

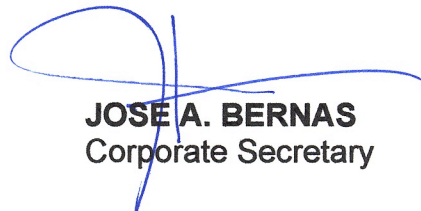


02 September 2019

Dear Stockholder,

Please take notice that an annual meeting of the stockholders of BERJAYA PHILIPPINES INC. will be held this year on 8 October 2019 at 9:00 a.m. at the Function Room of the Berjaya Makati Hotel, Philippines located at the corner of Makati Avenue and Eduque Street, Makati City, Metro Manila. The Agenda for the meeting is as follows:

1. Call to Order
2. Certification of Notice and Quorum
3. Ratification of the Minutes of the Special Stockholders Meeting held on 10 July 2019
4. Ratification of Corporate Acts of the Board of Directors for the year ended 30 June 2019
5. Report of the Chairman
6. Election of the Board of Directors of the Corporation
7. Appointment of External Auditors
8. Other Matters



**JOSE A. BERNAS**  
Corporate Secretary

**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 – BERJAYA PHILIPPINES INC.
3. Province, country or other jurisdiction of incorporation or organization - Manila, Philippines
4. SEC Identification Number – pre war 476
5. BIR Tax Identification Code - 001-289-374
6. Address of principal office - 9/F Rufino Pacific Tower, 6784 Ayala Avenue corner V.A. Rufino (formerly Herrera) Street, Makati City, Metro Manila 1229
7. Registrant's telephone number, including area code - (632) 811-0668
8. Date, time and place of meeting of security holders -  
The Annual Meeting of the Stockholders of Berjaya Philippines, Inc. (the Corporation) will be held on 8 October 2019, at 9:00 a.m. at the Function Room of the Berjaya Makati Hotel, Philippines located at the corner of Makati Avenue and Eduque Street, Makati City, Metro Manila.
9. Approximate date on which the Information Statement is first to be sent or given to security holders - 24 September 2019
10. *In case of Proxy Solicitations:* *Not applicable*

Name of Person Filing the  
Statement/Solicitor: \_\_\_\_\_  
Address and Telephone No.: \_\_\_\_\_

11. Securities registered pursuant to 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 or Amount of Debt Outstanding
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<b>COMMON</b>	<b>4,427,009,132</b>
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Amount of Debt Outstanding  
as of 30 April 2019 : Php 342,030,901.72

12. Are any or all of registrant's securities listed on the Philippine Stock Exchange?

Yes ✓ No           

If yes, disclose the name of such Stock Exchange and the class of securities listed therein:

The shares are listed in the Philippine Stock Exchange and are classified either as common or treasury shares.

### **GENERAL INFORMATION**

#### Date, time and place of meeting of security holders

The Annual Meeting of the Stockholders of Berjaya Philippines, Inc. (the Corporation) shall be held on 8 October 2019, at 9:00 a.m. at the Function Room of the Berjaya Makati Hotel located at the corner of Makati Avenue and Eduque Street, Makati City, Metro Manila.

The complete mailing address of the principal office of the registrant is 9/F Rufino Pacific Tower, 6784 Ayala Avenue corner V. A. Rufino (formerly Herrera) Street, Makati City, Metro Manila.

The Information Statement will approximately be sent or given first to stockholders of record on 24 September 2019 or at least fifteen (15) business days before the meeting date.

<b>WE ARE NOT ASKING YOU FOR A PROXY AND YOU ARE REQUESTED NOT TO SEND US A PROXY.</b>
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### Dissenters' Right of Appraisal

Pursuant to Section 81 of the Corporation Code of the Philippines (the Corporation Code), any stockholder of the Corporation shall have the right to dissent and demand payment of the fair value of his shares in the following instances:

1. In case any amendment to the Articles of Incorporation has the effect of changing or restricting the rights of any stockholders or class of shares, or of authorizing preferences in any respect superior to those of 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; and
3. In case of merger or consolidation.

The agenda for the Annual Stockholders' Meeting on 8 October 2019 does not include any of the foregoing instances.

### Interest of Certain Persons in or Opposition to Matters to be Acted Upon

No current director or officer of the Corporation, or nominee for election as directors of the Corporation, or any associate thereof, has any substantial interest, direct or indirect, by security holdings or otherwise, in any matter to be acted upon.

No director has informed the Corporation in writing that he intends to oppose any action to be taken by the registrant at the meeting.

## **CONTROL AND COMPENSATION INFORMATION**

### Voting Securities and Principal Holders Thereof

There are four billion four hundred twenty seven million nine thousand one hundred thirty two (4,427,009,132) issued and outstanding common shares of stock of the Corporation entitled to vote at the Annual Stockholders' Meeting, each of which is entitled to one (1) vote.

Foreign membership amounts to 3,836,777,731 shares equivalent to 88.38 % broken down per nationality as follows:

CITIZENSHIP	SUBSCRIBED/ OUTSTANDING	AMOUNT	PAID-UP	PERCENTAGE HOLDINGS	NUMBER OF STOCKHOLDERS
SPANISH	1,834,960	1,834,960.00	1,834,960.00	0.0423	18
MALAYSIAN	610,205,316	610,205,316.00	610,205,316.00	14.0559	5
OTHER ALIEN	2,369,470	2,369,470.00	2,369,470.00	0.0546	7
FILIPINO	504,992,909	504,992,909.00	504,992,909.00	11.6323	102
SWISS	2,400	2,400.00	2,400.00	0.0001	1
BRITISH	229,920	229,920.00	229,920.00	0.0053	2
UNCLASSIF	85,728,277	85,728,277.00	85,728,277.00	1.94	1
AMERICAN	276,000	276,000.00	276,000.00	0.0064	5
CHINESE	3,221,369,880	3,221,369,880.00	3,221,369,880.00	74.2032	3
TOTALS	4,427,009,132	4,427,009,132.00	4,427,009,132.00	100.00	143

The cut-off date of presented information in this Statement is as of 30 August 2019.

The record date for closing the stock and transfer book of the Corporation in order to determine the stockholders entitled to vote at the Annual Stockholders' Meeting is 9 September 2019.

For purposes of the election of directors, all stockholders of record are entitled to cumulative voting rights as provided by the Corporation Code, and there are no conditions precedent to the exercise thereof. Further, no discretionary authority to cumulate votes is being solicited. A stockholder may vote such number of shares for as many persons as there are directors to be elected or he may cumulate said shares and give one candidate as many votes as the number of directors to be elected multiplied by the number of his shares, or he may distribute them on the same principle among as many candidates as he shall see fit.

#### Security Ownership of Certain Record and Beneficial Owners

##### Holders

As of 30 August 2019, there are four billion four hundred twenty seven million nine thousand one hundred thirty two (4,427,009,132) issued and outstanding common shares of stock of the Corporation. Out of the issued and outstanding capital, 85,728,277 shares or 0.019% is held by the Berjaya Philippines Inc.

The top twenty (20) stockholders of Berjaya Philippines Inc., including their shares and their percentage of total common shares outstanding held by each as of 30 August 2019 are as follows:

Name	Number of Shares Held	Percentage of Total Shares Held
BERJAYA LOTTERY MANAGEMENT(H.K.), LTD.	3,221,238,280	74.20 %
BERJAYA SPORTS TOTO (CAYMAN) LIMITED	610,205,150	14.06 %
PCD NOMINEE CORPORATION (Filipino)	250,356,385	5.77 %
ABACUS SECURITIES CORP.	92,000,000	2.12 %
ABACUS SECURITIES CORPORATION	8,000,000	0.18 %
PCD NOMINEE CORPORATION (Non-Filipino)	2,127,830	0.05 %
FAR EAST MOLASSES CORPORATION	1,554,880	0.04 %
CONCEPCION TEUS VDA.	650,000	0.01 %
DOLORES TEUS DE M. VARA	552,000	0.01 %
STEINER, NORMA O.	300,320	0.01%
CORPORACION FRANCISCANA	293,920	0.01 %
THE PHIL.-AMERICAN GEN.	226,400	0.01 %
PHIL. REMNANTS CO., INC.	224,160	0.01 %
ELIZALDE, FRANCISCO J.	206,800	0.00 %
ZERNICHOW, CHRISTIAN D.	174,160	0.00 %
ELIZALDE, JOAQUIN M.,	168,800	0.00 %
MA. TERESA VARA DE REY Y TEUS	148,320	0.00 %
MA. DOLORES VARA DE	148,320	0.00 %
ECHEGOYEN, LUIS C.	147,280	0.00 %
LEDESMA, ANITA L. DE		

#### Treasury Shares

As of 30 August 2019 the Issuer holds in its name a total of eighty five million seven hundred twenty eight thousand two hundred seventy seven (85,728,277) treasury shares.

#### Dividends

##### *(a) Dividends declared by Berjaya Philippines Inc.*

On 28 October 2004 the Corporation declared cash dividends to all stockholders on record as of November 17, 2004 or a total of ₱87.14 million.

On 5 January 2012, the Corporation declared cash dividends amounting to ten centavos per share to all stockholders of record as of 19 January 2012.

On 5 October 2015, the Issuer declared stock dividends at a rate of 4 common shares for every common share held to taken from the increase in authorized capital stock. On the same date, the Issuer caused the reversal of previously allocated funds for capex

and corporate expansion and appropriated ₱3.47 billion from the Issuer's retained earnings for the distribution of stock dividends.

*(b) Dividends Declared by the Issuer's former subsidiary – PGM*

From 2007 to 2014, the Corporation's subsidiary, PGM, issued cash dividends amounting to six billion forty six billion pesos (₱6.46 billion).

On 16 July 2015, the Corporation declared cash dividends amounting to one hundred million pesos (₱100.0 million).

