



107262019004471



## SECURITIES AND EXCHANGE COMMISSION

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Company Information

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SEC Registration No. 0000052412  
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Industry Classification  
Company Type Stock Corporation

### Document Information

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BELLE CORPORATION AND SUBSIDIARIES

(Company's Full Name)

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

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

JACKSON T. ONGSIP

Contact Person

(632) 662-8888

Company Telephone Number

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Month Day

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FORM TYPE

Month Day  
Annual Meeting

Secondary License Type, If Applicable

Dept. Requiring this Doc.

Amended Articles Number/Section

Total No. of Stockholders

Total Amount of Borrowings  
Domestic Foreign

To be Accomplished by SEC Personnel concerned

File Number

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SEC No. 52412  
File No.

**BELLE CORPORATION**  
(Company's Full Name)

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

**662-88-88**  
(Telephone Numbers)

**December 31**  
(Fiscal Year ending)  
(Month and Day)

**Form 17Q for the 2nd Quarter of 2019**  
(Form Type)

**N/A**  
Amendment Designation

**N/A**  
Period Ended Date

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SECURITIES AND EXCHANGE COMMISSION  
SEC FORM 17-Q

QUARTERLY REPORT PURSUANT TO SECTION 17 OF THE  
SECURITIES REGULATION CODE AND SRC RULE 17(2)(b) THEREUNDER

1. For the quarterly period ended June 30, 2019
2. Commission Identification Number: 52412                      3. BIR Tax Identification No. 000-156-011
4. Exact name of registrant as specified in its charter: BELLE CORPORATION
5. Metro Manila, Philippines    6. (SEC use only)  
Province, Country or other jurisdiction of                      Industry Classification Code:  
incorporation or organization
7. 5/F, Tower A, Two E-Com Center, Palm Coast Avenue,  
Mall of Asia Complex CBP-1A, Pasay City    1300  
Address of registrant's principal office    Postal Code
8. (632) 662-8888  
Registrant's telephone number, including area code
9. Not applicable  
Former name, former address, and former fiscal year, if changed since last report.
10. Securities registered pursuant to Sections 8 and 12 of the Code, or Sections 4 and 8 of the RSA

Title of Each Class	Number of Shares of Stock Outstanding
Common Stock, ₱1.00 par value	9,763,126,297
	Amount of Debt Outstanding
	₱6.9 billion

11. Are any or all of these securities listed on a Stock Exchange?  
Yes [  ]                      No [  ]

If yes, state name of such Stock Exchange and the class/es of securities listed therein:

Philippine Stock Exchange (PSE)    Common Stock

12. Indicate by check mark whether the registrant:
- (a) has filed all reports required to be filed by Section 17 of the Code and SRC Rule 17 thereunder or Sections 11 of the RSA and RSA Rule 11(a)-1 thereunder, and Section 26 and 141 of the Corporation Code of the Philippines, during the preceding twelve (12) months (or for such shorter period the registrant was required to file such reports)
- Yes [  ]                      No [  ]
- (b) has been subject to such filing requirements for the past 90 days.  
Yes [  ]                      No [  ]

## PART 1 – FINANCIAL INFORMATION

### Item 1. Financial Statements

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

- a.) Unaudited Consolidated Statements of Comprehensive Income for the six months ended June 30, 2019 and June 30, 2018;
- b.) Consolidated Statements of Financial Position as of June 30, 2019 (unaudited) and December 31, 2018 (audited);
- c.) Unaudited Consolidated Statements of Changes in Equity for the six months ended June 30, 2019 and June 30, 2018; and
- d.) Unaudited Consolidated Statements of Cash Flows for the six months ended June 30, 2019 and June 30, 2018.

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

### June 30, 2019 versus June 30, 2018 Results of Operations (in thousands)

	For the six months ended June 30		Horizontal Analysis		Vertical Analysis	
	2019	2018	Increase (Decrease)	2019	2018	
<b>REVENUE</b>						
Gaming revenue share	P 1,883,673	P 1,732,584	151,089	8.7%	44.9%	38.3%
Lease income - Building	1,238,154	-	1,238,154	n/a	29.5%	0.0%
Equipment rental and instant scratch ticket sales (POSC)	464,567	977,939	(513,372)	-52.5%	11.1%	21.6%
Sale of real estate	246,632	395,651	(149,019)	-37.7%	5.9%	8.8%
Distribution and commission income (POSC)	94,196	119,940	(25,744)	-21.5%	2.2%	2.7%
Lease income	96,716	95,011	1,705	1.8%	2.3%	2.1%
Revenue from property management	115,595	104,626	10,969	10.5%	2.8%	2.3%
Interest income on finance lease accounting	-	1,056,193	(1,056,193)	-100.0%	0.0%	23.4%
Others	57,605	38,504	19,101	49.6%	1.4%	0.9%
<b>TOTAL REVENUES</b>	<b>4,197,138</b>	<b>4,520,448</b>	<b>(323,310)</b>	<b>-7.2%</b>	<b>100.0%</b>	<b>100.0%</b>
<b>COST OF GAMING OPERATIONS</b>	<b>(67,199)</b>	<b>(76,644)</b>	<b>(9,445)</b>	<b>-12.3%</b>	<b>-1.6%</b>	<b>-1.7%</b>
<b>COST OF LEASE INCOME</b>	<b>(410,368)</b>	<b>(142,707)</b>	<b>267,661</b>	<b>187.6%</b>	<b>-9.8%</b>	<b>-3.2%</b>
<b>COST OF LOTTERY SERVICES</b>	<b>(506,016)</b>	<b>(687,235)</b>	<b>(181,219)</b>	<b>-26.4%</b>	<b>-12.1%</b>	<b>-15.2%</b>
<b>COST OF REAL ESTATE SOLD</b>	<b>(117,260)</b>	<b>(219,132)</b>	<b>(101,872)</b>	<b>-46.5%</b>	<b>-2.8%</b>	<b>-4.8%</b>
<b>COST OF PROPERTY MANAGEMENT SERVICES</b>	<b>(72,643)</b>	<b>(72,983)</b>	<b>(340)</b>	<b>-0.5%</b>	<b>-1.7%</b>	<b>-1.6%</b>
<b>GENERAL AND ADMINISTRATIVE EXPENSES</b>	<b>(910,824)</b>	<b>(801,101)</b>	<b>109,723</b>	<b>13.7%</b>	<b>-21.7%</b>	<b>-17.7%</b>
<b>TOTAL COSTS AND EXPENSES</b>	<b>(2,084,310)</b>	<b>(1,999,802)</b>	<b>84,508</b>	<b>4.2%</b>	<b>-49.7%</b>	<b>-44.2%</b>
<b>INCOME FROM OPERATIONS</b>	<b>2,112,828</b>	<b>2,520,646</b>	<b>(407,818)</b>	<b>-16.2%</b>	<b>50.3%</b>	<b>55.8%</b>
<b>UNREALIZED GAIN ON FINANCIAL ASSET AT FAIR VALUE THROUGH PROFIT</b>						
<b>OR LOSS</b>	<b>8,974</b>	<b>(660)</b>	<b>9,634</b>	<b>1459.7%</b>	<b>0.2%</b>	<b>0.0%</b>
<b>INTEREST EXPENSE AND OTHER FINANCE CHARGES</b>	<b>(230,119)</b>	<b>(242,322)</b>	<b>(12,203)</b>	<b>-5.0%</b>	<b>-5.5%</b>	<b>-5.4%</b>
<b>INTEREST INCOME</b>	<b>25,855</b>	<b>24,567</b>	<b>1,288</b>	<b>5.2%</b>	<b>0.6%</b>	<b>0.5%</b>
<b>DIVIDEND INCOME</b>	<b>22,074</b>	<b>24,871</b>	<b>(2,797)</b>	<b>-11.2%</b>	<b>0.5%</b>	<b>0.6%</b>
<b>NET FOREIGN EXCHANGE LOSS</b>	<b>(36)</b>	<b>51</b>	<b>(87)</b>	<b>-170.6%</b>	<b>0.0%</b>	<b>0.0%</b>
<b>OTHER INCOME (CHARGES)</b>	<b>(14,824)</b>	<b>(57,915)</b>	<b>43,091</b>	<b>74.4%</b>	<b>-0.4%</b>	<b>-1.3%</b>
<b>INCOME BEFORE INCOME TAX</b>	<b>1,924,752</b>	<b>2,269,238</b>	<b>(344,486)</b>	<b>-15.2%</b>	<b>45.9%</b>	<b>50.2%</b>
<b>PROVISION FOR INCOME TAXES</b>						
Current	144,509	179,864	(35,355)	-19.7%	3.4%	4.0%
Deferred	52,341	140,917	(88,576)	-62.9%	1.2%	3.1%
	196,850	320,781	(123,931)	-38.6%	4.7%	7.1%
<b>NET INCOME</b>	<b>P 1,727,902</b>	<b>P 1,948,457</b>	<b>(220,555)</b>	<b>-11.3%</b>	<b>41.2%</b>	<b>43.1%</b>

