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M J C I N V E S T M E N T S C O R P O R A T I O N  
D O I N G B U S I N E S S U N D E R T H E N A M E  
A N D S T Y L E O F W I N F O R D L E I S U R E  
A N D E N T E R T A I N M E N T C O M P L E X A N D  
W I N F O R D H O T E L A N D C A S I N O

( Company's Full Name )

W I N F O R D H O T E L A N D C A S I N O , M J C  
D R I V E , S T A . C R U Z , M A N I L A

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

ATTY. LEMUEL M. SANTOS

Contact Person

632-7373

Company's Telephone Number

AMENDED  
2015 ANNUAL REPORT

17 - A  
FORM TYPE

12

Month

31

Day

Fiscal Year

06

Month

29

Day

Annual Meeting

Secondary License Type, If Applicable

Dept. Requiring this Doc.

Amended Articles Number/Section

Total No. of Stockholders

Total Amount of Borrowings

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document I.D.

Cashier

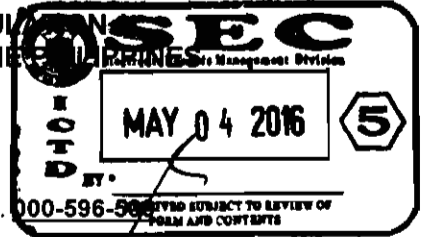
STAMPS

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SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-A

AMENDED ANNUAL REPORT
PURSUANT TO SECTION 17 OF THE SECURITIES REGULATIONS
CODE AND SECTION 141 OF THE CORPORATION CODE OF THE PHILIPPINES



- 1. For the fiscal year ended 31 December 2015
2. SEC Identification Number 10020
3. BIR Tax Identification No. 000-596-500
4. Exact name of issuer as specified in its charter MJC INVESTMENTS CORPORATION
DOING BUSINESS UNDER THE NAME AND STYLE OF WINFORD LEISURE AND
ENTERTAINMENT COMPLEX AND WINFORD HOTEL AND CASINO

- 5. Philippines
Province, Country or other jurisdiction of incorporation or organization
6. Industry Classification Code
7. Winford Hotel and Casino
MJC Drive, Sta. Cruz, Manila
Address of principal office
1014
Postal Code

- 8. (02) 632-7373
Issuer's telephone number, including area code

- 9. MJC INVESTMENTS CORPORATION
Former name, former address, and former fiscal year, if changed since last report.

10. Securities registered pursuant to the SRC

Table with 2 columns: Title of Each Class, Number of Shares of Common Stock Outstanding. Row 1: Common, 3,174,405,821

11. Are any or all of these securities listed on a Stock Exchange.

Yes [ X ] No [ ]

If yes, state the name of such stock exchange and the classes of securities listed therein:

PHILIPPINE STOCK EXCHANGE Common Stock

12. Required Reports

(a) has filed all reports required to be filed by Section 17 of the SRC and SRC Rule 17.1 thereunder or Section 11 of the RSA and RSA Rule 11(a)-1 thereunder, and Sections 26 and 141 of The Corporation Code of the Philippines during the preceding twelve (12) months (or for such shorter period that the registrant was required to file such reports);

Yes [ X ] No [ ]

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

Yes [ X ] No [ ]

13. Aggregate market value of the voting stock held by non-affiliates as of 31 December 2015.

The aggregate market value of the voting stock held by the public as of 31 December 2015 amounts to P1,495,783,387 at the last traded price of P3.50 per share on 31 December 2015. 427,366,682 shares are held by the public as of 31 December 2015.

## PART I - BUSINESS AND GENERAL INFORMATION

### ITEM 1. BUSINESS

#### Description of Business

##### 1) Business Development

- a) The Corporation is a publicly listed company that was incorporated with the Philippine Securities and Exchange Commission ("SEC") on 15 July 1995 as Palawan Consolidated Mining Company Inc. On 12 February 1997, the SEC approved the change in corporate name from Palawan Consolidated Mining Company Inc. to EBECOM Holdings, Inc. On 25 September 2003, the SEC approved another change in corporate name to ARIES Prime Resources Inc. On 15 October 2009, the corporate name was further changed to MJC Investments Corporation ("MJIC") [PSE: MJIC].

