

COVER SHEET

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S.E.C. Registration Number

B	E	R	J	A	Y	A		P	H	I	L	I	P	P	I	N	E	S			
I	N	C	.																		

(Company's Full Name)

9	F		R	U	F	I	N	O		P	A	C	I	F	I	C		T	O	W	E	R
6	7	8	4		A	Y	A	L	A		A	V	E	N	U	E		C	O	R	.	
H	E	R	R	E	R	A		S	T	R	E	E	T		M	A	K	A	T	I		

Business Address: No. Street City/Town/Province

Atty. Malu Sia-Bemas Contact Person
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8811-0668/8810-1814 Company/Telephone Number

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Month

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Day

SEC Form - 201S Preliminary Information Statement FORM TYPE

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Month

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Day

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Secondary License Type, If Applicable

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Dept. Requiring this Doc.

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Amended Articles Number/Section

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Total No. of Stockholders

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Domestic

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Foreign

To be accomplished by SEC Personnel concerned

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File Number

LCU

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Document I.D.

Cashier

STAMPS

Remarks - pls. use black ink for scanning purposes



19 October 2023

Dear Stockholder,

Please take notice that an annual meeting of the stockholders of BERJAYA PHILIPPINES INC. will be held this year on 28 November 2023 at 9:00 a.m. by zoom.

To join the meeting, please submit your name and email address to us at the address below, not later than 14 November 2023.

BCOR Corporate Secretary <corpsec@bernaslaw.com>

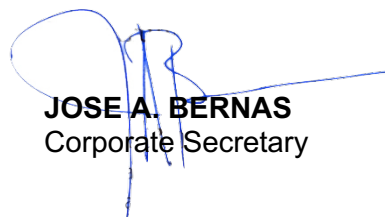
Once the office has validated your identity, a notice will be sent to your email for confirmation of your attendance and for guidelines on joining the meeting.

If you are attending by proxy, please send us your proxies or Secretary's Certificates at the same e-mail address not later than ten (10) days before the date of the meeting. Scanned copy of the forms should be sent to the above-mentioned email address.

Please download the zoom app on your computers, iPad and mobile phones to be able to access the meeting.

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 Annual Stockholders' Meeting held on 25 November 2022.
4. Ratification of Corporate Acts of the Board of Directors for the year ended 30 June 2023
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

9th Floor Rufino Pacific Tower, 6784 Ayala Avenue cor. V.A. Rufino Street, Makati City, M.M.

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 28 November 2023, at 9:00 a.m. by remote communication through zoom. The presiding officer and the Corporate Secretary shall be in the City of Makati, where the principal office of the Corporation is located. Directors may attend by remote communication.

To join the meeting, shareholders are instructed to submit their name and email address at the address below, not later than 14 November 2023 for identity validation and sending of guidelines on joining the meeting:

BCOR Corporate Secretary <corpsec@bernaslaw.com>

Approximate date on which the Information Statement is first to be sent or given to security holders - 7 November 2023.

Notice of the meeting date will be sent by electronic mail and published on the website of the Issuer on 7 November 2023, or 21 days prior to the meeting date of 28 November 2023, in compliance with MC No. 3, Series of 2020 and Section 49 of the Revised Corporation Code.

9. *In case of Proxy Solicitations:* *Not applicable*

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

10. 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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COMMON	4,427,009,132
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Amount of Debt Outstanding as of 30 June 2023 : Php 14,228,918,900.00

11. 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 28 November 2023, at 9:00 a.m. by remote communication or video-conference. The presiding officer and the Corporate Secretary shall be in the City of Makati where the principal office of the Corporation is located.

Consistent with what is stated in the Notice, to join the meeting, shareholders are instructed to submit their name and email address at the address below, not later than 14 November 2023 for identity validation and sending of guidelines on joining the meeting:

BCOR Corporate Secretary <corpsec@bernaslaw.com>

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 7 November 2023 or at least fifteen (15) business days before the meeting date.

