

COVER SHEET

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SEC Registration Number

L E I S U R E & R E S O R T S W O R L D

C O R P O R A T I O N & S U B S I D I A R I E S

(Company's Full Name)

2 6 t h F l o o r , W e s t T o w e r , P S E C e n t e r

E x c h a n g e R o a d O r t i g a s C e n t e r

P a s i g C i t y

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

Katrina L. Nepomuceno

(Contract Person)

634-5099

(Company Telephone Number)

1 2 3 1

Month Day
(Fiscal Year)

2 0 - I S

(Form Type)

0 7 2 7

Month Day
(Annual Meeting)

Not Applicable

(Secondary License Type, If Applicable)

[Empty Box]

Dept. Requiring this Doc.

Not Applicable

Amended Articles Number/section

[Empty Box]

Total No. of Stockholders

Total Amount of Borrowings

[Empty Box]

Domestic

[Empty Box]

Foreign

To be accomplished by SEC Personnel concerned

[Empty Box]

File Number

LCU

[Empty Box]

Document ID

Cashier

STAMPS

Remarks: Please use BLACK ink for scanning purposes.

**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: LEISURE & RESORTS WORLD CORPORATION

3. Province, country or other jurisdiction of incorporation or organization: MAKATI CITY, PHILIPPINES

4. SEC Identification Number: 13174

5. BIR Tax Identification Code: 000-108-278-000

6. Address of Principal Office: 26F, West Tower, PSE Center, Exchange Road, Ortigas, Pasig City, 1605

7. Registrant's telephone number, including area code: (632) 634-5099

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

Date	-	27 July 2018
Time	-	2:00 p.m.
Place	-	Midas Hotel and Casino, 2702 Roxas Boulevard, Pasay City

9. Approximate date on which the Information Statement is first to be sent or given to security holders: 06 July 2018

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

Title of Each Class	Number of Shares of Common Stock Outstanding and amount of Debt Outstanding
Common Stock, PhP1.00, par value	1,199,852,512/Not applicable
Preferred Stock PhP1.00, par value	1,650,000,000/Not applicable
Warrants Nil-paid	82,500,000/Not applicable

11. Are any of the registrant's securities listed in the Philippine Stock Exchange?

Yes No

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

PHILIPPINE STOCK EXCHANGE, Common shares, Preferred Shares, Warrants

NOTICE OF ANNUAL STOCKHOLDERS' MEETING

TO ALL STOCKHOLDERS:

NOTICE IS HEREBY GIVEN that the Annual Meeting of the Stockholders of Leisure & Resorts World Corporation (the "Corporation") will be held on July 27, 2018 at 2:00 p.m., Midas Hotel and Casino, 2702 Roxas Boulevard, Pasay City. Registration will start at 1:00 p.m. The agenda of the meeting will be as follows:

1. Call to Order
2. Proof of Notice
3. Determination of Quorum
4. Approval of the Minutes of the Annual Meeting held on July 28, 2017
5. Management Report
6. Approval of Annual Report and Audited Financial Statement for the fiscal year 2017 and Ratification of actions taken by the Board of Directors and Officers since the last annual meeting held on July 28, 2017
7. Nomination and Election of Directors
8. Appointment of External Auditor
9. Other Matters
10. Adjournment

For the purpose of the meeting, only stockholders of record at the close of business on June 27, 2018 will be entitled to vote thereat.

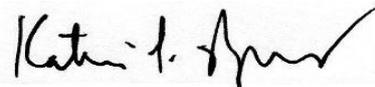
Stockholders who cannot attend the meeting in person may designate their authorized representative by submitting a Proxy instrument in accordance with Sec. 58 of the Corporation Code. Validation of the proxies shall be held on July 20, 2018 at the office of the Corporation's transfer agent, Stock Transfer Services, Inc., Unit 34-D Rufino Pacific Tower, 6784 Ayala Avenue, Makati City.

To facilitate your registration of attendance, please have available some form of identification such as company I.D., passport or driver's license.

Thank you.

Pasig City. June 06, 2018.

FOR THE BOARD



ATTY. KATRINA L. NEPOMUCENO
Corporate Secretary

INFORMATION REQUIRED IN INFORMATION STATEMENT

A. GENERAL INFORMATION

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

- (a) Date - July 27, 2018
- Time - 2:00 p.m.
- Place - Midas Hotel and Casino, 2702 Roxas Boulevard, Pasay City
- Principal Office - 26/F West Tower, PSE Center, Exchange Road, Ortigas, Pasig City

- (b) Approximate date on which the Information Statement is first to be sent or given to security holders: July 6, 2018

Item 2. Dissenter's Right of Appraisal: The appraisal right is generally available in the instances stated in Section 81 of the Corporation Code as follows:

- (1) In any case amendment to the articles of incorporation has the effect of changing or restricting the rights of any stockholder or class of shares, or of authorizing preferences in any respect superior to those outstanding shares of any class, or of extending or shortening the term of corporate existence.
- (2) In case of sale, lease, exchange, transfer, mortgage, pledge or other disposition of all or substantially all of the corporate property and assets as provided in the Corporation Code;
- (3) In case of merger or consolidation.

In the foregoing instances, any stockholder of the registrant may exercise his right of appraisal right in the manner provided below:

- (a) A stockholder must have voted against the proposed corporate action in order to avail himself of the appraisal right.
- (b) The dissenting stockholder shall make a written demand on the registrant for payment of the fair value of his shares within thirty (30) days after the date on which the vote was taken. The failure of the stockholder to make the demand within such period shall be deemed a waiver of the appraisal right.
- (c) If the proposed corporate action is implemented or effected, the registrant shall pay to such dissenting stockholder upon surrender of the certificate(s) of stock representing his shares within ten (10) days after demand thereof, provided the registrant has unrestricted retained earnings; and
- (d) Upon payment of the agreed or awarded price, the stockholder shall forthwith transfer his shares to the registrant.

In the present meeting, there are no matters to be acted upon which may give rise to any stockholder's exercise of his right of appraisal.

Item 3. Interest of Certain Persons in or Opposition to Matters to be Acted Upon: There are no matters to be acted upon which a director, or officer of the registrant, each nominee for election as a director or each associate of any of the foregoing persons, have any substantial interest, direct or indirect, by security holdings or otherwise.

B. CONTROL AND COMPENSATION INFORMATION

Item 4. Voting Securities and Principal Holders thereof

- (a) Number of Shares Outstanding and entitled to be voted at the meeting: 1,199,852,512 common stock (as of June 21, 2018)

Number of votes to which each share is entitled: One (1) vote per share

- (b) All stockholders of record as of June 27, 2018 are entitled to notice and to vote at the Annual Stockholders' Meeting.
- (c) Manner of Voting: Each stockholder of record as of June 27, 2018 shall have the right to vote in person or by proxy the number of shares of stock held in his name. In the election of directors, each stockholder entitled to vote, 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 (1) 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.
- (d) Security Ownership of Certain Record and Beneficial Owners and Management
- (1) Security Ownership of Certain Record and Beneficial Owners (more than 5%)

Title of Class (As of March 31, 2018)	Name and address of Record Owner and Relationship with Issuer	Name of Beneficial Owner and Relationship with Record Holder	Citizenship	No. of Shares Held	Percentage Held
Common	PCD Nominee Corporation 37/F Tower I, The Enterprise Center 6766 Ayala Avenue corner Paseo de Roxas, Makati City Stockholder	*	Filipino	® 706,257,092	58.86%
Common	Zoraymee Holdings, Inc. 21/F Wynsum Corporate Plaza, Emerald Avenue, Ortigas Center, Pasig City Stockholder	Record Holder same as Beneficial Owner	Filipino	® 111,267,658	9.27%
Common	Grandshares Inc. 2809 Raffles Corporate Center, Emerald Avenue, Ortigas Center, Pasig City Stockholder	Record Holder same as Beneficial Owner	Filipino	® 120,000,000	10.00%
Common	Alfredo Abelardo Benitez 26/F West Tower, PSE Center, Ortigas Center, Pasig City Stockholder	Record Holder same as Beneficial Owner	Filipino	® 134,841,249	11.24%

* Beneficial owners under PCD Nominee Corporation that holds more than 5% shares are Venture Securities, Inc., which holds 244,367,641 shares or 20.4% and COL Financial Group, Inc., which holds 67,926,016 shares or 5.7%. Venture Securities, Inc. and COL Financial Group, Inc. will be asked to appoint and authorize a representative who will vote in behalf of said corporations.

Except for the above mentioned *beneficial owner, none of the common shares registered under the name of PCD Nominee Corporation owns more than 5% of the Company's common stock. PCD Nominee Corporation is a wholly owned subsidiary of the Philippine Central Depository and is the registered owner of the shares in the books of the Stock Transfer Service, Inc., the transfer agent of the registrant, and holds the shares in behalf of the beneficial owners.

Mr. Ignatius Yenke, President of Zoraymee Holdings, Inc. has been authorized to exercise voting power over the shares of said record holder and beneficial owner.

Grandshares, Inc., through its Chairman and President, Ricardo D. Morales, authorizes the Chairman of the meeting to exercise voting power over its shares.

- (2) Security Ownership of Management as of 31 March 2018

Name	Nationality	Direct	Indirect	Total Direct & Indirect Shares	% to Total Outstanding Shares
Reynaldo P. Bantug	Filipino	2	120,000	120,002	0.01
Edgardo S. Lopez	Filipino	2	0	2	0
Willy N. Ocier	Filipino	3,707,200	0	3,707,200	0.31
Eusebio H. Tanco	Filipino	10,432,480	22,672,729	33,105,209	2.76
Ignatius F. Yenke	Filipino	1,200	0	1,200	0
Anthony L. Almeda	Filipino	2	0	2	0
Bienvenido M. Santiago	Filipino	2	0	2	0
Clarita T. Zarraga	Filipino	1	6,600	6,601	0
Wilson L. Sy	Filipino	2,286,600	0	2,286,600	0.19
Carlos G. Baniqued	Filipino	2	0	2	0
Eng Hun Chuah	Malaysian	2	0	2	0
Katrina L. Nepomuceno	Filipino	0	7,104	7,104	0
Rafael Jasper S. Vicencio	Filipino	0	38,800	38,800	0
Ma. Antonia L. Cabili	Filipino	0	0	0	0
Total		16,427,493	22,845,233	39,272,726	3.27

(3) Voting Trust Holders of 5% or More

No person holds more than five percent (5%) of a class under voting trust or similar arrangement.

(4) Change in Control

There has been no change in control of the Corporation since the beginning of 2012 and the Corporation is not aware of any existing, pending, or potential transaction which may result in such a change in control.

- (e) Below is the summary list of foreign ownership as of 31 March 2018, the nationality, number of shareholders, the number of common shares held and the percentage of common shares held by each:

Nationality	No. of Shareholders	No. of Shares Held	% To Total
American	11	141,169	0.01
British	1	13,619	0.00
Chinese	72	2,152,907	0.18
German	1	1,064	0.00
Spanish	2	19,442	0.00
Others	2	47,723,239	3.98

Preferred shares are composed of 99.88% Filipino and 0.12% Foreign while warrants are composed of 99.44% Filipino and 0.56% Foreign.

Item 5. Directors and Executive Officers

(a) Legal Proceedings

The registrant has no knowledge of any material pending legal proceedings in any court of administrative agency of the Government to which any of the directors and executive officers of the registrant is a party.

b) Directors and Executive Officers

1. Directors and Executive Officers

Name	Age	Directorships in Other Companies	Citizenship	Business Experience For the Past Five Years
Reynaldo P. Bantug <i>(Director, April 19, 2002 to present)</i>	68	AB Leisure Exponent, Inc. Hotel Enterprises of the Philippines, Inc. LR Foundation, Inc. Total Gamezone Xtreme Incorporated Cyberpoint Holdings, Inc. BAPA Realty Development Corp. BAPA Holdings & Management SunAsia Energy, Inc. Aton Land & Leisure, Inc. Bacolod Real Estate Development Corp. (All-Director)	<i>Filipino</i>	Bacolod Real Estate Development <i>(Vice Chairman)</i> BAPA Realty Development Corp. BAPA Holdings & Management <i>(President)</i> AB Leisure Exponent, Inc. First Cagayan Leisure & Resort Corp. <i>(President)</i>
Edgardo S. Lopez <i>(Director, August 18, 2006 to present)</i>	76	LS Finance & Management Corp. Heerco Philippines, Inc. Kings Cross Development Corp. (All-Director)	<i>Filipino</i>	LS Finance & Management Corp. Heerco Philippines, Inc. <i>(President)</i> Kings Cross Development Corp. <i>(Vice-Chairman)</i>

<p>Anthony L. Almeda ** (Director, June 30, 2004 to present)</p>	<p>52</p>	<p>Alalmeda Corporation Alalmeda Land, Inc. Alalmeda Holdings, Inc. Alalmeda & Company, Inc. Alalmeda Acquisition, Inc. Uyalmeda, Inc. Alalmeda Energy, Inc. Calaca High Power Corp. Pacifica21 Holdings, Inc. National Grid Corporation of the Philippines One Laguna Corporation Eclouds Inc. Cadastre One Inc. One Square Meter Inc. Fundacion Romana Alaci Capital Ltd. Miguelinda Educational Corporation ALA HSJ Inc. BigBoss Holdings Inc. BigBoss Cement Inc. BigBox21 Holdings Inc. (All - Director)</p>	<p><i>Filipino</i></p>	<p>Landision Corp. (Chairman, President) Filipinas Gaming Corp. (EVP) Alalmeda Land, Inc. Alalmeda Holdings, Inc. Alalmeda & Company, Inc. Alalmeda Acquisition, Inc. (Chairman & CEO) Blue Ocean Acquisitions Inc. (CEO) BB21 Remit Inc. Pacifica21 Holdings Inc. (Managing Director) National Grid Corp. of the Philippines Calaca High Power Corp. Enet Corp. Terra Firma Resources Inc. (Director)</p>
<p>Willy N. Ocier (Director, July 31, 2009 to present)</p>	<p>61</p>	<p>Pacific Online Systems Corporation Philippine Global Communications Inc. Premium Leisure & Amusement, Inc. APC Group, Inc. Tagaytay Midlands Golf Club, Inc. Belle Corporation Tagaytay Highlands International Golf Club, Inc. (All-Director)</p>	<p><i>Filipino</i></p>	<p>Pacific Online Systems Corporation Philippine Global Communications Inc. (Chairman and President) Premium Leisure & Amusement, Inc. APC Group, Inc. Tagaytay Midlands Golf Club, Inc. (Chairman) Belle Corporation (Co-Vice Chairman) Tagaytay Highlands International Golf Club, Inc. (Vice Chairman)</p>
<p>Wilson L. Sy (Director; July 29, 2011 to present)</p>	<p>65</p>	<p>Wealth Securities, Inc. Philequity Management, Inc. The Philippine Stock Exchange, Inc. East West Banking Corp. Vantage Equities, Inc. Vantage Financial Corp. Asian Alliance Holdings Corporation Xcell Property Ventures, Inc. Monte Oro Resources & Energy, Inc. Sinag Energy Philippines Inc. (All-Director)</p>	<p><i>Filipino</i></p>	
<p>Bienvenido M. Santiago (Director; November 28, 2003 to present)</p>	<p>72</p>	<p>The Print Gallery, Inc. St. James Holding Corporation One Boutique Amusement & Recreation Corp. North Luzon Gaming & Amusement Corp. 516 Games and Technology Corporation Zoraymee Holdings, Inc. Total Gamezone Xtreme Incorporated Hotel Enterprises of the Philippines, Inc. (All-Director)</p>	<p><i>Filipino</i></p>	<p>AB Leisure Exponent, Inc. (VP for Administration) The Print Gallery, Inc. (Treasurer) Zoraymee Holdings, Inc. (Vice-President) Corporate Image Dimensions, Inc. Market Light Realty & Construction, Inc. St. James Holding Corporation LR Land Developers, Inc. (Corporate Secretary)</p>

<p>Eusebio H. Tanco</p> <p><i>(Director; July 29, 2011 to present)</i></p>	<p>68</p>	<p>Asian Terminals Inc. PhilhealthCare Inc. Philippine Life Financial Assurance STI Education Systems Holdings, Inc. STI Education Services Group, Inc. iACADEMY Philippine Stock Exchange, Inc. Maestro Holdings, Inc. (formerly STI Investments, Inc.) Eximious Holdings, Inc. (formerly Capital Managers & Advisors, Inc.) STI West Negros University Philippine First Insurance Co., Inc. Global Resources for Outsourced Workers, Inc. Mactan Electric Company International Hardwood & Veneer Corp. Cement Center Inc. United Coconut Chemicals, Inc. Manila Bay Spinning Mills, Inc. M. B. Paseo Philippine Health Educators, Inc. Grow Vite, Inc. Philippine Racing Club Biolim Holdings & Management Corp (formerly Rescom Developers Inc.) First Optima Realty Corp. Marbay Homes Inc. Tantivy Holdings, Inc. (formerly Insurance Builders Inc.) Classic Finance, Inc. Bloom with Looms Logistics, Inc. (formerly STMI Logistics, Inc.) Delos Santos – STI College Total Consolidated Asset Management, Inc. Eujo Phils., Inc. Prime Power Holdings Corporation Venture Securities, Inc. United Coconut Chemicals, Inc. Prudent Resources, Inc. (All-Director)</p>	<p><i>Filipino</i></p>	<p>Asian Terminals Inc. <i>(Vice-Chairman and President)</i> STI Education Systems Holdings, Inc. <i>(Chairman)</i> Eximious Holdings, Inc. (formerly Capital Managers & Advisors, Inc.) <i>(Chairman)</i> iACADEMY <i>(Chairman)</i> STI West Negros University <i>(Chairman)</i> Mactan Electric Company <i>(Chairman)</i> International Hardwood & Veneer Corp. <i>(President)</i> Cement Center Inc. <i>(President)</i> First Optima Realty Corp. <i>(President)</i> Marbay Homes Inc. <i>(President)</i> Tantivy Holdings, Inc. (formerly Insurance Builders Inc.) <i>(President)</i> Delos Santos – STI College <i>(Chairman)</i> Grow Vite, Inc. <i>(Chairman)</i> Venture Securities, Inc. <i>(Chairman)</i> Biolim Holdings & Management Corp (formerly Rescom Developers Inc.) <i>(President)</i> Philippine First Insurance Co., Inc. <i>(Chairman)</i> Global Resources for Outsourced Workers, Inc. <i>(President)</i> Bloom with Looms Logistics, Inc. (formerly STMI Logistics, Inc.) <i>(President)</i> Eujo Phils., Inc. <i>(President)</i> Total Consolidated Asset Management, Inc. <i>(President)</i> Prime Power Holdings Corporation <i>(Chairman and President)</i> Classic Finance Inc. <i>(CEO)</i> Prudent Resources, Inc. <i>(Chairman and President)</i></p>
<p>Clarita T. Zarraga **</p> <p><i>(Director, July 30, 2010 to present)</i></p>	<p>77</p>	<p>Digi Software Philippines, Inc. Lucky Circle Corporation Philippine Regional Investment Development Corporation Defending Family Values Foundation, Inc. Saturnina Estate & Dev't Complex Corp. Business Outsourcing Solutions & Services (BOSS), Inc. Montemaria Asia Pilgrims, Inc. Abacus Global Technovisions, Inc. (All-Director)</p> <p>Abacore Capital Holdings, Inc. (Independent Director)</p>	<p><i>Filipino</i></p>	<p>C.T. Zarraga and Associates <i>(Managing Partner)</i> Abacus Consolidated Resources & Holdings Inc. <i>(Director/Chairman-Audit Committee)</i> Saturnina Estate & Dev't Complex Corp. <i>(Treasurer)</i> Pride Star Development Bank <i>(Director/Credit Committee Chair)</i> Carlos J. Valdes & Co. CPAs <i>(Senior Audit Staff)</i> Marianas, Inc. <i>(Internal Auditor)</i> Sylvanna Tobacco Corp. <i>(Asst. to the President)</i> PGH Foundation, Inc. <i>(Treasurer)</i></p>

Ignatius F. Yenke <i>(Director, April 19, 2012 to present)</i>	65	TKC Steel Corporation Sterling Bank of Asia Zoraymee Holdings, Inc. (All-Director)	<i>Filipino</i>	TKC Steel Corporation <i>(Vice Chairman)</i> Sterling Bank of Asia <i>(Board Director)</i> Premiere Horizon Alliance Inc. <i>(Director)</i>
Carlos G. Baniqued <i>(Director, July 29, 2016 to present)</i>	60	34C2 Holdings, Inc. Sequel Realty Corporation Funchal Inc. Jollibee Center Condominium Corporation (All - Director)	<i>Filipino</i>	Baniqued Layug & Bello [Formerly Baniqued & Baniqued] <i>Founder and Managing Partner</i> 34C2 Holdings, Inc. <i>Chairman and President</i> Sequel Realty Corporation <i>President and Director</i> Funchal Inc. <i>President and Director</i> Jollibee Center Condominium Corporation <i>Director and Corporate Secretary</i> Getty Images <i>Resident Agent</i> Hawaiian Airlines <i>Resident Agent</i> Wharton-Penn Alumni Association, Inc. <i>President, 2015</i> Wharton-Penn Club of the Philippines MBA Endowment Fund <i>Chair</i>
Eng Hun Chuah * <i>(Director, August 24, 2017 to present)</i>	33	First Cagayan Leisure and Resort Corp. First Cagayan Converge Data Center, Inc. LR Land Developers, Inc. LR Data Center and Solutions, Inc. AB Leisure Global, Inc. Blue Chip Gaming and Leisure, Inc. Gold CoastLeisure and World Corporation (All - Director)	<i>Malaysian</i>	RGB International Bhd <i>Executive Director</i>

* Newly elected director in 24 August 2017 Board of Directors' Organizational Meeting. He replaced Atty. Raul G. Gerodias who resigned as director during said meeting.

**Re-elected as Independent directors in 28 July 2017 annual stockholders' meeting. The Certifications of Ms. Clarita T. Zarraga and Mr. Anthony L. Almada stating their qualifications to act as independent directors are attached hereto.

The Certification executed by the registrant's Corporate Secretary certifying that no director or officer is currently employed by or otherwise connected in any capacity to the Philippine Government or any of its bureaus, agencies or instrumentalities is attached hereto.

All of the independent directors possess all the qualifications and none of the disqualifications as independent directors under SRC Rule 38 from the time of their election as such independent directors.

The following are the executive officers:

Mr. Eng Hun Chuah – President (please see discussion on directors)

Katrina L. Nepomuceno – Corporate Secretary/Compliance Officer

Atty. Nepomuceno is a Director and President of AB Leisure Global, Inc. (ABLGI). She is currently the Corporate Secretary of First Cagayan Leisure and Resort Corporation (FCLRC), and Brightlight Leisure Productions Inc. (BLPI). She is also a Director and Corporate Secretary of LR Data Center and Solutions Inc. (LRDCSI), ABLE Holdings Inc. (ABHI), AB Gaming & Leisure Specialist Inc. (ABGLSI), Cyberpoint Holdings and Management Corporation (CHMC), and Hotel Enterprises of the Philippines Inc. (HEPI). She is one of the Directors of AB Leisure Exponent Inc. (ABLE), LR Land Developers, Inc. (LRLDI), Prime Investment Korea Inc. (PIKI), Total Gamezone Xtreme, Inc. (TGXI), First Cagayan Converge Data Center Inc. (FCCDCI), Blue Chip Gaming and Leisure Corporation (BCGLC), and Gold Coast Leisure and World Corporation (GCLWC).