On 15 August 2012, SEC approved the increase in the authorized capital stock of the Corporation from Four Hundred Million Pesos (P400,000,000.00) to One Billion Five Million Pesos (P1,500,000,000.00) and the corresponding amendment to the Corporation's Articles of Incorporation as evidenced by the *Certificate of Filing of Amended Articles of Incorporation* (Amending Article VII thereof) and the *Certificate of Approval of Increase of Capital Stock* dated 15 August 2012 issued by the SEC on even date.

The increase in authorized capital stock was needed to accommodate the entry of new investors and new capital needed by the Corporation to build its first tourism project, i.e., a hotel, entertainment and tourism hub (the "Hotel Project"), to be located in San Lazaro Tourism and Business Park ("SLTBP") in Santa Cruz, Manila. Thus, on 24 October 2012, the Board of Directors of the Corporation authorized the Corporation to proceed to negotiate and accept new investments.

On 17 January 2013, the Board of Directors of the Corporation accepted the offer of a group of Hong Kong investors headed by Mr. Teik Seng Cheah, through their Philippine corporations, to subscribe to 450,000,000 shares of the Corporation's common shares with a lock-up period of two (2) years. Mr. Teik Seng Cheah is a Hong Kong-based investment banker and sits in the Board of various private equity companies in Hong Kong, China and Malaysia.

On 10 August 2015, the SEC approved the change of name of the Corporation to MJC Investments Corporation doing business under the name and style of Winford Leisure and Entertainment Complex and Winford Hotel and Casino.

The total consideration for the subscription to 450,000,000 common shares of the Corporation is P450,000,000.00. The Investors paid the

whole amount of their respective subscriptions in cash totaling to P450,000,000.00 upon the execution of their respective Subscription Agreements.

On 26 June 2013, during the annual stockholders meeting where 94% of the outstanding capital stock were present and/or represented by proxy, the stockholders (including the majority of the minority stockholders) unanimously approved the following:

1. Equity infusion by way of subscription to 450,000,000 primary shares of the Corporation by the group of investors headed by Mr. Teik Seng Cheah (Please note that this refers to the subscription made by the Strategic investors on 17 January 2013);
2. Additional equity infusion by way of subscription to primary shares by the group of investors headed by Mr. Teik Seng Cheah and other interested stockholders and related parties should the need arises under the Corporation's capital build-up program to have additional funds for the completion of the hotel and entertainment project at the SLTBP.

On 11 July 2013, the Board of Directors of the Corporation accepted the offer of the same group of Strategic Investors headed by Mr. Teik Seng Cheah, through their Philippine corporations, to subscribe to additional 875,000,000 shares of the Corporation's common shares with a lock-up period of two (2) years. The total consideration for the subscription to 875,000,000 common shares of the Corporation is P875,000,000.00.

The subscriptions to the 875,000,000 shares were made by the Strategic Investors on 3 October 2015. Additional subscription from non-related parties of 189,513,013 common shares was also made on the same day. All subscriptions made on this day were paid in cash.

None of the existing directors and controlling shareholders, and none of the officers or directors of the existing controlling corporate shareholders invested in the aforesaid 875,000,000 shares issued to the group led by Mr. Teik Seng Cheah.

On 23 September 2013, the SEC approved the Corporation's increase in authorized capital stock from One Billion Five Hundred Million Pesos (P1,500,000,000.00) to Five Billion Pesos (P5,000,000,000.00) and the corresponding amendment to the Corporation's Articles of Incorporation as evidenced by the *Certificate of Filing of Amended Articles of Incorporation* (Amending Article VII thereof) and the *Certificate of Approval of Increase of Capital Stock* dated 23 September 2013 issued by the SEC on even date.

On 14 January 2015, the group of Strategic Investors subscribed to additional 673,791,662 common shares. All subscriptions made on this day were paid in cash.

As of 31 December 2015, the Corporation has an outstanding capital stock of P3,174,405,821 out of the P5 billion authorized capital stock. The Manila Jockey Club, Inc. is the single biggest investor of the Corporation owning 22.31% of the shares of stock.

rooms and an entertainment area of approximately 5000 square meters which can accommodate 850 persons. It was designed to include a roof deck with a helipad. The cost of the hotel and entertainment complex is estimated at P8 Billion.

The registered office address of the Company is Winford Hotel and Casino, MJC Drive, Sta. Cruz, Manila.

- b) The Corporation is not involved in any bankruptcy, receivership or similar proceedings.
- c) There are no material reclassifications, merger, consolidation, or purchase or sale of significant amount of assets not in the ordinary course of business.