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

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 28 November 2023 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 ownership amounts to 3,919,869,564 shares equivalent to 88.55 % 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	00.04	18
MALAYSIAN	610,205,232	610,205,232.00	610,205,232.00	13.78	4
OTHER ALIEN	85,779,412	85,779,412.00	85,779,412.00	01.94	8
FILIPINO	507,139,568	507,139,568.00	507,139,568.00	11.46	105
NORWEGIAN	174,160	174,160.00	174,160.00	00.00	1
BRITISH	229,920	229,920.00	229,920.00	00.01	2
AMERICAN	276,000	276,000.00	276,000.00	00.01	5
CHINESE	3,221,369,880	3,221,369,880.00	3,221,369,880.00	72.77	3
TOTALS	4,427,009,132	4,427,009,132.00	4,427,009,132.00	100.00	146

The cut-off date presented as information in this Statement is as of 16 October 2023.

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 16 October 2023.

For purposes of the election of directors, all stockholders of record are entitled to cumulative voting rights as provided by the Revised 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.

In the previous Annual Stockholders' Meeting held on 25 November 2022, cumulative voting was practiced. A shareholder's one share was entitled to one vote. Stockholders were provided with paper where they wrote their votes and signed thereon. For every resolution, stockholders were asked by the director presiding whether there were any questions. Stockholders did stand up at the center aisle in front of the microphone and proceeded to ask

questions. Motions were duly made and seconded for every matter. The list of directors who attended the meeting, the directors elected, the appointment of the external auditor, and all the matters taken up, including the officers elected during the subsequent Organizational Meeting of the Board which followed the Annual Stockholders' Meeting were reported to the SEC and PSE in the Current Report under SEC Form 17-C.

Security Ownership of Certain Record and Beneficial Owners

Holdings

As of the record date of 16 October 2023, there are four billion three hundred forty one million two hundred eighty thousand seven hundred seventy two (4,341,280,772) issued and outstanding common shares of stock of the Corporation. Out of the issued and outstanding capital, 85,728,439 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 the record date of 16 October 2023 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)	252,450,085	05.82 %
ABACUS SECURITIES CORPORATION	150,000,000	03.46 %
ABACUS SECURITIES CORP.	92,000,000	02.12 %
BERJAYA PHILIPPINES INC.	85,728,439	01.94 %
FAR EAST MOLASSES CORPORATION	1,554,880	00.04 %
CONCEPCION TEUS VDA. DE M. VARA DE REY	650,000	00.01 %
DOLORES TEUS DE M. VARA DE REY	552,000	00.01 %
STEINER, NORMA O.	436,160	00.01 %
CORPORACION FRANCISCANA	293,920	00.01 %
THE PHIL.-AMERICAN GEN. INSURANCE CO. INC	226,400	00.01 %
PHIL. REMNANTS CO., INC.	224,160	00.01 %
ELIZALDE, FRANCISCO J.	206,800	00.00 %
ZERNICHOW, CHRISTIAN D.	174,160	00.00 %
ELIZALDE, JOAQUIN M., ESTATE OF	168,800	00.00 %
MA. TERESA VARA DE REY Y TEUS	148,320	00.00 %
MA. DOLORES VARA DE	148,320	00.00 %
ECHEGOYEN, LUIS C.	147,280	00.00 %
LEDESMA, ANITA L. DE	136,320	00.00 %

Treasury Shares

As of the record date of 16 October 2023 the Issuer holds in its name a total of eighty five million seven hundred twenty eight thousand four hundred thirty nine (85,728,439) 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.

* On 28 April 2020, the Corporation set aside ₱2 billion from the Issuer's retained earnings for future corporate expansion for the next two years.

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

From 2007 to 2014, the Corporation's subsidiary, PGMC, 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).

On 22 June 2021, the Corporation declared cash dividends amounting to ₱50,000,000.00 to all stockholders as of even date.