Belle Corporation's ("Belle" or the "Company") consolidated revenues reached ₱4,197.1 million in the first six months of 2019, down 7% compared to the ₱4,520.4 million achieved in the same period in 2018. Although Belle continued to experience growth at City of Dreams Manila, its overall operating performance was affected by weaker results at Pacific Online Systems Corporation ("Pacific Online"), which leases online betting equipment to the Philippine Charity Sweepstakes Office for their lottery and keno operations. As a result, Belle's consolidated net income of ₱1,727.9 million for the first half of 2019 was 11% lower than consolidated net income of ₱1,948.5 million for the first half of 2018.

Belle's gaming-focused subsidiary, Premium Leisure Corporation ("PLC"), registered an increase of 9% in its share in the gaming earnings of City of Dreams Manila, to ₱1,883.7 million for the first half of 2019 from ₱1,732.6 million for the comparable period in 2018. This, however, was offset by the performance of PLC's 50.1%-owned subsidiary, Pacific Online, which posted a 49% decrease in revenues, from ₱1,097.9 million for the first half of 2018 to ₱558.8 million for the first half of 2019. This was due largely to competition from the small town lottery. Pacific Online is working closely with the Philippine Charity Sweepstakes Office and its network of agents to boost the attractiveness of the pari-mutuel games it offers, and is working to implement cost efficiency measures across its operations.

Belle's real estate operations, meanwhile, saw a 4% increase in revenues, from ₱1,690.0 million for the first half of last year to ₱1,754.7 million for the first half of the current year. Of the current period's real estate revenues, ₱1,334.9 million came from Belle's lease of the land and buildings comprising City of Dreams Manila to Melco Resorts and Entertainment (Philippines) Corporation ("MRP"), which was a 16% improvement over the first half of 2018. Belle's real estate sales and property management activities at its Tagaytay Highlands complex contributed the balance of ₱419.8 million

### **Revenues**

Total consolidated revenues of ₱4,197.1 million for the six months ended June 30, 2019 were lower by ₱323.3 million (7%), compared to ₱4,520.4 million for the six months ended June 30, 2018. The lease revenue from the City of Dreams Manila buildings increased by ₱183.7 million (16%) during the first half of 2019, from ₱1,151.2 million for the 2018 period to ₱1,334.9 million for the current period. Revenue from the share of PLC in gaming earnings of City of Dreams Manila also increased by ₱151.1 million (9%), from ₱1,732.6 million for the 2018 period to ₱1,883.7 million for the 2019 period. These were offset by decreases in revenues of Pacific Online by ₱539.1 million (49%), from ₱1,097.9 million in the 2018 period to ₱558.8 million in the 2019 period, and revenue from real estate development and management activities by ₱118.9 million (22%), from ₱538.8 million in the 2018 period to ₱419.8 million in the 2019 period.

### **Costs of Gaming Operations**

The costs of gaming operations at PLC decreased by ₱9.4 million (12%) to ₱67.2 million for the 2019 period, from ₱76.6 million for the 2018 period, due to lower consultancy fees and other costs at PLC's wholly-owned subsidiary, PremiumLeisure and Amusement Inc. ("PLAI"). PLAI has a direct economic participation in the gaming operations at City of Dreams Manila, by virtue of an operating agreement with MRP that accords PLAI a share of gaming revenue or earnings. MRP is a Philippine Corporation controlled by Melco Resorts and Entertainment Limited ("Melco"), a Hong Kong-based corporation which develops, owns and operates gaming and entertainment facilities around the world, mostly in Macau.

### **Costs of Lease Income**

Costs of lease income, in respect of the City of Dreams Manila property, increased by ₱267.7 million (188%), to ₱410.4 million in the 2019 period from ₱142.7 million in the 2018 period, mainly due to depreciation expense recognized as a result of the change in the accounting basis for the lease of the buildings of City of Dreams Manila, from finance lease to operating lease, starting in October 2018.

### **Costs of Lottery Services**

Costs of lottery services at Pacific Online decreased by ₱181.2 million (26%), to ₱506.0 million in the 2019 period from ₱687.2 million in the 2018 period, mainly due to lower consultancy and professional fees.

### **Costs of Real Estate sold**

Costs of real estate sold decreased by ₱101.9 million (47%) to ₱117.3 million in the 2019 period, from ₱219.1 million in the 2018 period, due to the lower revenue therefrom recognized during the period.

### **Costs of Property Management Services**

Costs of property management services decreased by ₱0.3 million (0.5%), to ₱72.6 million for the 2019 period, from ₱73.0 million for the 2018 period, due to savings in costs of power services.

### **General and Administrative Expenses**

General and administrative expenses increased by ₱109.7 million (14%), to ₱910.8 million for the 2019 period from ₱801.1 million for the 2018 period, due to higher general expenses at PLC.

### **Financial Income (Expense)**

Interest expense and other finance charges decreased by ₱12.2 million (5%) to ₱230.1 million for 2019 period, from ₱242.3 million for the 2018 period. The lower interest expense was due to the a ₱1,078.4 million (13%) reduction in the Company's total interest-bearing debt during the first half of 2019, to ₱6,924.9 million as of June 30, 2019, from ₱8,003.3 million as of June 30, 2018. Interest income

increased by ₱1.3 million (5%), to ₱25.9 million in the 2019 period, from ₱24.6 million in the 2018 period, due to higher average yields on short-term investments.

**Provision for Income Taxes**

The Company's consolidated provision for income taxes decreased by ₱123.9 million (39%) in the first half of 2019, to ₱196.9 million from ₱320.8 million in the first half of 2018, due to lower taxable income at Pacific Online during the 2019 period.

**Net Income**

As a result of the foregoing, the Company realized consolidated net income of ₱1,727.9 million for the six months ended June 30, 2019. While the Company's total consolidated net income for the first half of 2019 was ₱220.6 million (11%) lower than consolidated net income of ₱1,948.5 million for the first half of 2018, Belle's core operations continued to show growth. Earnings before interest, taxes, depreciation and amortization ("EBITDA") excluding Pacific Online for the 2019 period increased by ₱201.9 million (9%) to ₱2,566.5 million compared to ₱2,364.6 million for the 2018 period. Net income excluding Pacific Online for the first half of 2019 increased by ₱73.7 million (4%) to ₱1,738.5 million, from ₱1,664.8 million for the first half of 2018.

Belle's consistent profitability allowed the Company to pay a regular cash dividend to its shareholders on March 28, 2019 in the amount of ₱1,171.5 million (₱0.12 per outstanding share).