On 1 September 2015, the Corporation declared cash dividends amounting to one hundred eighty million pesos (₱180.0 million).

On 2 October 2015, the Corporation declared cash dividends amounting to two hundred million pesos (₱ 200.0 million).

On 8 January 2016, the Corporation declared cash dividends amounting to two hundred million pesos (₱ 200.0 million).

On 13 June 2017, the Corporation declared cash dividends amounting to one hundred seventy million pesos (₱170,000,000.00).

On 11 September 2017, the Corporation declared cash dividends amounting to one hundred thirty million pesos (₱ 130,000,000.00).

On 23 January 2018, the Corporation declared cash dividends amounting to one hundred fifty million pesos (₱ 150,000,000.00).

On 5 April 2018, the Corporation declared cash dividends amounting to one hundred fifty million pesos (₱150,000,000.00).

On 30 April 2018, the Corporation declared cash dividends amounting to fifty million pesos (₱ 50,000,000.00).

On 17 August 2018, the Corporation declared cash dividends amounting to one hundred twenty million pesos (₱ 120,000,000.00).

On 28 November 2018, the Corporation declared cash dividends amounting to two hundred twenty million pesos (₱ 220,000,000.00).

*(c) Dividends Declared by the Issuer's wholly owned subsidiary – PHPI*

In April 2012, the Corporation declared cash dividends amounting to ten million pesos (₱10,000,000.00 million).

In August 2013, the Corporation declared cash dividends amounting to four million pesos (₱ 4,000,000.00).

### Recent Sales of Unregistered Securities

There were no sales of unregistered securities over the last five (5) fiscal years.

### Security Ownership of Holders of more than 5%

According to the records of the Issuer's stock and transfer agent, security ownership of holders of more than five percent (5%) of the Company's securities as of 30 August 2019 are as follows:

<b>Name and Address of Record Owner</b>	<b>Name of Beneficial Owner / Relationship with Record Owner</b>	<b>Citizenship</b>	<b>Number of Shares Held</b>	<b>Percentage Held</b>
Berjaya Lottery Management (H.K.) Ltd. Level 54, Hopewell Centre, 183 Queen's Road East, HongKong	Berjaya Lottery Management (H.K.) Ltd. (same as record owner) persons entitled to vote is Messrs.SeowSwee Pin or Tan EngHwa, in the said order of preference	Chinese	3,221,238,280 (common shares)	74.20%
Berjaya Sports Toto (Cayman) Limited 190 Elgin Avenue, George Town, Grand Cayman KYI-9005 Cayman Islands	Berjaya Sports Toto (Cayman) Limited (same as record owner) person entitled to vote is SeowSwee Pin	Caymanian	610,205,150 (common shares)	14.06%
Berjaya Philippines Inc. 9th Floor RufinoPacific Tower 6784 Ayala corner V.A. Rufino (Herrera) St. Makati City, M.M.	Berjaya Philippines Inc. (same as record owner) person entitled to vote is the Acting President of the Corporation, Tan Sri Ibrahim Saad	Filipino	85,728,277	1.97%

There has been no change in the control of the Corporation since the beginning of its last fiscal year. The transfer price of the Corporation's outstanding common listed shares



decreased as can be seen from its posted prices at the Philippine Stock Exchange. The decrease may be due to the general or prevailing economic situation in the country.

### Security Ownership of Management

Security ownership of the directors and officers of the Corporation as of 30 August 2019 are as follows:

Title of Class	Name of Beneficial Owner	Amount and Nature of Beneficial Ownership	Citizenship	Number of Shares Held	Percentage Held
Common	Tan Sri Ibrahim Saad	₱ 11.65	Malaysian	5	0.00%
Common	Wong Ee Coln	₱ 2.33	Malaysian	1	0.00%
Common	Seow Swee Pin	₱ 186.40	Malaysian	80	0.00%
Common	George T. Yang	₱ 186.40	Filipino	80	0.00%
Common	Jaime Y. Ladao	₱ 186.40	Filipino	80	0.00%
Common	Jimmy S. Soo	₱ 174.75	Filipino	75	0.00%
Common	Tan Eng Hwa	₱ 186.40	Malaysian	80	0.00%
Common	Jose A. Bernas	₱ 186.40	Filipino	80	0.00%
Common	Marie Lourdes Bernas	₱ 1,165.00	Filipino	500	0.00%

There are no voting trust holders of five percent (5%) or more of the Corporation's securities. The figures above are based on the last transaction or market price as of 30 August 2019 which is two pesos and thirty three centavos (₱ 2.33) per share.

There are no arrangements which may result in a change in control of the Corporation.

### Directors and Executive Officers

The current directors and officers of the Corporation are listed below:

Directors / Officers	Designation	Citizenship
1. Tan Sri Ibrahim B Saad	Director / Chairman	Malaysian
2. Wong Ee Coln	Director / President	Malaysian
3. Seow Swee Pin	Director	Malaysian
4. George T. Yang*	Director	Filipino
5. Jaime Y. Ladao *	Director	Filipino
6. Jimmy S. Soo	Director	Filipino
7. Tan Eng Hwa	Director / Treasurer	Malaysian
8. Jose A. Bernas	Corporate Secretary	Filipino
9. Marie Lourdes Bernas	Assistant Corporate Secretary	Filipino

\* The independent directors, Messrs. George T. Yang, and Jaime Y. Ladao are independent minority stockholders who are not employees nor officers of the Corporation, and whose shareholdings are less than two percent (2%) of the Corporation's equity pursuant to Section 38 of the Securities Regulation Code.

Mr. George T. Yang is an independent director of the Issuer. The former treasurer of the Corporation, Mr. Low Siaw Peng, nominated Mr. Yang as independent director. Messrs. Yang and Low are not related to each other.

Mr. Jaime Y. Ladao is the second independent director of the Issuer. Mr. Jose A. Bernas, a stockholder and the Corporate Secretary nominated Mr. Jaime Y. Ladao in a meeting of the Board, to serve the unexpired term of Mr. Val Antonio B. Suarez, Esq. Messrs. Ladao and Bernas are not related to each other.

The members of the Nomination Committee are Messrs. Tan Eng Hwa, Jaime Y. Ladao, and Seow Swee Pin, with Mr. Ladao sitting as Chairman.

Procedures of SRC Rule 38 have been followed in the nomination and qualification of independent directors.

The Corporation will observe the term limits for independent directors imposed by SEC Memorandum Circular No. 4, Series of 2017 which became effective on 31 March 2017, or 15 days after its publication in two newspapers of general circulation on 16 March 2017. The Corporation's two current independent directors may serve as independent directors until the year 2021 in compliance with the cumulative nine-year term reckoned from the year 2012.

In compliance with SEC Memorandum Circular No. 5, Series of 2017, the independent directors' *Certification of Independent Director* on their qualification are attached to this *Information Statement*.

The term of a Director is for one (1) year and Directors are elected annually during the annual stockholders meeting.

The current Board of Directors are as follows:

	<b>Name</b>	<b>Age</b>	<b>Positions/Offices/Directorships Held for the past Five (5) years</b>
1.	Tan Sri Ibrahim Saad	73	Independent Director, Chairman of the Board: Berjaya Philippines Inc. Former Ambassador of Malaysia to the Philippines Former President (Vice Chancellor) University Kuala Lumpur Former Chairman: Penang Regional Development Authority Former Deputy Transport Minister Former Deputy Chief Minister of the State of Penang Former Member of Parliament, Malaysia Chairman of the Governing Board of Directors National University of Malaysia
2.	Seow Swee Pin	62	Director: Berjaya Philippines Inc.

Director and Chairman of the Board:  
Philippine Gaming Management Corporation  
Cosway Philippines Inc.

Director:  
Neptune Properties Inc.  
Perdana Land Philippines Inc.  
Perdana Hotel Philippines Inc.  
Sanpiro Realty and Development Corporation  
Berjaya Pizza (Philippines) Inc.

Executive Director:  
Sports Toto Malaysia Sdn. Bhd.  
Berjaya Sports Toto Berhad

Member:  
Malaysian Institute of Accountants and  
Certified Practicing Accountants,  
Australia  
Malaysian Institute of Accountants and Certified  
Practicing Accountants, Australia

3. Dr. George T. Yang 79

Independent Director:  
Berjaya Philippines Inc.  
Philippine Gaming Management Corporation

Chairman and Founder:  
Golden Arches Development Corporation  
(McDonald's Philippines)

Chairman of the Board:  
First Georgetown Ventures, Inc.  
MDS Call Solutions Inc.  
Advance Food Concepts Mfg. Inc.  
Ronald McDonald House Charities of the Phils.  
Trojan Computer Forms, Inc.  
Canyon Hills and Marina Inc.  
Canyon Hills Real Estate and Development Inc.  
GY Alliance Concepts Inc.  
Northview Builder and Development

Corporation

Laurel Lakeside Corp  
Klassikal Music Foundation Inc.  
Chairman of the Board and President:  
Golden Arches Realty Corporation  
Chairman:  
Paseo Premier Residences Inc.  
Paseo Dormitories Inc.  
Lead Logistics Innovations Inc.  
Fast Serve Solutions Systems Inc.  
Clark Mac Enterprises Inc.  
Creative Gateway Inc.  
Davao City Food Industries Inc.  
Golden City Food Industries Inc.

First Golden Laoag Ventures Inc.  
 First Creative Arch Restaurant Corporation  
 First Premiere Arches Restaurants Inc.  
 Golden Laoag Foods Corporation  
 Molino First Golden Food Inc.  
 Onzal Development Corporation  
 Prime Arch Creative Restaurants Inc.  
 Retiro Golden Foods Inc.