Mr. Rafael Jasper S. Vicencio – Treasurer

Mr. Vicencio is the Corporate Planning and Analytics Department Head of LRWC. He is currently a Director of AB Leisure Exponent, Inc. (ABLE) and Subsidiaries, LR Land Developers, Inc. (LRLDI), Blue Chip Gaming and Leisure Corporation (BCGLC), Gold Coast Leisure and World Corporation (GCLWC), and AB Leisure Global, Inc. (ABLGI). He is also a Director and Treasurer of LR Data Center and Solutions Inc. Mr. Vicencio served as Assistant Vice President and General Manager of First Cagayan Leisure and Resort Corporation (FCLRC). He also served as Strategic Planning Manager of LRWC. He worked as Commercial Business Manager at San Carlos Bioenergy, Inc. and as Industrial Engineering Manager at Red Ribbon Bakeshop, Inc. He also worked at San Miguel Corporation from 2004 to 2006 and at Ginebra San Miguel Inc. from 1998 to 2004.

Nominees for Directorship: All incumbent directors, as well as independent directors, were re-nominated. The Nomination Committee of the Board of Directors of the registrant has determined that the following nominees for the Board of Directors, including the independent directors, to be elected at this Annual Meeting, possess all the qualifications and have none of the disqualifications for directorship set out in the registrant's Manual on Corporate Governance as well as the Guidelines on the Nomination and Election of Independent Directors set forth in SRC Rule 38 as provided in Article II Section 6 of Registrant's Amended By-Laws dated November 28, 2003. The Chairman of the Nomination Committee is Mr. Willy N. Ocier and the members are Mr. Wilson L. Sy, Mr. Edgardo S. Lopez, Mr. Eng Hun Chuah and Mr. Anthony L. Almeda.

1. Reynaldo P. Bantug
2. Anthony L. Almeda - Independent Director
3. Ignatius F. Yenke
4. Edgardo S. Lopez
5. Willy N. Ocier
6. Bienvenido M. Santiago
7. Wilson L. Sy
8. Eusebio H. Tanco
9. Clarita T. Zarraga - Independent Director
10. Carlos G. Baniqued
11. Eng Hun Chuah

Nomination of Independent Directors: Mr. Anthony L. Almeda was nominated by Mr. Bienvenido M. Santiago, an incumbent director of the registrant, while Ms. Clarita T. Zarraga was nominated by Mr. Anthony L. Almeda. All of the persons recommending the nomination of the independent directors have no relationship to their respective nominees. Mr. Anthony L. Almeda is not a director in any other reporting companies.

The curriculum vitae of the directors nominated for re-election are described in the discussion on "Directors and Executive Officers."

2. Significant Employees

Although LRWC has relied on and will continue to rely on, the individual and collective contributions of each of its executive officers, senior operational personnel and non-executive employees, LRWC believes that it does not depend on the services of a particular employee and that there is no employee that the resignation or loss of whom would have a material adverse impact on its business.

3. Family Relationships

There are no family relationships known to LRWC.

4. Involvement in Certain Legal Proceedings

There are no pending legal proceedings against the directors and officers known to LRWC.

As of March 31, 2018, to the best of the Company's knowledge, there are no other occurrences of any of the following events that are material to an evaluation of the ability or integrity of any director or executive officer of the Company:

- a) Any bankruptcy petition filed by or against any business of which such person was a general partner or executive officer either at the time of the bankruptcy or within two years prior to that time;
- b) Any conviction by final judgment in a criminal proceeding, domestic or foreign, or being subject to a pending criminal proceeding, domestic or foreign, excluding traffic violations and other minor offenses;
- c) Being subject to any order, judgment, or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, domestic or foreign, permanently or temporarily enjoining, barring, suspending or otherwise limiting his involvement in any type of business, securities, commodities or banking activities; and
- d) Being found by a domestic or foreign court of competent jurisdiction (in a civil action), the Commission or comparable foreign body, or a domestic or foreign Exchange or other organized trading market or self-regulatory organization, to have violated a securities or commodities law or regulation, and the judgment has not been reversed, suspended or vacated.

5. Certain Relationships and Related Transactions:

Transactions between related parties are accounted for at arms' length prices or on terms similar to those offered to non-related entities in an economically comparable market. There were no transactions or proposed transactions during the last two (2) years to which the registrant or its subsidiaries, in which a director, executive officer, or stockholders owning ten percent (10%) or more of total outstanding shares and members of their immediate family had or is to have a direct or indirect material interest.

For transactions with related parties pertaining to those consummated with its subsidiaries and other related parties, please refer to Note 21 of Notes to the Consolidated Financial Statements for the year 2017 and 2016.

6. Director's Disagreement with Registrant Leading to Directors' Resignation or Declining to stand for re-election: No director has resigned or declined to stand for re-election to the Board of Directors since the date of the last annual meeting of security holders because of a disagreement with the registrant on any matter relating to the registrant's operations, policies or practices.

Item 6. Compensation of Directors and Executive Officers

Data as to all plan and non-plan compensation awarded to, earned by, paid to, or estimated to be paid to, directly or indirectly during the last two completed calendar years and the ensuing calendar year to the Company's President and five other most highly compensated executive officers.

Name and Principal Position	Year	Compensation	Bonuses	Other Annual Compensation
		Estimated	Estimated	Estimated
Reynaldo P. Bantug, Chairman				
Eng Hun Chuah, President				
Katrina L. Nepomuceno, Vice President				
Alejandro P. Alonte, Vice President				
Ma. Christina Bautista, Asst. Vice President				
All above-named Officers as a group	2018	P31,666,188	P3,179,799	P248,252
All other officers as a group unnamed	2018	None	None	None

Reynaldo P. Bantug, Chairman				
Eng Hun Chuah, President				
Katrina L. Nepomuceno, Vice President				
Alejandro P. Alonte, Vice President				
Ma. Christina Bautista, Asst. Vice President				
All above-named Officers as a group	2017	P29,320,544	P2,944,258	P248,252
All other officers as a group unnamed	2017	None	None	None

Reynaldo P. Bantug, President and CEO				
Rizalito S. Oades, SVP & Group CFO				
Ma. Christina A. Bautista, Vice President				
Ruben Q. Ong, Treasurer				
Katrina L. Nepomuceno, Corporate Secretary				
All above-named Officers as a group	2016	P29,215,425	P2,115,218	P425,000
All other officers as a group unnamed	2016	None	None	None

**Other annual compensation consists of director's fees of salaried directors.*

(2) Compensation of Directors

Members of the Board of Directors are elected for a term of one year. Except for the Company's President and Vice-President, all other directors receive no compensation except director's per diem of ₱50,000 per meeting, per diem of ₱30,000 per meeting for members of the executive committee, and per diem of ₱20,000 per meeting for audit, compensation, and nominating committees. Cash bonus of ₱500,000 and ₱1,000,000 were given to each director in 2017 and 2016.

Total payments to non-salaried directors amounted to ₱15,535,000 in 2017 and ₱18,140,000 in 2016.

(3) Employment Contracts and Termination of Employment and Change in Control Arrangements

There are no agreements or employment contract existing between the Company and any of its directors or executive officers.

There are no arrangements for compensation to be received by these named executive officers from LRWC in the event of a change in control of LRWC.

(4) Outstanding Warrants and Options

As of 31 May 2018, the Corporation has outstanding warrants of 82,500,000 which are listed with the Philippine Stock Exchange. The warrants shall entitle the investor/(s) to purchase one (1) common share. The exercise price of the warrant shall be ₱15.00 or the Company's weighted average trading price for three (3) months prior to the exercise date of the warrant less ten percent (10%) discount. The warrants are exercisable starting on the 5th anniversary of the perpetual preferred shares until the 8th anniversary.

No warrants are being held by the directors and officers of the Company.

The Company has no outstanding options.

Item 7. Independent Public Accountants

R.G. Manabat & Co. (formerly Manabat Sanagustin & Co.), served as Company's external auditors for the December 31, 2017, 2016 and 2015 Financial Statements. Their re-appointment was approved during the Company's annual stockholders' meeting held on July 28, 2017. Mr. Dindo Marco M. Dioso is the partner-in-charge for the Company's audit for the December 31, 2017, 2016 and 2015 Financial Statements.

Mr. Tomas G. Mahinay was the partner in charge of the Company's 2013 and 2012 audit while Mr. Jose P. Javier Jr. was the partner in charge during 2011, 2010, 2009 and 2008 audit. In compliance with SRC Rule 68 as Amended, Paragraph 3(b)(ix), the handling audit partner is rotated every five (5) years and in case there will be a re-engagement of the same signing partner, a two-year cooling off period shall be observed. The Company is considering other auditing firm who shall be recommended for appointment as the Company's external auditors for the ensuing year.

There was no event in the past where R.G. Manabat & Co. had any disagreement with the Company with regard to any matter relating to accounting principles or practices or financial statement disclosure or auditing scope or procedure.

Representatives of the Independent Public Accountant (R.G. Manabat & Co., CPA's) are expected to be present at the Annual Stockholders' Meeting. They will have the opportunity to make a statement if they desire to do so and are expected to be available to respond to appropriate questions.

The Chairman of the Audit Committee is Ms. Clarita T. Zarraga and the members are Mr. Reynaldo P. Bantug, Mr. Anthony L. Almeda, Atty. Carlos G. Baniqued and Mr. Ignatius F. Yenke.

C. ISSUANCE AND EXCHANGE OF SECURITIES

Item 12. Mergers, Consolidations, Acquisitions and Similar Matters

ACQUISITION OF 100% OF THE OUTSTANDING CAPITAL STOCK OF TOTAL GAMEZONE XTREME, INCORPORATED

On 20 May 2014, the Company sent a Letter Offer to the current shareholders of Digiwave Solutions Incorporated (Digiwave) for the Company's acquisition of one hundred percent (100%) of the outstanding capital stock of Digiwave which currently operates Philippine Amusement Gaming Corporation (PAGCOR) e-Games outlets/venues in Metro Manila and nearby provinces. The indicative price for said acquisition is Six Hundred Twenty Million Pesos (Php620,000,000.00), provided that upon closing, Digiwave has Forty-Five (45) e-Games outlets and the result of the conduct of due diligence is satisfactory.

On 21 July 2014, the Company entered into an Asset and Share Purchase Agreement (ASPA) with Premiere Horizon Alliance Corporation (PHAC), Digiwave Solutions Incorporated (DSI) and Total Gamezone Xtreme Incorporated (TGXI). The total consideration for the transaction is Six Hundred Twenty Million Pesos (Php620,000,000.00) to be paid by LRWC to PHAC for the acquisition of One Hundred Percent (100%) of the shares of stock of TGXI, subject to PAGCOR approval, as well as issuance of proper local government permits and licenses, to fully consummate the delivery, transfer and/or assignment of DSI and PHAC to TGXI of Forty-Five (45) PAGCOR E-Games Stations (PEGS). PHAC owns Eighty-Five Percent (85%) of the total outstanding shares of DSI. DSI earlier conveyed all its PEGS with related peripherals/PAGCOR approved terminals to TGXI.

To date, LRWC has assumed management control and operations of TGXI and its operating PEGS and is the registered owner of 100% of TGXI's outstanding capital stock.

AMENDMENTS TO THE THIRD ARTICLE OF THE ARTICLES OF INCORPORATION

On 26 June and 25 July 2014, the Board of Directors and stockholders of the Corporation, respectively approved the amendment to the Third Articles of the Articles of Incorporation to reflect its actual principal office address at the 26th Floor, West Tower, Philippine Stock Exchange Center, Exchange Road, Pasig City. The amendment was approved pursuant to the requirement of Securities and Exchange Commission (SEC) Memorandum Circular No. 6, Series of 2014, requiring all companies, partnerships whose articles of incorporation indicate only a general address. *i.e.* Metro Manila to amend their articles of incorporation in order to specify their complete address.

On 18 August 2014, the SEC approved the amendment to the Third Article of the Company's Articles of Incorporation to reflect its actual principal office address at the 26th Floor, West Tower, Philippine Stock Exchange Center, Exchange Road, Pasig City.

AMENDMENT TO THE REVISED MANUAL ON CORPORATE GOVERNANCE

On 25 July 2014, the Board of Directors approved the amendment of the Company's Revised Manual on Corporate Governance in compliance with SEC Memorandum Circular No. 9, Series of 2014 which requires the inclusion of "other stakeholders" (i.e. customers, employees, suppliers, financiers, government, and community in which the corporation operates) in the following parts of the Manual: (1) definition of Corporate Governance; (2) General Responsibility and Duties and Functions of the Board; (3) Duties and Functions of the Corporate Secretary; (4) Accountability and Audit; and (5) Disclosure and Transparency.

On 10 November 2016, SEC approved the Code of Corporate Governance for Publicly-listed Companies (CG Code for PLCs) and released SEC Memorandum Circular No. 19, Series of 2016, requiring all PLCs to submit a new Manual on Corporate Governance. According to SEC, this CG Code for PLCs aims to promote the development of a strong corporate governance culture and to keep abreast with recent developments in corporate governance. The said Memorandum Circular superseded the above-mentioned Memorandum Circular No. 9-2014 (Amendment to the Revised Code of Corporate Governance) and other related Memorandum Circulars on corporate governance. On 29 May 2017, the company submitted a New Manual on Corporate Governance with SEC.

D. OTHER MATTERS

Item 15. Action with Respect to Reports

The minutes of the previous Annual Stockholders' Meeting dated July 28, 2017 shall be submitted to the stockholders for approval. Lastly, the stockholders shall approve/ratify the Annual Report and the Audited Financial Statements for fiscal year 2017 and the actions taken by the Board of Directors and Officers since the last annual meeting of the stockholders as follows:

1. Approval of list of nominees for election to the Board of Directors including the independent directors as submitted by the Nomination Committee.
2. Approval of audit reports and financial statements as presented by the Audit Committee.
3. Approval to act as continuing surety for obligations of Hotel Enterprises of the Philippines, Inc. (HEPI) to BDO Unibank, Inc. and for obligations of AB Leisure Exponent, Inc. (ABLE) to Philippine Business Bank, Inc.
4. Approval of the appointment of Data Protection Officer (DPO) in compliance with Data Privacy Act (DPA) of 2012.
5. Approval to act as surety and share mortgagor for the Omnibus Loan and Security Agreement (OLSA) executed by AB Leisure Global, Inc. with BDO Unibank, Inc.
6. Approval of the execution of Comprehensive Surety Agreement with Asia United Bank for obligations of Blue Chip Gaming and Leisure Corporation.
7. Declaration of cash dividends at the rate of Four and 25/100 centavos (Php0.0425) per share payable to preferred stockholders of record as of 26 December 2017 and payment date of 19 January 2018.
8. Declaration of cash dividends at the rate of Four and 25/100 centavos (Php0.0425) per share payable to preferred stockholders of record as of 20 June 2018 and payment date of 12 July 2018.

Item 16. Matters Not Required to be Submitted

There are no matters not required to be submitted to a vote of security holders.

Item 17. Amendments of Charter, By-Laws & Other Documents

There are no actions to be taken with respect to any amendment of the registrant's charter, by-laws or other documents.

Item 18. Other Proposed Actions

There are no other proposed actions to be taken on matters other than those provided in the preceding items.

Item 19. Voting Procedures

(a) Vote required for Approval or Election

With respect to the election of directors, candidates who receive the highest number of affirmative votes will be declared elected.

With respect to: (i) the approval of the reports stated in Item 15 above; (ii) approval of appointment of external auditor of the Company; and (iii) all other matters subject to vote, except in cases when the law provides otherwise, the affirmative vote of majority of the outstanding capital stock entitled to vote is required to approve such matters.

(b) Method by which votes will be counted

Except as otherwise provided by law, each stockholder of record shall be entitled at every meeting of stockholders to one vote for each share of stock standing in his name on the stock books of the registrant, which vote may be given personally or by attorney authorized in writing. The instrument authorizing as attorney or proxy to act shall be exhibited to the Secretary if he shall so request. In the election of directors, each stockholder entitled to vote may cumulate and distribute his votes in accordance with the provisions of the Corporation Code.

Unless required by law, or demanded by a stockholder present in person or proxy at any meeting, and entitled to vote thereat, the vote on any question need not be by ballot. On a vote by ballot, each ballot shall be signed by the stockholder voting, in his name or by his proxy if there be such proxy, and shall state the number of shares voted by him. In any and all matters requiring the vote of the stockholders, it is the Company's Corporate Secretary who shall be authorized to count the votes to be cast.

The Company's 21,567,000 LR shares acquired by AB Leisure Exponent, Inc., a wholly-owned subsidiary of LRWC will not be voted on as these are deemed treasury shares.

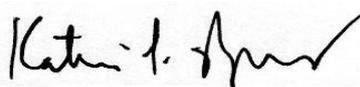
SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this report is true, complete and correct. This report is signed in the City of Pasig on June 21, 2018.

LEISURE & RESORTS WORLD CORPORATION

Issuer

By:



ATTY. KATRINA L. NEPOMUCENO
Corporate Secretary

MANAGEMENT REPORT

PART I - BUSINESS AND GENERAL INFORMATION

Business

Business Development

Primary Purpose

Leisure and Resorts World Corporation (hereinafter referred to as "Company/LRWC" or the "Registrant" was incorporated on October 10, 1957. As part of the corporate restructuring of the Company in 1996, the Company's primary purpose was amended in 1999 to engage in realty development focusing on leisure business. However, for several years, it had minimal operations and functioned as a holding company.

Share Swap

In October 1999, the Board of Directors of the Company approved the Share Exchange Agreements (Agreements) with the shareholders of AB Leisure Exponent, Inc. (ABLE), operator of a number of bingo parlors, for the acquisition of the entire outstanding capital stock of ABLE in exchange for 750 million new shares of the Company valued at ₱750 million. By virtue of the Agreements, ABLE became a wholly owned subsidiary of the Company.

On September 19, 2000, the Securities and Exchange Commission (SEC) approved the Company's increase in authorized capital stock to ₱2.5 billion. Out of the aforementioned increase which consists of a total 2.5 billion common shares at ₱ 1 par value, a total of 750 million common shares with aggregate par value of ₱750 million have been subscribed and fully paid for through the assignment in favor of the Company of 500,000 common shares of ABLE representing the entire outstanding capital stock thereof by ABLE shareholders. This subscription and payment in ABLE shares was an implementation of the duly executed Agreements between the Company and ABLE's shareholders. Initially, 236,626,466 shares were approved by SEC for release to previous ABLE shareholders. The remaining shares corresponding to 513,373,534 were principally held in escrow with a local commercial bank. In 2003, the stockholders of LRWC approved the decrease in authorized capital stock from 2.5 billion shares to 1.6 billion shares at ₱1 par value per share. Accordingly, the Company's issued capital stock decreased from 1,162,678,120 to 744,114,784. This equity restructuring resulted in a reduction of ₱418,563,336 in the Company's deficit as at January 1, 2004 and reduced shares held in escrow to 328,559,059. In 2007 and 2008, SEC approved the release of 322,616,462 shares held in escrow. The remaining shares totaling 5,942,597 were finally approved for release on October 10, 2011.

Corporate Entities

AB Leisure Exponent, Inc. (ABLE)

On 31 March 1995, ABLE was registered with the SEC. The primary purpose of ABLE and its subsidiaries is to provide amusement and recreation to the public in such forms as, but not limited to, traditional, electronic, pulltabs and rapid bingo games. Doing business as Bingo Bonanza Corporation, ABLE has established itself as the pioneer in professional bingo gaming in the Philippines. It has thirty-three (33) wholly/majority owned subsidiaries including three (3) dormant subsidiaries/bingo parlors and two (2) bingo parlors operated by minority owned affiliates. Philippine Amusement and Gaming Corporation (PAGCOR) granted ABLE and subsidiaries/affiliates the authority to operate bingo games pursuant to PD 1869. Since then, bingo outlets of ABLE and its subsidiaries have become community and entertainment centers, a source of revenue for the government, and a sponsor for fund-raising activities relating to social and educational programs.

Total Gamezone Xtreme Incorporated (TGXI)

On 21 July 2014, the Company entered into an Asset and Share Purchase Agreement with Premiere Horizon Alliance Corporation (PHAC) to purchase the latter's 100% stake in Total Gamezone Xtreme, Inc. (TGXI). TGXI is the assignee and purchaser of the assets, rights and interests of Digiwave Solutions, Inc. (DSI), the operator and licensee of Philippine Amusement and Gaming Corporation (PAGCOR) e-games stations.

To date, LRWC is the registered owner to One Hundred Percent (100%) of the TGXI's outstanding capital stock in

the amount of ₱218,000,000.00 divided into 2,180,000 shares with par value of One Hundred Pesos (₱100).

Blue Chip Gaming and Leisure Corporation (BCGLC)

On 09 October 2009, BCGLC was registered with SEC. Its primary purpose is to provide investment, management, counsel, and to act as agent or representative for business enterprises engaged in gaming, recreation and leisure activities. On 20 October 2009, BCGLC (lessor), as the authorized representative of Munich Management Limited – a foreign corporation duly organized and registered in British Virgin Islands, entered into a contract of lease with PAGCOR (lessee) for the use of slot machines and gaming facilities.

On 27 April 2011, LRWC purchased 26,250 shares of BCGLC representing 70% of BCGLC's outstanding capital stock. The purchase was ratified by LRWC's BOD on 24 May 2011. On 01 December 2015, LRWC purchased the remaining 30% or 11,250 shares from BCGLC's minority stockholders.

On 24 July 2015, BCGLC incorporated a subsidiary, Gold Coast Leisure World Corp. (GCLWC) with authorized capital stock of ₱15,000,000.00 divided into 150,000 shares with par value of ₱100.00, of which ₱3,750,000.00 has been subscribed. GCLWC was incorporated to comply with Section 18, Chapter III of the Implementing Rules and Regulations of Republic Act No. 7227. GCLWC obtained an Enterprise Registration with the Subic Bay Metropolitan Authority in 2016.

On 17 December 2015 BCGLC received a letter from PAGCOR, informing that its Board of Directors approved and confirmed the assignment in favor of BCGLC of the Contracts of Lease over four (4) PAGCOR VIP Clubs at (1) Venezia at Subic Bay Freeport Zone, Subic Zambales with Palmgold International Limited; (2) Pan Pacific, Malate Manila with Pacific Palm Corporation; (3) Paseo Premier Hotel, Sta. Rosa Laguna with Pacific Palm Corporation; and (4) Apo View Hotel, Davao City with Pacific Palm Corporation.

On 18 January 2016, BCGLC assigned the VIP Club at Venezia at Subic Bay Freeport Zone to its subsidiary, GCLWC.

On 28 January 2016, the Amended Contracts of Lease of three (3) VIP Clubs, namely Pan Pacific, Paseo Premier Hotel and Apo View Hotel were executed under the name of BCGLC, while the other VIP Club, Venezia at Subic Bay Freeport Zone was under the name of GCLWC.

Prime Investment Korea, Inc. (PIKI)

On 22 March 2013, LRWC purchased 10,000,000 shares of PIKI representing 100% ownership at a price of ₱1,000,000. The purchase was ratified by LRWC's BOD on 10 June 2013. The acquisition is in line with the Group's goal to expand and venture in other forms of gaming.