## June 30, 2019 vs December 31, 2018 Statement of Financial Position (in thousands)

	June 30, 2019		December 31, 2018		Horizontal Analysis		Vertical Analysis	
	P	Unaudited	P	Audited	Inc (Dec)	%	2019	2018
<b>ASSETS</b>								
<b>Current Assets</b>								
Cash and cash equivalents	P	2,758,819	P	2,653,717	105,102	4.0%	6.4%	6.2%
Financial assets at fair value through profit or loss		164,679		155,705	8,974	5.8%	0.4%	0.4%
Receivables		1,728,122		1,309,181	418,941	32.0%	4.0%	3.1%
Contract assets		687,284		417,164	270,120	64.8%	1.6%	1.0%
Real estate for sale		381,379		475,785	(94,406)	-19.8%	0.9%	1.1%
Land held for future development		2,999,693		2,998,577	1,116	0.0%	6.9%	7.1%
Other current assets		1,704,014		1,763,057	(59,043)	-3.3%	3.9%	4.1%
		<b>10,423,990</b>		<b>9,773,186</b>	<b>650,804</b>	<b>6.7%</b>	<b>24.0%</b>	<b>23.0%</b>
<b>Noncurrent Assets</b>								
Contract assets - net of noncurrent portion		513,477		640,569	(127,092)	100.0%	1.2%	1.5%
Financial assets at fair value through other comprehensive income		4,853,825		4,770,772	83,053	1.7%	11.2%	11.2%
Intangible asset		5,302,224		4,581,040	721,184	15.7%	12.2%	10.8%
Investment properties		19,827,796		20,094,843	(267,047)	-1.3%	45.7%	47.3%
Goodwill		1,721,327		1,721,327	-	0.0%	4.0%	4.1%
Property and equipment		266,965		363,939	(96,974)	-26.6%	0.6%	0.9%
Investments in and advances to associates - net		78,017		78,017	-	0.0%	0.2%	0.2%
Pension asset		7,864		7,856	8	0.1%	0.0%	0.0%
Deferred tax asset		-		8,864	(8,864)	-100.0%	0.0%	0.0%
Other noncurrent assets		379,386		450,673	(71,287)	-15.8%	0.9%	1.1%
		<b>32,950,881</b>		<b>32,717,900</b>	<b>232,981</b>	<b>0.7%</b>	<b>76.0%</b>	<b>77.0%</b>
<b>TOTAL ASSET</b>	<b>P</b>	<b>43,374,871</b>	<b>P</b>	<b>42,491,086</b>	<b>883,785</b>	<b>2.1%</b>	<b>100.0%</b>	<b>100.0%</b>
<b>LIABILITIES AND EQUITY</b>								
<b>Current Liabilities</b>								
Trade and other current liabilities	P	2,362,609	P	2,110,143	252,466	12.0%	5.4%	5.0%
Loans payable		1,500,017		1,500,017	-	0.0%	3.5%	3.5%
Income tax payable		4,706		9,415	(4,709)	-50.0%	0.0%	0.0%
Current portion of:								
Long-term debt		2,376,736		2,091,319	285,417	13.6%	5.5%	4.9%
Obligations under finance lease		20,492		19,379	1,113	5.7%	0.0%	0.0%
		<b>6,264,560</b>		<b>5,730,273</b>	<b>534,287</b>	<b>9.3%</b>	<b>14.4%</b>	<b>13.5%</b>
Noncurrent portion of:								
Long-term debt		3,022,222		3,911,111	(888,889)	-22.7%	7.0%	9.2%
Obligations under finance lease		5,471		15,995	(10,524)	-65.8%	0.0%	0.0%
Pension liability		6,981		8,582	(1,601)	-18.7%	0.0%	0.0%
Deferred tax liabilities		2,726,198		2,667,581	58,617	2.2%	6.3%	6.3%
Other noncurrent liability		1,132,703		312,313	820,390	262.7%	2.6%	0.7%
		<b>6,893,575</b>		<b>6,915,582</b>	<b>(22,007)</b>	<b>-0.3%</b>	<b>15.9%</b>	<b>16.3%</b>
<b>TOTAL LIABILITIES</b>		<b>13,158,135</b>		<b>12,645,855</b>	<b>512,280</b>	<b>4.1%</b>	<b>30.3%</b>	<b>29.8%</b>
<b>Equity</b>								
Attributable to equity holders of parent:								
Common stock		10,561,000		10,561,000	-	0.0%	24.3%	24.9%
Additional paid-in capital		5,503,731		5,503,731	-	0.0%	12.7%	13.0%
Treasury stock		(2,476,700)		(2,476,700)	-	0.0%	-5.7%	-5.8%
Equity share in cost of Parent Company shares held by associates		(2,501)		(2,501)	-	0.0%	0.0%	0.0%
Cost of Parent Company common and preferred shares held by subsidiaries		(1,695,369)		(1,695,369)	-	0.0%	-3.9%	-4.0%
Unrealized gain on financial assets at fair value through other comprehensive income		1,141,068		1,047,057	94,011	9.0%	2.6%	2.5%
Other reserves		3,059,718		3,059,718	-	0.0%	7.1%	7.2%
Excess of net asset value of an investment over cost		252,040		252,040	-	0.0%	0.6%	0.6%
Retained Earnings		10,586,682		10,221,830	364,852	3.6%	24.4%	24.1%
Total equity attributable to equity holders of the Parent		<b>26,929,669</b>		<b>26,470,806</b>	<b>458,863</b>	<b>1.7%</b>	<b>62.1%</b>	<b>62.3%</b>
Non-controlling interests		3,287,067		3,374,425	(87,358)	-2.6%	7.6%	7.9%
<b>Total Equity</b>		<b>30,216,736</b>		<b>29,845,231</b>	<b>371,505</b>	<b>1.2%</b>	<b>69.7%</b>	<b>70.2%</b>
<b>TOTAL LIABILITIES AND EQUITY</b>	<b>P</b>	<b>43,374,871</b>	<b>P</b>	<b>42,491,086</b>	<b>883,785</b>	<b>2.1%</b>	<b>100.0%</b>	<b>100.0%</b>

## **ASSETS**

Total assets of the Company increased by ₱883.8 million (2%) to ₱43,374.9 million as of June 30, 2019, from ₱42,491.1 million as of December 31, 2018.

### **Cash and Cash equivalents**

Cash and cash equivalents increased by ₱105.1 million (4%), to ₱2,758.8 million as of June 30, 2019 from ₱2,653.7 million as of December 31, 2018, due mainly to cash flows from operations, offset by the regular cash dividend payment of ₱1,171.5 million on March 28, 2019.

### **Financials Assets at Fair Value through Profit or Loss (“FVTPL”)**

The Company's FVTPL increased by ₱9.0 million (6%), to ₱164.7 million as of June 30, 2019 from ₱155.7 million as of December 31, 2018 due to the increase in market value of listed shares held by Pacific Online. As at June 30, 2019, the Company's consolidated FVTPL consists of investments of Pacific Online in listed shares of Leisure and Resorts World Corporation, Vantage Equities, Inc., and PLDT, Inc.

### **Receivables and Contract Assets**

Receivables and Contract Assets increased by ₱562.0 million (11%), to ₱2,928.9 million as of June 30, 2019 from ₱2,366.9 million as of December 31, 2018. The increase was mainly due to increases in trade receivables from lease revenue and real estate sales.

### **Real Estate for Sale**

Real estate for sale decreased by ₱94.4 million (20%), to ₱381.4 million as of June 30, 2019 from ₱475.8 million as of December 31, 2018, due to sales of real estate.

### **Financials Assets at Fair Value through Other Comprehensive Income (“FVOCI”)**

Due to the Company's adoption of Philippine Financial Reporting Standards (“PFRS”) 9 regarding Financial Instruments in 2018, it reclassified its investments in shares of Tagaytay Highlands International Golf Club, Inc., Tagaytay Midlands Golf Club, Inc., and The Country Club at Tagaytay Highlands, Inc. from FVTPL to FVOCI. The Company's FVOCI increased by ₱83.1 million (2%), to ₱4,853.8 million as of June 30, 2019 from ₱4,770.8 million as of December 31, 2018, due to increases in the market prices of these investments.