2) **Business of Issuer**

As provided for in its Amended Articles of Incorporation, the Corporation is formed primarily "to acquire by purchase, lease, or otherwise, lands or interest in lands and realty, and to own, hold, improve, develop said land or lands or real estate so acquired, and to build or cause to be built on any lands owned, held, occupied, or acquired, buildings, facilities, and other structures with their appurtenances, for residential, commercial, mixed-use, leisure, gaming, amusement, and entertainment purposes, and to rebuild, enlarge, alter, improve, or remodel any building or other structures now or hereafter erected on any lands or real estate so owned, held, or occupied, and to manage and operate, or otherwise dispose of any lands or real estate or interests in lands or real estates and in buildings and other structures at anytime owned or held by the corporation."

## **ITEM 2. PROPERTIES**

The Company acquired from Manila Jockey Club, Inc. a 7,510 square meters lot in Sta. Cruz, Manila where the Hotel and Entertainment Complex is being constructed. On 6 January 2016, the Company held the ceremonial opening of the ground floor gaming and entertainment of Winford Hotel located within the San Lazaro Tourism and Business Park in Sta. Cruz, Manila. The Complex is expected to be completed and fully operational by June 2016.

## **ITEM 3. LEGAL PROCEEDINGS**

There are no legal proceedings involving the Corporation.

## **ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS**

There were no matters submitted to a vote of security holders during the fourth quarter of 2015.

## PART II - OPERATIONAL AND FINANCIAL INFORMATION

### ITEM 5. MARKET FOR ISSUER'S COMMON EQUITY AND RELATED STOCKHOLDER MATTERS

#### A. Market Price of and Dividends on Registrant's Common Equity and Related Stockholders' Matters.

##### 1) Market Information

The principal market for the Corporation's common equity is the Philippine Stock Exchange.

Provided below is a table indicating the quarterly high and low sales price of the common equity of the Corporation.

Quarterly High, Low (Year 2014, 2015, 2016)

	<u>2014</u>			
	<u>1<sup>st</sup> Quarter</u>	<u>2<sup>nd</sup> Quarter</u>	<u>3<sup>rd</sup> Quarter</u>	<u>4<sup>th</sup> Quarter</u>
	Price	Price	Price	Price
HIGH	3.55	4.00	3.50	3.80
LOW	3.10	3.16	3.16	3.16
	<u>2015</u>			
	<u>1<sup>st</sup> Quarter</u>	<u>2<sup>nd</sup> Quarter</u>	<u>3<sup>rd</sup> Quarter</u>	<u>4<sup>th</sup> Quarter</u>
	Price	Price	Price	Price
HIGH	3.98	4.20	4.25	3.79
LOW	3.15	1.99	2.10	2.80
	<u>2016</u>			
	<u>1<sup>st</sup> Quarter</u>	<u>2<sup>nd</sup> Quarter</u>	<u>3<sup>rd</sup> Quarter</u>	<u>4<sup>th</sup> Quarter</u>
	Price	Price	Price	Price
HIGH	4.57	--	--	--
LOW	3.00	--	--	--

The price per share is 3.50 as of 31 December 2015.

##### 2) Holders

#### Top Twenty Stockholders As of 31 December 2015

	<u>Name</u>	<u>No. of Shares</u>	<u>%</u>	<u>Title of Class</u>
1.	PCD NOMINEE CORPORATION	1,406,030,397	44.29%	Common
2.	ONE WISTERIA LOOP HOLDINGS, INC.	145,000,000	4.56%	Common
3.	ORCHARDSTAR HOLDINGS, INC.	140,000,000	4.41%	Common

4. PURPLE CASSADY HOLDINGS, INC.	140,000,000	4.41%	Common
5. FLYING HERON HOLDINGS, INC.	140,000,000	4.41%	Common
6. EAST BONHAM HOLDINGS, INC.	140,000,000	4.41%	Common
7. CHERRY GROVE HOLDINGS, INC.	140,000,000	4.41%	Common
8. BELLTOWER LAKES HOLDINGS, INC.	140,000,000	4.41%	Common
9. BRANFORD RIDGE HOLDINGS, INC.	140,000,000	4.41%	Common
10. MULBERRY ORCHID HOLDINGS, INC.	140,000,000	4.41%	Common
11. EVERDEEN SANDS HOLDINGS, INC.	122,300,000	3.85%	Common
12. BELGRAVE SQUARE HOLDINGS, INC.	122,300,000	3.85%	Common
13. SAVILE ROW HOLDINGS, INC.	122,300,000	3.85%	Common
14. FAIRBROOKS HOLDINGS, INC.	122,300,000	3.85%	Common
15. MONTBRECIA PLACE HOLDINGS, INC.	122,300,000	3.85%	Common
16. PEPPERBERRY VISTA HOLDINGS, INC.	122,291,662	3.85%	Common
17. ARIES PRIME GLOBAL HOLDINGS	112,388,152	3.54%	Common
18. ALFONSO R. REYNO, JR.	26,320,408	0.82%	Common
19. MA. LOURDES CORONADO	26,026,424	0.82%	Common
20. STEPHANIE TERESA MAGSARILI	13,170,000	0.41%	Common