PIKI started its commercial operations on 26 July 2013. Together with Philippine Amusement and Gaming Corporation (PAGCOR), PIKI executed a Junket Agreement to jointly conduct junket gaming operations within PAGCOR's Casino Filipino-Midas located at Midas Hotel and Casino in Roxas Boulevard, Pasay City.

Hotel Enterprises of the Philippines, Inc. (HEPI)

On 11 November 2012, LRWC executed an Investment Agreement with Eco Leisure and Hospitality Holding Company, Inc. (Eco Leisure) and Hotel Enterprises of the Philippines, Inc. (HEPI) for the acquisition of fifty-one percent (51%) of the outstanding capital stock of HEPI which owns and operates the Midas Hotel and Casino. LRWC's total investment in HEPI, paid in cash, is ₱750.0 million. LRWC and Eco Leisure executed a Shareholders' Agreement to embody their mutual agreements and covenants concerning the sale and purchase of HEPI's shares, respective rights and obligations while certain covenants and conditions have not been fully complied by the parties under the Investment Agreement.

On 26 December 2012, HEPI filed an application for the amendment of its Articles of Incorporation to extend its corporate life, which application, however, was disallowed by the Corporate Registration and Monitoring Department (CRMD) of the Securities and Exchange Commission (SEC). In compliance with the rules of procedure of the SEC, HEPI appealed the SEC-CRMD's decision before the SEC *En Banc* via a Memorandum on Appeal.

On 01 October 2013, the SEC *En Banc* denied HEPI's appeal and affirmed the SEC-CRMD's denial of HEPI's application. On 22 October 2013, HEPI filed a Petition for Review (Petition) with the Court of Appeals seeking the reversal of the SEC Decision citing, among others, the following grounds: (a) HEPI's failure to file the application for the amendment of its articles of incorporation is due to justifiable reasons similar to cases where the SEC has allowed the filing, and eventually approved, application for extension of corporate term notwithstanding its expiration; (b) there is substantial evidence of HEPI's clear and unequivocal intention to continue with its corporate existence; (c) there are practical and socio-economic considerations in favor of allowing the extension of HEPI's corporate term; and (d) recent developments relating to the corporate term negate the rationale behind the SEC's strict application of the rules.

The Office of the Solicitor General (OSG) filed its Comment dated 28 January 2014 to the Petition on behalf of the respondents essentially reiterating the arguments of the SEC *En Banc* in denying HEPI's Memorandum on Appeal. HEPI filed its Reply to the Comment on 25 February 2014.

On 25 July 2014, HEPI filed its Memorandum. The OSG filed its manifestation that it is adopting its Comment dated 28 January 2014 as its Memorandum.

On 02 December 2014, the Court of Appeals issued a Decision finding for HEPI and directing the SEC to give due course to HEPI's application for amendment of articles of incorporation to extend its corporate term.

On 10 March 2016, the Amended Articles of Incorporation of Hotel Enterprises of the Philippines, Inc. amending Article II Primary Purpose, Article IV extending the term of the corporate existence of the company to another fifty (50) years from 30 July 2012, Article VI decreasing the number of the Board of Directors to 7 and Article XI adding new provisions governing the issuance and transfer of shares of the corporation.

First Cagayan Leisure & Resort Corporation (FCLRC)

On 26 April 2000, FCLRC was incorporated. The Company acquired 35% of the outstanding capital stock of FCLRC by purchasing 43,750 shares with a par value of ₱100 last 20 September 2005. FCLRC has an existing License Agreement with the Cagayan Economic Zone Authority (CEZA) to develop, operate, and conduct internet and gaming enterprises and facilities in the Cagayan Special Economic Zone Free Port (CSEZFP). Pursuant to the License Agreement, FCLRC was issued the "CEZA Master Licensor Certificate" certifying that FCLRC is duly authorized to regulate and monitor on behalf of CEZA all activities pertaining to the licensing and operation of interactive games. On 03 March 2006, the LRWC's Board of Directors (BOD) approved the additional investment of 40,000 shares in FCLRC for an aggregate amount of ₱32 million. This additional subscription to FCLRC's shares brought LRWC's total investment to 83,750 shares representing 50.75% of the issued and outstanding capital stock. On 03 April 2006, the BOD approved the acquisition of 31,250 shares, representing 25% of the issued shares (prior to issuance of the additional subscription) of FCLRC, from one of its shareholders, Joanna Heights, Inc., for an aggregate amount of ₱25 million on the same terms as the earlier additional subscription. The acquisition was completed upon execution of the Deed of Assignment of Rights on 27 September 2006. With this acquisition, the registrant now holds 115,000 shares representing 69.68% of the issued and outstanding capital stock of FCLRC.

LR Data Center and Solutions, Inc. (LRDCSI)

On 20 May 2016, LRDCSI was registered with SEC. LRDCSI is a technology company engaged in aggregating data and telecommunication services. The company's revenue model involves acquiring services from local and foreign technology and telecommunications companies at wholesale rates, bundling said services and then reselling the services at retail rates. The premium for such activity is warranted given the bespoke and higher level of customer engagement provided by the company. LR Data's portfolio includes solutions related to data center co-location, Internet, private leased lines, mobile and voice platforms, cyber security, content delivery networks, e-commerce, and network and website optimization. LRDCSI aims to provide these services to customers and clients in all industry sectors including land based and online gaming operators. The authorized capital stock of LRDCSI is ₱100,000,000, divided into 100,000,000 shares with par value of ₱1 per share, of which ₱25,000,000 has been subscribed and paid. Leisure and Resorts World Corporation owns 80% of the outstanding capital stock of LRDCSI while Jaime Enrique Y. Gonzales owns 20%.

First Cagayan Converge Data Center, Inc. (FCCDCI)

On November 14, 2007, FCLRC and IP Converge Data Center Corporation (IPCDCC), a wholly owned subsidiary

of listed firm IPVG Corp., formed a joint venture corporation with the name First Cagayan Converge Data Center Inc. The joint venture corporation was formed to engage in the business of information technology such as IP communication, co-location, bandwidth, disaster recovery services, software development, internet merchant payment processing and payment solution, premium dial up access, voice over internet protocol, IP-wide area network services and other value-added services. Presently, FCCDCI provides a range of services to Internet Gaming Operators at the CSEZFP for a fee.

FCCDCI commenced its commercial operations on 01 January 2008, thus, since then, FCLRC's statement of income includes 60% equity in net earnings from FCCDCI.

On 01 January 2017, IPVI entered into a Deed of Absolute Sale of Share of Stock with LRDCSI, whereby IPVI assigned its rights, interest and participation to its 5,000,000 shares of stock or 20% ownership in FCCDCI with a par and issue value of P1 for a total consideration of P16.4 million to LRDCSI.

By virtue of the Deed of Absolute Sale of Share of Stock entered into by IPVI and LRDCSI, LRWC obtained a 57.808% effective interest and control in FCCDCI through its direct subsidiaries FCLRC and LRDCSI at 60% and 20% equity stake in FCCDCI, respectively. Thus, due to the effect of the 20% additional equity interest, FCCDCI is consolidated into the Group effective 01 January 2017.

AB Leisure Global, Inc. (ABLGI)

On 20 October 2009, SEC approved the incorporation of another wholly owned subsidiary, AB Leisure Global Inc. (ABLGI), whose primary purpose is to purchase, acquire, own, use, improve, construct, develop, maintain, subdivide, sell, dispose of, exchange, lease and hold for investment, or otherwise deal with real estate and personal property of all kinds, including the management and operation of the activities conducted therein pertaining to general amusement and recreation enterprises, such as but not limited to resorts, golf courses, clubhouses and sports facilities, hotels and gaming facilities, with all the apparatus, equipment and other appurtenances as may be related thereto or in connection therewith. The authorized capital stock of ABLGI is ₱5,000,000.00, divided into 50,000 shares with par value of ₱100.00, of which, ₱1,250,000.00 has been subscribed and ₱312,500.00 has been paid up. On 06 May 2013, the Company's BOD approved the increase in the authorized capital stock from ₱5,000,000 to ₱2,000,000,000 divided into 20,000,000 shares with par value of ₱100 per share. The SEC approved the increase in its authorized capital stock on February 2014. As of 31 December 2013, LRWC has subscribed and paid ₱1,450,000.00.

During 2014, LRWC subscribed and paid additional ₱98,750,000.00 bringing its total investment to ₱1,550,000,000.00.

In 2017, ABLGI incorporated 7 subsidiaries (direct and indirect) including its land holding company for the Boracay project.

LR Land Developers, Inc. (LRLDI)

On 11 December 2007, the SEC approved the incorporation of a wholly owned subsidiary, Northern Philippines Land and Property Development Inc. (NPLPDI), whose primary purpose is to engage in the business of purchasing, leasing, owning, using, improving, developing, subdividing, selling, mortgaging exchanging, leasing, and holding for investment or otherwise, real estates of all kinds and build or cause to be built on any such land owned, held or occupied for management or disposition buildings, houses, or other structures with their appurtenances. On 03 March 2008, SEC approved the amendment to the Articles of Incorporation changing its name to LR Land Developers, Inc.

On 16 April 2012, Techzone was incorporated in the Philippines, a 50% owned associate of LRLDI, which is engaged in the acquisition, lease, donation, etc. of real estate of all kinds. Techzone started commercial operations in 2016.

Bingo Bonanza (HK) Limited (BBL)

On March 15, 2010, LRWC incorporated BBL, as its 60%-owned subsidiary. Its primary purpose is to engage in the business of gaming, recreation, leisure and lease of property. BBL was incorporated under the Companies Ordinance of Hong Kong and started its operations in March 2012. On 1 February 2014, the company ceased its operation in Hong Kong and is currently applying for the de-registration of its registration with the Inland Revenue

& Companies of the company under the Companies Ordinance of Hong Kong.

Binondo Leisure Resources, Inc. (BLRI)

On 11 February 2003 BLRI was incorporated and subsequently amended in 02 July 2003. On 25 July 2003, the Company signed a Memorandum of Agreement (MOA) with BLRI. In accordance with the MOA, the Company acquired a 30% interest in BLRI through the assignment of shares. The MOA also indicated that the Company would subscribe to 200,000 preferred shares of BLRI with a par value of ₱100. On 13 May 2004, the SEC approved BLRI's application for the increase in its authorized capital stock, from ₱5,000,000.00 divided into 50,000 common shares with par value of ₱100.00, to ₱50,000,000.00 divided into 200,000 common shares and 300,000 preferred shares both with par value of ₱100.00.

LRWC Articles of Incorporation and By-Laws

The stockholders of LRWC approved various amendments to the Company's Articles of Incorporation. The more relevant amendments relating to the current operations are as follows:

a) Seventh Article of the Articles of Incorporation

The authorized capital stock of the Corporation shall be increased from ₱1.6 billion to ₱5 billion divided into 2.5 billion shares of common stock with par value of ₱1.00 per share and 2.5 billion shares of preferred stock with par value of ₱1.00 per share. The preferred shares may be issued in tranches or series and shall be non-voting, non-participating, entitled to preferential and cumulative dividends at the rate not exceeding 12% per annum, and shall have such other, rights, preferences, restrictions and qualifications consistent with law and these articles of incorporation, as may be fixed by the Board of Directors at their issuance.

b) Second Article of the By-Laws

The Annual Meeting of the Stockholders shall still be held within the principal office of the Corporation in Metro Manila on the last Friday of July each year, unless a different date is fixed by the Board of Directors. The reference as to the time of the Annual Meeting, i.e. at the hour of 2:00 P.M. shall be deleted.

c) Third Article of the By-Laws

The notice requirement of regular or special meetings of the Board shall be amended to state that written notice of the regular or special meeting of the Board, specifying the date, time and place of the meeting, shall be sent by the Secretary to each director by personal delivery (messenger), ordinary or express mail (courier), facsimile or e-mail. The notice shall also include the following an (a) inquiry on whether the director will attend physically or through video/teleconference; (b) Contact number/s of the Corporate Secretary and his or her office staff whom the director may call to notify and state whether he shall be physically present or shall attend through video/teleconference; (c) Agenda of the meeting.

If the director chooses to attend the meeting through video/teleconference, he shall give notice of that fact to the Secretary at least two (2) days before the scheduled meeting and inform the latter of his contact number/s. The Corporate Secretary shall inform the director concerned of the contact number/s he will call to set up the video/teleconference to be able to join the meeting. The Corporate Secretary shall keep the records of the details and, on the date of the scheduled meeting, confirm and note such details as part of the minutes of the meeting.

The above-mentioned Increase in Authorized Capital Stock and the Amendment of the Articles of Incorporation and By-Laws were approved by SEC on 18 June 2013.

d) Third Article of the Articles of Incorporation

The Company's specific principal office address is at 26th Floor, West Tower, Philippine Stock Exchange Centre, Exchange Road, Ortigas Center, Pasig City. This amendment is in compliance with SEC Memorandum Circular No. 6, Series of 2014 and was approved on August 18, 2014.

Cash Dividends

On 15 June 2015, the BOD approved the declaration of cash dividend equivalent to ₱0.0425 per share payable to all preferred stockholders of record as of 30 June 2015 and cash dividend of ₱0.0425 per share payable to all preferred stockholders of record as of 29 December 2015. On 09 July 2015, the BOD approved the declaration of cash dividend equivalent to ₱0.060 per share payable to all common stockholders of record as of 29 September 2015 and cash dividend of ₱0.060 per share payable to all common stockholders of record as of 26 February 2016.

In addition, the Board also approved the distribution of cash bonus to all of its directors in the amount of ₱1,000,000.00 each.

On 31 May 2016, the BOD approved the declaration of cash dividend equivalent to P0.0425 per share payable to all preferred stockholders of record as of 14 June 2016. On 14 July 2016, the BOD approved the declaration of cash dividend equivalent to P0.080 per share payable to all common stockholders of record as of 30 September 2016 and cash dividend of P0.070 per share payable to all common stockholders of record as of 03 March 2017. On 09 December 2016, the BOD approved the declaration of cash dividend equivalent to P0.0425 per share payable to all preferred stockholders of record as of 23 December 2016.

In addition, the Board also approved the distribution of cash bonus to all its directors in the amount of P1,000,000 each.

On 29 May 2017, the BOD approved the declaration of cash dividend equivalent to P0.0425 per share payable to all preferred stockholders of record as of 16 June 2017. On 29 June 2017, the BOD approved the declaration of cash dividend equivalent to P0.080 per share payable to all common stockholders of record as of 29 September 2017 and cash dividend of P0.070 per share payable to all common stockholders of record as of 02 March 2018. On 12 December 2017, the BOD approved the declaration of cash dividend equivalent to P0.0425 per share payable to all preferred stockholders of record as of 26 December 2017.

In addition, the Board also approved the distribution of cash bonus to all its directors in the amount of P500,000 each.

Others

On 11 March 2011, the BOD authorized the issuance, through private placement, of ₱150 million shares from its unissued capital stock at a price of ₱7.50 per share. The newly issued shares were subscribed by third parties. Twenty-Five percent (25%) of the subscription amount was paid upon the execution of the Subscription Agreements on 24 March 2011, while the remaining Seventy-Five percent (75%) was settled on 15 May 2011. The issuance of these shares was filed with SEC on May 2011 and was approved and ratified by the Stockholders in the Annual Stockholders' Meeting held on 29 July 2011. As a result of this issuance, the total issued and outstanding stocks of the registrant as at 31 December 2011 increased to 999,877,094 shares.

On 11 November 2012, LRWC executed an Investment Agreement with Eco Leisure and Hospitality Holding Company, Inc. (Eco Leisure) and Hotel Enterprises of the Philippines, Inc. (HEPI) for the acquisition of fifty percent (50%) of the outstanding capital stock of HEPI which owns and operates the Midas Hotel and Casino. LRWC's total advances amounted to Seven Hundred Fifty Million Pesos (P750,000,000.00) which pertain to the deposits made by the Company to Eco Leisure in relation to the aforementioned purchase agreement. The deed of absolute sale for the transfer of shares of stocks was executed on 13 November 2012.

On various dates from May 2013 to September 2013, LRWC issued ₱1.65 billion preferred shares through private placement or issuance to not more than nineteen (19) non-qualified buyers under the Section 10.1(k) of the Securities Regulation Code. The ₱1.65 billion perpetual preferred shares have a par value of ₱1.00 per share and an issue price of ₱1.00 per share. The preferred shares are cumulative, non-voting and non-participating. On the fifth anniversary of the issue date of the ₱1.65 billion perpetual preferred shares or on any dividend payment date thereafter, LRWC has the option, but not the obligation, to redeem the perpetual preferred shares in whole or in part at a redemption price equal to the issue price of the perpetual preferred shares plus cumulated and unpaid cash dividend, if any, for all dividend periods up to the date of actual redemption by LRWC. A nil-paid, detachable warrant was issued to the investor/(s) for every twenty (20) preferred shares. Each warrant shall entitle the investor/(s) to purchase one (1) common share. The exercise price of the warrant shall be ₱15.00 or LRWC's weighted average trading price for three (3) months prior to the exercise date of the warrant less ten percent

(10%) discount. The warrants are exercisable starting on the 5th anniversary of the perpetual preferred shares until the 8th anniversary.

On 27 November 2017, the BOD authorized ABLGI to avail a loan facility with BDO Unibank, Inc. and approved the terms and transactions contemplated by the Omnibus Loan and Security Agreement by and among ABLGI as borrower, share mortgagor, mortgagor and assignor, ABLGI subsidiaries as sureties, share mortgagors, mortgagors and assignors, LRWC as share mortgagor, mortgagor and surety, ABLE, TGXI, PIKI, BCGLC and FCLRC as sureties, BDO Unibank, Inc. as lender, and BDO Unibank, Inc. - Trust and Investments Group as security trustee.

Products, Games and Distribution Methods

AB Leisure Exponent, Inc. (ABLE)

ABLE (popularly known as Bingo Bonanza Corporation), the pioneer in professional bingo gaming in the Philippines, is a 100% subsidiary of the Company.

The Electronic Bingo is now the principal product line of ABLE. Through profitable business partnerships, sound business strategy that combines technological innovation and continuous variations of bingo games, ABLE maintains its niche in the industry.

ABLE launched the E-bingo games (EBG) in 2002 with 20 machines. As of 31 December 2017, around 10,392 machines were installed in 149 affiliated bingo parlors.

The Traditional Bingo continues to thrive by implementing game variations, including among others, Quick Shot, Circle 8, Instant Bingo Bonanza, Player’s Choice, and X Game. In addition to these variations, ABLE also introduced the Video Link Bingo, which enables bingo players in one parlor to play simultaneously same game with players in other parlors for bigger payouts. The majority of the Metro Manila bingo parlors have been linked for the metro-wide bingo game. Likewise, the Visayas’ bingo parlors have been linked to form their own cluster.

In August 2005, ABLE introduced Rapid Bingo with 14 terminals in 14 bingo parlors. By end of 2017, a total of 127 Rapid Bingo terminals were installed in 127 bingo parlors.

ABLE also introduced Pull Tabs in the latter part of 2005 and continues to market said product to all its operational bingo parlors and other non-affiliated establishments.

ABLE and its subsidiaries/affiliates operates 149 bingo parlors nationwide (inclusive of 2 minority owned bingo parlors). Most of these bingo parlors are in major shopping malls in Metro Manila and in key provincial cities. Enumerated below is a list of bingo branches, subsidiaries/affiliates, its locations, date of organization and ABLE’s equity interest:

Company-Owned Bingo Parlors:			
		Location	
		1	SM Mega Mall, EDSA, Mandaluyong City
		2	Sta. Lucia East Mall, Cainta, Rizal
		3	SM City, North EDSA, EDSA, Quezon City
		4	New Farmers Plaza, EDSA, Quezon City
		5	Makati Cinema Square, Pasong Tamo, Makati City
		6	SM Southmall, Almanza, Las Pinas City
		7	Royal Arranque Commercial Center, C.M Recto Sta. Cruz
		8	IL Centro, Sta.Lucia East Grandmall Marcos Highway, cor Felix
Bingo Parlors Owned Through Subsidiaries/Equity			
	Date of Organization	Location	
Alabang Numbers & Gaming Corp., 100%	11/18/1997	1	Festival Supermall, Alabang, Muntinlupa City
		2	Festival Boutique, Alabang, Muntinlupa City

		3	Wharf Boutique at Lakefront, Km 20, East Service Road, Sucat, Muntinlupa City
		4	2nd Floor, V. Central Mall, New Molino Blvd. Molino, Cavite City
All Point Leisure Corporation, 100%	7/16/1997	5	3rd Floor, SM Centerpoint, Araneta Avenue cor Magsaysay Blvd., Sta. Mesa Manila
		6	Ground Floor, Harrison Plaza Commercial Complex, Mabini St., Malate, Manila
Alpha One Amusement and	5/23/2013	7	Romero Bldg. 1337 Edsa Balintawak Quezon City
Big Time Gaming Corporation, 100%	3/27/2006	8	Sunshine Blvd. Plaza, Quezon Ave. Corner Sct Santiago & Panay Ave., Quezon City
		9	2/F Intrepid Plaza Bldg., E. Rodriguez Ave. Brgy Bagumbayan, Quezon City
		10	G/F QY Plaza, 233 Tomas Morato Ave., South Triangle 4, Quezon City
		11	Unit 102, 6th Flr., Web Jet Acropolis Bldg. 88 E. Rodriguez Jr Ave., Bagumbayan 3, Quezon City
		12	Robinsons' Supermarket, EMA Town Center, Brgy. Camalig, Meycauayan Bulacan
		13	G/F Madison Square Alabang Zapote Road, Las Pinas City
		14	G/F Merville Arcade, West Service Road, corner Merville Brgy. 201 Pasay City
		15	2/F Bocobo Commercial Center, #1244 Legaspi St., Bocobo cor Padre Faura St., Ermita Manila
		16	G/F A.S. Commercial Bldg., Unit A, B, C, Falcon St., Brgy. Poblacion 5, Sta. Cruz, Laguna
		17	G/F Sogo Bldg., Brgy San APA Maharlika Highway, Cabanatuan City
		18	Puregold San Mateo, Km 21 Gen. Luna St., Brgy Banaba, San Mateo Rizal
		19	G/F Icon Hotel, #967 EDSA corner West Avenue, Brgy Philam, Quezon City
		20	2F Parkmall E. Ouano Ave. Brgy. Tipolo City South Mandaue Reclamation Area, Special Economic Administrative Zone Mandaue City
		21	SkyOne Bldg., Brgy. Isidro Angono Rizal
		22	C. M Recto Avenue Brgy. 313 Zone 31, Sta. Cruz Manila
		23	G/F Jea Bldg. Lopez St., Corner Jalandoni St., Iloilo City
		24	31 J.P. Rizal St., Brgy. Tabok, Mandaue City
		25	Syquio Business Center Maharlika Highway, Brgy. Daan Sarile, Cabanatuan City
		26	2 nd Flr. Blue Horizon Bldg. Quezon Avenue Poblacion Alaminos City Pangasinan 2404
		27	Ground Flr. Meerea High St. Bldg. Ouano Ave. North Reclamation Area Subangdaku, Mandaue, Cebu City
		28	Dizon Building # 244 Entiero Street, Brgy. Sto. Cristo, Angeles City Pampanga
		29	Emiliano Pineda Building, Mac Arthur Highway corner Gil Puyat Ave., Brgy San Francisco, Mabalacat Pampanga
		30	2nd flr., Sir Thomas Square. No.18 Matalino St. corner Matatag st. Diliman Quezon City.
		31	#14 Tanjuatco Building, Sampaloc Road, Plaza Aldea, Tanay Rizal
		32	G/F Alabang Zapote Rd. Talon Uno, Las Piñas City
		33	Bldg Sitio Kanluran, Kumintang Ibaba, Batangas City
Bingo Dinero Corporation, 95%	8/19/1998	34	SM City, North Reclamation Area, Cebu City
Bingo Extravaganza, Inc., 100%	1/11/1999	35	SM Sucat, Sucat Road, Paranaque City
		36	SM City Bicutan, Don Bosco, Paranaque City