On 17 August 2021, the Corporation declared cash dividends amounting to ₱60,000,000.00 to all stockholders as of even date.

On 21 March 2022, the Corporation declared cash dividends amounting to ₱60,000,000.00 to all stockholders as of even date.

On 21 September 2022, the Corporation declared cash dividends amounting to ₱90,000,000.00 to all stockholders as of even date.

(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 16 October 2023 are as follows:

Title of Class	Name, Address of Record Owner and relationship with Issuer	Name of Beneficial Owner / Relationship with Record Owner	Citizen-ship	Number of Shares Held	Percent age Held
common	Berjaya Lottery Management (H.K.) Ltd. Level 54, Hopewell Centre, 183 Queen's Road East, HongKong / major stockholder	Berjaya Lottery Management (H.K.) Ltd. (same as record owner) persons entitled to vote is Messrs. Derek Chin Chee Seng or Tan Eng Hwa, in the said order of preference	Chinese	3,221,238,280 (common shares)	74.20%
common	Berjaya Sports Toto (Cayman) Limited 190 Elgin Avenue, George Town, Grand Cayman KY1-9005 Cayman Islands / major stockholder	Berjaya Sports Toto (Cayman) Limited (same as record owner) person entitled to vote is Nerine Tan Sheik Ping	Caymanian	610,205,150 (common shares)	14.06%
common	Berjaya Philippines Inc. 9th Floor RufinoPacific Tower 6784 Ayala corner V.A. Rufino (Herrera) St. Makati City, M.M. / the Issuer	Berjaya Philippines Inc. (same as record owner) person entitled to vote is the President of the Corporation, Tan Eng Hwa	Filipino	85,728,439	1.94%

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 16 October 2023 are as follows:

Title of Class	Name & Address of Record owner Relationship with Issuer	Name of Beneficial Owner and Relationship with Record Owner	Citizenship	Number of Shares Held	Percentage Held
Common	Nerine Tan Sheik Ping Berjaya Times Square, No. 1 Jalan Imbi, 55100 Kuala Lumpur, Malaysia Stockholder of Issuer and connected with the Berjaya Group of companies in Malaysia, specifically as Chief Executive Officer of Berjaya Sports Toto Berhad. She is an Executive Director of Berjaya Corporation Berhad, Berjaya Land Berhad and Berjaya Group Berhad.	Nerine Tan Sheik Ping	Malaysian	1	0.00%
Common	Derek Chin Chee Seng Berjaya Times Square, No. 1 Jalan Imbi, 55100 Kuala Lumpur, Malaysia stockholder of Issuer and connected with the Berjaya Group of companies in Malaysia, specifically as Executive Director of the Berjaya Group Bhd.	Derek Chin Chee Seng	Malaysian	1	0.00%
Common	Dr. George T. Yang 17 th Floor BDO Building (former Citibank Center Building), Paseo de Roxas, Makati City / stockholder	Dr. George T. Yang	Filipino	80	0.00%
Common	Atty. Casey M. Barleta The Bellagio Tower 1 1 st Avenue corner Burgos Circle, BGC, Taguig City / stockholder	Atty. Casey M. Barleta	Filipino	1	0.00%
Common	Atty. Jimmy S. Soo D2 Garden Level, Corinthian Plaza Building, 121 Paseo de Roxas, Makati City / stockholder	Atty. Jimmy S. Soo	Filipino	75	0.00%
Common	Tan Eng Hwa 9 th Floor Rufino Pacific Tower, 6784 Ayala Avenue corner V.A. Rufino Street, Makati City/ Stockholder and Connected with the Berjaya Group of companies in the Philippines in different capacities	Tan Eng Hwa	Malaysian	80	0.00%