### **Intangible Asset**

This pertains to the cost of the license to operate integrated resorts that was granted by the Philippine Amusement and Gaming Corp (“PAGCOR”) to PLAI. Belle and MRP are Co-Licensees under PLAI's PAGCOR License. Amortization of the intangible asset on the License started on December 14, 2014, which is the effectivity date of the Notice to Commence Casino Operations granted by PAGCOR. Amortization expense for the six months ended June 30, 2019 amounted to ₱57.9 million. Intangible assets increased by ₱721.2 million (16%) due mainly to the adoption of PFRS 16 (Leases), under which a right to use asset was recognized on lease agreements of the Company.

### **Investment Properties**

This account consists mainly of carrying value of the City of Dreams Manila land and building in PAGCOR Entertainment City in Aseana Business Park in Paranaque City. The ₱267.0 million (1%) decrease during the first six months of 2019 is due to depreciation expense on the City of Dreams Manila building.

### **Goodwill**

The Company's recognized goodwill amounted to ₱1,721.3 million as of June 30, 2019 as a result of consolidating Pacific Online.

### **Other Assets**

Other assets decreased by ₱130.3 million (6%), to ₱2,083.4 million as of June 30, 2019 from ₱2,213.7 million as of December 31, 2018, mainly due to a decrease in advances to contractors.

## **LIABILITIES**

Total liabilities increased by ₱512.3 million (4%), to ₱13,158.1 million as of June 30, 2019, from ₱12,645.8 million as of December 31, 2018, due to the adoption of PFRS 16 (Leases) starting January 1, 2019.

### **Trade and Other Current Liabilities**

Trade and other current liabilities increased by ₱252.5 million (12%) to ₱2,362.6 million as of June 30, 2019, from ₱2,110.1 million as of December 31, 2018, due to increases in trade payables and the current portion of long-term debt.

### **Loans Payable and Long-Term Debt**

Total consolidated debt, amounting to ₱6,924.9 million as of June 30, 2019, consists of ₱6,899.0 million in Peso-denominated borrowings of Belle from various local financial institutions, with an average interest rate of approximately 5.79% per annum during the first half of 2019, and ₱26.0 million in finance lease obligations at Pacific Online. The outstanding amount of total debt decreased by ₱612.9 million (8%) to ₱6,924.9 million as of June 30, 2019 from ₱7,537.8 million as of December 31, 2018, due to debt principal repayments. Pacific Online's finance lease obligations pertain to its lottery equipment under finance lease accounting. This decreased by ₱9.4 million (27%), from ₱35.7 million as of December 31, 2018 to ₱26.0 million as of June 30, 2019, due to non-renewal of lease agreements.

### **Other Noncurrent Liability**

Other Noncurrent Liability increased by ₱820.4 million (263%) to ₱1,132.7 million as of June 30, 2019, from ₱312.3 million as of December 31, 2018, due to the recognition of liabilities from long-term operating leases as a result of the adoption of PFRS 16 (Leases).

## **EQUITY**

The Company's shareholders' equity as of June 30, 2019 of ₱30,216.7 million was higher by ₱371.5 million (1%), compared to its shareholders' equity of ₱29,845.2 million as of December 31, 2018, due to the Company's consolidated net income of ₱1,727.9 million for the first half of 2019, offset by its ₱1,171.5 million regular cash dividend paid to its shareholders on March 28, 2019. Excluding the dividend, the Company's shareholders' equity as of June 30, 2019 would have been ₱31,388.2 million, or ₱1,543.0 million (5%) higher than at December 31, 2018.

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

	Manner by which the Company calculates the key performance indicators	<b>30 June 2019 (unaudited)</b>	30 June 2018 (unaudited)	31 December 2018 (audited)
Asset to equity ratio	Total assets over equity	<b>1.44 : 1.00</b>	1.42 : 1.00	1.42: 1.00
Current or Liquidity ratio	Current assets over current liabilities	<b>1.66 : 1.00</b>	2.15 : 1.00	1.71: 1.00
Debt-to-equity ratio	Interest-bearing debt over equity	<b>0.23 : 1.00</b>	0.26 : 1.00	0.25: 1.00
Net debt-to-equity ratio	Interest-bearing debt less cash and cash equivalents	<b>0.14 : 1.00</b>	0.16 : 1.00	0.16: 1.00
Interest rate coverage ratio	EBIT over interest expense	<b>9.25 : 1.00</b>	10.35 : 1.00	9.08:1.00
Return on assets	Annualized net income over average total assets during the period	<b>8.0%</b>	9.0%	7.5%
Return on equity	Annualized net income over average equity during the period	<b>11.5%</b>	12.9%	10.7%

The above performance indicators are calculated as follows:

Current Ratio

$$\frac{\text{Current Assets}}{\text{Current Liabilities}}$$

Debt to Equity Ratio

$$\frac{\text{Interest-bearing debt}}{\text{Total Equity}}$$

Asset-to-equity Ratio

$$\frac{\text{Total Assets}}{\text{Total Equity}}$$

Return on Equity

$$\frac{\text{Net Income}}{\text{Average equity during the period}}$$

Return on Assets

$$\frac{\text{Net Income}}{\text{Average assets during the period}}$$

Interest Coverage Ratio

$$\frac{\text{Income Before Interest \& Tax}}{\text{Interest Expense}}$$

Net debt-to-equity ratio

$$\frac{\text{Interest-bearing debt less cash and cash equivalents}}{\text{Total Equity}}$$

The Company does not foresee any cash flow or liquidity problems over the next twelve months. As of June 30, 2019, consolidated total debt of the Company of ₱6,924.9 million was comprised of borrowings from renewable short-term bank lines of ₱1,500.0 million, amortizing term loans from banks of ₱5,398.9 million and obligations under finance leases at Pacific Online of ₱26.0 million. Belle has real estate projects, lease agreements and investments from which it expects to generate cash flow sufficient for its foreseeable requirements. Meanwhile, the Company continues to be in compliance with the terms of all of its debt obligations.

As of June 30, 2019, except for what has been noted in the preceding, there were no material events or uncertainties known to management that had a material impact on past performance, or that would have a material impact on the future operations, in respect of the following:

- Any Known Trends, Events or Uncertainties (Material Impact on Liquidity) Material commitments for capital expenditures that are reasonably expected to have a material impact on the Company's short-term or long-term liquidity;
- Events that will trigger direct or contingent financial obligation that is material to the company, including any default or acceleration of an obligation.
- All material off-balance sheet transactions, arrangements, obligations (including contingent obligations), and other relationships of the company with unconsolidated entities or other persons created during the reporting period.
- Description of any material commitments for capital expenditures, general purpose of such commitments, expected sources of funds for such expenditures:
- Any Known Trends, Events or Uncertainties (Material Impact on Sales)
- Any Significant Elements of Income or Loss (from continuing operations)

## PART II - OTHER INFORMATION

### **Financial Risk Management Objectives and Policies**

The Company's principal financial assets and financial liabilities are composed of cash and cash equivalents, receivables, financial asset at fair value through profit or loss, financial assets at fair value through other comprehensive income, trade and other current liabilities, loans payables, long-term debt, nontrade liability, installment payable, obligations under finance lease and assignment of receivables with recourse. The main purpose of these financial assets and financial liabilities is to raise finances for the Company's operations. The Company has various other financial assets and financial liabilities such as receivables, advances to associates and other related parties and trade and other liabilities, which arise directly from its real estate operations.

The main risks arising from the Company's financial assets and financial liabilities are interest rate risk, foreign currency risk, equity price risk, credit risk and liquidity risk. The Company's BOD and management review and agree on the policies for managing each of these risks and these are summarized below.

**Interest Rate Risk.** Interest rate risk arises from the possibility that changes in interest rates will affect future cash flows or the fair values of financial assets and financial liabilities. The Company's exposure to interest rate risk relates primarily to the Company's long-term debt which is subject to cash flow interest rate risk. Re-pricing of FRNs is done every nine months while re-pricing of long-term debt is normally done every three months.