		37	Tonie's Mart, Puerto Princesa, Palawan
		38	A. Salvador St., Sta. Veronica, Guimba, Nueva Ecija
		39	8343 Elorde Sports Complex, San Antonio, Paranaque City
		40	#424 Division Road, Brgy. Sta. Rosa, Bagumbong Nueva Vizcaya
Bingo Gallery, Inc., 100%	10/16/1998	41	Liana's Mutya ng Pasig Mall, Caruncho, Pasig City
		42	SM City Mastersons Ave., Canitoan, Cagayan de Oro City
		43	Robinsons Metro East, Santolan, Pasig City
		44	Ground Flr., Molino Blvd., 678 Dampa Wet & Dry Commercial Complex, Brgy Bayaran, Bacoor Cavite
Bingo Palace Corporation, 100%	8/19/1998	45	Robinson's Place, Ermita, Manila
		46	SM Mall of Asia, Pasay City
		47	LGF Congresssional Town Center, #23 Congressional Avenue, Quezon City
		48	G/F Robinson's Luisita Brgy San Miguel, Hacienda Luisita Tarlac
		49	G/F Gaisano Capitol National Road, Labangan, San Jose Mindoro
		50	Ground Floor Sicangco Building, Mc. Arthur Highway, Brgy. San Rafael Tarlac
		51	Benry Square, McArthur Highway Brgy. San Nicolas, Tarlac City
		52	242- C Manly Building Mac Arthur Hi-Way, Dalandanan Valenzuela City
		53	2nd Floor FRC mall Evangelista st., Talaba V., Bacoor City Cavite
		54	2nd flr. Jose Abad Santos Ave., Brgy. Dolores, Northwalk 1, San Fernando Pampanga
		55	UG/F Puregold Novaliches 1018 Quirino Highway Novaliches Quezon City
		56	ATI Bldg, Don Domingo II, Tuguegarao City Cagayan
		57	LG/F, Imall-Camarin. Kiko Rd., Camarin, Caloocan City
		58	2/F, HBC Bldg. Norberto St. Brgy. San Jose, San Miguel Bulacan
Cebu Entertainment Gallery, Inc., 100%	9/7/1998	59	Elizabeth Mall, Leon Kilat St., Cebu City
First Leisure and Game Co., Inc., 100%	12/9/1997	60	Robinson's Place, Lacson Street, Mandalagan, Bacolod City
		61	G/F Art District Bldg., Lacson St., Lope's Mandalagan, Bacolod City
		62	G/F Gustilo Town Center & Northland Resort, Provincial Road cor National Highway, Manapla, Negros Occidental
		63	G/F Gaisano Mall, Araneta St., Brgy. Singcang, Bacolod City, Negros Occidental
		64	G/F Gaisano Mall, Cagba Brgy Tugbu, Masbate City
		65	G/F Centro Mall Lopez Ave., Batong Malake, Los Banos, Laguna
		66	Rosalie Bldg. Gaisano Door Brgy. Tabunok Talisay City Cebu
		67	2/F Felcris Centrale, Quimpo Boulevard, Brgy. 40-D Davao City
		68	Grand Gaisano Mall Quezon Ave. Digos City Davao
		69	G/F DOORS 107/108, JLF Parkway Building A. Pitchon Corner Quirino STS. Davao
		70	Amkor Building National Road Tunasan City of Muntinlupa
		71	3rd Flr. Robinsons Place Tagum, Purok Cacao, Visayan Village, Tagum City
		72	Ground Floor Gaisano Mall, Purok 12 National Highway, Brgy. Calinan Davao
		73	Km.18 National Highway Gaisano Mall, Grand Mall Brgy. Tibungco Bunawan Davao City
		74	Jose P. Laurel Ave., Brgy. San Antonio, Davao City 2nd Flr.
Galleria Bingo Corporation, 100%	10/27/1998	75	Robinson's Galleria, EDSA, Quezon City

Gamexperience Entertainment Corp., 100%	5/21/2013	76	G/F Greenhills Town Center , Valencia Quezon City
		77	Pueblo Verde, Mactan Economic Zone-11-Sez Brgy. Basak Lapu-Lapu City Cebu
		78	Ground flr. Gaisano Grandmall Mactan Basak, Marigondon Road corner Ibabao, Gisi-Agus Road, Lapu-Lapu City, Cebu
G-One Gaming and Technology, Inc., 100%	4/6/1998	79	SM City Bacoor, Tirona Highway, Cavite
Grand Polaris Gaming Co., Inc. 100%	5/24/2013	80	2/F SM City Cauayan, San Fermin, National Highway, Cauayan City, Isabela
		81	LGU Commercial Bldg., Osmena Avenue, Roxas, Isabela
Highland Gaming Corporation, 100%	6/6/2000	82	Baguio Centermall, Baguio City
		83	SM City Baguio, Luneta Hill, Baguio City
Iloilo Bingo Corporation, 100%	12/1/1999	84	SM City Iloilo, Manduriao, Iloilo City
Isarog Gaming Corporation, 90%	4/24/1998	85	SM City Naga, CBD2, Brgy Trianggulo, Naga City
		86	B3, Unit 1,2,3,544, 55 & 56 ALDP Mall, Roxas Ave Triangulo, Naga City
Manila Bingo Corporation, 95%	9/24/1997	87	SM City Fairview, Regalado, Fairview, Q.C.
Metro Gaming Entertainment Gallery, Inc., 100%	6/24/1998	88	SM Supercenter, Molino Rd., Bacoor, Cavite
		89	5/F 168 Divisoria Mall, Soler St. Binondo, Manila
		90	Unit GF, ANS-08 Pasay City Mall Ave cor Arnaiz, Pasay City
		91	RSAM Center Bldg, J.P. Laurel Cor. Munting Bayan St, Brgy Poblacion IX, Nasugbu, Batangas
		92	Starmall, Brgy Kaypian San Jose Del Monte, Bulacan
		93	G/F MC Arthur H-way Brgy. Del Rosario San Fernando City
Negrense Entertainment Gallery, Inc. 55%	4/24/2012	94	Ground Floor, Robinsons Place Dumaguete Brgy. Calindagan Business District, Dumaguete City
		95	Ground Floor, Lee Plaza Hypermart, Bagacan, Dumaguete City
		96	1244 Legaspi Street Brgy. Poblacion, Tanjay City Negros Oriental
One Bingo Place, Inc., 80%	5/3/2000	97	SM City Manila, Arroceros St., Manila
One Bingo Pavillion, Inc. 100%	1/28/2013	98	Puregold Price Club, Magsaysay Road, Brgy San Antonio, San Pedro, Laguna
		99	G/F Tawala Panglao Bohol
		100	Sky One Bldg, Brgy Baleleng, Bantay locos Sur
		101	Bldg 537, Rizal Highway Subic Bay Freeport Zone Zambales
		102	TLJ Building G/F & 2F Brgy. Mabiga Mabalacat Pampanga
Rizal Gaming Corporation, 100%	11/12/1998	103	Robinson's Place, Cainta, Rizal
		104	Robinson's Pioneer, Edsa, Mandaluyong City
		105	Robinsons Boutique, Cainta, Rizal
		106	ITSP Bldg, Ortigas Ave., Brgy San Isidro, Taytay, Rizal
		107	2nd Flr., Graceland Plaza Bldg., J.P. Rizal St., Brgy. Malanday, Marikina City
		108	Hollywood Suites and Resort, Mac Arthur Highway, Brgy Ibayo, Marilao Bulacan
		109	RMR Graceland, 858 Tandang Sora Avenue, Brgy. Tamo, Quezon City
		110	M.H Del Pilar Street Barangay San Rafael , Rodriguez Rizal
SG Amusement and Recreation Corp., 100%	8/24/2005	111	Greenhills Shopping Center, San Juan City
		112	Wilson Square, P.Guevarra, San Juan City
		113	San Juan Commercial Bldg. F. Manalo corner F. Blumentrit San Juan City
		114	LGF Tagaytay-Nasugbu Highway, Bryg. Dayap Itaas, Laurel Batangas
South Bingo Corporation, 100%	12/10/1997	115	SM City Davao, Quimpo Blvd., Davao City

		116	G/F Victory Town Center, Lemery Batangas
South Entertainment Gallery, Inc., 100%	12/13/2000	117	SM City, San Fernando City, Pampanga
		118	SM Supercenter, Muntinlupa City
		119	SM City Tarlac, San Roque, Tarlac City
		120	Robinsons Calasiao, Calasiao, Pangasinan
Summit Bingo, Inc., 60%	1/19/1999	121	2nd Flr., New St Bldg., Macarthur Highway, Balibago, Angeles City, Pampanga
Topmost Gaming, Corp. 100%	1/13/1998	122	2nd Flr., SM City Novaliches, Quirino Highway, Novaliches, Quezon City
		123	2nd Flr., SM Hypermarket Cubao, EDSA cor Main Ave., Brgy Socorro 3, Cubao Quezon City
		124	2nd Flr., SM Hypermarket Cainta, Felix Avenue, Cainta, Rizal
		125	2nd Floor, Fortune Plaza Bldg. MacArthur Highway, Brgy. Wawa Balagtas, Bulacan
		126	Sapphire Bldg., Govic Avenue, Paulien Dirita, Iba Zambales
Topnotch Bingo Trend, Inc. 100%	6/1/2009	127	2nd Flr., SM City Novaliches, Quirino Highway, Novaliches, Quezon City
		128	5/F Metropoint Mall, Edsa Taft, Pasay City & G/F Metropoint Mall, Edsa Taft, Pasay City
		129	2/F SM City Batangas, Pallocan West, Batangas City
		130	2/F SM City Rosario, Brgy. Tejero Convention, Rosario, Cavite City
		131	2/F SM City Rosales, Mc Arthur Highway, Carmen East, Rosales, Pangasinan
		132	2/F Sm City Marikina, Brgy. Calumpang, Marikina City
		133	2/F SM City Clark, M.A. Roxas Highway, Brgy. Malabanas, Clark, Pampanga
		134	2/F SM City Lipa, Ayala Highway, Brgy Maraouy, Lipa City, Batangas
		135	LGF SM City San Lazaro. F. Huertas St., Sta. Cruz, Manila
		136	SM City Taytay, B1 Bldg. A, Brgy. Dolores, Taytay, Rizal
Worldwide Links Leisure and Gaming Corp., 100%	12/8/2011	137	94 Timog Ave., Ybardolaza street Cor., Sacred Heart, Quezon City
		138	Silver City, Frontera Drive, Dona Julia Vargas Avenue, Pasig City
		139	88 E. Rodriguez Avenue, Brgy. Ugong, Pasig City
Bingo Parlor Owned Through An Affiliate/Equity:			
	Date of Organization	Location	
Insular Gaming Corporation, 40%	12/13/2000	1	G/F, Berds Bldg., Iligan City
Vinta Gaming Corporation, 50%	4/28/2003	2	Gaisano Mall, Koronadal, South Cotabato (temporary closed)

Total Gamezone Xtreme, Inc. (TGXI)

TGXI is the assignee and purchaser of the assets, rights and interests of Digiwave Solutions, Inc. (DSI), the operator and licensee of Philippine Amusement and Gaming Corporation (PAGCOR) eGames stations. The company continues to expand its operations through rebranding of existing PeGS, setting up new gaming venues in new locations, and acquiring existing branches from other operators.

PAGCOR e-Games Station (PeGS) outlets act as a medium where one can play in an online casino with players from other virtual stations. The total amount of bets placed in these online games is monitored by a centralized server run by the Philweb Corporation.

As of 31 December 2017, TGXI has 39 branches with a total 1,338 terminals.

	Branch	Location
1	ALABANG	4F, Starmall, Alabang, Muntinlupa
2	ARRANQUE	2F, Royal Arranque Building, C.M. Recto Ave., Sta. Cruz, Manila
3	BF PARANAQUE 2	R.F. Lopez Bldg., Lopez Avenue, Brgy. San Isidro, Parañaque City
4	BIÑAN-1	El Rancho Hotel, National Highway, Brgy Canlalay, Biñan, Laguna
5	BIÑAN-2	GF, Kid Tower Mall, Brgy. San Antonio, Biñan City, Laguna
6	BINANGONAN	GF, Grace Building, National Road cor A. Bonifacio St., San Carlos, Binangonan, Rizal
7	CAINTA 4	2ndFloor Saunterfield Bldg. Km 20 Brgy. Sto. Nino Ortigas Ave. Extension Cainta, Rizal
8	CARMONA	Unit 5, Paseo de Carmona, Brgy. Maduya, Carmona, Cavite
9	CUEVAS VILLE/ MOLINO 2	Units 10&11, Cuevasville Commercial Building 3, Daanghari Road, Molino 4, Bacoor, Cavite
10	DEL MONTE	716 Del Monte Avenue, Talayan, QC
11	DON ANTONIO	2F, Don Antonio Sports Complex, Brgy Holy Spirit, Quezon City
12	FESTIVAL MALL	GF, Parkway Lane, Festival Mall, Brgy Alabang, Muntinlupa City
13	GRANADA - GILMORE	Unit 50, Villa Ortigas, Granada Street, Brgy. Valencia, Quezon City
14	HILLSTOP	Hillstop Garden Restaurant, Palos Verdes Heights Commercial Area, Sumulong Highway, Brgy. Sta. Cruz, Antipolo City
15	KATIPUNAN	175 Katipunan Ave., Loyola Heights, Quezon City
16	KAWIT	GF, Bautista Arcade, Brgy Binakayan, Kawit, Cavite
17	MABALACAT 2	Stall 19, Pineda Building, Mc. Arthur Highway, Mabalacat, Pampanga
18	MADISON	GF, Bldg. B, Madison Square #4, Pioneer Street, Mandaluyong City
19	MALABON	Unit 3 Francis Market , Gov. Halili cor M.H Del Pilar Sts., Tenajeros Malabon
20	MANGGA DUA	2F, Mangga Dua Sohotel, Ortigas Ave. Extn, Rosario, Pasig City
21	MANGGAHAN 1	2F, MSI Building, Governor's Drive, Brgy Manggahan, Gen. Trias, Cavite
22	MAYBUNGA	2F, SGC Building, 172 C. Raymundo Ave., Brgy. Maybunga, Pasig City
23	MEYCAUAYAN	665-A, McArthur Highway, Nrgy Bancal, Meycauayan, Bulacan
24	NAIA 1	99 Pal Drive, Airline Village, Brgy. Vitales, Parañaque City
25	ORANBO	GF, GCA Building, 700 shaw Blvd., Bo. Kapitolyo, Pasig City
26	PACO	Unit 3, Topmark Building, Paz Mendoza Guazon St., Paco, Manila
27	PASO DE BLAS 1	2F, LB Bldg., Paso de Blas Road, Valenzuela City
28	PLARIDEL	Amorante Bldg 1, Cagayan Valley Road, Brgy. Tabang, Plaridel, Bulacan
29	SAN JOSE DEL MONTE	Umerez Compound, Tungkong Mangga, San Jose Del Monte City, Bulacan
30	SAN MIGUEL	Total Gas Station, National Highway, Cagayan Valley Road, Brgy. Kamias, San Miguel, Bulacan
31	SAN RAFAEL	141 Cagayan Valley Road, Brgy. Sampaloc, San Rafael, Bulacan
32	SILANG	Brgy. Buho, Silang, Cavite
33	SILVER CITY	GF, Silver City Bldg., Frontera Verde, Bo. Ugong, Paisg City
34	STA MARIA	112 C Gov. Halili Avenue, Brgy. Bagbaguin, Sta. Maria, Bulacan
35	STA ROSA	2F, Akisada Commercial Ctr, Old National Highway, Macabling, Sta. Rosa City, Laguna
36	STARMALL EDSA	2F, Starmall Building, EDSA cor Shaw Blvd., Mandaluyong City
37	TUNASAN	GF, El Rancho Inn, National Highway cor. E. Rodriguez St., Tunasan, Muntinlupa City
38	VALENZUELA 2	GF, Puregold Valenzuela, 419 McArthur Highway, Brgy Dalandanan, Valenzuela City
39	VISAYAS AVE	2F, MSK Building, Tandang Sora, Visayas Avenue, Quezon City

Blue Chip Gaming and Leisure Corporation (BCGLC)

BCGLC has a contract with the Philippine Amusement and Gaming Corporation (PAGCOR) in connection with the VIP Slot Arcade Operation (PAGCOR VIP Club) at Pan Pacific Hotel, Manila, Paseo Premier Hotel, Sta. Rosa, Apo View Hotel, Davao, and Kings Royal Hotel, Bacolor. Pursuant to the said contract, BCGLC provides the gaming space, high end slot machines, furnitures, fixtures, equipment and systems for the operations of the aforesaid VIP Slot Arcades. The wholly-owned subsidiary of BCGLC, Gold Coast Leisure World Corporation has a contract with PAGCOR for the PAGCOR VIP Club in Venezia Hotel, Subic Bay Economic Zone and Freeport.

First Cagayan Leisure & Resort Corporation (FCLRC)

On 03 February 2001, FCLRC and CEZA entered into a License Agreement authorizing FCLRC to set up a network operation/hub with its internet server including web sites, gaming software, application programs,

administrative software, hardware, internet, as well as telecommunication connections, collection and payment system and toll-free telephone operations, all in connection with the development, operation and conduct of internet and gaming enterprises and facilities in CSEZFP. In line this mandate, FCLRC was also authorized and licensed to conduct interactive games as defined in the License Agreement.

Subsequent to the signing of the License Agreement, FCLRC and CEZA signed a Supplemental Agreement which provides authority for FCLRC in the following capacity: (1) Appointment as Master Licensor for internet gaming activities and shall be responsible for monitoring all activities pertaining to the licensing and operation of interactive games in CSEZFP; (2) Assist CEZA in its functions as regulator for interactive gaming activities on behalf of CEZA in accordance with CSEZFP Interactive Gaming Rules and Regulations; (3) The authorization as Master Licensor shall be exclusive for twenty-five (25) years starting from 2006 until 2031; (4) Authorized to collect a sub-license fee to two (2) percent of the gross winnings from the internet casino, in accordance with an agreed formula. Also, the Company is authorized to collect from sub-licenses, an annual fixed amount equivalent to \$48,000 for the first year of operations and \$60,000 thereafter, from sportsbook operators; and (5) the Company must pay CEZA, on a monthly basis to commence upon the start of actual operations, an amount equivalent to one (1) percent of the monthly gross winnings payable not later than the seventh (7th) day of the subsequent month. Starting on the sixth (6th) year after the start of the Company's operation, it shall pay a minimum guaranteed amount of \$250,000 per year.

FCLRC proposed a Master Development Plan in keeping its authority under the License Agreement. The Master Development Plan will accordingly create a self-sustaining industrial zone and mixed-use new township in the CSEZFP with tourism and leisure as the lead sector to be developed.

The Master Development Plan as envisaged by FCLRC shall comprise of the three (3) phases with time frame of completion as follows:

Phase I: which shall be completed one (1) year after authorization of the CEZA BOD, includes telecommunication connectivity via microwave radio, upgrading of the existing internet data center, conversion of the CEZA Complex into a gaming facility, upgrading of the San Vicente naval Airport and construction of a new CEZA Administration Office;

Phase II: which shall be completed three (3) years from completion of Phase I, shall include the telecommunication connectivity via fiber optic, redundant telecommunication connectivity and construction of a leisure and resort complex;

Phase III: which shall be completed three (3) years from completion of Phase II, shall include the implementation of the Comprehensive Feasibility Study that will provide a complete telecommunication infrastructure for the whole of the CSEZFP and development of a beach front property into a leisure and gaming facility.

Previous years' developments significantly affected FCLRC's business and operations due to the issuance on 01 September 2016 by PAGCOR of the "Rules and Regulations for Philippine Offshore Gaming Corporations". The said PAGCOR Regulation was adopted to regulate the issuance of licenses which provide and participate in offshore gaming services or online games of chance via the Internet.

As at 31 December 2017, there were 30 licensed locators, 29 of which are operational. Last year, FCLRC had 134 licensed locators, of which 117 were operational.

First Cagayan Converge Data Center, Inc. (FCCDC)

FCLRC and IP Converge Data Center Corporation (IPCDCC), a wholly-owned subsidiary of listed firm IPVG Corp., formed a joint venture corporation with the name First Cagayan Converge Data Center, Inc. which was incorporated on 14 November 2007. FCLRC owns 60% of the outstanding capital stock of FCCDCI. This joint venture corporation was formed to engage in the business of information technology such as IP communication, co-location, bandwidth, disaster recovery services, software development, internet merchant payment processing and payment solution, premium dial up access, voice over internet protocol (VOIP), IP-wide area network services and other value added services. Presently, FCCDCI provides a range of services to Internet Gaming Operators at the CSEZFP for a fee. These revenue streams include but are not limited to the following:

- connectivity using wide bandwidth capabilities
- physical housing of the server to host the Internet site, in a high security site

- high quality monitoring and maintenance services for the Internet infrastructure
- hosting services which include connection of servers and data networking equipment to the same monitoring and management system
- a range of call center services
- a range of value added services for ongoing operation of the Internet Site and management of the Internet Casino Site
- office space
- administration services which includes facilities management, server management and network monitoring
- payment and receipt of gaming funds services
- telecommunication services
- physical security and monitored access
- off-site storage of back up materials in secure premises
- second level help desk service that includes provision of a single answering point for operational, performance, reporting and commercial issues
- value added services, such as website monitoring, traffic analysis, marketing analysis, telemarketing, and customer relationship management among others.

FCCDCI commenced its commercial operations on 01 January 2008 thus, FCLRC's statement of income includes its 60% equity in net earnings from FCCDCI.

In 2009, FCLRC and FCCDCI agreed to apply ₱3.75 million of FCLRC's cash dividend against the subscription payable to FCCDCI.

AB Leisure Global, Inc. (ABLGI)

AB Leisure Global Inc. (ABLGI) and Leisure and Resorts World Corporation (LRWC) entered into various agreements with Belle Corporation (Belle), Premium Leisure and Amusement, Inc. (PLAI) and Belle Grande Resource Holdings, Inc. (Belle Grande) which secured for ABLGI a 30% share of Belle's and PLAI'S economic interests in the City of Dreams-Manila Integrated Resort and Casino located at Aseana Business Park, Paranaque City.

On 04 November 2016, Belle and PLAI ("Belle Group") signed a Termination agreement with LRWC and ABLGI ("LRWC Group"), which would enable the latter to realize its interests under its existing agreements with the Belle Group. Under the agreement, Belle Group will pay the LRWC Group a total of P5,090.0 million, with P1,018.0 million paid upon signing and the balance at the end of March 2017. Until the finalization of the transaction, ABLGI will continue to share in the net lease income and gaming revenue of Belle Group.