Common	Jose A. Bernas 6 th Floor Raha Sulayman Bldg. 108 Benavidez St. Legaspi Vill, Makati City / Corporate Secretary	Jose A. Bernas	Filipino	80	0.00%
Common	Marie Lourdes Bernas 4 th Floor Raha Sulayman Bldg. 108 Benavidez St. Legaspi Vil. Makati City / Assistant Corporate Secretary	Marie Lourdes T. Sia-Bernas	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 17 October 2023 which is five pesos and fifty nine centavos (₱ 7.99) 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. Nerine Tan Sheik Ping	Director / Chairman	Malaysian
2. Tan Eng Hwa	Director / President	Malaysian
3. George T. Yang	Director	Filipino
4. Derek Chin Chee Seng	Director	Malaysian
5. Casey M. Barleta *	Director	Filipino
6. Jimmy S. Soo	Director	Filipino
7. Dean Poncevic M. Ceballos*	Director	Filipino
8. Jose A. Bernas	Corporate Secretary	Filipino
9. Marie Lourdes Bernas	Assistant Corporate Secretary	Filipino

* The independent directors, Atty. Casey M. Barleta and Dean Poncevic M. Ceballos 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.

Atty. Casey M. Barleta is the first independent director of the Issuer. Mr. Tan Eng Hwa, a stockholder and the Treasurer nominated Atty. Barleta in a meeting of the Board on 17 August 2020, to serve the unexpired term of Tan Sri Dato Dr. Seri Ibrahim Bin Saad. Atty. Barleta and Mr. Tan are not related to each other. Atty. Barleta was re-elected on 25 November 2022.

Dean Poncevic M. Ceballos is the second independent director of the Issuer. Mr. Jose A. Bernas nominated Dean Ceballos as independent director in a meeting on 23 November 2021 and was re-elected on 25 November 2022.

The members of the Nomination Committee are Messrs. Tan Eng Hwa, Casey M. Barleta, and Dean Poncevic M. Ceballos, with Mr. Tan Eng Hwa 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. Atty. Barleta may serve as independent director until the year 2029, while Dean Ceballos may serve as independent director until the year 2030 in compliance with the cumulative nine-year term.

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 Independent Directors for re-nomination are Atty. Casey M. Barleta, and Dean Poncevic M. Ceballos, who are both Filipino citizens.

The current Board of Directors are as follows:

Name	Age	Positions/Offices/Directorships Held for the past Five (5) years
1. "Nerine" Tan Sheik Ping (Malaysian)	47	Chairperson: Berjaya Philippines Inc. Chief Executive Director: Berjaya Sports Toto Berhad, Malaysia Executive Director: Berjaya Corporation Berhad, Berjaya Land Berhad Berjaya Group Berhad Berjaya Hotels & Resorts (Singapore) Pte. Ltd. Non-Independent Executive Director Berjaya Land Bhd. Former Executive Director: eCosway Sdn. Bhd. (Sept. 2000-March 2003) Former Vice President - Marketing Berjaya Hotels & Resorts (M) Sdn. Bhd. Berjaya Resort Management Sdn. Bhd. Former Manager- Business Development Cosway (M) Sdn. Bhd. Former General Manager (Sales & Marketing) Sports Toto Malaysia Sdn. Bhd. Degree in Management London School of Economics & Political Science
2. Derek Chin Chee Seng (Malaysian)	66	Director: Berjaya Philippines Inc. Executive Director Sports Toto Berhad

Berjaya Group Berhad
Hartanah Berhad (formerly known as Berjaya
Golf Resort Berhad)
Prime Credit Leasing Berhad
Singer (Malaysia) Sdn. Bhd.

Chief Legal Officer
Berjaya Corporation Berhad until June 2021
Advocate and Solicitor of the High Court in Malaya
On 15 October 1983
Advocate and Solicitor
Allen & Gledhill, Kuala Lumpur (1983-1989)
Corporate & Commercial Law Practice (1990 to date)
Berjaya Corporation Group of Companies
Business Law Degree
London Guildhall University U.K. , 1981
Qualified as Barrister-at-Law in U.K., 1982

3. Dr. George T. Yang
(Filipino)

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Independent Director:
Berjaya Philippines Inc.
Philippine Gaming Management Corporation
Founder:
Golden Arches Development Corporation
(McDonald's Philippines)
Chairman of the Board:
Ronald McDonald's House Charities
First Georgetown Ventures, Inc.
MDS Call Solutions Inc.
Advance Food Concepts Mfg. Inc.
Klassikal Music Foundation Inc.
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
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:

Oceanfront Properties Inc.
TransAire Development Holdings Corporation

Director:

Berjaya Vacation Club (Philippines) Inc.