The Company's policy is to manage its interest cost by limiting its borrowings.

**Foreign Currency Risk.** Foreign currency risk is the risk that the fair value or future cash flows of financial asset or financial liability will fluctuate due to changes in foreign exchange rates.

It is the Company's policy to ensure that capabilities exist for active but conservative management of its foreign currency risk. The Company seeks to mitigate its transactional currency exposure by maintaining its costs at consistently low levels, regardless of any upward or downward movement in the foreign currency exchange rate.

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

**Credit Risk.** Credit risk is the risk that the Company will incur a loss because its customers or counterparties fail to discharge their contractual obligations. It is the Company's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis with the result that the Company's exposure to bad debts is not significant. The Company does not offer credit terms without the specific approval of the management. There is no significant concentration of credit risk.

In the Company's real estate business, title to the property is transferred only upon full payment of the purchase price. There are also provisions in the sales contract which allow forfeiture of installments/deposits made by the customer in favor of the Company and retain ownership of the property. The Company has the right to sell, assign or transfer to third party and any interest under sales contract, including its related receivables from the customers. The Company's primary target customers are high-income individuals and top corporations, in the Philippines and overseas. These measures minimize the credit risk exposure or any margin loss from possible default in the payments of installments.

Trade receivables from sale of real estate units are secured with pre-completed property units. The legal title and ownership of these units will only be transferred to the customers upon full payment of the contract price. Receivables from sale of club shares are secured by the shares held by the Company. For other

receivables, since the Company trades only with recognized third parties, there is no requirement for collateral.

With respect to credit risk arising from the financial assets of the Company, which comprise of cash and cash equivalents, short-term investments, receivables, finance lease receivables, advances to associates and other related parties and AFS financial assets, deposits and guarantee bonds, the Company's exposure to credit risk arises from default of the counterparty, with a maximum exposure equal to the carrying value of these financial assets.

**Liquidity Risk.** Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. The Company seeks to manage its liquidity profile to be able to finance its capital expenditures and service its maturing debts. The Company's objective is to maintain a balance between continuity of funding and flexibility through valuation of projected and actual cash flow information. The Company considers obtaining borrowings as the need arises.

### Fair Value of Financial Assets and Financial Liabilities

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

- Level 1: quoted (unadjusted) prices in active markets for identical assets or liabilities;
- Level 2: other techniques for which all inputs which have significant effect on the recorded fair value are observable, either directly or indirectly; and,
- Level 3: techniques which use inputs which have a significant effect on the recorded fair value that are not based on observable market data.

Set out below is a comparison by category and by class of carrying values and fair values of all the Company's financial assets and liabilities:

	June 30, 2019		December 31, 2018	
	Carrying Value	Fair Value	Carrying Value	Fair Value
<b>Assets</b>	<i>In thousands</i>		<i>In thousands</i>	
Assets measured at fair value:				
Investments held for trading	164,679	164,679	155,705	155,705
AFS Financial assets	4,853,825	4,853,825	4,770,772	4,770,772
Assets for which fair value is disclosed:				
Receivables - trade	2,928,883	2,928,883	2,366,914	2,366,914
Finance lease receivable	-	-	-	-
<b>Liabilities</b>				
Liabilities for which fair value is disclosed:				
Long-term debt	5,398,958	5,398,958	6,002,430	6,002,430
Obligations under finance lease	25,963	25,963	35,374	35,374

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

The following methods and assumptions are used to estimate the fair value of each class of financial assets and financial liabilities:

Cash and Cash Equivalents, Short-term Investments, Advances to Associates, Receivables, Loans Payable and Trade and Other Current Liabilities. The carrying values of these financial assets approximate their fair values due to the relatively short-term maturities of these financial assets and financial liabilities.

Trade Receivables and Finance Lease Receivable. The fair value of these instruments is determined by discounting the estimated cash flows using prevailing interest rates as at reporting dates.

Financial Assets at Fair Value through Profit or Loss and Financial Assets at Fair Value Through other Comprehensive Income. The fair values of investments held for trading and AFS financial assets in quoted equity shares are based on quoted prices in the PSE or those shares whose prices are readily available from brokers or other regulatory agency as at reporting date. There are no quoted market prices for the unlisted shares and there are no other reliable sources of their fair values, therefore, these are carried at cost, net of any impairment loss.

Nontrade Liability. The fair value of nontrade liability is determined by discounting estimated cash flows using prevailing interest rates as at reporting dates.

Long-term Debt. The fair value of long-term debt is determined by discounting the obligations' expected future cash flows using prevailing interest rates as at reporting dates.

Obligations under Finance Lease. The fair value of installment payable and obligations under finance lease with fixed interest rate is based on the discounted net present value of cash flows using the prevailing MART 2 rates as at reporting dates.

#### Determination of Fair Value and Fair Value Hierarchy

The Company has Investments held for trading and AFS investments in quoted equity securities recorded at Level 1 fair value. These are the only financial assets and financial liabilities carried at fair value.

#### Other Required Disclosures

- A.) The attached interim financial reports were prepared in compliance with Philippine Financial Reporting Standards (PFRS). The accounting policies and methods of computation followed in these interim financial statements are the same compared with the audited financial statements for the period ended December 31, 2018.

The adoption of the following PFRS standards enumerated below does not have significant impact on its consolidated financials statements which are effective January 1, 2019.

- i. Amendments to PFRS 9, *Prepayment Features with Negative Compensation*
- ii. PFRS 16, *Leases*
- iii. Amendments to PAS 19, *Employee Benefits, Plan Amendment, Curtailment or Settlement*
- iv. Amendments to PAS 28, *Long-term interests in Associates and Joint Ventures*
- v. Philippine Interpretation International Financial Reporting Interpretations Committee (IFRIC)-22, *Foreign Currency Transactions and Advance Consideration*
- vi. Annual improvements
  - a) Amendments to PFRS 3, *Business Combinations*, and PFRS 11, *Joint Arrangements, Previously Held Interest in a Joint Operation*
  - b) Amendments to PAS 12, *Income Tax Consequences of Payments on Financial Instruments Classified as Equity*




The Company continues to assess the impact of the above new, amended and improved accountings standards effective subsequent to December 31, 2018 on its consolidated financial statements in the period of initial application. Additional disclosures required by these amendments will be included in the Company's consolidated financial statements when these amendments are adopted.

- B.) Except as reported in the Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A"), there were no unusual items affecting assets, liabilities, equity, net income or cash flows for the interim period.
- C.) There were no material changes in estimates of amounts reported in prior periods that have material effects in the current interim period.
- D.) Except as disclosed in the MD&A, there were no other issuances, repurchases and repayments of debt and equity securities.
- E.) There were no material events subsequent to June 30, 2019 up to the date of this report that needs disclosure herein.
- F.) There were no changes in contingent liabilities or contingent assets since June 30, 2019.
- G.) There exist no material contingencies affecting the current interim period.