There were Four Hundred Forty Four (444) holders of the common equity of the Corporation as of 31 December 2015. The Corporation has no other class of shares.

3) Dividends

No cash dividends were declared for the two (2) most recent fiscal years. The lack of sufficient retained earnings limits the ability of the Corporation to declare and pay dividends.

4) Recent Sales of Unregistered Securities or Exempt Securities, Including Recent Issuance of Securities Constituting an Exempt Transaction

There are no new sales of unregistered or exempt securities during the two (2) most recent fiscal years.

B. Description of Registrant's Securities

1) As of 31 December 2015, the authorized capital stock of the Corporation is Five Billion Pesos (P5,000,000,000.00) divided into Five Billion (5,000,000,000,000) common shares with par value of One Peso (P1.00) each.

2) Article XVIII of the By-laws of the Corporation provides that "at all corporate meetings, each stockholder, either in person or by proxy, shall be entitled to as many votes as he owns shares of stock."

3) Debt Securities

**None.**

4) Stock Options

**None.**

5) Securities Subject to Redemption or Call

**None.**

6) Warrants

None.

- 7) Market Information for Securities Other Than Common Equity

None.

- 8) Other Securities

None.

## ITEM 6. MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

### A. Financial condition and results of operations for the last three (3) fiscal years:

	2015	2014	2013
Assets	6,066,655,430	2,492,588,611	2,390,239,507
Liabilities	3,100,681,982	209,906,893	83,338,756
Capital	2,965,973,448	2,282,681,718	2,306,900,751
Income	4,793,659	10,178,114	10,917,012
Cost and Expenses	58,733,468	34,397,147	42,834,180
Net Income (Loss)	(53,939,809)	(24,219,033)	(31,917,168)
Deficit at Beginning of Year	(112,383,887)	(88,164,854)	(47,938,131)
Deficit at End of Year	(169,692,654)	(112,383,887)	(88,164,854)
Earnings (Loss) per share	(0.02)	(0.01)	(0.02)
Cash Flows from Operating Activities	(180,251,212)	(44,367,524)	(118,733,740)
Cash Flows from Investing Activities	(2,078,924,206)	(879,118,024)	(220,323,554)
Cash Flows from Financing Activities	3,208,548,705	-	1,544,634,949
Net Increase (Decrease) in Cash	949,373,287	(923,485,548)	1,205,577,655
Cash at Beginning of Year	290,984,133	1,214,469,681	8,892,026
Cash at End of Year	1,240,357,420	290,984,133	1,214,469,681

*\*Costs and Expenses inclusive of provision for Income Taxes.*



In 2015, total assets amounted to P6,066.66 Million compared to P2,492.59 Million in 2013. There was an increase of P3,574.07 Million or 143% increase in assets in 2015 such as cash and cash equivalents, inventories, advances to contractors, input value added tax, and property and equipment. Total assets in 2013 amounted to P2,390.24 Million.

Cash and cash equivalents balance as of December 31, 2015 increased to P1,240.36 Million as compared to the balance of P290.98 Million on December 31, 2014. The increase of P949.38 Million or 326% in 2015 is primarily due to loans obtained by the company to finance the completion of the hotel-entertainment complex/facility. The cash balance as of December 31, 2013, is P1,214.47 Million.

Inventories in 2015 amounted to P44.74 Million.

There is no Held for Trading Investments on December 31, 2015, 2014 and 2013.

The advances to contractors as of 31 December 2015 increased to P481.74 Million from P145.69 Million in 2014, with an increase of P336.05 Million or 231%. The increase pertains mainly to the down payment given to the contractors to facilitate the completion of the project.