The Termination agreement was finalized on 31 March 2017. ABLGI received P4,072.0 million, which comprised of: (1) payment for an outstanding loan of Belle Group to ABLGI amounting to P3,762.0 million, and (2) P310.0 million, of which P110.5 million was a collection of the advances made to Belle while the remaining P199.5 million was lodged under "Other Income" in the Unaudited Consolidated Statements of Profit or Loss and Other Comprehensive Income, representing assignment of rights in relation to the Advisory services rendered to the Philippine Consortium in favor of Belle. Effective 31 March 2017, ABLGI shall be deemed to have divested its economic interest in the City of Dreams-Manila Integrated Resort and Casino.

In 2017, ABLGI incorporated 7 direct and indirect subsidiaries as follows:

Company	Incorporation Date	Nature of Business
AB Leisure Asia Holdings Inc.	August 30, 2017	Holding Company
AB Leisure Holdings Philippines Corp.	September 6, 2017	Holding Company
G-L Real Estate JV Corporation	September 15, 2017	Real Estate/Leasing
G Boracay Land Holdings Inc.	October 10, 2017	Holding Company
G Boracay Alpha Holding Corp.	October 18, 2017	Holding Company
G Boracay Beta Holding Corp.	October 18, 2017	Holding Company
G Boracay Gamma Holding Corp.	October 18, 2017	Holding Company

In October 2017, LRWC signed an Omnibus Loan and Security Agreement (OLSA) for P2,500 million with BDO Unibank, Inc. - Trust and Investment Group as Security Trustee and LRWC as Surety. As disclosed, the

OLSA was executed to partially fund the acquisition of parcels of land for the planned resort development in Boracay.

LRLDI

In 2010, LRLDI entered into an agreement with Cagayan Premium Ventures Development Corporation (CPVDC) and Cagayan Land Property Development Corporation (CLPDC), both third parties and corporations incorporated in the Philippines, to finance the construction of the airport at Lal-lo, Cagayan. The terms and conditions of the agreement include the following: (1) LRLDI agrees to invest funds or make advances into the Lal-lo Airport Project of CPVDC through a convertible loan in favor of CLPDC of a maximum of P700 million. CPVDC shall only use the advances to finance its capital expenditures and working capital requirements related to the construction development of the airport; (2) LRLDI shall have the right to convert, in whole or in part, the outstanding amount of the advances at the time of the conversion, into new, unissued common shares of CLPDC subject to mutually agreed conversion price per conversion share; (3) CLPDC acknowledges and agrees that the advances will be directly received by CPVDC; and (4) CLPDC shall execute a separate agreement with LRLDI which provides for the specific procedures and details of borrowing, execution of the conversion and or repayment.

The construction of the airport is in line with the Master Development Plan with CEZA within the CSEZFP. LRLDI and FCLRC have significant operations within the CSEZFP which will benefit from the construction of the airport. The construction of the airport is expected to be finished by the first quarter of 2014 when all the documents needed by the Civil Aviation Authority of the Philippines are submitted.

The Group intends to convert portion of the advances into shares of stocks upon consolidation and issuance of land titles.

LRLDI is also in a joint venture property development project in Makati City with Total Consolidated Asset and Management, Inc. called Techzone Philippines, Inc. As envisioned, the building planned will be a world-class BPO center with offices for various BPO locators not limited to the licensees of First Cagayan Leisure and Resort Corporation (FCLRC).

Competition

ABLE

ABLE manages to stay on top of competition with its extensive network of bingo parlors, and by continuing the development of new parlors and game products. However, consolidated sales declined by P332.4 million or 4.66% from P7,134.9 million in 2016 to P6,802.5 million in 2017.

Ever mindful of the growing major competitors such as Bingo Mania, Bingo Amusement Corporation, as well as small players and new entrants, ABLE sustains its market presence by aggressively offering huge jackpot payouts and launching new products to attract more players. Based on informal surveys, ABLE estimates its market share of the traditional bingo to be 35% to 40% in the last 3 years.

TGXI

TGXI has successfully established its position as one of the major front runners among PeGS operators in the country through the acquisition of Digiwave Solutions, Inc (DSI) and by continuously increasing its number of PeGS gaming terminals. PEGS are open 24 hours a day, 7 days a week and are located all over Metro Manila and nearby areas.

BCGLC

BCGLC and GCLWC are competitive with other game operators because of the expertise of its management team in the selection of top of the line & popular slot machines to cope with market demand. Also, the team is effectively managing the venues with appropriate marketing & promotions for the targeted audience.

FCLRC

Being the master licensor of Internet gaming in Southeast Asia, FCLRC is in the forefront in leading the Cagayan Free Port as the premier i-Gaming licensing jurisdiction. FCLRC virtually has no competition in the industry in the

Southeast Asia region. However, there are around 80 gaming jurisdictions around the globe.

Major Supplier

ABLE

Currently, ABLE sources its bingo cards and supplies mainly from BK Systems Philippines, exclusive distributor of Bingo King, USA, one of the world's largest manufacturers and suppliers of bingo cards and bingo related products.

In 2002, ABLE entered into a Lease and Technical Assistance Agreement with FBM Gaming Arizona, Inc., to provide the necessary equipment, systems, facilities and technical support for the conduct and operation of Electronic Bingo Games.

In 2007, ABLE entered into a Lease and Services Agreement with Dingo Systems, Inc. to supply and lease gaming equipment and systems for the operation of the "Dingo Thunder Series System and Games".

In 2005, ABLE entered into a Memorandum of Understanding with Intralot S.A. Integrated Lottery Systems and Services to supply state-of-the-art hardware/software machines, equipment and accessories for the operation and conduct of computerized "on-line" bingo system known as the Rapid Bingo.

In 2011, ABLE and Intralot S.A. Integrated Lottery Systems and Services amended its Equipment Lease and Services Agreement which includes: (1) Assignment of parent company Intralot S.A. Integrated Lottery Systems and Services to Intralot, Inc. and (2) Extension of Equipment lease and Services Agreement from its original scheduled expiration in August 2010 to September 2015.

In 2013, ABLE and Intralot, Inc. entered into a new Equipment Lease and Services Agreement covering a new system and upgraded equipment, with a provision that the contract mentioned in the preceding paragraph automatically terminates on the date that the new Bingo System is ready to accept bets.

Also in 2013, ABLE entered into a System Lease and Technical Assistance Agreement with Gaming Arts, LLC to provide license to their Optima Bingo Software and to lease certain elements of Equipment (collectively the "System") and to render technical support for the conduct and operation of the System.

BCGLC

As of December 2017, BGLC has 861 slot machines which are supplied by Aristocrat (Australia), IGT (USA), Scientific Gaming (USA), Konami (Japan), Jumbo (Taiwan) and Alfastreet (Slovenia). The PAGCOR VIP CLUBs only caters to its registered members.

Dependence if any to Major Customers

The Company and its subsidiaries are not dependent upon a single customer or a few customers, the loss of any or more of which would not have a material adverse effect on the company and its subsidiaries taken as a whole.

Patents, trademarks & licenses

ABLE

PAGCOR granted ABLE and its subsidiaries/affiliates (the Group), the authority to operate bingo halls pursuant to Presidential Decree No. 1869 (P.D. 1869). In consideration for the Grants, the Group shall pay PAGCOR 20% of its gross cards sales, representing franchise fees and taxes, which shall be remitted to PAGCOR on weekly basis. Pursuant to P.D. 1869, the BIR Franchise Tax shall be in lieu of all kinds of taxes, levies, fees or assessments of any kind, nature or description, levied, established or collected by any municipal, provincial, or national government authority. The Group deposited cash and performance bonds with PAGCOR to ensure due observance of and faithful compliance with the terms and conditions of the Grants.

In 2008, PAGCOR approved and issued to its bingo grantees the Bingo Regulatory Order No. 2008-01 entitled "Modified Computation of the Five Percent (5%) Franchise Tax". The regulation modified the basis for the

computation of the BIR Franchise Tax being remitted to PAGCOR by the bingo grantees for their Traditional Bingo operations as follows: fifteen percent (15%) of its gross receipts from bingo card sales (representing PAGCOR share), and five percent (5%) of its gross revenue (i.e. gross sales less payouts), representing BIR franchise tax retroactive to 01 January 2008.

On 13 June 2000, PAGCOR granted ABLE the authority to be the primary and exclusive distributor of the Instant Charity Bingo Game II (ICBG2) cards to complement its existing bingo game operations pursuant to Presidential Decree No. 1869. In consideration for the Grant, ABLE shall pay PAGCOR, upon withdrawal of Instant Charity Bingo Game II cards, the regulatory fee of 12.5% of the gross sales value of the cards sold/purchased. However, because of the poor sales performance, ABLE discontinued the distribution of the cards during 2005 and wrote off the unsold cards amounting to ₱10,197,124.00 million in 2005. On 02 February 2007, ABLE received a letter from PAGCOR stating the conditions to continue the operations of ICBG2. On 12 December 2008, ABLE resumed commercial operations of ICBG2 scratch cards.

On 08 May 2001, PAGCOR granted the Group the authority to operate and conduct Electronic Bingo Games (E-bingo). In consideration for the Grants, ABLE shall pay PAGCOR 60% (representing 5% BIR franchise tax and 55% PAGCOR franchise fee) of their gross revenues from E-bingo operations. Starting 01 May 2010, ABLE shall remit to PAGCOR 52.5% of the gross revenues from E-bingo games to be distributed as follows: 5% representing BIR franchise tax and 47.5% as PAGCOR franchise fee.

On 03 August 2005, PAGCOR granted ABLE, the authority to distribute and sell pull-tabs or break-open cards in all branches and subsidiaries of ABLE. Distribution and sales of pull-tabs or break-open cards followed thereafter. In consideration of the Grant, ABLE shall pay PAGCOR 15% of gross card price, which will be remitted to PAGCOR upon draw-down of cards from the supplier regardless of quantity of cards sold.

On 27 September 2005, PAGCOR granted the Group, the authority to operate and conduct rapid bingo games, subject to the approved terms and conditions of the New Rapid Bingo System (NRBS) operations and the use of the prescribed NRBS card format. In consideration of the Grant, the Group shall pay PAGCOR 15%, representing franchise fees and taxes, of its gross sales from its conduct and operations.

On 20 June 2007, Philippine Congress passed Republic Act No. 9487, an act further amending P.D. 1869, otherwise known as the PAGCOR Charter. PAGCOR was granted from the expiration of its original term on 11 July 2008, another period of twenty-five (25) years, renewable for another twenty-five (25) years.

In September 2016, ABLE received notices from PAGCOR informing that the PAGCOR's Board of Directors issued an order to ABLE and its subsidiaries to immediately cease the operations of its E-Bingo games at its 36 sites due to non-compliance with the distance restriction guidelines under Section 2 of Regulation 3 of the Gaming Site Regulatory Manual (GSRM) for Bingo Games version 2.0. In response to this, LRWC sent a letter of reconsideration to PAGCOR. Should reconsideration be not given, E-Bingo operations at said sites will be transferred to compliant locations. Consequently, ABLE received via email, notices from PAGCOR of the approval by the PAGCOR's BOD to recall the revocation to operate E-Bingo. 20 E-Bingo sites resumed its operations by virtue of the aforesaid approval. The approval was based on the recommendation of PAGCOR's Gaming Licensing and Development Department (GLDD) and the legal opinion of its Corporate and Legal Services Department (CLSD) to honor the licenses of operators whose gaming sites are located inside malls, arcades and hotels and consider them exempted from distance requirements.

The PAGCOR's BOD allowed the resumption of E-Bingo operations until the respective expiration of the licenses of the sites which are renewable every two years. PAGCOR's BOD, GLDD and CLSD are still in the process of studying whether they will permanently maintain the exemption of malls, arcades and hotels from the distance requirements. PAGCOR further allowed the re-opening of 10 sites bringing remaining closed E-bingo operations as of 31 December 2017 to 6.

For all bingo venues, the Group has secured all other necessary licenses and permits at the local government level.

TGX/

Due to the expiration of IPLMA license of Philweb last 10 August 2016, TGXI closed 3 of its sites as well as 1,494 terminals in its 51 other sites.

The following month, TGXI received notices from PAGCOR informing that the PAGCOR's Board of Directors issued an order to immediately cease the operations of its Electronic Games at its 17 sites due to non-compliance with the distance restriction guidelines under Section 2 of Regulation 3 of the Gaming Site Regulatory Manual (GSRM) for Electronic Games version 2.0. In response, LRWC sent a letter of reconsideration to PAGCOR. Should reconsideration be not given, the Electronic Games operations at said sites will be transferred to compliant locations.

Subsequently, PAGCOR allowed the re-opening of 5 sites. As of 31 December 2017, TGXI has 39 operating sites.

BCGLC

To comply with the requirements of doing business in the Subic Special Economic Zone, the PAGCOR VIP Club at Venezia Hotel, Subic Bay Special Economic Zone with PAGCOR is with Gold Coast Leisure World Corporation (GCLWC), a wholly owned subsidiary of BCGLC.

PIKI

On 26 July 2013, PIKI and the PAGCOR executed a Junket Agreement to jointly conduct junket gaming operations within PAGCOR's Casino Filipino-Midas located at Midas Hotel and Casino in Roxas Boulevard, Pasay City. The Junket Agreement is effective for a period of three (3) years and renewable at the option of PAGCOR.

Concurrent with the execution of the Junket Agreement with the PAGCOR, PIKI executed a Sub-Agency Junket Agreement wherein PIKI and the Sub-Agent will jointly conduct junket gaming operations in accordance with and under similar terms and conditions as the PAGCOR Junket Agreement. - 22 -

On 13 September 2013, the parties executed a Supplement Junket Agreement to offer supplementary services to enhance the existing junket gaming operations within PAGCOR's Casino Filipino-Midas. The Supplementary Services will allow PAGCOR and PIKI to tap into foreign gaming markets in order to attract foreign tourist arrivals in the Philippines.

The Supplementary Services shall include operating gaming tables equipped with high definition video cameras, VOIP facilities, internet data facilities, among others, which shall allow PIKI to broadcast PAGCOR-approved table gaming activities from within the gaming rooms to PAGCOR-approved locations outside the Casino Filipino-Midas.

Hotel Enterprises of the Philippines, Inc. (HEPI)

On 08 December 2011, HEPI and PAGCOR executed a Contract of Lease for the operation of a casino on the ground floor, second floor, and penthouse of Midas Hotel and Casino. The term of the lease is ten (10) years, renewable at the option of PAGCOR. In consideration of the lease, PAGCOR shall pay HEPI the amount of ₱9.36 million per month, payable within the first fifteen (15) days of the succeeding month.

Also on same date, HEPI and PAGCOR entered into a Marketing and Cooperation Agreement which shall be co-terminus with the Contract of Lease. Under the Marketing and Cooperation Agreement, HEPI shall formulate the marketing, advertising, and promotion of the casino while PAGCOR shall provide the necessary expertise for the day-to-day operation of the casino. HEPI and PAGCOR agreed to share in net monthly gaming revenues of the casino (total bets placed less payouts less 5% franchise tax) in the following proportion:

- a) 65% to PAGCOR
- b) 35% to HEPI

PAGCOR's P9.36 million expense (monthly rentals under this Contract of Lease) is deducted from the 35% share of HEPI and in addition, HEPI is required to devote another 5% of the net monthly gaming revenues (taken from HEPI's share) exclusively for advertising, publicity, marketing and promotional activities for the casino.

FCLRC

By virtue of CEZA Board Resolution No. 05-003-01, dated 30 May 2001, FCLRC was granted by CEZA the exclusive authority as Master Licensor of internet gaming games and facilities in the CSEZFP for a renewable period of 2 years. CEZA also authorized FCLRC to assist CEZA in its functions as a Regulator of interactive gaming activities. Said appointment of FCLRC as Master Licensor was extended for 25 years by CEZA under

Board Resolution No. 09-002-06, dated 15 September 2006. The same resolution also granted FCLRC the authority to manage and operate the telecommunication facility in CSEZFP.

On 24 November 2017, FCLRC and CEZA signed a supplemental agreement which provides for the following: (1) CEZA retains the 25-year appointment of FCLRC as a non-exclusive Licensor for interactive gaming; (2) CEZA shall also grant appointment of FCLRC for land-based gaming after it has complied with all requirements; (3) To protect FCLRC's interest and investment as the pioneer Licensor, CEZA effectively restricted itself from directly issuing Gaming Licenses to FCLRC's current and previous licensees; (4) All applicants for gaming licenses from CEZA shall post the amount of USD100 million as an investment commitment. In consideration of the significant actual and future investments attributable to FCLRC, CEZA shall credit such investments towards the investment commitment compliance of applications for gaming licenses coursed through FCLRC.

Government Regulations

ABLE

ABLE is the biggest contributor to the Company's gross revenue. Bingo Bonanza is the trade name used by ABLE in its traditional and electronic bingo gaming operations.

Prior to April 2013, ABLE and its subsidiaries have been paying only the 5% franchise tax due to the following legal guidelines provided to ABLE by PAGCOR in the previous years.

Effective 01 November 2005, Republic Act No. (R.A.) 9337, "An Act Amending the National Internal Revenue Code, as Amended, with Salient Features," particularly Section 27 (c) , excluded PAGCOR from the provision which identifies government-owned or controlled corporations or agencies exempted from the corporate income tax.

The management believes that ABLE's payment of 5% Franchise Tax to the Bureau of Internal Revenue (BIR) was effectively equivalent to the payment of corporate income tax. Based on consultations with tax advisers, the management also believes that the collection of income tax in addition to the 5% Franchise Tax has no legal basis.

Pursuant to P.D. 1869, also known as PAGCOR Charter and as amended by R.A. 9487, the 5% Franchise Tax shall be in lieu of all kinds of taxes, incurred or otherwise, levies, fees or assessments of any kind, nature or description, levied, established or collected by any municipal, provincial, or national government authority. This exemption inures to the benefits of corporations, associations, agencies or otherwise, or individuals with whom PAGCOR has a contractual relationship in connection with the operations of casinos under the PAGCOR Franchise. Thus, the exemption referred to under PD 1869 is extended to its Bingo grantees/licensees.

In accordance with PAGCOR's directives, the Company continued to abide by the provisions of P.D. 1869 (as amended by R.A. 9487) whereby it paid the 5% Franchise Tax.

In view of the above, management has not provided for provision for income tax in previous years up to the first quarter of 2013.

The applicability of RMC No. 33-2013 was clarified by PAGCOR in a Memorandum dated 09 July 2013 stating: "Pursuant to RMC No. 33-2013, PAGCOR's contractees and licensees, which include bingo grantees, are subject to income tax, under the National Internal Revenue Code (NIRC), as amended, and no longer subject to the 5% franchise tax. In view thereof, please be advised that effective the second quarter of this year, bingo grantees should no longer remit the 5% franchise tax. However, you ("bingo grantees") are now subject to income tax."

Hence, for the third quarter of 2013, ABLE has stopped paying the 5% Franchise Tax to PAGCOR and began recognizing provisions for income tax instead. For the year ended 31 December 2017, provision for income tax amounted to P97.14 million.

In 2017, ABLE's business and operations were significantly affected by the signing of Executive Order (EO) No. 26 (Smoking Ban) which prohibits smoking within enclosed public places and public conveyances, except in "Designated Smoking Areas" fully compliant with the standards set in the EO.

On April 6, 2018, PAGCOR issued a Memorandum, through its Assistant Vice President, GLDD, stating that on

April 4, 2018, PAGCOR's BOD approved the reversion to 5% Franchise tax on income from bingo game operations and bingo sites. The implementation of the 5% Franchise tax on bingo game offerings shall take effect on the first quarter of 2018. By the virtue of the memorandum issued, ABLE no longer recognized provision for income tax in the first quarter of 2018.

FCLRC

As exclusive Master Licensor for interactive operations in the CSEZFP, FCLRC is entitled to tax incentives under Section 4c of RA No. 7922 (CEZA law). No taxes, local and national shall be imposed on business establishments operating within the CSEZFP. In lieu of paying taxes, FCLRC shall pay and remit to the National Government 5% of their gross income less allowable deductions. Gross income shall refer to gross sales or gross revenues derived from business activity within the CSEZFP, net of sales discounts, sales returns and allowances and minus costs of sales or direct costs but before any deduction is made for administrative, marketing, selling and/or operating expenses or incidental losses during a given taxable period.

In the local scene, recent developments significantly affected FCLRC's business and operation in the last quarter of 2016 because of the issuance on 01 September 2016 by the Philippine Amusement and Gaming Corporation (PAGCOR) of the "Rules and Regulations for Philippine Offshore Gaming Corporations." The said PAGCOR Regulations was adopted to regulate the issuance of licenses to entities which provide and participate in offshore gaming services or online games of chance via the internet.

BCGLC

Pursuant to Presidential Decree No. 1869, the Company shall pay PAGCOR equivalent to five (5%) of its gross revenues in relation to its sublease contract with PAGCOR. Such consideration shall represent the Bureau of Internal Revenue (BIR) Franchise Tax. The Franchise Tax shall be deducted by PAGCOR from its lease payments and shall be remitted to the BIR on behalf of the Company on a monthly basis.

Transactions with and/or Dependence on Related Parties

The Company's transaction with its subsidiaries and/or affiliates consist mainly of non-interest-bearing advances to and from subsidiaries and/or affiliates, officers, and employees which are subject to liquidation within 12 months from date granted or collectible in cash upon demand.

LRWC likewise charged management fees to subsidiaries in 2017.

Research and Development

ABLE

Development of other bingo games/variants does not require that much expenditure since most are only ideas developed by ABLE's marketing people. ABLE also participates in Bingo and related gaming trade shows to evaluate if new games offered may be introduced to its own operations. The expenses in attending these trade shows are not significant.

FCLRC

Telecommunication facilities and services of FCLRC are continuously updated to the latest advances in hardware and software technology to ensure that FCLRC's locators are provided with quality broadband and high-speed data services.

Cost and effects of compliance with environmental laws

All ABLE and affiliate bingo parlors have complied with the provisions of Smoking Ordinances issued by most local government units. All bingo parlors have made provisions in its playing area to accommodate smokers and non-smokers alike. Future expansions and parlor upgrades will incorporate enclosures and advanced air-purifying systems. Same goes with TGXI's PeGs and BCGLC's arcades.

FCLRC also complies with environmental laws being enforced by CEZA in the Cagayan Special Economic Zone and Free Port (CSEZFP).

Employees

LRWC has 290 and 270 employees in 2017 and 2016 respectively. ABLE and its subsidiaries have a total headcount (including personnel provided by manpower agencies) of 1,821 and 1,570 in 2017 and 2016 respectively while TGXI has 365 in 2017 and 548 in 2016. On the other hand, FCLRC has 27 employees in 2017 and 62 employees in 2016 whereas BCGLC increased its employees to 55 in 2017 from 54 employees in 2016. In 2017, PIKI has 3 employees, while FCCDCI and LRDCSI are handled by 43 employees. For the year 2017, the Company and its subsidiaries did not have major changes in their employment portfolios. Their employees are not subject to a collective bargaining agreement. The Company does not have a stock option plan as part of its remuneration to all directors and senior management.

Major Risks Involved in the Business

ABLE

ABLE and its subsidiaries operate bingo parlors. By the nature of the business (gaming), there is a risk of possible non-renewal of business permits by the local governments. To counter this risk ABLE and subsidiaries obtained ordinances to do business from the respective local Sanggunian Mangabatas. The business is located in high traffic areas, specifically in SM and Robinson malls, thus there is also risk of difficulty in finding similar high traffic areas should the lease contracts not be renewed upon expiration. ABLE has expanded to other locations so the effect of non-renewal of one or two leases will not have significant effect on ABLE's results of operations.