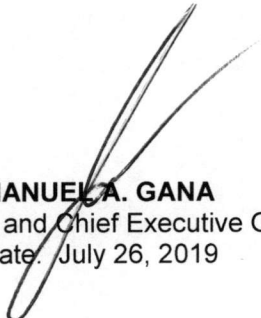
**SIGNATURES**

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

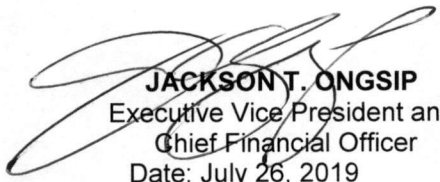
Issuer: **BELLE CORPORATION**



**WILLY N. OCIER**  
Vice Chairman  
Date: July 26, 2019



**MANUELA A. GANA**  
President and Chief Executive Officer  
Date: July 26, 2019



**JACKSON T. ONGSIP**  
Executive Vice President and  
Chief Financial Officer  
Date: July 26, 2019

# BELLE CORPORATION AND SUBSIDIARIES

## UNAUDITED INTERIM CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

As of June 30, 2019

(With Comparative Audited Figures as of December 31, 2018)

(Amounts in Thousands)

	June 30, 2019		December 31, 2018		Horizontal Analysis		Vertical Analysis	
		Unaudited		Audited	Inc (Dec)	%	2019	2018
<b>ASSETS</b>								
<b>Current Assets</b>								
Cash and cash equivalents	P	2,758,819	P	2,653,717	105,102	4.0%	6.4%	6.2%
Financial assets at fair value through profit or loss		164,679		155,705	8,974	5.8%	0.4%	0.4%
Receivables		1,728,122		1,309,181	418,941	32.0%	4.0%	3.1%
Contract assets		687,284		417,164	270,120	64.8%	1.6%	1.0%
Real estate for sale		381,379		475,785	(94,406)	-19.8%	0.9%	1.1%
Land held for future development		2,999,693		2,998,577	1,116	0.0%	6.9%	7.1%
Other current assets		1,704,014		1,763,057	(59,043)	-3.3%	3.9%	4.1%
		<b>10,423,990</b>		<b>9,773,186</b>	<b>650,804</b>	<b>6.7%</b>	<b>24.0%</b>	<b>23.0%</b>
<b>Noncurrent Assets</b>								
Contract assets - net of noncurrent portion		513,477		640,569	(127,092)	100.0%	1.2%	1.5%
Financial assets at fair value through other comprehensive income		4,853,825		4,770,772	83,053	1.7%	11.2%	11.2%
Intangible asset		5,302,224		4,581,040	721,184	15.7%	12.2%	10.8%
Investment properties		19,827,796		20,094,843	(267,047)	-1.3%	45.7%	47.3%
Goodwill		1,721,327		1,721,327	-	0.0%	4.0%	4.1%
Property and equipment		266,965		363,939	(96,974)	-26.6%	0.6%	0.9%
Investments in and advances to associates - net		78,017		78,017	-	0.0%	0.2%	0.2%
Pension asset		7,864		7,856	8	0.1%	0.0%	0.0%
Deferred tax asset		-		8,864	(8,864)	-100.0%	0.0%	0.0%
Other noncurrent assets		379,386		450,673	(71,287)	-15.8%	0.9%	1.1%
		<b>32,950,881</b>		<b>32,717,900</b>	<b>232,981</b>	<b>0.7%</b>	<b>76.0%</b>	<b>77.0%</b>
<b>TOTAL ASSET</b>	<b>P</b>	<b>43,374,871</b>	<b>P</b>	<b>42,491,086</b>	<b>883,785</b>	<b>2.1%</b>	<b>100.0%</b>	<b>100.0%</b>
<b>LIABILITIES AND EQUITY</b>								
<b>Current Liabilities</b>								
Trade and other current liabilities	P	2,362,609	P	2,110,143	252,466	12.0%	5.4%	5.0%
Loans payable		1,500,017		1,500,017	-	0.0%	3.5%	3.5%
Income tax payable		4,706		9,415	(4,709)	-50.0%	0.0%	0.0%
Current portion of:								
Long-term debt		2,376,736		2,091,319	285,417	13.6%	5.5%	4.9%
Obligations under finance lease		20,492		19,379	1,113	5.7%	0.0%	0.0%
		<b>6,264,560</b>		<b>5,730,273</b>	<b>534,287</b>	<b>9.3%</b>	<b>14.4%</b>	<b>13.5%</b>
Noncurrent portion of:								
Long-term debt		3,022,222		3,911,111	(888,889)	-22.7%	7.0%	9.2%
Obligations under finance lease		5,471		15,995	(10,524)	-65.8%	0.0%	0.0%
Pension liability		6,981		8,582	(1,601)	-18.7%	0.0%	0.0%
Deferred tax liabilities		2,726,198		2,667,581	58,617	2.2%	6.3%	6.3%
Other noncurrent liability		1,132,703		312,313	820,390	262.7%	2.6%	0.7%
		<b>6,893,575</b>		<b>6,915,582</b>	<b>(22,007)</b>	<b>-0.3%</b>	<b>15.9%</b>	<b>16.3%</b>
<b>TOTAL LIABILITIES</b>		<b>13,158,135</b>		<b>12,645,855</b>	<b>512,280</b>	<b>4.1%</b>	<b>30.3%</b>	<b>29.8%</b>
<b>Equity</b>								
Attributable to equity holders of parent:								
Common stock		10,561,000		10,561,000	-	0.0%	24.3%	24.9%
Additional paid-in capital		5,503,731		5,503,731	-	0.0%	12.7%	13.0%
Treasury stock		(2,476,700)		(2,476,700)	-	0.0%	-5.7%	-5.8%
Equity share in cost of Parent Company shares held by associates		(2,501)		(2,501)	-	0.0%	0.0%	0.0%
Cost of Parent Company common and preferred shares held by subsidiaries		(1,695,369)		(1,695,369)	-	0.0%	-3.9%	-4.0%
Unrealized gain on financial assets at fair value through other comprehensive income		1,141,068		1,047,057	94,011	9.0%	2.6%	2.5%
Other reserves		3,059,718		3,059,718	-	0.0%	7.1%	7.2%
Excess of net asset value of an investment over cost		252,040		252,040	-	0.0%	0.6%	0.6%
Retained Earnings		10,586,682		10,221,830	364,852	3.6%	24.4%	24.1%
Total equity attributable to equity holders of the Parent		<b>26,929,669</b>		<b>26,470,806</b>	<b>458,863</b>	<b>1.7%</b>	<b>62.1%</b>	<b>62.3%</b>
Non-controlling interests		3,287,067		3,374,425	(87,358)	-2.6%	7.6%	7.9%
<b>Total Equity</b>		<b>30,216,736</b>		<b>29,845,231</b>	<b>371,505</b>	<b>1.2%</b>	<b>69.7%</b>	<b>70.2%</b>
<b>TOTAL LIABILITIES AND EQUITY</b>	<b>P</b>	<b>43,374,871</b>	<b>P</b>	<b>42,491,086</b>	<b>883,785</b>	<b>2.1%</b>	<b>100.0%</b>	<b>100.0%</b>

**BELLE CORPORATION AND SUBSIDIARIES**  
**UNAUDITED INTERIM CONSOLIDATED STATEMENTS OF**  
**COMPREHENSIVE INCOME**

(Amounts in Thousands, Except Per Share Amounts)