Other current assets as of 31 December 2015 increased to P333.55 from P194.39 Million as of December 31, 2014, showing an increase of P139.16 Million or 71.59%. The significant increases are due to the Input Vat recognized on various project costs and pre-payments. Other current assets as of 31 December 2013 were P103.73 Million.

Property and Equipment as of 31 December 2015 increased to P3,816.23 from P1,733.11 Million in 2014 showing an increase of P2,083.12 Million or 120%. The increase is due to various project costs for the ongoing construction of the hotel-entertainment complex in Sta. Cruz, Manila.

In 2015, total liabilities amounted to P3,100.68 Million compared to P209.91 Million in 2014. There is an increase of P2,890.77 Million or 1,377%. The increase is due to the accrual of expenses mainly to the unbilled construction costs incurred for the development project and retention monies. Increase in accounts payable pertains to unclaimed check payments by the contractors and suppliers.

For the years ended December 31, 2015 and 2014, there were no "held for trading investments". The company has no revenues yet from its operations as the construction of the hotel-entertainment complex is still in progress.

Costs and expenses are inclusive of provision for income/final taxes during 2015 amounted to P58.73 Million reflecting an increase of P24.33 Million compared to the amount of P34.40 Million in 2014. Costs and expenses for the current year with high percentage increase on salaries and wages, interest expense, professional fees, utilities and rent. Costs and expenses in 2013 amounted to P42.83 Million.

The net loss for the current year amounted to P53.94 Million with an increase of P29.72 Million compared to the net loss of P24.22 Million incurred from the previous year. The net loss for 2013 amounted to P31.92 Million.

The following are the comparative key performance indicators of the Company and the manner of its computation as of the year ended December 31, 2015, 2014 and 2013.

<i>Indicators</i>	<i>Manner of Computation</i>	<i>As of the Period Ended</i>		
		<i>31-Dec-15</i>	<i>31-Dec-14</i>	<i>31-Dec-13</i>
<i>Current Ratio</i>	<u>Current Assets</u>	3.54:1	3.55:1	18.50:1
	Current Liabilities			
<i>Debt to Equity Ratio</i>	<u>Total Liabilities</u>	1.05:1	.09:1	.04:1
	Total Equity			
<i>Asset to Liability Ratio</i>	<u>Total Assets</u>	1.96:1	11.87:1	28.68:1
	Total Liabilities			
<i>Basic Earnings(Loss) Per Share</i>	<u>Net Income</u>	₱ (0.02)	₱ (0.01)	₱ (0.02)
	Total Outstanding Common Shares			

Current ratio is regarded as a measure of the company's liquidity or its ability to meet currently maturing obligations. As of 31 December 2015, current ratio has slightly decreased to 3.54 from 3.55 as of 31 December 2014. As such, the Company has P3.54 current assets to support a P1.00 current liability. Current ratio for 2013 is 18.50.

The debt to equity ratio measures the riskiness of the company's capital structure in terms of relationship between the funds supplied by the creditors (debt) and investors (equity). As of 31 December 2015, the debt to equity ratio has changed to 1.05 from .09 as of 31 December 2014 because of the loan contracted amounting to P2.5 Billion. Debt to equity ratio for 2013 is .04.

The asset to liability ratio exhibits the relationship of the total assets of the company with its total liabilities. As of 31 December 2015, the ratio has decreased to 1.96 from 11.87 as of 31 December 2014 because of the loan contracted amounting to P2.5 Billion. This indicates that for every P1.00 of liability, the company has P1.96 of its assets. Asset to liability ratio for 2013 is 28.68.

As of 31 December 2015, the company's loss per share is (P.020) from (P.010) as of the same period in 2014. In 2013, the loss per share is (P.020).

There are no known trends, demands, commitments, events or uncertainties that will have a material impact on liquidity.

There are no events that will trigger contingent financial obligation.

There are substantial commitments on capital expenditures. The construction of the hotel-entertainment complex is still in progress.

There are no material-off balance sheet transactions, arrangements, obligations and other relationships of the company with unconsolidated entities or other persons created during the reporting period.

There are no known trends, events, or uncertainties which are reasonably expected to have a favorable or unfavorable impact from continuing operations.

## ITEM 7. FINANCIAL STATEMENTS

Refer to the attached audited financial statements for the period ended 31 December 2015 with schedules A to K.