FCLRC

As revenues are dependent to locators whose business is internet gaming operations outside the Philippines, potential or future government regulations in countries where internet gaming operations is presently allowed, can be considered as a major business concern for FCLRC.

Properties

The major assets of the Company and its subsidiaries are: land, building, furniture & fixtures, leasehold improvements, slot machines, bingo equipment and paraphernalia. In the next 12 months, the Company through its subsidiary LR Land Developers, Inc. (LRLDI) is considering acquiring other properties in the vicinity of Cagayan Special Economic Zone Free Port for the purpose of making facilities available to FCLRC's future locators.

ABLE and its subsidiaries lease bingo parlors ranging in size from 90 to 2,000 square meters located in major shopping malls in Metro Manila and in key provincial cities. Lease term ranges from one (1) to five (5) years. All lease agreements have provisions for renewal subject to terms and conditions mutually agreed upon by all parties. All lease payment computations are based on a fixed rate per square meter of occupied space or on a certain percentage of bingo cards sales.

In 2017, ABLGI through its subsidiary acquired 23 hectares of land in Malay, Aklan for its future project.

Legal Proceedings

Except for the following, there are no other legal proceedings to which the Company or any of its subsidiaries is a party:

- 1) **People of the Philippines vs. Hernando B. Bruce**
Criminal Case No. R-PSY-15-10408-CR Regional
Trial Court Branch 114, Pasay City

Case Summary:

This is an estafa case under Art. 315 of the Revised Penal Code filed by Midas Hotel and Casino/Hotel Enterprises of the Philippines Inc. against its customer, Hernando Bruce, who introduced himself as a bishop of a religious organization. He used the Midas Tent for his groups' gathering on 20 March 2015

attended by 150 persons. After the event, he and the members of the organization left the hotel without paying for the hotel facilities and the food and beverages they consumed, to the damaged and prejudiced of the company.

Status:

The trial of the case is still ongoing before the court.

- 2) **People of the Philippines vs. Nino Hernandez, et al.**
RTC Branch 114, Pasay City
Nature of the Case: Estafa under Art. 315(2)(e)
-

Case Summary:

Hernandez, et al. did not pay their hotel bills amounting to P232,694.07.

Status:

The trial of the case is still ongoing.

- 3) **People of the Philippines vs. Rodel E. Micabalo et al.**
RTC Branch 47, Pasay
Nature of the Case: Malicious Mischief
-

Case Summary:

Micabalo, et al. deliberately caused damage to Midas Hotel properties amounting to P73,735.23.

Status:

The trial of the case is ongoing.

- 4) **Edgardo U. Ilarde vs. Department of Health, et al.**
RTC Branch 56, Makati
Nature of the Case: (Civil Case) Special Civil Action for Declaratory Relief
-

Case Summary:

Midas Hotel is one of the defendants in this Declaratory Relief action pertaining to the implementation of the Senior Citizens Law.

Status:

The case is pending before the Regional Trial Court of Makati.

- 5) **People of the Philippines vs. Richy Lim, Shirly V. Micabalo, and Jennelyn Javier**
Criminal Case No. 06-18508
Regional Trial Court Branch 06, Iligan City
-

Case Summary:

This is a criminal case for Qualified Theft filed by Iligan Bingo Corp. against its former employees Richy Lim (cashier), Shirly Micabalo (operations supervisor), and Jennelyn Javier (accountant) for the unlawful taking of the total amount of P500,000 more or less from the sales of the branch.

Status:

The company agreed for a provisional dismissal of the case for two years after the accused made partial payments and promised to pay the whole amount within two years. The case will be revived upon failure of the accused to comply with the terms of the agreement to fully pay the amount within said period.

6) **TOTAL GAMEZONE XTREME, INC. vs. RRENZ PATRIC ROLDAN et al.**

Pending before the City Prosecutor's Office of Bacoor, Cavite

Case Summary:

We filed a case for estafa against the respondent, in connivance with the cashier on duty, able to play MSW without actually paying in cash his bets, to the damage and prejudice of the company in the total amount of Five Hundred Ninety Seven Thousand Pesos (P597,100).

Status:

The case is now submitted for resolution of the handling fiscal.

7) **BLUE CHIP GAMING AND LEISURE CORPORATION vs. JOSIE M. DUNCIL** RTC San

Fernando, Pampanga

Case Summary:

This is a criminal case for qualified theft against Blue Chip's former HR and Admin Officer for the unlawful taking of the amount of One Million Three Hundred Twenty Seven Thousand Pesos (P1,327,000).

Status:

The court issued warrants of arrest (no bail) against the accused but until now she is still at large.

8) **Mario S. Bautista, Jr. versus Blue Chip Gaming and Leisure Corp. and PAGCOR**

RTC Branch 44, San Fernando Pampanga

Case Summary:

Mario S. Bautista, a regular player in PAGCOR VIP Club Bacolor, filed a civil case for damages against PAGCOR and Blue Chip (as joint tortfeasors) for the alleged tortious act of a PAGCOR employee who forcefully stopped him from playing a certain slot machine. He alleged that at that time he was on a winning streak on said machine; that was why PAGCOR wanted him to stop playing to check possible machine errors. Due to his unruly behavior during said incident, PAGCOR issued a ban order against him.

Status:

The court dismissed the case against Blue Chip only, but the case against PAGCOR subsists. However, Bautista elevated to the Court of Appeals the dismissal of the case against Blue Chip. The appeal is now pending before the CA.

9) **TOTAL GAMEZONE XTREME, INC. vs. Estrella Maril L. Revilla et al.**
(Office of the City Prosecutor Manila)

Case Summary:

TGXI filed a criminal case for qualified theft against its former employees who misappropriated the amount of P550,000 in its Gamezone Arranque, Manila branch.

Status:

The case is now submitted for resolution of the handling prosecutor.

Labor Cases (DOLE assessments on agency/contractual employees pursuant to DOLE DO-174):

- 10) **DOLE Case No. ROXI-00-JA-2017-08-277-C**
For FIRST LEISURE & GAME CO. INC. (Bingo Lanang, SM Lanang Davao)
- 11) **DOLE Case No. ROIOO-2017-JA-DDO-296**
For South Entertainment Gallery (Robinson's Place, Calasiao)
- 12) **DOLE Case No. Case No. ROO3-06-JA-2017-07-0015-6**
For South Entertainment Gallery (SM Tarlac)

Status of these cases:

We attended the hearings and submitted the required position papers. These cases are already for resolution of the regional director as to the legality of our job contracting per DO-174.

Submission of Matters to a Vote of Security Holders

- a) An annual meeting of stockholders of the registrant was held on 28 July 2017.
- b) During the said annual meeting the following persons were elected as directors of the registrant:
 1. Reynaldo P. Bantug
 2. Edgardo S. Lopez
 3. Ignatius F. Yenko
 4. Willy N. Ocier
 5. Bienvenido M. Santiago
 6. Wilson L. Sy
 7. Eusebio H. Tanco
 8. Carlos G. Baniqued
 9. Raul G. Gerodias

with the following as independent directors under Section 38 of the Security Regulation Code (RA 87):

 10. Anthony A. Almeda
 11. Clarita T. Zarraga
- c) During the annual meeting of stockholders of the registrant last 28 July 2017, the following matters was submitted to a vote of and duly approved by the stockholders of the registrant:
 1. Approval of the Minutes of the Annual Meeting held on 29 July 2016;
 2. Management Report;
 3. Approval of Annual Report and Audited Financial Statement for the fiscal year 2016 and Ratification of actions taken by the Board of Directors and Officers since the last annual meeting held on 29 July 2016; and
 4. Appointment of KPMG R.G. Manabat & Co., CPAs, as external auditors for year 2017.
- d) No other matter has been submitted to a vote of security holders otherwise than at a meeting of such security holders.

PART II - OPERATIONAL AND FINANCIAL INFORMATION

Market for Issuer's Common Equity and Related Stockholder Matters

(1) *Market Information*

Principal market where the equity is traded – Philippine Stock Exchange

The table shows the high & low prices of the company's share within the last two fiscal years, including the volume of transactions for each quarter.

QUARTER ENDING	HIGH	LOW	VOLUME (MAIN BOARD)	VOLUME (TOTAL)
1Q 2016	8.22	6.56	62,813,800	67,815,637
2Q 2016	8.00	7.45	11,469,000	11,469,748
3Q 2016	7.45	3.41	223,089,600	223,175,996
4Q 2016	5.91	3.81	72,722,300	72,748,580
1Q 2017	4.44	3.45	88,666,000	88,728,340
2Q 2017	4.85	3.66	88,451,000	88,488,684
3Q 2017	5.47	4.00	124,709,900	124,774,225
4Q 2017	4.84	3.57	115,527,000	125,561,909

Note: There were no price adjustments made for the period.

Closing Market Price as of 31 December 2017 is P3.98 per share. On the other hand, the Closing Market Price as of 31 May 2018 is P4.30 per share.

The Company complied with the required minimum public ownership. As of 31 December 2017, total number of common shares owned by the public is 772,659,379 shares or equivalent to 64.40% of the total issued and outstanding common shares. The preferred shares and warrants owned by the public as of 31 December 2017 is 1,650,000,000 and 82,500,000 respectively, or equivalent to 100% of total issued and outstanding preferred shares and warrants.

The Company's earnings per share are: P0.2444 per share in 2017 and P1.4070 in 2016.

(2) *Holders*

The stock transfer agent reported 1,832 holders of common shares of the registrant, 3 holders for preferred shares and 2 holders for warrants as of 31 May 2018. The top 20 shareholders, the number of common shares held, and the percentage of common shares held by each are as follows:

	Name	No. Of Shares Held	% To Total
1	PCD Nominee Corporation (Filipino)	688,494,598	57.38
2	Alfredo Abelardo B. Benitez	134,841,249	11.24
3	Grandshares Inc.	120,000,000	10.00
4	Zoraymee Holdings, Inc.	111,267,658	9.27
5	PCD Nominee Corporation (Non-Filipino)	65,470,214	5.46
6	Dominique L. Benitez	31,680,000	2.64
7	AB Leisure Exponent, Inc.	21,567,000	1.80
8	Wilson L. Sy	2,286,600	0.19
9	Willy Ng Ocier	2,125,200	0.18
10	Paul Luis Paul P. Alejandrino	1,426,224	0.12
11	Liberty Farms, Inc.	809,129	0.07
12	Provident Insurance Corporation	591,023	0.05
13	Brisot Economic Development Corporation	512,004	0.04
14	Visayan Surety & Insurance Corporation	486,294	0.04
15	Oliver V. Amarin	311,220	0.03
16	Tan Keg Tiam	279,618	0.02

17	Fe Palting Lagdameo &/or Roberto J. Lagdameo	263,350	0.02
18	Allen Cham	260,242	0.02
19	John Go Kongwei Jr.	252,870	0.02
20	David Go Securities Corp.	251,870	0.02

As of 31 May 2018, the 3 shareholders, the number of preferred shares held, and the percentage of preferred shares held by each are as follows:

	Name	No. Of Shares Held	% To Total
1	PCD Nominee Corporation (Filipino)	1,598,144,000	96.86
2	GSIS Provident Fund	50,000,000	3.03
3	PCD Nominee Corporation (Non-Filipino)	1,856,000	0.11

As of 31 May 2018, the 2 shareholders, the number of warrants held, and the percentage of warrants held by each are as follows:

	Name	No. Of Shares Held	% To Total
1	PCD Nominee Corporation (Filipino)	81,449,000	98.73
2	PCD Nominee Corporation (Non-Filipino)	1,051,000	1.27

Below is the summary list of foreign ownership as of 31 May 2018, the nationality, number of shareholders, the number of common shares held and the percentage of common shares held by each:

Nationality	No. of Shareholders	No. of Shares Held	% To Total
American	11	141,169	0.01
British	1	13,619	0.00
Chinese	72	2,152,907	0.18
German	1	1,064	0.00
Spanish	2	19,442	0.00
Others	2	65,487,014	5.46

Preferred shares are composed of 99.89% Filipino and 0.11% Foreign while warrants are composed of 98.73% Filipino and 1.27% Foreign.

(3) *Dividends*

The Company does not have any restrictions which limit the ability to pay dividends on common equity or that are likely to do so except in cases where the Company does not have enough retained earnings or is in a deficit position. For nine consecutive years, the Company distributed cash dividends to its shareholders. During the year, the Board of Directors (BOD) declared cash dividends to common shareholders twice: P0.070 per share with record date of 3 March 2017 and P0.080 with record date of 29 September 2017. The BOD also declared two cash dividends at P0.0425 to preferred stockholders with record dates of 16 June 2017 and 20 December 2017. In the past years, cash dividends declared to common shareholders were equivalent to P0.060 per share in 2007, P0.060 per share in 2008, P0.060 per share in 2009, P0.080 per share in 2010, P0.075 per share in 2011 and 2012, P0.080 in 2013 and 2014, P0.120 in 2015 and P0.080 in 2016.

(4) *Recent Sale of Unregistered Securities*

The issuance of ₱1.65 billion worth of preferred shares was approved by LRWC's Board of Directors and stockholders on 22 January 2013 and 22 March 2013, respectively. The listing application was filed with the exchange on 20 September 2013 and approved on 27 November 2013. The exchange approved the listing of the preferred shares and warrants on 20 December 2013. The original shareholders of the private placement transaction are as follows:

Name	Preferred Shares	Amount Paid (Php)
Philippine Commercial Capital, Inc.	200,000,000	200,000,000
Vantage Equities, Inc.	100,000,000	100,000,000
Maybank ATR Kim Eng Capital Partners, Inc. – As Trustee for Various Trust Accounts	100,000,000	100,000,000
Beneficial Life Insurance, Co., Inc.	100,000,000	100,000,000
Liberty Flour Mills, Inc.	50,000,000	50,000,000
United Coconut Planters Life Assurance Corporation	50,000,000	50,000,000
Cocolife Fixed Income Fund, Inc.	50,000,000	50,000,000
Government Service Insurance System	800,000,000	800,000,000
Philippine Business Bank, Inc. (A Savings Bank) - Trust and Investment Center	200,000,000	200,000,000
TOTAL	1,650,000,000	1,650,000,000

The ₱1.65 billion perpetual preferred shares was issued through private placement or issuance to not more than nineteen (19) non-qualified buyers under the Section 10.1(k) of the Securities Regulation Code. The ₱1.65 billion perpetual preferred shares has a par value of ₱1.00 per share and an issue price of ₱1.00 per share. The preferred shares are cumulative, non-voting and non-participating. On the fifth anniversary of the issue date of the ₱1.65 billion perpetual preferred shares or on any dividend payment date thereafter, LRWC has the option, but not the obligation, to redeem the perpetual preferred shares in whole or in part at a redemption price equal to the issue price of the perpetual preferred shares plus cumulated and unpaid cash dividend, if any, for all dividend periods up to the date of actual redemption by LRWC. A nil-paid, detachable warrant was issued to the investor(s) for every twenty (20) preferred shares. Each warrant shall entitle the investor(s) to purchase one (1) common share. The exercise price of the warrant shall be ₱15.00 or LRWC's weighted average trading price for three (3) months prior to the exercise date of the warrant less ten percent (10%) discount. The warrants are exercisable starting on the 5th anniversary of the perpetual preferred shares until the 8th anniversary.

On 25 September 2013, LRWC filed the listing of 82,500,000 warrants and the underlying common shares with the PSE.

Please see Item no. (2) above for the list of preferred shareholders and warrants as of 31 March 2018.

Management's Discussion and Analysis of Financial Condition and Results of Operations

Comparable Discussion on Material Changes in Results of Operations and Financial Condition

2017 vs. 2016

LRWC Operations

LRWC is functioning as a holding company with minimal operations. LRWC is focusing its endeavor in supporting the productivity programs of its subsidiaries as grouped in the following segments: **CASINO** (1) Prime Investment Korea, Inc. (PIKI - 100% owned), (2) Blue Chip Gaming and Leisure Corporation (BCGLC - 100% owned), (3) Gold Coast Leisure World Corp. (GCLWC - 100% owned) (4) Hotel Enterprises of the Philippines, Inc. (HEPI – 51% owned, joint venture); **ONLINE** (5) First Cagayan Leisure and Resort Corporation (FCLRC - 69.68% owned), (6) LR Data Center and Solutions, Inc. (LRDCSI - 80% owned), (7) First Cagayan Converge Data Center Inc. (FCCDCI - 57.8%); **RETAIL** (8) AB Leisure Exponent, Inc. (ABLE - 100% owned), (9) Total Gamezone Xtreme, Inc. (TGXI - 100% owned); and **PROPERTY** (10) AB Leisure Global, Inc. (ABLGI - 100% owned), (11) LR Land Developers, Inc. (LRLDI - 100% owned).

Based on PFRS 3, Business Combination, LRWC has not amortized the goodwill on its investments in its subsidiaries. Instead, PFRS 3 requires for an annual test for goodwill impairment. On the basis of the test for impairment of goodwill, there is no need to provide for allowance for impairment in 2017.

Starting 2009, LRWC did not recognize any losses from Binondo Leisure Resources, Inc. (BLRI - 30% owned affiliate), as its investment balance has already been consumed.

LRWC's total operating expenses amounted to P524.4 million and P391.8 million in 2017 and 2016, respectively. The increase in total operating expenses is aligned with LRWC's aim to enable shared services functions that will provide consistent managerial and administrative services to all of its subsidiaries including marketing programs and continuous organizational changes.

LRWC recorded its 51% share in the net results of Hotel Enterprises of the Philippines, Inc. (HEPI) beginning the third quarter of 2013. In 2017, LRWC's share in HEPI's net income amounted to P61 million or an increase of P11.8 million as compared to last year's share in net income of P45.1 million.

Consolidated Result of Operations

LRWC posted a consolidated total comprehensive income (after minority interest) of P442.6 million in 2017 as compared to P1,139.3 million in 2016. Consolidated results for the year included impact of P576.6 million (after tax) on non-recurring and noncash provisions which significantly affected respectable performance contributed by casino and retail segments despite (1) numerous regulatory challenges, (2) losing significant online gaming business due to PAGCOR's POGO and (3) divestment from the City of Dreams business interest.

The Group carried its investment properties at fair value as a result of the change in accounting policy in 2017, retrospective earliest period presented. The gain (net of tax) on revaluation of its investment properties amounted to P269 million and P11.7 million in 2017 and 2016, respectively. The revaluation gain is recognized in profit or loss and other comprehensive income in the consolidated financial statements.

Nonrecurring expenses and noncash provisions in 2017 comprise the following:

- Derecognition of deferred tax assets significantly on NOLCO amounting to P53.7 million, P16.3 million, P76 million for ABLE, TGXI and LRWC, respectively. The derecognition is in line with the Group's planned move to the Franchise Tax regime.
- Change in retirement package of Group employees from the minimum provided by the law up to 200% effective 2017. The change required a one-time adjustment to past service cost of P71 million and P64.9 million in ABLE and LRWC, respectively.
- Provisions for impairment for closed sites, long-outstanding receivables and advances amounting to P36.9 million, P10.4 and P26.1 million for ABLE, TGXI and LRWC, respectively.
- Deficiency taxes including interests amounting to P57.4 million, P2.7 million, P8.9 million for ABLE, BCGLC and ABLGI, respectively.
- Losses of non-performing sites of ABLE and TGXI amounting to P15.3 million and P4.0 million, respectively. These sites will be permanently closed or relocated to better location in 2018.
- Pre-operating expenses such as interest, taxes and travel and transportation of the Boracay Project amounting to P129.6 million.

PIKI Operations

Together with the Philippine Amusement and Gaming Corporation (PAGCOR), PIKI executed a Junket Agreement to jointly conduct junket gaming operations within PAGCOR's Casino Filipino-Midas located at Midas Hotel and Casino in Roxas Boulevard, Pasay City.

In 2017, PIKI posted a net income of P9.5 million, as compared to the P18.5 million net income in 2016. This is mainly due to lower net revenues during the year of P855.6 million as compared to P894.4 million last year and increase in cost and operating expenses by P35.4 million from P811.7 million to P847.1 million.

BCGLC Operations

BCGLC operates Slot Arcades at the King's Royale Hotel and Leisure Park, Olongapo-Gapan Road, Macabacle, Bacolor, Pampanga under a license issued by PAGCOR.

On 24 July 2015, BCGLC incorporated a subsidiary, GCLWC with authorized capital stock of Fifteen Million Pesos (P15,000,000.00) divided into One Hundred Fifty Thousand shares (150,000) with par value of P100.0, of which Three Million Seven Hundred Fifty Thousand Pesos (P3,750,000.00) has been subscribed. GCLWC was incorporated to comply with Section 18, Chapter III of the Implementing Rules and Regulations of Republic Act (R.A.) No. 7227. GCLWC obtained its Certificate of Registration from the Subic Bay Metropolitan Authority on 2

August 2016.

On 17 December 2015, BCGLC received a letter from PAGCOR, informing that PAGCOR's Board of Directors approved and confirmed the assignment in favor of BCGLC of the Contracts of Lease over four (4) PAGCOR VIP Clubs at (1) Venezia at Subic Bay Freeport Zone, Subic Zambales with Palmgold International Limited; (2) Pan Pacific, Malate Manila with Pacific Palm Corporation; (3) Paseo Premier Hotel, Sta. Rosa Laguna with Pacific Palm Corporation; and (4) Apo View Hotel, Davao City with Pacific Palm Corporation.

On 18 January 2016, BCGLC assigned the VIP Club at Venezia at Subic Bay Freeport Zone to its subsidiary, GCLWC.

On 28 January 2016, the Amended Contracts of Lease of three (3) VIP Clubs, namely Pan Pacific, Paseo Premier Hotel and Apo View Hotel were executed under the name of BCGLC, while the other VIP Club, Venezia at Subic Bay Freeport Zone was under the name of GCLWC.

Due to these developments, for the year ended 31 December 2017, consolidated BCGLC gross revenues grew to P446.7 million from P381.4 million last year. Operating expenses likewise increased to P314.2 million from P222.9 million for the same period last year. This resulted to a net income of P98.0 million for the year, a slight decline of P8.0 million from last year's net income of P106 million.

FCLRC Operations

The Cagayan Economic Zone Authority (CEZA), mandated by law to manage Cagayan Special Economic Zone and Free Port (CSEZFP), has authorized FCLRC to license, regulate and supervise the operations of registered online gaming enterprise in CSEZFP. FCLRC, on behalf of CEZA, can issue two types of licenses: (1) interactive gaming licenses which cover all types of online gaming including casinos, lotteries, bingo, sportsbook; and (2) restrictive licenses which limit the offerings to sports betting only. As the master licensor, FCLRC is entitled to half of the gaming levy imposed by CEZA on the gaming operators within the CSEZFP.

Recent developments significantly affected FCLRC's business and operations due to the issuance on 01 September 2016 by PAGCOR of the "Rules and Regulations for Philippine Offshore Gaming Corporations". The said PAGCOR Regulation was adopted to regulate the issuance of licenses which provide and participate in offshore gaming services or online games of chance via the Internet.

FCLRC generated P423.3 million gross revenues in 2017, representing a P1,443.4 million or 77.32% decrease from last year's gross revenues of P1,866.7 million. The decline in revenues is mainly due to the decline in the number of operating locators. Hosting fees amounting to P392.1 million decreased by P1,302.1 million or 76.86% while license application fees amounting to P31.2 million decreased by P141.4 million or 81.92% from last year. For the year ended 31 December 2017, there were 30 licensed locators - 29 of which are operational and 1 is non-operational, while for the year ended 31 December 2016, there were 117 licensed locators, all operational.