Vice Chairman:

Oceonfront Properties Inc.  
 TransAire Development Holdings Corporation

Member of the Board of Governors:

Ayala Center Estate Association  
 The Tower Club, Inc.

Member of the Board of Trustees

San Beda College Manila

Former Dean:

Consular Corps of the Philippines (2014)

Doctor of Humanities, *honoris causa*

De La Salle University

Masters Degree in Business Administration

Wharton School, University of Pennsylvania

Former Member of the Asian Executive Board

Wharton School, University of Pennsylvania

Cum Laude, Bachelor of Science in Business Administration

De La Salle University

Consul General *ad honorem*:

State of Eritrea

4. Jaime Y. Ladao 80

Independent Director:

Berjaya Philippines Inc.  
 San Miguel Corporation

Chairman:

Audit Committee, Berjaya Philippines Inc.  
 (2016 to date)

Audit Committee, San Miguel Corporation 1990

Member:

Philippine Dispute Resolution Center, Inc.  
 Exec. Committee, San Miguel Corporation 1989

Director:

Corporate Governance Institute of the Phils.  
 Dun & Bradstreet Philippines. Inc.

Founder and Member:

Financial Executive Institute of the Philippines

National President (1991-1992) and Member:

Boy Scouts of the Philippines

Past Board Member and Treasurer:

Management Association of the Philippines

Member:  
 Philippine Dispute Resolution Inc.  
 Fellow:  
 Australian Institute of Corporate Directors  
 Founder and Executive Chairman:  
 Consumer Credit Score Philippines Inc.  
 licensed to issue FICO Consumer and  
 SME Scores in the Philippines  
 Director, Member of the Executive Committee and  
 Former Chair of the Audit Committee (1990-1991):  
 San Miguel Corporation  
 Founder and Past President  
 Philippine Rating and Services Corporation

5. Jimmy S. Soo 61

Director:  
 Berjaya Philippines Inc.  
 Berjaya Pizza (Philippines) Inc.  
 First Abacus Financial Holdings Corporation  
 Chairman and President:  
 Kailash PMN Management, Inc.  
 Tortola Resources, Inc.  
 Trimante Holdings Phils., Inc.  
 Director and Corporate Secretary:  
 Abacus Capital & Investment Corporation  
 St. Giles Hotel (Manila), Inc.  
 Bagan Resources Pte Inc.  
 Corporate Secretary:  
 Limketkai Manufacturing Corporation  
 Limketkai Sons, Inc.  
 Paramount Life & General Holdings Corp.  
 Paramount Life & General Insurance Corp.  
 Resident Agent:  
 IDP Education Pty Limited  
 Member of the Board of Trustees:  
 Berjaya Foundation Inc.  
 Managing Partner:  
 Soo Gutierrez Leogardo & Lee Law Offices

6. Wong Ee Coln 40

Director and President:  
 Berjaya Philippines Inc.  
 Executive Director:  
 Berjaya Group Bhd.  
 Chartered Financial Analyst (CFA) and member:  
 CFA Institute  
 1<sup>st</sup> Class Bachelor of Engineering (Mechanical  
 Engineering) Degree:  
 University of Birmingham  
 Extensive working experience in the field of property  
 development and investment

7. Tan Eng Hwa	49	<p>Director and Treasurer: Berjaya Philippines Inc.</p> <p>Director, Vice President and Treasurer: Philippine Gaming Management Corporation</p> <p>Director and Treasurer: Perdana Hotel Philippines Inc. Perdana Land Philippines Inc. Berjaya Pizza (Philippines) Inc. Bermaz Auto Philippines Inc. Berjaya Auto Asia Inc. Cosway Philippines Inc. Ssangyong Berjaya Motor Philippines Most Pretty Lady Holdings Inc. Sanpiro Realty &amp; Development Corporation Landphil Management and Development Corp.</p> <p>Director: Beautiful Creation Holdings Inc. Floridablanca Enviro Corporation</p> <p>Member of the Board of Trustees and Treasurer: Berjaya Foundation, Inc.</p> <p>Member: Malaysian Institute of Accountants</p> <p>Masters Degree in Business Administration: University of Chicago, USA</p> <p>Masters Degree in Science in Professional Accountancy University of London</p>
8. Jose A. Bernas	59	<p>Corporate Secretary: Berjaya Philippines Inc. Philippine Gaming Management Corporation Berjaya Pizza (Philippines) Inc. Bermaz Auto Philippines Inc. Perdana Hotel Philippines Inc. MOL AccessPortal Inc. Uniwiz Trade Sales Inc. Cosway Philippines Inc. Swift Foods, Inc. Philippine National Construction Corporation</p> <p>Director and President: Discovery Centre Condominium Corporation</p> <p>Chairman of the Board and Director: Automation Specialists &amp; Power Exponents Inc. Perdana Land Philippines Inc.</p> <p>Director and Corporate Secretary: Florida Enviro Corporation Beautiful Creation Holdings Inc. Most Pretty Lady Holdings Inc. Berjaya Auto Asia Inc.</p>

VST-ECS Philippines Inc.  
 Trustee and Corporate Secretary:  
 Berjaya Foundation, Inc.  
 Professorial Lecturer:  
 Ateneo de Manila University School of Law  
 Managing Partner:  
 Bernas Law Offices

9. Marie Lourdes Sia-Bernas 53

Assistant Corporate Secretary:  
 Berjaya Philippines Inc.  
 Philippine Gaming Management Corporation  
 Berjaya Pizza (Philippines) Inc.  
 Berjaya Foundation Inc.  
 Bermaz Auto Philippines Inc.  
 Berjaya Auto Asia Inc.  
 Perdana Land Philippines Inc.  
 Perdana Hotel Philippines Inc.  
 MOL AccessPortal Inc.  
 Uniwiz Trade Sales Inc.  
 Cosway Philippines Inc.  
 Sanpiro Realty & Development Corporation  
 Ssangyong Berjaya Motor Corporation  
 Beautiful Creation Holdings Inc.  
 Most Pretty Lady Holdings Inc.  
 VST-ECS Philippines Inc.  
 Go.Life International Holdings Inc.  
 GK International Holdings Inc.  
 Swift Foods, Inc.  
 Corporate Secretary:  
 Olsen's Food Corporation  
 Automation Specialists & Power Exponents Inc.  
 Juillet Trading Corporation  
 Ultasaurus Philippine Trading Inc.  
 Neptune Holdings Inc.  
 Discovery Centre Condominium Corporation  
 Noblesse Holdings Inc.  
 President:  
 Deux Mille Trading Corporation  
 Silver Giggling Buddha Trading Inc.  
 Sanpiro Realty & Development Corporation  
 Director and Assistant Corporate Secretary:  
 Floridablanca Enviro Corporation  
 Member since October 2012 to date:  
 American Academy of Project Management  
 Administrative Partner:  
 Bernas Law Offices

There are no family relationships between and among the directors and officers of the Corporation, except for the Corporate Secretary Jose A. Bernas and the Assistant

Corporate Secretary Marie Lourdes T. Sia-Bernas who are married to each other; and director Jimmy S. Soo who is a brother of Paulino S. Soo, the President of the Corporation's wholly-owned subsidiary Philippine Gaming Management Corporation.

There is no person who is not an officer who is expected by the Corporation to make a significant contribution to the business. Neither is there an arrangement that may result in the change in control of the Corporation.

None of the current directors and officers work in government. Neither does the proposed additional director enumerated below work in government.

#### Involvement in legal proceedings of directors

None of the directors are involved in any bankruptcy petition, have been convicted by final judgment or are subject to any court order, judgment or decree, including the violation of a securities or commodities law during the past five (5) years up to the filing of this report.

#### Directors and Executive Officers as a Group

As of 30 August 2019 :

(1) Title of Class	(2) Name of Record/ Beneficial Owner	(3) Amount and Nature of Record/ Beneficial Ownership	(4) Percentage Held
common shares	Directors and Executive Officers As a Group	981	0.001 %
	<b>T o t a l :</b>	<b>981</b>	<b>0.001 %</b>

#### Certain Relationships and Related Transactions

There has been no material related transactions during the past two years, nor is any material transaction presently proposed, to which any director, executive officer of the Corporation or security holder of more than five percent (5%) of the Corporation's voting securities, any relative or spouse of any director or executive officer or owner of more than five percent (5%) of the Corporation's voting securities had or is to have direct or indirect material interest.

Seventy Four point Twenty Percent (74.20%) of the equity of the Corporation is owned by Berjaya Lottery Management (H.K.) Limited. Berjaya Lottery Management (H.K.) Limited is one hundred percent (100%) owned by Berjaya Sports Toto (Cayman) Ltd. who is in turn one hundred percent (100%) owned by Magna Mahsuri Sdn Bhd.

No voting trusts or change in control arrangements are recorded in the books of the Corporation.



### Compensation of Directors and Executive Officers

The members of the Board of Directors of the Corporation are entitled to reasonable per diem for actual attendance of any regular or special meeting of the Board of Directors. The directors as a group, were paid Four Million Three Hundred Fifty Thousand Pesos (₱4,350,000.00) in financial year ended 30 June 2019. No salary, bonuses or other compensation has been stipulated or paid to Executive officers for acting as such.

There is no need to disclose a summary compensation table because the Issuer does not have employees and does not pay out salaries. There are no standard agreements for the compensation of directors and the top four executive officers as there are no salaries paid, except for Tan Sri Dr. Seri Ibrahim Bin Saad who receives a monthly compensation of Ten Thousand Ringgit Malaysia (RM10,000.00) or its equivalent in Philippine pesos. Tan Sri Dr. Seri Ibrahim Bin Saad was paid the same amount in monthly compensation for the past three (3) years. The officers are either directors who receive only their reasonable per diems issued to all directors or are engaged by the corporation on a professional basis like the law firm of the corporate secretary and assistant corporate secretary who are not employees of the Corporation.