Member of the Board of Governors:

Ayala Center Estate Association

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. Susana Fong
(Filipino)

Director:

Berjaya Philippines Inc.

Consultant for Investment Management

Malayan Insurance Co.

Single practitioner specializing in commercial,
property, tax, and estate matters

Deputy Head, International Private Banking

ING Asia Private Bank Limited (2001-2008)

Head of Wealth Management

Rizal Commercial Banking Corp (1999-2001)

Director, Investment Banking

Credit Agricole Indosuez (1997-1999)

Commercial, Tax and Securities Practice

Romulo Mabanta Law Office (1992-1997)

Treasurer, Chief Financial Officer

Asia Insurance Philippines Inc. (1981-1992)

Member

Integrated Bar of the Philippines

5. Tan Eng Hwa
(Malaysian)

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Director and President:

Berjaya Philippines Inc.

Bermaz Auto Philippines Inc.

Pinoylotto Technologies Corp.

Beautiful Creation Holdings Inc.

Director and Treasurer:

Save the Sea Philippines Inc.

Director, Chairman and President:
 Floridablanca Enviro Corporation
 Sanpiro Realty & Development Corporation
 Neptune Properties Inc.
 Landphil Management and Development Corp.
 Cosway Philippines Inc.

Director and Chairman:
 Perdana Hotel Philippines Inc.
 Perdana Land Philippines Inc.
 Philippine Gaming Management Corporation
 Berjaya Pizza (Philippines) Inc.

Director and Treasurer:
 Berjaya Auto Asia Inc.
 Ssangyong Berjaya Motor Philippines
 Most Pretty Lady Holdings Inc.
 Berjaya Vacation Club (Philippines) Inc.

Director:
 Chailease Berjaya Finance Corporation
 B Infinite Asia Philippines Inc.

Member of the Board of Trustees and President:
 Berjaya Foundation, Inc.

Chartered Accountant and Member:
 Malaysian Institute of Accountants

Masters Degree in Business Administration:
 University of Chicago, USA

Masters Degree in Science in Professional Accountancy
 University of London

6. Casey M. Barleta
 (Filipino)

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Independent Director:
 Berjaya Philippines Inc.
 Chailease Berjaya Finance Corporation

Chair, Audit Committee:
 Berjaya Philippines Inc.

Member, Nominations Committee
 Berjaya Philippines Inc.

Tax Partner / Managing Partner:
 CMB/P Law (Casey M. Barleta & Partners)

Director:
 Prime Rivers, Inc.
 MF Development Corporation
 SCF Properties Inc.
 First Foremost Resources, Inc.
 6Estella Corporation

Corporate Secretary and Treasurer:
 Synechron Technologies Philippines, Inc.

