Chief Financial Officer, and Treasurer of **Premium Leisure Corp.**, a corporation duly registered under and by virtue of the laws of the Republic of the Philippines, with SEC registration number **AS93009289** and with principal office at **5/F, Tower A, Two E-Com Center, Palm Coast Avenue, Mall of Asia Complex CBP-1A, Pasay City** on oath state:

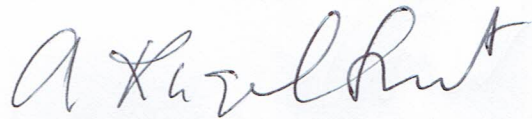
- 1) That we have caused this **SEC Form 17-Q (Quarterly Report)** for the period ended **September 30, 2024** to be prepared on behalf of **Premium Leisure Corp.**;
- 2) That we have read and understood its contents which are true and correct based on our own personal knowledge and/or on authentic records;
- 3) That the company, **Premium Leisure Corp.**, will comply with the requirements set forth in SEC Notice dated May 12, 2021 to effect a complete and official submission of reports and/or documents through electronic mail;
- 4) That we are fully aware that submitted documents which require pre-evaluation and/or payment of processing fee shall be considered complete and officially received only upon payment of a filing fee; and
- 5) That the e-mail account designated by the company pursuant to SEC Memorandum Circular No. 28, s. 2020 shall be used by the company in its submissions to CGFD.

NOV 07 2024

IN WITNESS WHEREOF, we have hereunto set our hand this ____th day of _____, 2024.



Dioville M. Villarias



Armin Antonio B. Raquel Santos

SUBSCRIBED AND SWORN to before me this ____ day of ____ 2024, in _____ City, Philippines.

NOV 07 2024

MAKATI CITY

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2024

NOTARY PUBLIC

ATTY. JOEL FERRER FLORES
Notary Public for Makati City
Until December 31, 2024
Appointment No. 115(2023-2024,
Roll Of Attorneys No. 77376
MCLE Compliance V01 No.0001393
Jan. 3, 2023 until Apr. 12, 2028
PTR NO.10073945/Jan. 2, 2024/Makati City
IBP No.330740/Jan. 2, 2024/Pasig City
107 Bataan St., Guadalupe Nuevo, Ma