There are no warrants or options on re-pricing or employment contracts or termination of employment contracts entered into by the Corporation. , Neither is there a change in the control arrangement between the Corporation and the executive officers.

There is no pending litigation in which the Corporation is involved either directly or indirectly in the past five years. Neither has the Corporation filed a petition for bankruptcy, been subject to any order, judgment or decree or convicted by final judgment.

### Material Pending Legal Proceedings

There is no material pending legal proceeding to which the Corporation is a party to up to the time of the preparation of this report that undersigned is aware of, except for a suit filed by Philippine Gaming Management Corporation (PGMC), the Corporation's wholly owned subsidiary against the Philippine Charity Sweepstakes (PCSO).

### Violation of a Securities or Commodities Law

To its knowledge, the Corporation is not in violation of a Securities or Commodities Law.

### Independent Public Accountants

For professional services rendered on the audit of the financial statements of the Corporation and its subsidiaries, Punongbayan & Araullo was paid the amounts of Php165,000.00 for its audit on the Corporation, Php425,000.00 and Php190,000.00 for its audit on PGMC and PHPI, the wholly owned subsidiaries of the corporation for the financial year ended 30 April 2019. The same amount was paid to Punongbayan & Araullo for its audit on the Corporation for the financial years ended 30 April 2018 and 30 April 2017.

There are no other services other than the audit and review of the Corporation's financial statements rendered by the external auditor for tax accounting, compliance, advice, planning and other form of tax services.

The election, approval or ratification of the registrant's public accountant shall be discussed during the Annual Meeting on 8 October 2019. Punongbayan & Araullo, which is the principal accountant for the previous fiscal year ending 30 April 2019, was selected during the Annual Meeting held on 4 October 2018 and will be recommended for re-appointment this 8 October 2019 during the annual stockholders' meeting.

Representatives of Punongbayan & Araullo are expected to be present at the Annual Meeting. They will have the opportunity to make a statement if they desire to do so and they are expected to be available to respond to appropriate questions.

As a matter of procedure, Punongbayan & Araullo submits the corporation's Audited Financial Statements to the Audit Committee, which in turn submits the same Audited Financial Statements to the Board of Directors for approval.

There are no changes in or disagreements with accountants on accounting and financial disclosure.

The partner at Punongbayan & Araullo assigned to the Issuer is changed or rotated in compliance with SRC Rule 68 (3) (b) (iv).

#### Recent Sales of Unregistered or Exempt Securities

There is no sale of unregistered or exempt securities including recent issuance of securities constituting an exempt transaction.

#### Audit Committee

The members of the Audit Committee are as follows:

Chairman	-	Jaime Y. Ladao
Member	-	Tan Sri Seri Ibrahim Bin Saad
Member	-	Seow Swee Pin

#### Nomination Committee

The members of the Audit Committee are as follows:

Chairman	-	Jaime Y. Ladao
Member	-	Tan Sri Seri Ibrahim Bin Saad
Member	-	Seow Swee Pin

#### Compensation Plans

There are no compensation plans.

#### Amendments of Charter, By-Laws and Other Documents

There are no proposed amendments in the Articles of Incorporation or By-Laws of the Corporation.

## **OTHER MATTERS**

There are no material matters that need approval by the stockholders in the stockholders' meeting.

### Plans to Improve Corporate Governance of the Corporation

The Corporation will continue monitoring compliance with its *Manual on Corporate Governance* to ensure full compliance thereto.

The Corporation shall implement its corporate governance rules in accordance with the Revised Code of Corporate Governance under SEC Memorandum Circular No. 06-2009. The Revised Manual on Corporate Governance is available for inspection by and shareholder at reasonable hours on business days.

### Voting Procedures

The election of the Board of Directors, as well as the appointment of the external auditors shall be decided by the plurality vote of stockholders present in person and entitled to vote thereat by cumulative voting, provided that quorum is present.

The vote of at least two-thirds of the stockholders representing the outstanding capital stock of the Corporation will be required in order to amend the Corporation's Articles of Incorporation or By-Laws.

Voting shall be by ballot unless the number of nominees does not exceed the number of directors to be elected in which case, voting by ballot may be dispensed with. Each ballot shall be signed by the stockholder voting, and shall state the number of shares voted by him. The votes will be counted manually and will be supervised by the transfer agent.

Voting shall be by ballot. Each ballot shall be signed by the stockholder voting, and shall state the number of shares voted by him. The votes will be counted manually and will be supervised by the transfer agent.

The Quarterly Report under SEC Form 17-Q for the quarter ended 31 July 2019 shall be available without charge to stockholders requesting for a copy.

## **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 hereunto authorized on 19 September 2019.

**BERJAYA PHILIPPINES INC.**

  
By: **MARIE LOURDES T. SIA-BERNAS**  
Assistant Corporate Secretary



## MANAGEMENT REPORT

Dear Stockholders,

### **Business**

Berjaya Philippines, Inc. ("the Corporation") was incorporated on 12 November 1924 as Central Azucarera de Pilar mainly for the purpose of production of sugar. It subsequently changed its primary purpose to a holding corporation and changed its name to Prime Gaming Philippines, Inc. (PGPI) in 1998 and to Berjaya Philippines in 2010.

In 1998, the Corporation completed the acquisition of its subsidiary corporation, Philippine Gaming Management Corporation ("PGMC"), whose principal activity is the leasing of on-line lottery equipment and providing software support to the Philippine Charity Sweepstakes Office ("PCSO"). In July 2019, the Corporation disposed of 20% of its shareholdings, and subsequently did not subscribe to the issuance of additional shares from the unissued capital of PGMC. To date, the Corporation's equity in PGMC is at 39.99%.

In December 2009, the Corporation acquired a 232-room hotel, which operated as the Best Western Astor Hotel until 16 March 2010. The acquisition was made by the Corporation's subsidiary, Perdana Hotel Philippines Inc. ("PHPI") under the business name Berjaya Makati Hotel. The Corporation also subscribed to forty percent (40%) of the shares of stock of Perdana Land Philippines Inc. ("PLPI") which owns the land leased by PHPI.

In July 2010, the Corporation invested in Berjaya Pizza Philippines Inc. ("BPPI"), a company engaged in the manufacture, sale and distribution of food and beverages, and to operate, own, franchise, license or deal in restaurant related business operations. In 2017, the Corporation's equity interest in BPPI increased from forty one point forty three percent (41.43%) to forty eight point thirty eight percent (48.38%).

In August 2012, the Corporation invested in Bermaz Auto Philippines Inc. ("BAPI"), formerly Berjaya Auto Philippines Inc., a corporation engaged in the sale and distribution of all types of motor vehicles. On 12 September 2012, BAPI entered into a Distributorship Agreement with Mazda Motor Corporation of Japan for the distribution of vehicles bearing the Mazda brand within the territory of the Philippines. In 2017, the Corporation's equity interest in BAPI was diluted from thirty five percent (35%) to twenty five point forty eight percent (25.48%) when the Corporation agreed to take in more investors. In 2018, the Corporation made additional investment in BAPI which resulted to the increase in its effective ownership interest over BAPI to twenty eight point twenty eight percent (28.28%).



In September 2012, the Corporation invested in Cosway Philippines Inc. ("CPI"), primarily to engage in the wholesale of various products. At present, CPI has not yet started its commercial operations. The Corporation's equity or interest in CPI is equivalent to forty percent (40%).

In 2014, the Corporation obtained control over H.R. Owen Plc ("H.R. Owen"), after a series of cash offers from HR Owen's existing stockholders. Incorporated in England, HR Owen operates a number of vehicle franchises in the prestige and specialist car market for both sales and after sales, predominantly in the London area. In 2015, HR Owen acquired 100% ownership over Bodytechnics in order to enhance its aftersales operations. In 2017, the Corporation acquired shares from Bentley Motor Limited to increase its stake in the profitable business of H.R. Owen. *In August 2018, the corporation acquired shares from minority shareholders which the Corporation's equity interest in HR Owen is equivalent to one hundred percent (100%).*

In July 2015, the Corporation invested in Ssangyong Berjaya Motor Philippines Inc. ("SBMPI"), a corporation engaged in the sale and distribution of all types of motor vehicles. On 01 May 2016, SBMPI entered into a Distributorship Agreement with Ssangyong Motor Company of Korea for the distribution of vehicles bearing the Ssangyong brand within the territory of the Philippines. At present, the Corporation's equity interest in SBMPI is equivalent to twenty one point sixty seven percent (21.67%).

In May 2016, the Corporation acquired forty one point forty six percent (41.46%) shares of Neptune Properties Inc. ("NPI"), a corporation engaged in the real estate business.

In April 2017, the Corporation incorporated a wholly owned subsidiary under the name of Berjaya Enviro Philippines Inc., a corporation engaged in the service business of protecting, cleaning, and preserving the environment. In December 2017, the Securities and Exchange Commission approved the Corporation's application to amend its name to Floridablanca Enviro Corporation.

In April 2018, the Corporation acquired twenty five percent (25%) of the equity in Chailease Berjaya Finance Corporation, a corporation engaged in the leasing and financing business.

*In April 2018, the Corporation acquired 100% ownership to eDoc Holdings ("eDoc") from its subsidiary H.R. Owen with the assumption of the eDoc's outstanding liability. eDoc Holdings was incorporated on July 25, 2017 and is registered to engaged as a holding company in London. Videodoc was incorporated to engage in the business of providing online health consultations and private care service to patients. Videodoc's principal place business is located in London. At present, eDoc's equity interest in Videodoc is equivalent to twenty point fifteen only (20.15%).*

As of 30 April 2019, the Corporation does not have employees. Its subsidiaries, PHPI, Floridablanca Enviro Corporation and H.R. Owen have sixty nine (69), sixty seven (67), and five hundred fifty three (553) employees, respectively. The Corporation does not anticipate any substantial increase in the number of its employees within the ensuing twelve (12) months. There are no supplemental



benefits or incentive arrangements the subsidiaries have or will have with its employees.