Member:
 Integrated Bar of the Philippines

7. Dean Poncevic M. Ceballos 64 (Filipino) Director:
Berjaya Philippines Inc.
Member of the Nomination and Audit Committees:
Berjaya Philippines Inc.
Dean:
Liceo Law, Cagayan de Oro City (2010-2011)
Associate Dean:
Philippine Christian University (2015-2016)
MCLE Lecturer:
Ateneo School of Law
Professor:
Ateneo de Manila School of Law, since 1990
Wesleyan University Philippines Law School
Cor Jesu College of Law
Liceo Law, Cagayan de Oro City (2010-2011)
Letran College, Doctorate in Business
Administration (2016-2017)
Philippine Christian University Law School,
2015-2017
Guest Lecturer:
University of Hongkong
Owner / Director:
Ceballos Bar Trends Corp.
Bohol Enterprises Inc.
Ceballos Holdings Corp.
NIKAPRO Realty Corp.
Baesa Summit Holdings Corp.
Angels & Lemons Bistros, Inc.
Director and Corporate Secretary:
QMarketz Corp.
Automart.ph
Motomart.ph
Recipient:
Three professorial chairs, Ateneo School of Law
Member:
Integrated Bar of the Philippines
8. Jose A. Bernas 63 (Filipino) Corporate Secretary:
Berjaya Philippines Inc.
Philippine Gaming Management Corporation
Berjaya Pizza (Philippines) Inc.
Bermaz Auto Philippines Inc.
MOL AccessPortal Inc.
RMS Reloads Philippines Inc.
B Infinite Asia Philippines Inc.
Cosway Philippines Inc.
Swift Foods, Inc.
Chailease Berjaya Finance Corporation
Director and President:

Discovery Centre Condominium Corporation
Perdana Land Philippines Inc.
Perdana Hotel Philippines Inc.
Chairman of the Board and Director:
Automation Specialists & Power Exponents Inc.
Director and Corporate Secretary:
Florida Enviro Corporation
Cosway Philippines Inc.
Neptune Properties Inc.
Berjaya Auto Asia Inc.
Ssangyong Berjaya Motor Philippines Inc.
Beautiful Creation Holdings Inc.
Most Pretty Lady Holdings Inc.
Berjaya Auto Asia Inc.
Berjaya Vacation Club (Philippines) Inc.
VSTECs Philippines Inc.
Sanpiro Realty and Development Corporation
Landphil Management and Development Corp.
Trustee and Secretary:
Berjaya Foundation, Inc.
Member:
Integrated Bar of the Philippines
New York Bar
Managing Partner:
Bernas Law Offices

9. Marie Lourdes Sia-Bernas 57
(Filipino)

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.
B Infinite Asia Philippines Inc.
Beautiful Creation Holdings Inc.
Berjaya Vacation Club (Philippines) Inc.
Cosway Philippines Inc.
Go.Life International Holdings Inc.
GK International Holdings Inc.
Landphil Management and Development Corp.
MOL AccessPortal Inc.
Most Pretty Lady Holdings Inc.
Sanpiro Realty & Development Corporation
Ssangyong Berjaya Motor Philippines Inc.
Chailease Berjaya Finance Corporation
RMS Reloads Philippines Inc.
VSTECs Philippines Inc.
Pinoylotto Technologies Corp.
Swift Foods, Inc.

Corporate Secretary:

Berjaya Paris Baguette Philippines Inc.
Olsen's Food Corporation
Automation Specialists & Power Exponents Inc.
Juillet Trading Corporation
Ultasaurus Philippine Trading Inc.
Neptune Holdings Inc.
Noblesse Holdings Inc.
Perdana Hotel Philippines Inc.
Perdana Land Philippines Inc.
B Infinite Asia Philippines Inc.
Discovery Centre Condominium Corporation

Chairman and President:

Roadster Car Imports, Inc.
Save the Sea Philippines Inc.

President:

Deux Mille Trading Corporation
Silver Giggling Buddha Trading Inc.

Director and Assistant Corporate Secretary:

Floridablanca Enviro Corporation
Neptune Properties Inc.

Member since October 2012:

American Academy of Project Management

Certified Compliance Officer since 27 July 2021

Member:

Integrated Bar of the Philippines

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.

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.

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.

The Corporation is not involved in any bankruptcy petition, or in any litigation during the past five (5) years up to the filing of this report.