	For the six months ended June 30 (Unaudited)		This Quarter	
	2019	2018	2019	2018
<b>REVENUE</b>				
Gaming revenue share	P 1,883,673	P 1,732,584	1,158,957	1,068,247
Lease income - Building	1,238,154	-	619,077	-
Interest income on finance lease accounting	-	1,056,193	(199,607)	616,338
Equipment rental and instant scratch ticket sales (POSC)	182,291	977,939	54,370	807,758
Sale of real estate	246,632	395,651	152,436	275,711
Distribution and commission income (POSC)	376,472	119,940	327,471	72,435
Revenue from property management	115,595	104,626	63,570	57,378
Lease income	96,716	95,011	96,716	(431,563)
Others	57,605	38,504	32,104	20,641
<b>TOTAL REVENUES</b>	<b>4,197,138</b>	<b>4,520,448</b>	<b>2,305,094</b>	<b>2,486,945</b>
<b>COST OF GAMING OPERATIONS</b>	<b>(67,199)</b>	<b>(76,644)</b>	<b>(34,046)</b>	<b>(4,059)</b>
<b>COST OF LEASE INCOME</b>	<b>(410,368)</b>	<b>(142,707)</b>	<b>(225,258)</b>	<b>(66,797)</b>
<b>COST OF LOTTERY SERVICES</b>	<b>(506,016)</b>	<b>(687,235)</b>	<b>(248,261)</b>	<b>(348,224)</b>
<b>COST OF REAL ESTATE SOLD</b>	<b>(117,260)</b>	<b>(219,132)</b>	<b>(53,210)</b>	<b>(119,443)</b>
<b>COST OF PROPERTY MANAGEMENT SERVICES</b>	<b>(72,643)</b>	<b>(72,983)</b>	<b>(39,450)</b>	<b>(37,129)</b>
<b>GENERAL AND ADMINISTRATIVE EXPENSES</b>	<b>(910,824)</b>	<b>(801,101)</b>	<b>(499,622)</b>	<b>(464,944)</b>
<b>TOTAL COSTS AND EXPENSES</b>	<b>(2,084,310)</b>	<b>(1,999,802)</b>	<b>(1,099,847)</b>	<b>(1,040,596)</b>
<b>INCOME FROM OPERATIONS</b>	<b>2,112,828</b>	<b>2,520,646</b>	<b>1,205,247</b>	<b>1,446,349</b>
<b>UNREALIZED GAIN ON FINANCIAL ASSET AT FAIR VALUE THROUGH PROFIT OR LOSS</b>	<b>8,974</b>	<b>(660)</b>	<b>6,498</b>	<b>(32,742)</b>
<b>INTEREST EXPENSE AND OTHER FINANCE CHARGES</b>	<b>(230,119)</b>	<b>(242,322)</b>	<b>(112,625)</b>	<b>(120,419)</b>
<b>INTEREST INCOME</b>	<b>25,855</b>	<b>24,567</b>	<b>12,504</b>	<b>11,806</b>
<b>DIVIDEND INCOME</b>	<b>22,074</b>	<b>24,871</b>	<b>22,074</b>	<b>24,871</b>
<b>NET FOREIGN EXCHANGE LOSS</b>	<b>(36)</b>	<b>51</b>	<b>(25)</b>	<b>23</b>
<b>OTHER INCOME (CHARGES)</b>	<b>(14,824)</b>	<b>(57,915)</b>	<b>5,891</b>	<b>(70,409)</b>
<b>INCOME BEFORE INCOME TAX</b>	<b>1,924,752</b>	<b>2,269,238</b>	<b>1,139,564</b>	<b>1,259,479</b>
<b>PROVISION FOR INCOME TAXES</b>				
Current	144,509	179,864	93,990	116,698
Deferred	52,341	140,917	17,939	44,867
	196,850	320,781	111,929	161,565
<b>NET INCOME</b>	<b>P 1,727,902</b>	<b>P 1,948,457</b>	<b>1,027,635</b>	<b>1,097,914</b>
<b>OTHER COMPREHENSIVE INCOME</b>				
Unrealized gain on available for sale financial assets - net	94,052	(101,369)	(171,345)	35,878
	94,052	(101,369)	(171,345)	35,878
<b>TOTAL COMPREHENSIVE INCOME</b>	<b>P 1,821,954</b>	<b>P 1,847,088</b>	<b>856,290</b>	<b>1,133,792</b>
Net profit attributable to:				
Equity holders of the parent	P 1,497,913	P 1,589,952	877,202	913,015
Non-Controlling Interests	229,989	358,505	150,433	184,899
	P 1,727,902	P 1,948,457	1,027,635	1,097,914
Total comprehensive income attributable to:				
Equity holders of the parent	P 1,591,952	P 1,673,180	971,241	996,243
Non-Controlling Interests	230,002	173,908	150,446	302
	P 1,821,954	P 1,847,088	1,121,687	996,545
<b>Basic Earnings Per Share</b>	<b>P 0.16</b>	<b>P 0.16</b>	<b>0.09</b>	<b>0.09</b>

## BELLE CORPORATION AND SUBSIDIARIES

### UNAUDITED INTERIM CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

FOR THE SIX-MONTH PERIODS ENDED JUNE 30 2019 AND JUNE 30, 2018

(Amounts in Thousands)

	Attributable to Equity Holders of the Parent													Total Equity
	Common Stock	Additional Paid-in Capital	Treasury Shares	Equity Share in Cost of Parent Company Shares Held by Associates	Cost of Parent Company and Preferred Shares Held by Subsidiaries	Unrealized Gain on Financial Asset at Fair Value through other comprehensive income – net	Share in Unrealized Gain (Loss) on Financial Assets at FVOCI of Associates	Remeasurement of Pension Income (Expense)	Transactions with Non-Controlling Interests	Excess of Cost over Net Asset Value of an Investment	Retained Earnings	Total	Non-controlling Interests	
Balance at December 31, 2017	₱10,561,000	₱5,503,731	(₱181,185)	(₱2,501)	(₱1,585,336)	₱1,365,375	₱14,061	(₱12,303)	₱3,044,128	₱252,040	₱8,194,187	₱27,153,197	₱3,207,977	₱30,361,174
Purchase of treasury shares by subsidiary	-	-	-	-	-	-	-	-	-	-	-	-	(137,879)	(137,879)
Disposal of Parent Company shares held by subsidiaries	-	-	-	-	(63,600)	-	-	-	-	-	-	(63,600)	-	(63,600)
Cash dividends	-	-	-	-	-	-	-	-	-	-	(1,221,369)	(1,221,369)	(277,100)	(1,500,421)
Net income	-	-	-	-	-	-	-	-	-	-	1,603,843	1,603,843	358,505	1,962,348
Unrealized loss on financial assets at fair value through other comprehensive income	-	-	-	-	-	(101,432)	-	-	-	-	-	(101,432)	63	(101,369)
Balance at June 30, 2018	₱10,561,000	₱5,503,731	(₱181,185)	(₱2,501)	(₱1,648,936)	₱1,263,943	₱14,061	(₱12,303)	₱3,044,128	₱252,040	₱8,576,661	₱26,429,774	₱3,167,780	₱29,523,168

	Attributable to Equity Holders of the Parent													Total Equity
	Common Stock	Additional Paid-in Capital	Treasury Shares	Equity Share in Cost of Parent Company Shares Held by Associates	Cost of Parent Company and Preferred Shares Held by Subsidiaries	Unrealized Gain on Financial Asset at Fair Value through other comprehensive income – net	Share in Unrealized Gain (Loss) on Financial Assets at FVOCI of Associates	Remeasurement of Pension Income (Expense)	Transactions with Non-Controlling Interests	Excess of Cost over Net Asset Value of an Investment	Retained Earnings	Total	Non-controlling Interests	
Balance at December 31, 2018	₱10,561,000	₱5,503,731	(₱2,476,700)	(₱2,501)	(₱1,695,369)	₱1,047,057	₱14,061	₱1,529	₱3,044,128	₱252,040	₱10,221,830	₱26,470,806	₱3,374,425	₱29,845,231
Purchase of treasury shares by subsidiary	-	-	-	-	-	-	-	-	-	-	-	-	(25,220)	(25,220)
Cash dividends	-	-	-	-	-	-	-	-	-	-	(1,133,061)	(1,133,061)	(292,1272)	(1,425,188)
Net income	-	-	-	-	-	-	-	-	-	-	1,497,913	1,497,913	229,989	1,727,902
Unrealized gain on financial assets at fair value through other comprehensive income	-	-	-	-	-	94,011	-	-	-	-	-	94,011	-	265,369
Balance at June 30, 2019	₱10,561,000	₱5,503,731	(₱2,476,700)	(₱2,501)	(₱1,695,369)	₱1,141,068	₱14,061	₱1,529	₱3,044,128	₱252,040	₱10,568,682	₱26,193,270	₱3,287,067	₱30,216,736

# BELLE CORPORATION AND SUBSIDIARIES

## UNAUDITED INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS

(Amounts in Thousands)