FCLRC posted a net income of P26.4 million in 2017 versus last year's P895.3 million. Total cost and operating expenses of P427.7 million decreased by P669.9 million from last year's P1,097.6 million. The net income in 2017 includes the effects of one-time downward adjustment due to retirement amounting to P12.2 million.

In 2017, numerous land rights were reclassified from fixed assets to investment property due to the change in use. The land properties were likewise recognized at its appraised value as a matter of accounting policy in the same year. Other comprehensive income (net of tax) from the revaluation of land properties in Cagayan amounted to P89.2 million. This brings the total comprehensive income of FCLRC to P113.0 million and P900.8 million in 2017 and 2016, respectively.

LRDCSI Operations

LRDCSI was registered and incorporated with SEC on 20 May 2016. LRDCSI is a technology company engaged in aggregating data and telecommunication services. LRDCSI's revenue model involves acquiring services from local and foreign technology and telecommunication companies at wholesale rates, bundling said services and then reselling the services at retail rates. The premium for such activity is warranted given the bespoke and higher level of customer engagement provided by LRDCSI. LRDCSI's portfolio includes solutions related to data center co-location, Internet, private leased lines, mobile and video platforms, cybersecurity, content delivery networks, e-commerce, and network and website optimization. LRDCSI aims to provide these services to customers and

clients in the industry sectors including land based and online gaming operators. LRWC owns 80% of the outstanding capital of LRDCSI while one of the incorporators owns the remaining 20%.

LRDCSI owns 20% of the outstanding capital stock of FCCDCI effective 01 January 2017.

LRDCSI started its commercial operations in the last quarter of 2017. LRDCSI posted a net income of 0.5 million in 2017. Total cost and operating expenses of P0.1 million which mainly consists of professional fees.

FCCDCI Operations

FCLRC and IP Converge Data Center Corporation (IPCDCC), a wholly owned subsidiary of listed firm IPVG Corp., formed a joint venture corporation with the name First Cagayan Converge Data Center Inc. which was incorporated on 14 November 2007. The joint venture corporation was formed to engage in the business of information technology such as IP communication, co-location, bandwidth, disaster recovery services, software development, internet merchant payment processing and payment solution, premium dial up access, voice over internet protocol, IP-wide area network services and other value-added services. Presently, FCCDCI provides a range of services to Internet Gaming Operators at the CSEZFP for a fee.

FCCDCI commenced its commercial operations on 01 January 2008, thus, since then until 31 December 2016, FCLRC's statement of income includes 60% equity in net earnings from FCCDCI.

On 01 January 2017, IPVI entered into a Deed of Absolute Sale of Share of Stock with LRDCSI, whereby IPVI assigned its rights, interest and participation to its 5,000,000 shares of stock or 20% ownership in FCCDCI with a par and issue value of P1 for a total consideration of P16.4 million to LRDCSI.

By virtue of the Deed of Absolute Sale of Share of Stock entered into by IPVI and LRDCSI, LRWC obtained a 57.808% effective interest and control in FCCDCI through its direct subsidiaries FCLRC and LRDCSI at 60% and 20% equity stake in FCCDCI, respectively. Thus, due to the effect of the 20% additional equity interest, FCCDCI is consolidated into the Group effective 01 January 2017.

FCCDCI posted a net income of P117.5 million in 2017, consolidated in the Audited Consolidated Statements of Profit or Loss and Other Comprehensive Income, and P145.0 million in 2016, of which P98.5 million is presented under "Equity in net earnings in joint ventures and associates" account in FCLRC's Statement of Profit or Loss.

ABLE Operations

ABLE (popularly known as Bingo Bonanza Corporation), is the pioneer in professional bingo gaming in the Philippines. PAGCOR granted ABLE and its subsidiaries the authority to operate bingo games pursuant to P.D. 1869. Since then, bingo outlets of ABLE and its subsidiaries have become community and entertainment centers, a source of revenue for the government, and a sponsor for fund-raising activities relating to social and educational programs.

Site Closures

In September 2016, ABLE received notices from PAGCOR informing that the PAGCOR's Board of Directors (PAGCOR's BOD) issued an order to ABLE and its subsidiaries to immediately cease the operations of its E-Bingo games at its thirty-seven (37) sites due to non-compliance with the distance restriction guidelines under Section 2 of Regulation 3 of the Gaming Site Regulatory Manual (GSRM) for Bingo Games version 2.0. In response to this, LRWC sent a letter of reconsideration to PAGCOR. Should reconsideration be not given, E-Bingo operations at said sites will be transferred to compliant locations. Consequently, ABLE received via email, notices from PAGCOR of the approval by the PAGCOR's BOD to recall the revocation to operate E-Bingo. Thirty-one (31) E-Bingo sites resumed its operations by virtue of the aforesaid approval.

The approval was based on the recommendation of PAGCOR's Gaming Licensing and Development Department (GLDD) and the legal opinion of its Corporate and Legal Services Department (CLSD) to honor licenses of operators whose gaming sites are located inside malls, arcades and hotels and consider them exempted from distance requirements.

The PAGCOR's BOD allowed the resumption of E-Bingo operations until the respective expiration of the licenses of the sites which are renewable every two years. PAGCOR's BOD, GLDD and CLSD are still in the process of

studying whether they will permanently maintain the exemption of malls, arcade and hotels from the distance requirements.

In 2017, PAGCOR further allowed the re-opening of one (1) E-Bingo site and management decided to permanently close four (4) sites.

Site Acquisitions

In 2017, ABLE through its subsidiaries, acquired six (6) sites to expand its bingo operations. Difference between the total consideration of P58 million and fair value of identifiable assets of P9.28 million resulted to a provisional goodwill of P48.72 million.

Revenues

ABLE and its subsidiaries generated total revenues of P6,802.5 million in 2017, a decline of P332.4 million or 4.66% from the P7,134.9 million revenues for the same period last year. The decrease is attributable to the revenue decline of: (1) Electronic Bingo (E-Bingo) by P171.2 million or 3.79%, (2) Traditional Bingo by P127.6 million or 5.47% and (3) Rapid Bingo by P31.4 million or 11.97%, and Pull tabs by P2.1 million or 11.86%.

E-Bingo has become ABLE's principal product line as its contribution has been increasing faster with new gaming products that are played with higher frequency and are not time bound as the traditional bingo game. In 2017, E-Bingo sales represented 63.98% of ABLE's total revenues or P4,351.9 million, posting a decline of 171.2 million or 3.79% from the E-Bingo sales in 2016 of P4,523.1 million. As of 31 December 2017, there were a total of 10,392 E-Bingo machines in 147 bingo parlors as compared to 9,790 E-Bingo machines in 138 bingo parlors as of 31 December 2016.

Revenues from Traditional Bingo declined by P127.6 million or 5.47% to P2,203.6 million in 2017 from P2,331.2 million in 2016.

In 2017, sales from Rapid bingo contributed P231.3 million or 3.40% of total revenues as compared to P262.8 million or 3.3% contribution to total revenues for the same period last year.

By the end of 2017, there were a total of 127 Rapid bingo terminals in 127 bingo parlors as compared to 14 Rapid bingo terminals in 14 bingo parlors in 2016.

The decline in revenues were mainly affected by several government regulations and policies such as: (a) dress code, (b) members only policy, (c) 15 hours maximum operating hours, (d) 6 hours maximum playing time, and (e) smoking ban.

Expenses

ABLE's consolidated costs and operating expenses in 2017 amounting to P6,675.9 million increased by P80.0 million or 1.21% from P6,595.9 million in 2016. There was a decrease in direct costs for the year such as Franchise Fees and Payouts amounting to P189.0million relative to the decrease in revenues generated for the year. Operating expenses increased due to the following: (1) People expenses including contracted services by P131.2 million; (2) Rentals and utilities by P33.8 million; (3) Taxes and licenses by P25.8 million; and (4) Depreciation and amortization by P56.2.

As mentioned, 2017 included non-recurring expenses and write-offs such as retirement expense on past service cost, write-off of deferred tax assets, write-off of fixed assets and impairment of long outstanding receivables and advances. Total non-recurring expenses and write-offs in 2017 amounted to P162.3 million.

The resulting expense from "Other Income/Charges" account for the year amounting to P45.4 million is mainly attributable to interest expense payments for bank borrowings.

Net Income

ABLE posted consolidated net income (net of minority share) amounting to P11.1 million in 2017, a decline of 96.90% from 2016 net income of P358.1 million. The significant decline in net income was mainly due to the decrease in revenues caused by regulatory restrictions and non-recurring expenses mentioned above.

TGXI Operations

On 21 July 2014, LRWC entered into an Asset and Share Purchase Agreement with Premiere Horizon Alliance Corporation (PHAC) to purchase the latter's 100% stake in TGXI, the assignee and purchaser of the assets, rights and interests of Digiwave Solutions, Inc. (DSI), the operator and licensee of PAGCOR e-games stations.

To date, LRWC is the registered owner to One Hundred Percent (100%) of TGXI's outstanding capital stock.

Site Closures

Due to the expiration of IPLMA license of Philweb last 10 August 2016, TGXI closed three (3) sites and 1,494 Philweb terminals in its other 51 sites.

The following month, TGXI received notices from PAGCOR informing that the PAGCOR's Board of Directors issued an order to immediately cease the operations of its Electronic Games at its seventeen (17) sites due to non-compliance with the distance restriction guidelines under Section 2 of Regulation 3 of the GSRM for Bingo Games version 2.0. In response to this, TGXI sent a letter of reconsideration to PAGCOR. Should reconsideration be not given, E-Bingo operations at said sites will be transferred to compliant locations.

In 2016, PAGCOR allowed the re-opening of five (5) sites.

In February 2017, management decided to permanently close twelve (12) sites. To date, TGXI has thirty-nine (39) operating sites.

Net Income

TGXI generated revenues amounting to P231.6 million in 2017 representing its share in revenues from the management and operation of the PAGCOR E-games Stations (PeGS). This is lower than 2016 figures due to the effects of several regulatory restrictions (e.g. smoking ban, dress code, etc.) implemented in 2017.

Total operating expenses decreased by P54.7 million or 18% from P308.0 million to P253.3 million which mainly consists of: (1) People expenses including contracted services of P94.8 million; (2) Rentals and utilities of P78.1 million; (3) Depreciation of P40.4 million; and (4) Other expenses of P40.0 million.

TGXI also made several noncash write-offs of fixed assets and deferred tax assets in 2017 and 2016 amounting to P26.7 million and P23.9 million respectively. Write-off of fixed assets pertains to closed sites while derecognition of deferred tax assets is in line with the management's decision to revert back to the franchise tax regime in 2018.

In 2017, TGXI registered a P39 million net loss, an increase of P3.7 million or 10.48% from 2016 net loss of P35.3 million.

ABLGI Operations

On 04 November 2016, Belle and PLAI ("Belle Group") signed a Termination agreement with Leisure and Resorts World Corporation and AB Leisure Global, Inc. ("LRWC Group"), which would enable the latter to realize its interests under its existing agreements with the Belle Group. Under the agreement, Belle Group will pay the LRWC Group a total of P5,090.0million, with P1,018.0million paid upon signing and the balance at the end of March 2017. Until the finalization of the transaction, ABLGI will continue to share in the net lease income and gaming revenue of Belle Group.

The Termination agreement was finalized on 31 March 2017. ABLGI received P4,072.0 million, which comprised of: (1) payment for an outstanding loan of Belle Group to ABLGI amounting to P3,762.0 million, and (2) P310.0 million, of which P110.5 million was a collection of the advances made to Belle while the remaining P199.5 million was lodged under "Other Income" in the Unaudited Consolidated Statements of Profit or Loss and Other Comprehensive Income, representing assignment of rights in relation to the Advisory services rendered to the Philippine Consortium in favor of Belle. Effective 31 March 2017, ABLGI shall be deemed to have divested its economic interest in the City of Dreams-Manila Integrated Resort and Casino.

In 2017, ABLGI through its subsidiary acquired 23 hectares of land and property in Boracay for its future project.

In 2017, Management decided to change its accounting policy to recognize its investment properties at their appraised (FV) amounts to properly reflect its true value. Gain (net of tax) from the revaluation of its building (Binondo Suites) amounted to P4.7 million and P1.8 million in 2017 and 2016, respectively.

Net income in 2017 amounting to P153.2 million significantly decreased by P128.5 or 45.62% due to the termination of its agreement with the Belle Group in the first quarter. From revenues/other income of P624 million in 2016, it dropped to P197.2 million in 2017. While operations were significantly reduced due to the termination, pre-operating expenses for the Boracay project further pulled down the net income for the year.

LRLDI Operations

In 2010, LRLDI has completed its construction of the CyberPark building intended for lease. Accordingly, in the same year, LRLDI entered into various lease agreements as lessor with lease terms ranging from monthly to five (5) years.

LRLDI is also committed in supporting the development of Cagayan Special Economic Zone and Free Port (CSEZFP). In executing an agreement with Cagayan Premium Ventures Development Corporation (CPVDC) and Cagayan Land Property Development Corporation (CLPDC), LRLDI has established its support by investing funds into the Lal-Lo Airport Project, Cagayan Economic Zone and Freeport (CEZFP) International Airport Project, and other facilities within the CSEZFP. These projects aim to improve and further advance CSEZFP into a self-sustaining industrial zone.

LRLDI entered into a joint venture property development project in Makati with Total Consolidated Asset and Management, Inc. called Techzone Philippines, Inc (TPI). As envisioned, the building planned will be a world-class BPO center with offices for various BPO locators not limited to licensees of FCLRC.

Retrospective 2014, Management reclassified portion of the advances to CLPDC to investment properties (land) which the Company has legal title and ownership amounting to P6.4 million. In 2017, Management decided to change its accounting policy to recognize its investment properties at their appraised (FV) amounts to properly reflect its true value. Gain (net of tax) from the revaluation of its land properties and Cyberpark building amounted to P174.7 million.

In 2017, LRLDI generated a net income of P630.9 million mainly due to the gain on revaluation of investment properties and additional rent income from its property in Cyberpark. Equity share in net income of TPI decreased by P323.2 million from P768.5 million in 2016 to P445.4 million this year. The share in equity earnings likewise includes revaluation gain (net of tax) from the investment property of TPI amounting to P835.1 million and P1,296.4 in 2017 and 2016, respectively.

Consolidated Financial Condition

The total consolidated assets of LRWC and subsidiaries as of 31 December 2017 of P16,762.5 million increased by P2,134.1 million or 14.59% from P14,628.4 million as of 31 December 2016 largely due to the acquisition of land in Boracay amounting to P4,580 million. Other specific significant changes in total assets are mainly due to (1) expansion and acquisition of new sites resulting to increase in Property and equipment - Net of P164.1 million, (2) write-off of Deferred tax assets resulting to a decrease of P98 million, and (3) revaluation increment of investment properties of P256.9 million and, (4) collection of Loans receivable from Belle resulting to decrease in Advances to a casino project of P3,762 million.

The following are the significant changes in the liabilities of LRWC and subsidiaries: (1) increase in Trade and other payables of P756.9 million attributable to higher outstanding Dividends payable to stockholders, huge settlement of outstanding to suppliers, higher accrued expenses (2) increase in Loans payable of P1,068.1 million due to the loan availments for the Boracay project (3) increase in retirement benefits liability of P75.1 million due to past service costs (4) increase in rent deposits of P105.6 million, and (5) increase in deferred tax liabilities of P106.6 million.

Key Performance Indicators

The Company monitors its performance and benchmarks itself to prior years' results in terms of the following indicators:

	Formula	2017	2016
Current Ratio	$\frac{\text{Current Assets}}{\text{Current Liabilities}}$	39.5%	109.0%
Debt to Equity Ratio	$\frac{\text{Total Liabilities}}{\text{Stockholders' Equity}}$	87.8%	65.9%
Asset to Equity Ratio	$\frac{\text{Total Assets}}{\text{Stockholders' Equity}}$	187.8%	165.9%
Payout Turnover	$\frac{\text{Traditional Bingo Revenues}}{\text{Payout}}$	1.42 times	1.45 times
Return on Average Equity	$\frac{\text{Net Income}}{\text{Average Stockholders' Equity}}$	7.9%	27.2%
Return on Average Assets	$\frac{\text{Net Income}}{\text{Average Total Assets}}$	4.6%	14.8%
Solvency Ratio	$\frac{\text{Net Income} + \text{Depreciation}}{\text{Total Liabilities}}$	13.0%	43.2%
Interest Coverage Ratio	$\frac{\text{Income Before Interest \& Tax}}{\text{Interest Expense}}$	5.4	3.3
Net Book Value Per Share	$\frac{\text{Stockholders' Equity}}{\text{Weighted Average Shares Outstanding}}$	7.4	7.35
Earnings Per Share	$\frac{\text{Income attributable to ordinary stockholders of the Parent Company}}{\text{Weighted Average Shares Outstanding}}$	0.2444	1.4070

2016 vs. 2015

Consolidated Result of Operations

LRWC posted a consolidated net income (after minority interest) of P1,824.7 million in 2016 as compared to P1,483.3 million in 2015. Consolidated results for the year included impact of P83.6 million (after tax) non-recurring, non-cash provisions mainly for LRLDI (P56.1 million for bad debts) and TGXI (P21.4 million impairment

of fixed assets in closed sites) which partly reduced the notable profit growths contributed by ABLE, BCGLC, FCLRC, and ABLGI. Consolidated net income also included the net effect of revaluation of investment properties as restated, amounting to P20.6 million and P20.2 million in 2016 and 2015, respectively. It likewise included the adjustments in equity share on net income of TPI amounting to P748.6 million and P432.7 million in 2016 and 2015, respectively, resulting from the revaluation of investment properties of TPI, as restated.

The Parent Company's total operating expenses almost doubled to P432.8 million from last year's P221.4 million mainly on account of its personnel expenses which increased by P165.9 million as the Company continues to implement organizational changes to enable shared services functions that provides consistent managerial and administrative services to all of its subsidiaries including marketing programs.

ABLE Operations

ABLE posted total sales of P7,134.9 million in 2016, a P1,154.5 million or 19.3% growth from the P5,980.4 million total sales in 2015. Better performance this year of its major products contributed to the increase in sales.

Electronic Bingo is the Company's principal product line as it represents 63% of total ABLE revenues. Despite site closures during the second half of the year, sales from E-bingo still registered a growth of P1,068.9 million or 31.0% from the reported sales of P3,443.1 million in 2015 to P4,512.0 million in 2016. At the end 2016, there were a total of 9,790 E-bingo machines in 138 bingo parlors as compared to 8,585 E-bingo machines in 119 bingo parlors as of 31 December 2015. These bingo parlors are either directly owned by ABLE or owned through subsidiaries.

The Traditional Bingo also registered an increase in revenues during the year. For the period ended 31 December 2016, T-Bingo revenues reached P2,331.2 million or an increase of P72.7 million from last year's P2,258.5, contributing 33% to total ABLE revenues. However, payout remained at same level as last year despite abovementioned revenue growth.

Revenues from Rapid bingo for 2016 of P262.8 million slightly decreased by P4.3 million or 1.6% from the P267.1 million sales in 2015. ABLE launched Rapid Bingo late August 2005 with 14 terminals in 14 bingo parlors. By end of 2016, there were a total of 146 Rapid Bingo terminals in 138 bingo parlors as compared to 131 terminals in 123 bingo parlors in 2015.

ABLE also introduced Pull Tabs in December 2005 in 32 bingo parlors. The sales of Pull Tabs amounted to P17.7 million or P8.3 million growth in 2016 from P9.4 million of 2015.

During the second half of 2015, Electronic Casino terminals were installed in ABLE sites. By end of 2016, there were 203 E-Casino terminals in 12 sites. Revenues from E-Casino for the year ended 31 December 2016 amounted to P11.2 million, a growth of P9.0 million from last year's P2.2 million.

PAGCOR granted ABLE the authority to be the primary and exclusive distributor of the Instant Charity Bingo Game II (ICBG2) on 13 June 2000. However, because of the poor sales performance, ABLE discontinued the distribution of the cards in 2005. On 12 December 2008, ABLE resumed commercial operations of the ICBG2 scratch cards. At the beginning of the third quarter of 2012, sales of the ICBG2 scratch cards were discontinued, thus posting sales in 2012 of P0.4 million. ICBG2 scratch cards will be replaced with new game variants in the future.

ABLE's consolidated operating expenses in 2016 amounted to P1,683.8 million as compared to P1,402.6 million in 2015. The increase of P281.2 million or 20.0% was mainly due to opening of new bingo parlors and renovation of existing sites during the year with the following details: (1) Rent and Utilities by P76.9 or 12.3%, (2) Depreciation by P74.5 million or 55.6%, (3) People expenses by P24.3 million or 6.1%, (4) Taxes and licenses by P18.9 million or 41.9%, and (5) "Other Expenses", comprised of Transportation and travel, Marketing and promotion, Repairs and maintenance, and Provision for impairment of receivables, by P78.8 million. Finance expense also increased during the year by P10.7 million or 28.4% from P48.2 million to P37.5 million due to higher short-term loan availments during the year.

For the year ended 31 December 2016, ABLE posted a consolidated net income (after minority interest) of P353.8 million, an increase of P109.6 million or 44.9% from the P244.2 million consolidated net income in 2015. The growth is mainly due to the considerable increase in revenues partially offset by corresponding increase in operating expenses.

TGXI generated revenues in 2016 amounting to P257.5 million representing its share in revenues from the management and operation of PAGCOR e-Games Stations (PeGS). The resulting decline of P37.6 million or 12.7% as compared to 2015 revenues of P295.1 million was due to site closures during the second half of 2016 by order of PAGCOR. Total operating expenses decreased as well consisting mainly of: (1) People expenses by P22.1 million or 18.1%, (2) Rent and Utilities by P2.6 million or 2.7%, and (3) Supplies by P2.4 million or 40.0%, partially offset by increase in Depreciation by P17.3 million or 72.9% due to expansion and renovations and Impairment loss of P26.6 million for fixed assets in closed sites.

TGXI Operations

As such, TGXI registered a net loss of P35.3 million, including the one-off P26.6 million impairment loss on fixed assets in closed sites, a reversal of prior year's P12.0 million net income.

BCGLC Operations

BCGLC's consolidated net income of P106.0 million for the year was 4.3x prior year's net income of P24.2 million. This was mainly due to the full-year operation of the 4 new arcades acquired middle of 2015.

Total revenues for the year of all 5 arcades amounted to P381.4 million, a growth of P199.9 million or 110.1% from 2015 revenue of P181.5 million when the 4 new arcades operated for half-year only. For the same reason, operating expenses also doubled to P222.9 million from last year's P100.5 million.

PIKI Operations

Revenues of PIKI during the year declined by P151.6 million or 14.5% to P894.4 million from last year's P1,045.9 million due to lower GGR from junket operations. Operating expenses likewise decreased by P35.1 million or 9.5% on account of lower Contracted services by P23.4 million or 15.8% and Professional fees by P25.1 million or 32.0% partially offset by higher Depreciation, Salaries and employee benefits, Supplies, and Taxes and licenses.

As a result, PIKI posted a net income for the year ended 31 December 2016 of P18.5 million, registering a decline of P14.5 million or 43.9% from last year's P33.0 million.