Directors and Executive Officers as a Group

As of 16 October 2023 :

(1) Title of Class common shares	(2) Name of Record/ Beneficial Owner Directors and Executive Officers As a Group	(3) Amount and Nature of Record/ Beneficial Ownership	(4) Percentage Held
		898	0.001 %
	T o t a l :	----- 898 =====	----- 0.001 % =====

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 Three Million One Hundred Thousand Pesos (₱ 3,100,000.00) divided equally, in financial year ended 30 June 2023. 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 executive officers as there are no salaries paid. 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 re-pricing or employment contracts entered into by the Corporation, nor any termination of employment and change in the control arrangement between the Corporation and the executive officers.

Material Pending Legal Proceedings

There is no pending litigation in which the directors are 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.

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.

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 Php210,000.00 for its audit on the Corporation, Php 202,000.00 for its audit on Perdana Hotel Philippines Inc. (PHPI), and Php 80,000.00 for Floridablanca Enviro Corporation (FEC) for the fiscal year ending 30 June 2023.

For financial year ended 30 June 2022, the amount of Php210,000.00 was paid for its audit on the Corporation, Php202,000.00 for its audit on Perdana Hotel Philippines Inc. (PHPI), and Php80,000.00 for Floridablanca Enviro Corporation (FEC).

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 28 November 2023. Punongbayan & Araullo, which is the principal accountant for the previous fiscal year ending 30 June 2023, was selected during the Annual Meeting held on 25 November 2022 and will be recommended for re-appointment this 28 November 2023 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.

Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

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	-	Atty. Casey M. Barleta
Member	-	Dean Poncevic M. Ceballos
Member	-	Mr. Tan Eng Hwa

Nomination Committee

The members of the Nomination Committee are as follows:

Chairman	-	Mr. Tan Eng Hwa
Member	-	Atty. Casey M. Barleta
Member	-	Dean Poncevic M. Ceballos

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. There are no reports nor minutes to be submitted for stockholder approval.

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.

Previous Meeting held in 2022

All the directors attended the Annual Stockholders Meeting held on 25 November 2022 by zoom. Five out of the seven director, including the President, who presided at the meeting, the Treasurer, Corporate Secretary, and Assistant Corporate Secretary were in the City of Makati, where the principal office of the Corporation is located.

The Agenda and voting last year is similar to the Agenda for this year. No amendments or ratifications for amendments were sought from stockholders.

Voting was by ballot. There were at least 88.26% of the stockholders in attendance. The presence of the representatives of the two major stockholders of the Corporation, namely Berjaya Lottery Management (H.K.) Ltd and Berjaya Sports Toto (Cayman) Limited are more than sufficient to constitute quorum, holding 74.20% and 14.06% percent equity of the Corporation respectively. There were twelve minority shareholders who attended and cast their votes, in addition to the directors who are also stockholders.

Last year's tabulation of votes is reproduced below, as follows:

Particulars	For	Against	Abstain or Absent
1. Approval of the Minutes of the Annual Meeting of The Stockholders held on 25 November 2022.	3,863,739,887		477,540,885
2. Ratification of the Acts of the Board for the Fiscal year ended 30 June 2022	3,863,739,887		477,540,885
3. Election of Directors			
Nerine Tan Sheik Ping	3,863,739,887		477,540,885
Derek Chin Chee	3,863,739,887		477,540,885
Dr. George T. Yang	3,863,739,887		477,540,885
Tan Eng Hwa	3,863,739,887		477,540,885
Casey M. Barleta	3,863,739,887		477,540,885
Dean Poncevic M. Ceballos	3,863,739,887		477,540,885
Jimmy S. Soo	3,863,539,887		477,740,885

4. Appointment of Punongbayan & Araullo as External Auditors	3,863,739,567	320	477,540,885
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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. However, neither the Articles of Incorporation nor By-Laws will be amended.

Voting shall be by ballot. Each ballot shall be signed by the stockholder voting, and shall be sent by email to : BCOR Corporate Secretary corpsec@bernaslaw.com when the stockholder signifies its intention to join or attend the meeting.


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 March 2023, and the Annual Report under SEC Form 17-A for the year ended 30 June 2023 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.