	For the Six -Month Periods Ended June 30	
	2019	2018
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Income before income tax	₱1,924,752	₱2,289,083
Adjustments for:		
Depreciation and amortization	452,851	182,428
Interest expense	230,119	242,322
Amortization of discount on trade receivables	(38,835)	(32,211)
Interest income	(25,855)	(24,567)
Pension cost	(1,609)	3,346
Unrealized mark-to-market loss (gain) on financial asset at FVTPL	(8,974)	660
Unrealized forex loss	36	-
Interest income on finance lease	-	(1,056,193)
Dividend income	-	(24,871)
Working capital adjustments:		
Decrease (increase) in:		
Receivables	(523,134)	725,460
Real estate for sale	93,290	118,649
Other assets	(3,747)	(78,078)
Club shares	-	50,403
Increase in trade and other current liabilities	293,755	34,380
Net cash generated from operations	2,370,575	2,430,811
Interest received	25,855	24,567
Net cash provided by operating activities	2,396,430	2,455,378
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Acquisitions of property and equipment	(30,913)	(12,322)
Proceeds from disposal of financial asset at FVOCI	10,957	-
Increase in investment in associate	-	(213,598)
Proceeds from sale of financial asset at FVTPL	-	10,125
Dividends received	22,074	24,871
Net cash used in investing activities	(2,118)	(190,924)
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Payments of:		
Long-term debt and loans payable	(₱603,472)	(2,103,473)
Interest	(230,119)	(242,322)
Dividends paid	(1,425,188)	(1,500,422)
Increase in obligations under finance lease	(9,411)	(27,443)
Acquisition of treasury shares by a subsidiary	(25,220)	(63,600)
Long-term debt proceeds	-	1,300,000
Acquisition of Parent Company shares held by a subsidiary	-	(137,879)
Net cash used in financing activities	(2,293,410)	(2,775,139)
<b>EFFECT OF EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENT</b>		
	(36)	-
<b>NET DECREASE IN CASH AND CASH EQUIVALENTS</b>	<b>105,102</b>	<b>(510,685)</b>
<b>CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR</b>	<b>2,653,717</b>	<b>3,711,248</b>
<b>CASH AND CASH EQUIVALENTS AT END OF YEAR</b>	<b>₱2,758,819</b>	<b>₱3,200,563</b>

**Belle Corporation and Subsidiaries**  
**Aging of receivables**  
**June 30, 2019**

Project	Gross Current (a)	Gross Noncurrent (b)	Grand Total
Real Estate:			
Alta Mira	16,429,706.86	6,374,093.35	22,803,800.21
The Country Club at Tagaytay Highland	5,333,187.17	16,613,949.81	21,947,136.98
Cotswold	3,956,726.61	16,365,221.53	20,321,948.14
Lakeside Enclave	1,129,389.96	386,056.00	1,515,445.96
Fairfield	13,173,362.24	63,774,865.89	76,948,228.13
Katsura	15,064,725.83	72,862,899.69	87,927,625.52
Kew Gardens	1,410,059.13	7,071,588.01	8,481,647.14
Nob hill	34,597,299.11	139,265,311.99	173,862,611.10
The Parks	14,359,123.95	56,228,838.33	70,587,962.28
Plantation Hills	5,698,988.14	22,516,556.58	28,215,544.72
Sycamore	198,920,544.40	366,526,678.52	565,447,222.92
Terrazas De Alava	7,181,603.94	15,431,068.15	22,612,672.09
THIGCI	-	23,800,000.00	23,800,000.00
Tivoli Place	6,311,601.75	22,140,715.01	28,452,316.76
Tagaytay Midlands Golf Club, Inc.	38,381,029.71	63,961,217.53	102,342,247.24
The Verandas	7,850,464.93	13,689,387.13	21,539,852.06
The Woodlands		-	-
Yume	19,220,557.64	49,342,324.24	68,562,881.88
Other receivable -FRE	3,727,588.25	-	3,727,588.25
Lease	878,098,865.42	-	878,098,865.42
Equipment rental and scratch ticket sales	511,514,485.01	-	511,514,485.01
Gaming income share	221,992,401.56	-	221,992,401.56
Other nontrade receivable	62,018,283.55	-	62,018,283.55
<b>Grand Total</b>	<b>2,066,369,995.17</b>	<b>956,350,771.76</b>	<b>3,022,720,766.93</b>

**(a) Collectible within 1 year**

**(b) Collectible for more than 1 year**

## Segment Information

The primary segment reporting format is presented based on business segments in which the Company's risks and rates of return are affected predominantly by differences in the products and services provided. Thus, the operating businesses are organized and managed separately according to the nature of the products and services provided, with each segment representing a strategic business unit that offers different products and serves different markets.

The Company is primarily in the businesses of real estate development, property management and gaming and gaming-related activities. Others pertain to investment companies which are mostly dormant. Segment revenue, segment expenses and segment performance include transfers among business segments. The transfers, if any, are accounted for at competitive market prices charged to unaffiliated customers for similar products. Such transfers are eliminated in consolidation.

The amounts of segment profit or loss are based on measurement principles that are similar to those used in measuring principles that are similar to those used in measuring profit or loss in the unaudited interim condensed consolidated financial statements, which are in accordance with PFRS. Financial information about the Company's business segments are shown below:

<b>June 30, 2019 (Unaudited)</b>					
	<b>Real Estate Development and Property Management</b>	<b>Gaming and Gaming Related Activities</b>	<b>Others</b>	<b>Eliminations/ Adjustments</b>	<b>Consolidated</b>
<i>(In Thousands)</i>					
<b>Earnings Information</b>					
Revenue	P1,781,702	P2,558,952	P-	(143,516)	P4,197,138
Costs and expenses	(820,088)	(1,237,567)	(115,199)	88,544	(2,084,310)
Interest expense	(343,887)	(2,748)	-	116,516	(230,119)
Interest income	4,014	21,826	15	-	25,855
Provision for income tax	184,863	11,987	-	-	196,850
Net profit for the year	1,846,541	1,369,876	(98,923)	(1,389,592)	1,727,902
Net profit (loss) attributable to equity holders of the parent	1,846,541	1,408,009	(98,923)	(1,657,713)	1,497,913
<b>June 30, 2018 (Unaudited)</b>					
<i>(In Thousands)</i>					
<b>Earnings Information</b>					
Revenue	P1,716,985	P2,857,985	P-	(54,522)	P4,520,448
Costs and expenses	(678,425)	(1,516,402)	(10,749)	205,774	(1,999,802)
Interest expense	(269,654)	(190)	-	27,522	(242,322)
Interest income	4,715	19,798	54	-	24,567
Provision for income tax	227,121	93,660	-	-	320,781
Net profit for the year	1,712,164	1,340,032	(38,663)	(1,065,076)	1,948,457
Net profit (loss) attributable to equity holders of the parent	1,712,164	1,231,183	(38,663)	(1,314,732)	1,603,843

The following illustrate the reconciliations of reportable segment revenues and net profit to the Company's corresponding amounts:

	<b>June 30, 2019 (Unaudited)</b>	<b>June 30, 2018 (Unaudited)</b>
<i>(in thousands)</i>		
<b>Revenues</b>		
Total revenue for reportable segments	<b>P4,340,645</b>	P4,574,970
Elimination for intercompany revenue	<b>(143,516)</b>	(54,522)
Total consolidated revenues	<b>P4,197,138</b>	P4,520,448



**Net Profit for the Year**

Total profit for reportable segments	<b>₱3,117,494</b>	₱3,013,533
Elimination for intercompany profits	<b>(1,389,592)</b>	(1,065,076)
<b>Consolidated net profit</b>	<b>₱1,727,902</b>	<b>₱1,948,457</b>

The Parent Company's Executive Committee, the chief operating decision maker of the Company, monitors the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on operating profit or loss and is measured consistently with operating profit or loss in the unaudited interim condensed consolidated financial statements. However, financing (including interest expense and interest income) and income taxes are managed as a whole and are not allocated to operating segments. Transfer prices between operating segments are on an arm's length basis in a manner similar to transactions with third parties.

Disclosure of the geographical information regarding the Company's revenues from external customers and total assets have not been provided since all of the Company's consolidated revenues are derived from operations within the Philippines.