FCLRC Operations

For the year 2016, FCLRC posted gross revenues of P1.9 billion, a growth of P264.7 million or 16.5% from last year's P1.6 billion. These were generated from hosting and service fees of P1.7 billion and from license application and renewal fees of P172.4 million. CEZA fees in 2016 increased to P847.1 million versus P717.1 million in 2015, or an increase of P130.0 million or 18.1% from last year's fees. As a result, FCLRC's net revenues increased by P134.6 million or 15.2% as compared to last year. The principal growth driver of FCLRC was the increase in the number of operating locators - 117 in 2016 from 111 in 2015, that contributed to the increase in fees.

Operating expenses also increased during the year by P44.0 million or 21.3% from last year's P206.5 million. The increase was mainly due to increase in Depreciation of P13.2 million or 58.1% on account of additions to fixed assets during the year and increase in Other Expenses by P35.1 million or 40.1% pertaining to repairs and maintenance, advertising and marketing, and travel and transportation expenses.

The resulting "Other Income (Expense) - Net" of P186.0 million increased by P77.0 million or 70.7% on account of the following increases: (1) Equity in net earnings of FCCDCI by 23.4 million, (2) Foreign exchange gain by P23.0 million, and (3) Other income derived from rental of gaming facility by P54.8 million. These were partly offset by higher Interest expense for the year.

Hence, FCLRC posted a net income (after minority interest) of P895.3 million in 2016, an increase of P155.4 million or 21.0% from last year's P739.9 million.

Net income generated from foreign revenues amounted to P884.6 million or 98.0% in 2016, P723.7 million or 98.0% in 2015, and P594.1 million or 98.0% 2014.

FCCDCI, a 60% owned subsidiary of FCLRC, posted a net income of P164.2 million in 2016 and P125.3 million in 2015, a P39.0 million or 31.1% increase.

ABLGI Operations

ABLGI's net income for 2016 increased to P281.7 million as compared to last year's P145.1 million. The increase was mainly due to rent escalation and higher share in gaming revenue due to better performance of COD.

Total revenues grew by P238.8 million or 62.4% to P621.5 million this year from last year's P382.7 million.

Share in lease income contributed 65% to total revenues of ABLGI and grew by 28.3% during the year.

Share in gaming revenue also significantly increased by 253.2% due to full casino operations of COD.

Likewise, total operating expenses decreased during the year from P21.4 million to P21.3 million due to lower people expenses.

Gain on revaluation (net of tax) of investment property amounted to P1.8 million and P2.2 million in 2016 and 2015, respectively.

Interest expense for the year increased to P205.5 million versus prior period's P157.6 million due to the additional loan availed in December of 2015 for Belle's capital call.

LRLDI Operations

LRLDI registered a net income of P726.8 million for the year ended 31 December 2016, an increase of P56.6 million or 8.44% mainly due to the increase in equity share on net income of its associate, Techzone Philippines Inc. (TPI) in 2016.

Rent income considerably dropped by P14.2 million or 63.4% from P22.4 million to P8.2 million. On the other hand, operating expenses increased by P54.9 million largely due to impairment loss on its receivable from the lessee that ceased operation during the year.

LRLDI recorded its 50% share in the net income of TPI in 2016 amounting to P768.5 million as compared to its share in 2015 of P646.9 million. The significant increase was due to gain on revaluation of TPI's investment property.

Gain on revaluation (net of tax) on investment properties of LRLDI in Cagayan amounted to P9.9 million and P9.7 million in 2016 and 2015, respectively.

Consolidated Financial Condition

The total assets of LRWC and subsidiaries as of 31 December 2016 of P14,628.4 million increased by P29.3 million or 0.2% from P14,599.1 million as of 31 December 2015 due to the following movements: (1) expansion and acquisition of new sites resulting to increase in Property and equipment - Net of P328.8 million, (2) LRWC NOLCO resulting to increase in Deferred tax assets of P155.6 million, (3) increase in Investment properties of P16.7 million due to revaluation gain and (4) increase in investment and advances due to increase in equity share in net income of TPI (5) partial collection of Loans receivable from Belle resulting to: (a) increase in Cash of P374.2 million, (b) increase in Receivables of P3,721.0 million, (c) decrease in Advances to a casino project of P4,780.0 million, and (d) decrease in Other noncurrent assets of P389.6 million.

The following are the significant changes in the liabilities of LRWC and subsidiaries: (1) decrease in Trade and other payables of P1,061.4 million attributable to lower outstanding Dividends payable to stockholders, huge settlement of outstanding CEZA payable, lower PAGCOR payable, and payments to suppliers, (2) decrease in Loans payable of P721.8 million due to scheduled amortization of long-term loans, and (3) increase Income tax payable of P31.2 million.

Cash as of 31 December 2016 of P713.0 million includes P296.9 million Cash in DSRA. In prior years, cash in DSRA form part of Other noncurrent assets as it was restricted then.

Key Performance Indicators

The Company monitors its performance and benchmarks itself to prior years' results in terms of the following indicators:

	Formula	2016	2015
Current Ratio	$\frac{\text{Current Assets}}{\text{Current Liabilities}}$	109.0%	161.5%
Debt to Equity Ratio	$\frac{\text{Total Liabilities}}{\text{Stockholders' Equity}}$	65.9%	106.7%
Asset to Equity Ratio	$\frac{\text{Total Assets}}{\text{Stockholders' Equity}}$	165.9%	206.7%
Payout Turnover	$\frac{\text{Traditional Bingo Revenues}}{\text{Payout}}$	1.45 times	1.40 times
Return on Average Equity	$\frac{\text{Net Income}}{\text{Average Stockholders' Equity}}$	27.2%	27.5%
Return on Average Assets	$\frac{\text{Net Income}}{\text{Average Total Assets}}$	14.8%	11.8%
Solvency Ratio	$\frac{\text{Net Income} + \text{Depreciation}}{\text{Total Liabilities}}$	43.2%	26.5%
Interest Coverage Ratio	$\frac{\text{Income Before Interest \& Tax}}{\text{Interest Expense}}$	3.3	7.7
Net Book Value Per Share	$\frac{\text{Stockholders' Equity}}{\text{Weighted Average Shares Outstanding}}$	7.35	5.89
Earnings Per Share	$\frac{\text{Income attributable to ordinary stockholders of the Parent Company}}{\text{Weighted Average Shares Outstanding}}$	1.4064	1.1220

The Company and its subsidiaries:

- a) Have no known trends or any demands, commitments, events or uncertainties that will result in or that are likely to result in the liquidity increasing or decreasing in any material way;
- b) Have no events that will trigger direct or contingent financial obligation that is material to the company, including any default or acceleration of an obligation;
- c) Have no material off-balance sheet transactions, arrangements, obligations (including contingent obligations), and other relationships with unconsolidated entities or other persons created during the reporting period;
- d) Have not breached any loans, leases or other indebtedness or financing agreement; and
- e) Have no material commitment for capital expenditure, aside from those already discussed as continuous development of new bingo parlors

Plans for 2018

CASINO

In 2018, BCGLC laid out plans of acquiring upgraded slot machines to supply the Pagcor VIP Clubs in its different venues. The new machines being considered were strategically chosen for their potential in ushering more playing patrons into the Pagcor VIP Clubs. Its newly-renovated premises which houses the Pagcor VIP Club Adriatico Square has taken on a novel look with visually scintillating classy interiors geared towards attracting customers. It exudes an aura of a relaxed atmosphere to entice more patrons. Further, in conjunction with the aesthetic improvements being introduced, BCGLC makes certain that, at all times, the structural integrity of all its premises are above par. Safety and security of its guests are among its foremost agenda.

Even as it continues to discover innovations directed towards elevating the sites to world-class standards, BCGLC to date, has already raised the bar of VIP Club locations.

LRWC through its investment in HEPI, plans to strengthen and enhance the operations of Midas Hotel and Casino.

RETAIL

Retail operations were significantly affected by regulatory changes in 2017. The immediate implementation by PAGCOR of simultaneous revisions in rules pertaining to maximum operating hours, prohibition of smoking in gaming areas, and redefinition of dress code for players caused a steep drop in player visitations during the first half of 2017. The deleterious effects began to wane in the second half as players adjusted to the smoking and dress code restrictions and as PAGCOR reinstated 24-hour operations a few months after limiting business hours to only 16 hours.

With the settling down of the regulatory landscape towards the end of 2017, the retail business units started to put in place operational and marketing programs to regain lost ground and increase player activity. Among these programs is the accelerated installation of automated back-end systems that will deliver crucial statistical information and precise data analytics to guide the retail business units in formulating proper strategic decisions. A key feature of such automated systems is a player tracking module that accurately records player preferences, allowing the formulation of marketing and promotional programs that are responsive to players.

Pilot marketing programs were initiated in the second half of 2017 in the Gamezone electronic casino outlets ahead of the full installation of these back-end systems, with encouraging results in increased machine occupancy and machine average daily revenue. A full-blown player acquisition and retention strategy is expected to be on stream in early 2018.

A separate back-end system is being installed for the Bingo Boutique electronic bingo outlets. This system is scheduled to "go live" towards the middle of 2018 and will initially collect operating and market data from the Metro Manila branches. Full implementation for Metro Manila is expected by December 2018, at which point the retail business units will have access to necessary data required to determine the optimal brand mix of electronic bingo machines in every outlet.

These forward-looking technological steps, as well as physical improvements of outlet facilities and front-liner customer service training, are expected to result in a sustainable growth in overall gaming revenues.

ONLINE

The uncertainty that began in July 2016 regarding the future roles of CEZA and FCLRC in online gaming licensing and regulation finally settled down with the issuance of Executive Order 13 in February 2017. EO 13 essentially confirms and clarifies, among others, the validity of CEZA's licensing powers as these are defined in Republic Act 7922. Such validation marked the start of a concerted effort between FCLRC and CEZA to strengthen their decade-old partnership and establish the basic components necessary to attract more online gaming operators to locate in Cagayan. These attributes to attract investors include accessibility, connectivity and office availability.

To substantially improve Cagayan's accessibility starting 2018, CEZA and FCLRC (together with affiliate LRLDI) will accelerate the development and opening of the Cagayan North International Airport (CNIA) located in the municipality of Lal-lo. When completed, the airport will be able to service commercial jets for both domestic and international flights. LRLDI's interest in the CNIA is through a convertible loan to the partner of CEZA in the Joint Venture (CNIA).

Also programmed for 2018 is the redevelopment of the Cyberpark, a 10-hectare pocket light industrial park located in the municipality of Sta. Ana. Cyberpark is currently being master planned to host office buildings and residential dormitories for online gaming operators.

Two legacy buildings have already been fully leased out to a locator and the next development phase will commence in the second quarter of 2018 primarily for office spaces.

LRDCSI, has built a robust data network infrastructure in Cagayan that is connected to its Metro Manila facilities. Together, both the Cagayan and Metro Manila nodes offer world-class internet connectivity that is essential to online gaming operators. These nodes are, in turn, connected to LR Data nodes located in other countries in the Asia Pacific region. For 2018, additional capital expenditures are programmed to further improve the quality of this data network infrastructure and a new Tier One data center will be on the drawing board.

PROPERTY

Programmed for 2018 is the redevelopment of the Cyberpark, a 10-hectare pocket light industrial park located in the municipality of Sta. Ana. Cyberpark is currently being masterplanned to host office buildings and residential dormitories for online gaming operators. Two legacy buildings have already been fully leased out to a locator and the next development phase will commence in the second quarter of 2018 primarily for office spaces.

Discussion and Analysis of Material Events and Uncertainties Known to Management

The Management of LRWC and subsidiary is not aware of any material events/and uncertainties that would address the past and would have impact on future operations of the following:

1. Any trends, demands, commitments, events or uncertainties that will have a material impact on LRWC's liquidity;
2. Any events that will trigger direct or contingent financial obligation that is material to the company, including any default or acceleration of an obligation;
3. Any material off-balance sheet transactions, arrangements, obligations (including contingent obligations), and other relationships with unconsolidated entities or other persons created during the reporting period
4. Any material commitments for capital expenditures, the general purpose of such commitments and the expected sources of funds for such expenditures;
5. Any known trends, events or uncertainties that have had or that are reasonably expected to have a material favorable impact on net sales/revenues/income from continuing operations;
6. Any significant elements of income or loss that did not arise from LRWC continuing operations;
7. Any seasonal aspects that had a material effect on the financial condition and results of operations.

Financial Statements

The Annual Audited Consolidated Financial Statements for 2017 and the Interim Consolidated Financial Statements for the first quarter of 2018 are presented separately to form part of this information package.

Information on Independent Accountant and other Related Matters

External Audit Fees and Services

The aggregate fees billed and paid by registrant in favor of its External Auditors for Audit and Audit Related Fees is Seven Million Three Hundred Eighty Five Thousand Pesos (P7,385,000) for the fiscal year 2017 and Six Million Seven Hundred Twenty Five Thousand Pesos (P6,725,000) for the fiscal year 2016. These fees comprise the audit and audit related services rendered in favor of registrant and its subsidiaries.

Except for the fees indicated above, there were no tax fees or all other fees billed or paid to registrant's External Auditors for the last two (2) fiscal years.

The audit plan, including the corresponding audit fees, of the external auditors has been submitted to the Company's Audit Committee for review. The Audit Committee evaluates and approves the audit fees on the basis of reasonableness, scope of work, inflationary increase and the prevailing market price for such services in the audit industry. If the Audit Committee finds the audit plan and audit fees are in order, these are presented and recommended for final approval of the Board of Directors. As regards to services that may be rendered by the external auditor other than the audit of financial statements, the scope of and payment for the same are subject to review, evaluation and approval by the Board of Directors.

Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

KMPG R.G. Manabat & Co. served as Company's external auditors for the 2017 and 2016 Financial Statements. Their re-appointment was approved during the Company's annual stockholders' meeting held on 28 July 2017. Mr. Dindo Marco M. Dioso is the partner-in-charge for the Corporation's audit for the 31 December 2017 Financial Statements.

There were no disagreements with independent accountants on accounting and financial disclosures.

Corporate Governance

- (a) The evaluation system established by the Company measures and determines the level of compliance of the Board of Directors and top-level management with its New Manual on Corporate Governance. All directors, officers and employees complied with all the leading practices and principles on good corporate governance embodied in this New Manual.
- (b) There are measures being undertaken by the Company to fully comply with the adopted leading practices on good corporate governance as embodied in its New Manual on Corporate Governance which was submitted to SEC on 29 May 2017.
- (c) There is no significant undisclosed deviation from the Company's New Manual on Corporate Governance.
- (d) The current New Manual on Corporate Governance is addressing critical areas affecting the Company's operations. In as much as the Company's business presently primarily pertains to the operations of its wholly and majority-owned subsidiaries, the Company deems that the management of these subsidiaries is the more critical area of concern for the Company. In view of the same, in addition to the Anti-Fraud Procedures adopted by all subsidiaries, the Company's Audit Committee conducts regular meetings with the Internal Audit to discuss any significant findings and deviations from the established procedures. No such significant finding and deviations have been reported so far.

SEC FORM 17-A

The Company shall provide to the stockholders, without charge, on written request, the Annual Report of the company on SEC Form 17-A. All such requests for a copy of the Annual Report shall be directed to:

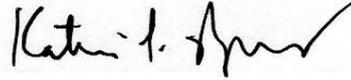
**The Corporate Secretary
Leisure & Resorts World Corporation
26/F West Tower, PSE Center, Exchange Road
Ortigas, Pasig City**

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 duly authorized.

LEISURE & RESORTS WORLD CORPORATION
Issuer

By:



ATTY. KATRINA L. NEPOMUCENO
Corporate Secretary

REPUBLIC OF THE PHILIPPINES)
PASIG CITY)S.S.

C E R T I F I C A T I O N

I, **CLARITA T. ZARRAGA**, Filipino, of legal age, and a resident of 26 Santan Street, Tahanan Village, Paranaque City, after having been duly sworn to in accordance with law, do hereby declare that:

1. I am a nominee for independent director of Leisure & Resorts World Corporation and I have been its independent director for a period not exceeding nine (9) cumulative years from 02 January 2012.
2. I am affiliated with the following companies or organizations (including Government-Owned and Controlled Corporations):

Company/Organization	Position/Relationship	Period of Service
Digi Software Philippines, Inc.	Director	2009 - Present
Abacore Capital Holdings Inc.	Independent Director/Chairman-Audit Committee	2015 - Present
Lucky Circle Corporation	Director	1998 - Present
Philippine Regional Investment Development Corp.	Independent Director	1996 - Present
Defending Family Values Foundation, Inc.	Chairman	1994 - Present
Business Outsourcing Solutions & Services (BOSS), Inc.	Chairman/President	2013 - Present
Abacus Global Technovisions, Inc.	Director	2016 - Present

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of Leisure & Resorts World Corporation, as provided for in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations and other SEC issuances.
4. I am not related to any director, officer or substantial shareholder of Leisure & Resorts World Corporation and its subsidiaries and affiliates.
5. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding.
6. I am not affiliated with any government agencies or government-owned and controlled corporations.
7. 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.
8. I shall inform the Corporate Secretary of Leisure & Resorts World Corporation of any changes in the abovementioned information within five days from its occurrence.

Done this JUN 19 day of 2018 at PASIG CITY City.

Clarita T. Zarraga
Affiant **CLARITA T. ZARRAGA**
PASIG CITY

SUBSCRIBED AND SWORN to before me this JUN 19 day of 2018 at _____, affiant personally appeared before me and exhibited to me her Tax Identification No. 123-518-151.

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Page No. 51
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Series of 2018.

FERDINAND D. AVANAO
NOTARY PUBLIC
Until December 31, 2019
Appointment No. 104, 2018-2019
For Pasig City, Marikina and San Juan City
Atty. Reg. No. 20171
IBP License No. 12459
MCLE No. 19-13-16
PTR No. 576-01-01-16, Pasig City
44 Goldboro, Tahanan Village, Paranaque Drive
Cantigas District, Pasig City

REPUBLIC OF THE PHILIPPINES)
PASIG CITY) S.S.

C E R T I F I C A T I O N

I, **ANTHONY L. ALMEDA**, of legal age, Filipino and with office address at Level 3 Alameda 2 Arcade, National Highway, San Antonio, Binan City, Laguna, after being duly sworn in accordance with law, depose and state that:

1. I am a nominee for independent director of Leisure & Resorts World Corporation and I have been its independent director for a period not exceeding nine (9) cumulative years from 02 January 2012.
2. I am affiliated with the following companies or organizations (including Government-Owned and Controlled Corporations):

Company/Organization	Position/Relationship	Period of Service
National Grid Corporation of the Philippines	President & CEO	2008 - Present
Pacific21 Holdings Inc.	Director	2007 - Present
Calaca High Power Corp.	Director	2006 - Present
Onealmeda Holdings, Inc.	Chairman & CEO	Present
One Laguna Corporation	Chairman & CEO	- Present
One Square Meter Inc.	Chairman & CEO	2017 - Present
Alalmeda & Company, Inc.	Chairman & CEO	2013 - Present
Alalmeda Holdings, Inc.	Chairman & CEO	2011 - Present
Alalmeda Energy, Inc.	Director	2015 - Present
Alalmeda Acquisition, Inc.	Chairman & CEO	- Present
Alalmeda Land, Inc.	Chairman & CEO	2004 - Present
Alalmeda Corporation	Chairman & CEO	- Present
UYAlalmeda, Inc.	Chairman & CEO	2008 - Present
Eclouds Inc.	Chairman & CEO	- Present
Cadastre One Inc.	Chairman & CEO	- Present
Fundacion Romana	Chairman & CEO	- Present
Alaci Capital Ltd.	Chairman & CEO	- Present
Leisure and Resort World Inc.	Director	- Present
Miguelunda Educational Corporation	Director	- Present
ALA HSJ Inc.	Director	- Present
BigBoss Holdings Inc.	Director	- Present
BigBoss Cement Inc.	Director	- Present
BigBox21 Holdings Inc.	Director	- Present

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of Leisure & Resorts World Corporation, as provided for in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations and other SEC issuances.



4. I am not related to any director, officer or substantial shareholder of Leisure & Resorts World Corporation and its subsidiaries and affiliates.
5. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding.
6. I am not affiliated with any government agencies or government-owned and controlled corporations.
7. 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.
8. I shall inform the Corporate Secretary of Leisure & Resorts World Corporation of any changes in the abovementioned information within five days from its occurrence.

Done this _____ day of JUN 19 2018, 2018 at PASIG CITY City.

ANTHONY L. ALMEDA
Affiant

SUBSCRIBED AND SWORN to before me this JUN 19 2018 day of _____ 2018 at PASIG CITY, affiant personally appeared before me and exhibited to me his Tax Identification No. 142-974-436-000.

Doc. No. 232;
Page No. 31;
Book No. 42;
Series of 2018.

FERDINAND D. AYASAO
NOTARY PUBLIC
Until December 31, 2019
Appointment No. 166(2018-2019)
For Pasig City, Pinaric and San Juan City
Agency's with No. 44577
ISE License Number No. 02459
MCLA No. 1400070; 1400071
PTR No. 072097; 072098; 072099
4th Golding Tower A, Jose Ma. Panganiban
Cebu City, Pasig City

REPUBLIC OF THE PHILIPPINES)
PASIG CITY)S.S.

C E R T I F I C A T I O N

I, **KATRINA L. NEPOMUCENO**, of legal age, Filipino, and with office address at 26th Floor, West Tower, Philippine Stock Exchange Center, Exchange Road, Ortigas Center, Pasig City, after having been duly sworn in accordance with law, state that:

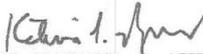
1. I am the duly elected and incumbent Corporate Secretary of **LEISURE & RESORTS WORLD CORPORATION** (Corporation), a corporation duly organized and existing under the laws of the Republic of the Philippines, with office address at the 26th Floor, West Tower, Philippine Stock Exchange Center, Exchange Road, Ortigas Center, Pasig City.

2. The incumbent members of the Board of Directors and officers of the Corporation are as follows:

Reynaldo P. Bantug	Chairman/President
Bienvenido M. Santiago	Director
Edgardo S. Lopez	Director
Eusebio H. Tanco	Director
Wilson L. Sy	Director
Willy N. Ocier	Director
Ignatius F. Yenko	Director
Carlos G. Baniqued	Director
Eng Hun Chuah	Director
Anthony L. Almeda	Independent Director
Clarita T. Zarraga	Independent Director
Katrina L. Nepomuceno	Corporate Secretary/ Compliance Officer
Rafael Jasper S. Vicencio	Treasurer
Ma. Antonia L. Cabili	Asst. Treasurer

3. None of the foregoing directors and officers of the Corporation are currently employed by or otherwise connected in any capacity to the Philippine Government or any of its bureaus, agencies or instrumentalities.

IN WITNESS WHEREOF, I have affixed my signature this 19 day of JUN 19 2018 in Pasig City.


ATTY. KATRINA L. NEPOMUCENO
Corporate Secretary

SUBSCRIBED AND SWORN to before me this 19 day of JUN 19 2018 in PASIG CITY, affiant exhibiting to me her Tax Identification No. 182-039-648.

Doc. No. 253
Page No. 57
Book No. 92
Series of 2018.

~~FERNANDO D. AYASAG
NOTARY PUBLIC
Until December 31, 2019
Appointment No. 18590 (2019)
For Pasig City, Pines and Sunang City
Acquiesced No. 18597
JPL License No. 18597
JPL No. 18597
JPL No. 18597
41 Goldcorp Street 2, 2nd Flr. Ortigas Center
Ortigas Center, Pasig City~~