## **Financial Statements**

The Audited Financial Statements of the Corporation as of 30 April 2019 is attached.

## **Disagreements with Accountants on Accounting and Financial Disclosures**

There are no disagreements with the accountants on accounting and financial disclosures.

## **Management's Discussion and Analysis of Financial Conditions and Results of Operations**

The Corporation's principal activity is investment holding. Prior to divesting most of its shares in Philippine Gaming Management Corporation (PGMC), it had since 1998 and through PGMC, operated the business of leasing online lottery equipment and providing software support in the Luzon Region to the Philippine Charity Sweepstakes Office (PCSO), a Philippine government agency responsible for lotteries and sweepstakes; 100% equity interest in H.R. Owen Plc. (HR Owen), a luxury motor retailer, which operates a number of vehicle dealerships in the prestige and specialist car market for both sales and after sales, predominantly in London, UK; and the wholly-owned Perdana Hotel Philippines Inc. (PHPI) which operates Berjaya Makati Hotel in Makati City, Metro Manila.

### **2019 Compared to 2018**

#### **Results of Operations**

The Corporation and its subsidiaries (the Group) generated total revenues from operating sources of about ₱32.46 billion for the year ended 30 April 2019, an increase of ₱1.6 billion (5.3%) over total revenues of ₱30.83 billion in the previous financial year. The increase was primarily due to a higher revenue contribution from H.R. Owen in the financial year under review upon conversion into Philippine Peso.

PGMC recorded revenue of ₱1.31 billion, a decrease of ₱329.42 million (20.1%) from ₱1.64 billion in the previous financial year mainly due to lower lottery ticket sales as well as the lower lease income rate applied for this financial year.

PHPI which operates Berjaya Makati Hotel in Makati City recorded increased in revenue of ₱130.37 million compared to ₱129.36 million in the previous financial year. The increase of ₱1.0 million (0.8%) in revenue was mainly due to slight increase in room occupancy level compared to the previous financial year.

HR Owen recorded revenue of ₱31.02 billion in the financial year under review compared to ₱29.05 billion in the previous financial year, the increase of ₱2.2 billion



(7.7%), was mainly due to increase in the number of new models sold across various franchises.

The Group's total cost and operating expenses for the year ended 30 April 2019 increased by ₦1.53 billion (5.2%) to ₦31.19 billion from ₦29.66 billion for the same period in 2018. The increase is attributed to the following: (1) cost of vehicles sold increased by ₦1.74 billion (7.8%) (2) rental expense increased by ₦18.53 million (5.2%), (3) maintenance of computer equipment increased by ₦22.21 million (16.7%), (4) communication, light and water increased by ₦6.82 million (6.9%), (5) representation and entertainment increased by ₦5.85 million (15.3%) and (6) other general and administrative expenses increased by ₦88.79 million (6.5%). These increases were offset by the following decreases of expenses: (1) body shop repairs and parts decreased by ₦155.90 million (6.6%), (2) salaries and employee benefits decreased by ₦63.31 million (3.3%), (3) depreciation expense decreased by ₦22.86 million (8.5%), (4) professional fees decreased by ₦65.28 million (21.3%), (5) taxes and licenses decreased by ₦5.38 million (3.0%), (6) telecommunication decreased by ₦24.57 million (19.2%), (7) transportation and travel expenses decreased by ₦7.33 million (8.8%), (8) charitable contribution decreased by ₦6.88 million (31.3%), and (9) food and beverage decreased by ₦1.43 million (10.8%).

Other Charges – net of other income amounted to ₦104.92 million for the financial year 30 April 2019, an increase of ₦46.18 million (78.6%) from ₦58.73 million in the same period in 2018. This increase in loss was mainly due to decrease in finance income as well as equity share in net loss on income of associated companies.

The Group's net income increased by ₦39.0 million (5.0%) to ₦835.86 million in financial year 2019 from ₦796.36 million in financial year 2018 under review.

### **Financial Position**

Total assets of the Group increased by ₦103.28 million (0.6%) to ₦17.60 billion as of 30 April 2019, from ₦17.50 billion as of 30 April 2018.

Trade and other receivables (net) decreased by ₦1.09 million (41.74%) to ₦1.53 billion in 2019 compared to ₦2.62 billion in 2018, mainly due to decrease in deposits.

Financial assets at fair value through profit or loss of ₦63.57 million comprise of listed debt securities which are irredeemable convertible unsecured loan stocks. These securities were previously classified as Available-for-sale financial assets of ₦63.57 million prior to the adoption of PFRS 9.

Inventories (net) increased by ₦744.33 million (14.7%) to ₦5.81 billion in 2019 compared to ₦5.06 billion in 2018, mainly due to vehicle stocks for new model of H.R. Owen.

Advances to associates increased by ₦282.20 million (18.6%) to ₦1.80 billion in 2019 compared to ₦1.51 billion in 2018.

Prepayments and other current assets increased by ₦83.22 million (15.0%) to ₦639.06 million in 2019 compared to ₦555.84 million in 2018, mainly due to increase in prepaid expenses from H.R. Owen.



Financial assets at fair value through other comprehensive income of ₱1.63 million were previously classified as Available-for-sale financial assets of ₱1.12 million prior to the adoption of PFRS 9.

Property and equipment (net) decreased by ₱189.61 million (10.7%) to ₱1.58 billion in 2019 compared to ₱1.77 billion in 2018, mainly due to depreciation and amortization for the year.

Investment property decreased by ₱57.33 (12.5%) to ₱402.83 million in 2019 compared to ₱460.17 million in 2018, mainly due to translation adjustment.

Investments in associates decreased by ₱80.85 million (8.3%) to ₱897.59million in 2019 compared to ₱978.44million in 2018 mainly due to equity loss on income from associates.

Intangible assets increased by ₱97.82 million (4.9%) to ₱1.88 billion in 2019 compared to ₱1.98 billion in 2018, primarily due to the translation adjustment of H.R. Owen's intangible assets.

Deferred tax assets increased by ₱4.03 million (3.6%) to ₱117.58 million in 2019 compared to ₱113.54 million in 2018.

Meanwhile, other non-current assets increased by ₱0.85 million (26.3%) to ₱4.07 million in 2019 compared to ₱3.22 million in 2018.

Total liabilities of the Group decreased by ₱424.34 billion (4.7%) to ₱8.57 billion as of 30 April 2019, from ₱8.99 billion as of 30 April 2018 mainly due to decrease in loans payable and borrowings.

Trade and other payables (current) decreased by ₱152.53 million (3.8%) to ₱3.88 billion in 2019 compared to ₱4.03 billion in 2018, mainly due to a decrease in trade payables, advances from customers.

Loans payable and borrowings (current) decreased by ₱475.20 million (11.0%) to ₱3.82 billion in 2019 compared to ₱4.30 billion in 2018, mainly due to a decrease in vehicle stocking loans.

Contract Liabilities (current) which is recognized from advance payments received from customers in 2019 amounting to ₱445.85million.

Income Tax Payable decreased by ₱77.02 million (76.0%) to ₱24.38 million in 2019 compared to ₱101.40 million in 2018.

Trade and other payables (non-current) decreased by ₱1.04 million (5.8%) to ₱16.85 billion in 2019 compared to ₱17.89 billion in 2018, due to translation adjustment.

Loans payable and borrowings (non-current) decreased by ₱172.48 million (43.0%) to ₱228.19 million in 2019 compared to ₱400.67 million in 2018 due to settlement of bank loans.



Deferred tax liabilities decreased by ₱5.05 million (8.1%) to ₱57.20 million in 2019 compared to ₱62.24 million in 2018.

Post-employment benefit obligation increased by ₱7.73 million (33.1%) to ₱31.10 in 2019 compared to ₱23.36 in 2018.

The total stockholders' equity of the Group increased by ₱527.61 million (6.2%) to ₱9.03 billion as of 30 April 2019, from ₱8.50 billion as of 30 April 2018 under review. The net increase in total equity resulted from ₱835.86 net income for the period offset by the ₱228.76 fair value adjustment in effect of adoption of PFRS 9.

### **Key Performance Indicators**

The top five key performance indicators (KPIs) of the Group are: (1) to ensure the prompt collection of receivables from the customers, (2) review the annual budget to monitor and explain any material variances above 10% in the overall operating results, (3) scrutinize and monitor all the controllable budgeted expenses and analyze any material variances above 10%, (4) review all capital expenditures in compliance with the approved budget, and (5) to manage the timely placements of surplus funds to ensure the highest possible bank interest income in view of the appropriate tolerable risks.

	30 Apr 2019	30 Apr 2018
Liquidity Ratio - Current ratio	1.35 : 1.00	1.30 : 1.00
Leverage Ratio - Debt to Equity	0.95 : 1.00	1.06 : 1.00
Activity Ratio - Annualized PPE Turnover	20.56 times	17.43 times
Profitability Ratios		
Return on Equity	9.26%	9.37%
Return on Assets	4.75%	4.55%

The Corporation uses the following computations in obtaining key indicators:

Key Performance Indicator	Formula
Current Ratio	$\frac{\text{Current Assets}}{\text{Current Liabilities}}$
Debt to Equity Ratio	$\frac{\text{Total Long Term Liabilities}}{\text{Stockholders' Equity}}$
PPE Turnover	$\frac{\text{Revenues}}{\text{Property, Plant \& Equipment (Net)}}$
Return on Equity	$\frac{\text{Net Income}}{\text{Equity}}$
Return on Assets	$\frac{\text{Net Income}}{\text{Net Income}}$



## Total Assets

### **2018 Compared to 2017**

#### **Results of Operations**

The Corporation and its subsidiaries (the Group) generated total revenues from operating sources of about ₱30.83 billion for the year ended 30 April 2018, an increase of ₱2.3 billion (8.2%) over total revenues of ₱28.50 billion in the previous financial year. The increase was primarily due to a higher revenue contribution from H.R. Owen in the financial year under review upon conversion into Philippine Peso.