BERJAYA PHILIPPINES INC.

By: 
MARIE LOURDES T. SIA-BERNAS
 Compliance Officer
 24 October 2023

REPUBLIC OF THE PHILIPPINES)
MAKATI CITY) §

CERTIFICATION OF INDEPENDENT DIRECTOR

I, **CASEY M. BARLETA**, Filipino, of legal age, with address at The Bellagio Tower I, 1st Avenue corner Burgos Circle, Bonifacio Global City 1634, Taguig City, 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 17 August 2020.
2. I am affiliated with the following companies or organizations :

COMPANY / ORGANIZATION	POSITION / RELATIONSHIP	SINCE
Berjaya Philippines Inc.	Independent Director, Chairman of the Audit Committee, and Member of the Nomination Committee	Aug. 2020
CMB/P Law (Casey M. Barleta & Partners)	Tax Partner / Managing Partner	2010 to date
Synechron Technologies Philippines, Inc.	Director and Treasurer	2016 to date
Chalease Berjaya Finance Corporation	Independent Director Chairman, Audit Committee	Aug. 2020
6Estella Corporation	Member, Board of Directors	2014-2019
Prime Rivers, Inc.	Member, Board of Directors	2013 to date
MF Development Corporation	Member, Board of Directors	2015 to date
SCF Properties, Inc.	Member, Board of Directors	2014 to date
First Foremost Resources, Inc.	Member, Board of Directors	2015 to date
Integrated Bar of the Philippines	Member	1987 to date

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 38s 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 24th day of October 2023 at Makati City, Metro Manila.

CASEY M. BARLETA
Affiant

SUBSCRIBED AND SWORN to before me this 24th day of October 2023 at the City of Makati, Metro Manila, affiant personally appeared before me and exhibited to me his Passport with number P7572446B issued at Manila on 12 September 2021.

Doc. No. _____;
Page No. _____;
Book No. _____;
Series of 2023.

REPUBLIC OF THE PHILIPPINES)
MAKATI CITY) §

CERTIFICATION OF INDEPENDENT DIRECTOR

I, **PONCEVIC M. CEBALLOS**, Filipino, of legal age, with address at 7 Laurel Street, Xavierville 3, Loyola Heights, Quezon City, 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 November 2021.
2. I am affiliated with the following companies or organizations :

COMPANY / ORGANIZATION	POSITION / RELATIONSHIP	SINCE
Berjaya Philippines Inc.	Director Member of the Audit Committee	Oct. 15, 2020 - present
Ateneo de Manila School of Law	Professor	1990-present
Wesleyan University Philippine Law School	Professor	present
Cor Jesu College of Law	Professor	present
Liceo Law, Cagayan de Oro	Dean, Professor	2010-2011
Philippine Christian University Law School	Associate Dean, Professor	2015 to 2017
Letran College, Doctorate in Business Administration	Professor	2016-2017
University of Hongkong	Guest Lecturer	
Ateneo School of Law	MCLE Lecturer	
Ceballos Bar Trends Corp.	Owner, director	
Bohol Enterprises, Inc.	Owner, director	
Ceballos Holdings Corp.	Owner, director	
NIKAPRO Realty Corp	Owner, director	
Baesa Summit Holdings Corp	Owner, director	
Angels & Lemons Bistros, Inc.	Owner, director	
QMarketz Corp	Director, Corporate Secretary	
Automart.ph	Director, Corporate Secretary	
Motomart.ph	Director, Corporate Secretary	

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 38s 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 24th day of October 2023 at Makati City, Metro Manila.

PONCEVIC M. CEBALLOS
Affiant

SUBSCRIBED AND SWORN to before me this 24th day of October 2023 at the City of Makati, Metro Manila, affiant personally appeared before me and exhibited to me his LTO driver's license bearing number N05-77-015305 with expiry date on 6 September 2022.

Doc. No. _____;
Page No. _____;
Book No. _____;
Series of 2023.