PGMC recorded revenue of ₱1.64 billion, an increase of ₱40.76 million (2.5%) from ₱1.60 billion in the previous financial year mainly due to an increase in lease rental income as a result of higher jackpots recorded this financial year.

PHPI which operates Berjaya Makati Hotel in Makati City recorded decreased in revenue of ₱129.36 million compared to ₱144.17 million in the previous financial year. The decrease of ₱14.81 million (10.3%) in revenue was mainly due to a decrease in room occupancy level compared to the previous financial year. The hotel industry continued to experience a significant oversupply in guestrooms, thereby making it challenging to increase room rates significantly.

HR Owen recorded revenue of ₱29.05 billion in the financial year under review compared to ₱26.76 billion in the previous financial year, the increase of ₱2.30 billion (8.6%), was mainly due to conversion into Philippine Peso, in spite of decrease in the number of new models sold as well as decrease in used car sold.

The Group's total cost and operating expenses for the year ended 30 April 2018 increased by ₱2.16 billion (7.9%) to ₱29.66 billion from ₱27.49 billion for the same period in 2017. The increase is attributed to the following: (1) cost of vehicles sold increased by ₱1.01 billion (4.7%) (2) body shop repairs and parts increased by ₱465.78 million (24.7%), (3) salaries and employee benefits increased by ₱149.56 million (8.6%), (4) rental expense increased by ₱35.61 million (11.1%), (5) depreciation expense increased by ₱39.20 million (17.4%), (6) taxes and licenses increased by ₱1.54 million (0.9%), (7) maintenance of computer equipment increased by ₱21.20 million (18.9%), (8) telecommunication increased by ₱27.67 million (27.6%), (9) communication, light and water increased by ₱20.48 million (26.0%), (10) transportation and travel expenses increased by ₱56.92 million (216.2%), (11) food and beverage increased by ₱0.91 million (7.4%) and (12) other general and administrative expenses increased by ₱432.70 million (46.4%). These increases were offset by the following decreases of expenses: (1) professional fees decreased by ₱37.30 million (10.8%), (2) representation and entertainment decreased by ₱9.58 million (20.1%) and (3) charitable contribution decreased by ₱51.09 million (70%).

Other Charges – net of other income amounted to ₱58.73 million for the financial year 30 April 2018, an increase of ₱35.62 million (154.1%) from ₱23.11 million in the same period in 2017. This increase was mainly due to loss on impairment and loss on sale of available for sale financial asset.



The Group's net income increased by ₱92.27 million (13.1%) to ₱796.36 million in financial year 2018 from ₱704.09 million in financial year 2017 under review.

### **Financial Position**

Total assets of the Group increased by ₱2.74 million (18.6%) to ₱17.50 billion as of 30 April 2018, from ₱14.76 billion as of 30 April 2017.

Trade and other receivables (net) decreased by ₱38.50 million (1.4%) to ₱2.62 billion in 2018 compared to ₱2.66 billion in 2017, mainly due to decrease in deposits.

Inventories (net) increased by ₱935.12 million (22.7%) to ₱5.06 billion in 2018 compared to ₱4.13 billion in 2017, mainly due to additions of vehicle stocks of H.R. Owen.

Advances to associates increased by ₱525.82 million (53.1%) to ₱1.51 million in 2018 compared to ₱990.02 million in 2017.

Prepayments and other current assets increased by ₱87.54 million (18.7%) to ₱555.84 million in 2018 compared to ₱468.29 million in 2017, mainly due to increase in VAT recoverable related to H.R. Owen.

Available-for-sale financial assets increased by ₱297.56 million (33.0%) to ₱1.20 billion in 2018 compared to ₱901.81 million in 2017, mainly due to acquisition of equity securities.

Property and equipment (net) decreased by ₱116.79 million (6.2%) to ₱1.77 billion in 2018 compared to ₱1.89 billion in 2017, mainly due to depreciation and amortization for the year.

Investment property increased by ₱318.56 (225%) to ₱460.17 million in 2018 compared to ₱141.61 million in 2017, mainly due to reclassification from property, plant and equipment.

Investments in associates increased by ₱335.71 million (52.2%) to ₱978.44 million in 2018 compared to ₱642.73 million in 2017.

Intangible assets increased by ₱171.04 million (9.5%) to ₱1.98 billion in 2018 compared to ₱1.81 billion in 2017, primarily due to the translation adjustment of H.R. Owen's intangible assets.

Deferred tax assets increased by ₱70.20 million (46.8%) to ₱113.54 million in 2018 compared to ₱66.72 million in 2017, due to deferred tax assets arising from impairment loss.

Meanwhile, other non-current assets decreased by ₱1.49 million (31.6%) to ₱3.22 million in 2018 compared to ₱4.71 million in 2017 due to refund.



Total liabilities of the Group increased by ₱1.44 billion (19.1%) to ₱8.99 billion as of 30 April 2018, from ₱7.55 billion as of 30 April 2017 mainly due to increase in Trade and other payables and loans payable.

Trade and other payables increased by ₱864.94 million (27.3%) to ₱4.03 billion in 2018 compared to ₱3.17 billion in 2017, mainly due to a increase in trade payables, advances from customers and accrued expenses.

Current Loans payable and borrowings increased by ₱436.60 million (11.3%) to ₱4.30 billion in 2018 compared to ₱3.86 billion in 2017, mainly due to a increase in vehicle stocking loans.

Income Tax Payable increased by ₱21.36 million (26.7%) to ₱101.40 million in 2018 compared to ₱80.04 million in 2017, mainly due to an increase in current tax expense.

Non-current Loans payable and borrowings increased by ₱33.27 million (9.06%) to ₱400.67 million in 2018 compared to ₱367.39 million in 2017 due to increase in bank loans.

Deferred tax liabilities increased by ₱20.42 million (48.8%) to ₱62.24 million in 2018 compared to ₱41.82 million in 2017, mainly due to deferred tax liabilities arising from rolled-over and held over capital gains and post employment benefit obligation.

Post-employment benefit obligation decreased by ₱13.75 million (37%) to ₱23.36 in 2018 compared to ₱37.12 in 2017.

The total stockholders' equity of the Group increased by ₱1.30 billion (18.0%) to ₱8.48 billion as of 30 April 2018, from ₱7.20 billion as of 30 April 2017 under review. The book value per share decreased to ₱1.92 in 2018 from ₱1.63 in 2017.

### **Key Performance Indicators**

The top five key performance indicators (KPIs) of the Group are: (1) to ensure the prompt collection of receivables from the customers, (2) review the annual budget to monitor and explain any material variances above 10% in the overall operating results, (3) scrutinize and monitor all the controllable budgeted expenses and analyze any material variances above 10%, (4) review all capital expenditures in compliance with the approved budget, and (5) to manage the timely placements of surplus funds to ensure the highest possible bank interest income in view of the appropriate tolerable risks.

	30 Apr 2018	30 Apr 2017
Liquidity Ratio - Current ratio	1.30 : 1.00	1.31 : 1.00
Leverage Ratio - Debt to Equity	1.06 : 1.00	1.05 : 1.00
Activity Ratio - Annualized PPE Turnover	17.43 times	15.12 times
Profitability Ratios		
Return on Equity	9.37%	9.77%
Return on Assets	4.55%	4.77%



The Corporation uses the following computations in obtaining key indicators:

Key Performance Indicator	Formula
Current Ratio	$\frac{\text{Current Assets}}{\text{Current Liabilities}}$
Debt to Equity Ratio	$\frac{\text{Total Long Term Liabilities}}{\text{Stockholders' Equity}}$
PPE Turnover	$\frac{\text{Revenues}}{\text{Property, Plant \& Equipment (Net)}}$
Return on Equity	$\frac{\text{Net Income}}{\text{Equity}}$
Return on Assets	$\frac{\text{Net Income}}{\text{Total Assets}}$

## **2017 Compared to 2016**

### **Results of Operations**

The Corporation and its subsidiaries (the Group) generated total revenues from operating sources of about ₱28.50 billion for the year ended 30 April 2017, an increase of ₱2.0 billion (7.5%) over total revenues of ₱26.50 billion in the previous financial year. The increase was primarily due to a higher revenue contribution from H.R. Owen in the financial year under review.

PGMC recorded a revenue of ₱1.60 billion, an increase of ₱21.21 million (1.3%) from ₱1.58 billion in the previous financial year due to increase in lottery ticket sales.

PHPI which operates Berjaya Makati Hotel in Makati City, recorded a decrease in revenue of ₱144.17 million compared to ₱146.5 million in the previous financial year. The decrease of ₱2.28 million (1.6%) in revenue was mainly due to a decrease in room occupancy compared to the previous financial year.

HR Owen recorded a revenue of ₱26.76 billion in the financial year under review compared to ₱24.77 billion in the previous financial year. The increase of ₱1.98 billion (8.0%) was mainly due to an increase in the number of new models sold as well as aftersales service services rendered.

The Group's total cost and operating expenses for the year ended 30 April 2017 increased by ₱1.94 billion (7.6%) to ₱27.49 billion from ₱25.55 billion for the same



period in 2016. The increase is attributed to the following: (1) cost of vehicles sold and body shop repairs and parts increased by ₦1.90 billion (8.8%), (2) salaries and employee benefits increased by ₦106.91 million (6.6%), (3) taxes and licenses increased by ₦26.51 million (17.8%), (4) maintenance of computer equipment increased by ₦33.79 million (43.1%), (5) charitable contribution increased by ₦73.03 million (100.0%), (6) communication, light and water increased by ₦7.3 million (10.2%), and (7) representation and entertainment increased by ₦28.44 million (147.7%). These increases were offset by the following decrease in the following expenses: (1) professional fees decreased by ₦27.87million (7.5%), (2) rental expense decreased by ₦8.60million (2.6%), (3) depreciation expense decreased by ₦9.65million (4.0%), (4) transportation and travel expenses decreased by ₦20.16 million (43.4%), (5) food and beverage decreased by ₦0.44 million (3.4%) and (6) other general and administrative expenses decreased by ₦152.32 million (14.0%)

Other Charges – net of other income amounted to ₦23.11 million for the financial year 30 April 2017, an increase of ₦0.17 thousand (0.08%) from the Other Income (net charges) of ₦23.09 million in the same period in 2016.

The Group's net income decreased by ₦2.23 million (0.32%) to ₦704.09 million in financial year 2017 from ₦706.33 million in financial year 2016 under review.

### **Financial Position**

Total assets of the Group decreased by ₦841.47 million (5.4%) to ₦14.76 billion as of 30 April 2017, from ₦15.60 billion as of 30 April 2016.

Trade and other receivables (net) increased by ₦136.09 million (4.6%) to ₦3.11 billion in 2017 compared to ₦2.97 billion in 2016, mainly due to payments for future acquisition of investments.

Inventories (net) decreased by ₦1.15 billion (21.8%) to ₦4.13billion in 2017 compared to ₦5.28 billion in 2016, mainly due to reduction of vehicle stocks arose from better stock control measurement imposed by H.R. Owen.

Advances to associates increased by ₦29.04 million (17.0%) to ₦199.35 million in 2017 compared to ₦170.31 million in 2016.

Prepayments and other current assets (net) decreased by ₦29.40 million (3.5%) to ₦807.43 million in 2017 compared to ₦836.83 million in 2016, mainly due to decrease in refundable deposits.

Available-for-sale financial assets increased by ₦32.40 million (3.7%) to ₦901.81million in 2017 compared to ₦869.41 billion in 2016, mainly due to acquisition of equity securities.

Property and equipment (net) decreased by ₦116.64 million (5.8%) to ₦1.89 billion in 2017 compared to ₦2.0 billion in 2016, mainly due to translation adjustment of H.R. Owen's property and equipment.

The group acquired certain residential property which is classified as Investment property amounting to ₦141.61 million.



Investments in associates increased by ₱176.01 million (37.7%) to ₱642.73million in 2017 compared to ₱466.71million in 2016.

Intangible assets decreased by ₱107.84 million (5.6%) to ₱1.81 billion in 2017 compared to ₱1.91 billion in 2016, primarily due to the translation adjustment of H.R. Owen's intangible assets.

Deferred tax assets increased by ₱22.12 million (49.6%) to ₱66.72 million in 2017 compared to ₱44.60 million in 2016, due to deferred tax assets arising from unrealized foreign currency losses (net).

Meanwhile, other non-current assets increased by ₱0.35 million (8.1%) to ₱4.71 million in 2017 compared to ₱4.35 million in 2016 due to additional security deposits refundable from various lessors and utility companies.

Total liabilities of the Group decreased by ₱381.20 million (4.8%) to ₱7.55 billion as of 30 April 2017, from ₱7.93 billion as of 30 April 2016 mainly due to a decrease in Trade and other payables and loans payable.

Trade and other payables decreased by ₱409.04 million (11.4%) to ₱3.17 billion in 2017 compared to ₱3.57 billion in 2016, mainly due to a decrease in trade payables, advances from customers and accrued expenses.

Current Loans payable and borrowings decreased by ₱373.41 million (8.8%) to ₱3.86 billion in 2017 compared to ₱4.23 billion in 2016, mainly due to a decrease in vehicle stocking loans.

Income Tax Payable increased by ₱40.49 million (102.4%) to ₱80.04 million in 2017 compared to ₱39.54 million in 2016, mainly due to an increase in current tax expense.

Non-current Loans payable and borrowings amounted to ₱367.39 million due to bank loans.

Deferred tax liabilities decreased by ₱2.9 million (6.6%) to ₱41.82 million in 2017 compared to ₱44.77 million in 2016, mainly due to deferred tax liabilities arising from rolled-over and held over capital gains.

Post-employment benefit obligation decreased by ₱3.68 million (9.0%) to ₱37.12 in 2017 compared to ₱40.80 in 2016.

The total stockholders' equity of the Group decreased by ₱460.27 billion (6.0%) to ₱7.20 billion as of 30 April 2017, from ₱7.67 billion as of 30 April 2016 under review. The book value per share decreased to ₱1.63 in 2017 from ₱8.04 in 2016.

### **Key Performance Indicators**

The top five key performance indicators (KPIs) of the Group are: (1) to ensure the prompt collection of receivables from the customers, (2) review the annual budget to monitor and explain any material variances above 10% in the overall operating results, (3) scrutinize and monitor all the controllable budgeted expenses and



analyze any material variances above 10%, (4) review all capital expenditures in compliance with the approved budget, and (5) to manage the timely placements of surplus funds to ensure the highest possible bank interest income in view of the appropriate tolerable risks.

	30 Apr 2017	30 Apr 2016
Liquidity Ratio - Current ratio	1.31 : 1.00	1.31 : 1.00
Leverage Ratio - Debt to Equity	1.05 : 1.00	1.03 : 1.00
Activity Ratio - Annualized PPE Turnover	15.12 times	13.24 times
Profitability Ratios		
Return on Equity	9.77%	9.21%
Return on Assets	4.77%	4.53%

The Corporation uses the following computations in obtaining key indicators:

Key Performance Indicator	Formula
Current Ratio	$\frac{\text{Current Assets}}{\text{Current Liabilities}}$
Debt to Equity Ratio	$\frac{\text{Total Long Term Liabilities}}{\text{Stockholders' Equity}}$
PPE Turnover	$\frac{\text{Revenues}}{\text{Property, Plant \& Equipment (Net)}}$
Return on Equity	$\frac{\text{Net Income}}{\text{Equity}}$
Return on Assets	$\frac{\text{Net Income}}{\text{Total Assets}}$

Barring any unforeseen circumstances, the Corporation's Board of Directors is confident that the operating financial performances of the Corporation and its subsidiaries are expected to be satisfactory in the coming year.

- i) There is no known trend, event or uncertainty that has or is reasonably likely to have an impact on the Corporation' short term or long-term liquidity.
- ii) The liquidity of the subsidiaries would continue to be generated from the collections of revenues from customers. There is no requirement for external funding for liquidity.
- iii) There is no known trend, event or uncertainty that has or that is reasonably expected to have a material impact on the net sales or revenues or income from continuing operations.



- iv) There is no significant element of income or loss that would arise from the Group's continuing operations.
- v) There is no cause for any material change from period to period in one or more of the line items of the Corporation's financial statements.
- vi) There were no seasonal aspects that had a material impact effect on the financial conditions or results of operations.
- vii) There is no event that will trigger direct or contingent financial obligation that is material to the company, including any default or acceleration of an obligation; and
- viii) There is no material off-balance sheet transactions, arrangements, obligations (including contingent liabilities), and other relationships of the company with unconsolidated entities or persons created during the reporting period.

### **Information on Independent Accountant**

For professional services rendered on the audit of the financial statements of the Corporation and its subsidiaries, Punongbayan&Araullo was paid the amounts of Php165,000.00 for its audit on the Corporation, Php425,000.00 and Php190,000.00 for its audit on PGM and PHPI, the wholly owned subsidiaries of the corporation for the financial year ended 30 April 2019. The same amount was paid to Punongbayan&Araullo for its audit on the Corporation for the financial years ended 30 April 2018 and 30 April 2017.

Punongbayan&Araullo (P&A), the independent auditors of Berjaya Philippines Inc., have affixed their signature on the financial statements of Berjaya Philippines Inc. P&A issued an unqualified opinion on the consolidated financial statements. The audits were conducted in accordance with the Philippine Standards on Auditing.

As part of the audit process, Punongbayan&Araullo made specific inquiries from the Management of the Corporation and its subsidiaries and requested Management's written confirmation concerning representations contained in the financial statements and the effectiveness of the internal control structure. The responses to the inquiries, the written representations, and the results of their audit tests comprised the evidential matter relied upon in forming an opinion on the financial statements.

The income tax return (ITR), other tax returns and the publicly held financial statements (PHFS) and the information contained therein were the responsibilities of the Corporation. Punongbayan&Araullo ascertained that the income and expenses agree with the Corporation's and its subsidiaries' books of accounts.

### **Discussion on Compliance with leading practice on Corporate Governance**

The Corporation's evaluation system is headed by its Chief Financial Officer Mr. Tan EngHwa assisted by the Assistant Corporate Secretary Ms. Marie Lourdes



Sia-Bernas in determining the level of compliance of the Board of Directors with its *Manual of Corporate Governance*.

The Corporation shall implement its Corporate Governance Rules in accordance with the Revised Code of Corporate Governance under SEC Memorandum Circular No. 06-2009. The Corporation submitted its Revised *Manual on Corporate Governance* on 31 July 2014, 18 January 2010, and 30 May 2017. The Revised Manual is available for inspection by shareholders at reasonable hours on business days.

The Corporation submitted its Integrated Annual Corporate Governance Report on 30 May 2019. The Integrated Annual Corporate Governance Report is available for inspection by shareholders at reasonable hours on business days.

There is no deviation from the corporation's *Revised Manual on Corporate Governance*.

### **Market Price of the Company's Shares of Stock**

The shares of stock of Berjaya Philippines Inc. are traded on the Philippine Stock Exchange (PSE). The high and low sales prices for certain dates commencing 3 January 2018 to 30 August 2019 are as follows:

<u>Date</u>	<u>High</u>	<u>Low</u>	<u>Close</u>
03 Jan 2018	P 7.50	P 4.51	P 6.30
07 Feb 2018	P 7.50	P 4.51	P 5.00
09 Mar 2018	P 7.50	P 4.51	P 4.90
04 Apr 2018	P 7.50	P 4.51	P 5.34
02 May 2018	P 7.50	P 4.51	P 5.39
08 June 2018	P 6.30	P 4.51	P 4.99
05 July 2018	P 6.30	P 4.51	P 6.30
08 Aug 2018	P 6.30	P 4.51	P 4.50
03 Sept 2018	P 12.82	P 2.79	P 2.95
04 Oct 2018	P 12.82	P 1.82	P 1.89
05 Nov. 2018	P 12.82	P 1.46	P 1.69
03 Dec 2018	P 12.82	P 1.36	P 2.35
02 Jan 2019	P 12.82	P 1.36	P 4.50
01 Feb 2019	P 12.82	P 1.36	P 2.72
01 Mar 2019	P 12.82	P 1.36	P 2.91
01 Apr 2019	P 12.82	P 1.36	P 2.71
02 May 2019	P 12.82	P 1.36	P 2.61
03 June 2019	P 12.82	P 1.36	P 2.91
01 July 2019	P 12.82	P 1.36	P 2.78
01 Aug 2019	P 12.82	P 1.36	P 2.50
19 Aug 2019	P 6.68	P 1.36	P 2.27
23 Aug 2019	P 6.68	P 1.36	P 2.22
29 Aug 2019	P 4.55	P 1.36	P 2.32

The price as of the last trading date for this report is TwoPesos and Thirty Two Centavos (P 2.32) on 29 August 2019.

There are no restrictions or limitations on Berjaya Philippines Inc.'s ability to pay dividends on common equity. There are no such likely restrictions or limitations foreseen in the future.

Upon the written request of any stockholder, the Company will provide without charge to the requesting stockholder, a copy of the Company's annual report on SEC Form 17-A.

**ALL REQUESTS MUST BE ADDRESSED TO:**

**JOSE A. BERNAS, Esq.**  
**The Corporate Secretary**  
**Berjaya Philippines Inc.**  
**c/o Bernas Law Offices**  
**8/F RahaSulayman Building**  
**108 Benavidez Street, Legaspi Village, Makati City**  
**Metro Manila, 1229**

**BERJAYA PHILIPPINES INC.**  
For and on behalf of the Board:

**WONG EE COLN**  
President

REPUBLIC OF THE PHILIPPINES )  
MAKATI CITY ) §

### **CERTIFICATION OF INDEPENDENT DIRECTOR**

I, **DR. GEORGE T. YANG**, Filipino, of legal age and a resident of Urdaneta Village, Makati City, Metro Manila, after having been duly sworn to in accordance with law do hereby declare that:

1. I am an independent director of BERJAYA PHILIPPINES INC. and have been its independent director since 12 November 1996.
2. I am affiliated with the following companies or organizations (including government-owned and controlled corporations), and my educational attainment is likewise listed below:

<b>COMPANY/ORGANIZATION</b>	<b>POSITION / RELATIONSHIP</b>	<b>PERIOD OF SERVICE</b>
Philippine Gaming Management Corporation	Independent Director	1996 to date
Golden Arches Development Corporation (McDonald's Philippines)	Chairman and Founder	1981 to date
First Georgetown Ventures, Inc.	Chairman of the Board	
MDS Call Solutions Inc.	Chairman of the Board	
Advance Food Concepts Mfg. Inc.	Chairman of the Board	
Ronald McDonald's House Charities	Chairman of the Board	
Klassikal Music Foundation Inc.	Chairman of the Board	2008 to date
Trojan Computer Forms, Inc.	Chairman of the Board	
Canyon Hills and Marina Inc.	Chairman of the Board	
Canyon Hills Real Estate and Development Inc.	Chairman of the Board	
GY Alliance Concepts Inc.	Chairman of the Board	
Northview Builder and Development Corporation	Chairman of the Board	
Laurel Lakeside Corp.	Chairman of the Board	
Golden Arches Realty Corporation	Chairman and President	
Paseo Premier Residences Inc.	Chairman	
Paseo Dormitories Inc.	Chairman	
Lead Logistics Innovations Inc	Chairman	
Fast Serve Solutions Systems Inc.	Chairman	
Clark Mac Enterprises Inc.	Chairman	
Creative Gateway Inc.	Chairman	
Davao City Food Industries Inc.	Chairman	
Golden City Food Industries Inc.	Chairman	
First Golden Laoag Ventures Inc.	Chairman	

First Creative Arch Restaurant Corporation	Chairman	
First Premiere Arches Restaurants Inc.	Chairman	
Golden Laoag Foods Corporation	Chairman	
Molino First Golden Food Inc.	Chairman	
Onzal Development Corporation	Chairman	
Prime Arch Creative Restaurants Inc.	Chairman	
Retiro Golden Foods Inc.	Chairman	
Oceonfront Properties Inc.	Vice-Chairman	
TransAire Development Holdings Corporation	Vice-Chairman	
Ayala Center Association	Member of the Board of Governors	
The Tower Club, Inc.	Member of the Board of Governors	
San Beda College Manila	Member of the Board of Trustees	
Consular Corps of the Philippines	Past Member & Dean	
Wharton School, University of Pennsylvania	Master in Business Administration	
State of Eritrea	Consul General <i>ad honorem</i>	

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of BERJAYA PHILIPPINES INC. as provided for in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations and other SEC issuances.
4. I am not related to any director, officer or substantial shareholder of BERJAYA PHILIPPINES INC. other than the relationship provided under Rule 38.2.3 of the Securities Regulation Code (where applicable
5. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding.
6. I shall faithfully and diligently comply with my duties and responsibilities as independent director under the Securities Regulation Code and its Implementing Rules and Regulations, Code of Corporate Governance and other SEC issuances.



7. I shall inform the Corporate Secretary of BERJAYA PHILIPPINES INC. of any changes in the abovementioned information within five (5) days from its occurrence.

Executed this 19<sup>th</sup> day of July 2019 at Makati City, Metro Manila.

(out of the country)  
**DR. GEORGE T. YANG**  
Affiant

**SUBSCRIBED AND SWORN** to before me this 19<sup>th</sup> day of July 2019 at the City of Makati, Metro Manila, affiant personally appeared before me and exhibited to me his Philippine Passport number P5880290A issued at the DFA on 2 February 2018.

Doc. No. \_\_\_\_\_;  
Page No. \_\_\_\_\_;  
Book No. \_\_\_\_\_;  
Series of 2019.

## CERTIFICATION OF INDEPENDENT DIRECTOR

I, **JAIME Y. LADAO**, Filipino, of legal age and a resident of the Ritz Towers, Makati City, Metro Manila, after having been duly sworn to in accordance with law do hereby declare that:

1. I am a nominee for independent director of **BERJAYA PHILIPPINES INC.** and have been its independent director since 23 March 2010.
2. I am affiliated with the following companies or organizations (including Government-Owned and Controlled Corporations):

COMPANY / ORGANIZATION	POSITION / RELATIONSHIP	PERIOD OF SERVICE
Berjaya Philippines Inc.	Independent Director, Chairman of the Audit and Nomination Committees	2010 to present
Philippine Dispute Resolution Center Inc.	Member	20 years
Corporate Governance Institute of the Philippines Inc.	Member	5 years
Dun & Bradstreet Philippines Inc.	Member	17 years
Financial Executive Institute of the Philippines	Member	50 years
Boy Scouts of the Philippines	National President and Member	3 years
Management Association of the Philippines	Past Board Member and Treasurer	1986 to 2014
Australian Institute of Corporate Directors	Fellow	5 years
Consumer Credit Score Philippines Inc. (licensed to issue FICO Consumer and SME Scores in the Philippines)	Founder and Executive Chairman	2 years
San Miguel Corporation	Independent Director, Member of the Executive Committee, and former Chair of the Audit Committee	2 years
Philippine Rating and Services Corporation	Founder and Past President	

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of **BERJAYA PHILIPPINES INC.** as



provided for in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations and other SEC issuances.

4. I am not related to any director, officer or substantial shareholder of **BERJAYA PHILIPPINES INC.** other than the relationship provided under Rule 38 of the Securities Regulation Code.
5. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding.
6. I shall faithfully and diligently comply with my duties and responsibilities as independent director under the Securities Regulation Code and its Implementing Rules and Regulations, Code of Corporate Governance and other SEC issuances.
7. I shall inform the Corporate Secretary of **BERJAYA PHILIPPINES INC.** of any changes in the abovementioned information within five days from its occurrence.

Executed this 19<sup>th</sup> day of June 2019 at Makati City, Metro Manila.

  
**JAIME Y. LADAO**

Affiant

**SUBSCRIBED AND SWORN** to before me this 19<sup>th</sup> day of June 2019 at the City of Makati, Metro Manila, affiant personally appeared before me and exhibited to me his Passport with number EC3891219 issued at DFA NCR South on 9 April 2015.

  
**DIANA ANN E. SOMERA**

Commission No. M-46

Notary Public – City of Makati

Until 31 December 2019

Bernas Law Offices

8<sup>th</sup> Floor Raha Sulayman Bldg., 108 Benavides St.

Legaspi Village, Makati City

IBP Membership No. 063010 / 03 January 2019 / Makati City

PTR No. 7333388 / 03 January 2019 / Makati City

Roll of Attorneys No. 69352

Doc. No. 1686 ;

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Series of 2019.