## ITEM 8. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None

## PART III - CONTROL AND COMPENSATION INFORMATION

### ITEM 9. DIRECTORS AND EXECUTIVE OFFICERS OF THE ISSUER AS OF 31 DECEMBER 2015.

<u>Position</u>	<u>Name</u>	<u>Citizenship</u>	<u>Age</u>	<u>Term of Office</u>	<u>Period Served</u>
Chairman, CEO & President	Alfonso R. Reyno, Jr.	Filipino	71	7	2009-2016
Vice Chairman	Teik Seng Cheah	Malaysian	57	2	2014-2016
Director & Treasurer	Jose Alvaro D. Rubio	Filipino	63	2	2014-2016
Director & Vice President	Alfonso Victorio G. Reyno III	Filipino	45	7	2009-2016
Director & Assistant Corporate Secretary	Gabriel A. Dee	Filipino	51	3	2013-2016
Director ( <i>Independent</i> )	Victor P. Lazatin	Filipino	68	7	2009-2016
Director ( <i>Independent</i> )	Laurito E. Serrano	Filipino	55	2	2014-2016
Director	Bernadette V. Quiroz	Filipino	34	2	2014-2016
Director	Cherrylyn G. Prado-Caoile	Filipino	41	3	2013-2016
Director	John Anthony B. Espiritu	Filipino	52	4	2012-2016
Director	Dennis Ryan C. Uy	Filipino	37	2	2014-2016
Corporate Secretary & General Counsel	Ferdinand A. Domingo	Filipino	64	2	2014-2016
Corporate Information & Compliance Officer	Lemuel M. Santos	Filipino	64	2	2014-2016
Chief Finance Officer	Jose Alvaro D. Rubio	Filipino	63	1	2015-2016

Registrant is not aware of any events, other than those discussed under the item on Involvement in Certain Legal Proceedings, that occurred during the past five (5) years that are material to an evaluation of the ability and integrity of any directors, executive officers, promoter or control person of the registrant.

#### ALFONSO R. REYNO, JR.

Filipino, born on 8 July 1944. He graduated from the University of the Philippines in 1965 with a degree of Bachelor of Arts, Political Science and finished his Bachelor of Laws degree in the same school in 1969. He formerly occupied the following government positions: Deputy Minister of Defense (1984-1986), Member of the Batasang Pambansa (1984-1986), Vice Governor of Cagayan (1980-1984), Member of the Board of Trustees of the Cagayan State University (1979-1986). He is affiliated with and occupies the following positions in various institutions, during the last five (5) years, viz: Chairman and CEO, Manila Jockey Club, Inc. (March 1, 1997 to present), Chairman and President, Arco Management & Development Corporation, Arco Equities, Inc., Arco Ventures, Inc. (1995 to present), Bonaventure Development Corporation (1983 to present); Managing Partner, Reyno Tiu Domingo & Santos Law Offices (1976 to present). He resides at No. 4 Pili Road, South Forbes Park, Makati City.

### **TEIK SENG CHEAH**

Malaysian, born on 9 December 1953 at Pulau Pinang. He graduated from the University of Manchester in the United Kingdom and is a Fellow of Chartered Accountants in England and Wales. He is the founding and managing partner of Aktis Singapore, an independent director of Malayan Banking Berhad, providing supervisory oversight to May Bank Investment Bank and Maybank Venture, of which he is the Chairman. He began in the civil service in the Ministry of Finance in Malaysia and has since worked in Kuala Lumpur, Singapore, London and Hong Kong with various commercial and investment banks. He worked as Managing Director of Paribas and BNP Paribas in Hong Kong. Over the past fourteen (14) years, Mr. Cheah has been involved in advisory as well as origination and distribution of capital market transactions in various Asian markets, having held senior management positions at the most prestigious investment banks including UBS Hong Kong and Singapore, Goldman Sachs Hong Kong, Merrill Lynch Hong Kong and Chase Manhattan Bank.

### **JOSE ALVARO D. RUBIO**

Filipino, born on 19 February 1953. Mr. Rubio was the Senior Vice President at Philippine National Bank ("PNB") and has over thirty five (35) years of banking industry experience, including various positions in international banking, remittance, budgeting, corporate planning, controllership, systems design/improvement, branch banking, audit and lending operations including the head of the corporate banking group at PNB, overseeing the financing activities for major corporate accounts in areas including real estate, construction, telecommunications, power and energy, manufacturing, hotels, tourism and services. He was a former member and Director of the Bank Administration Institute of the Philippines, an association of local and foreign banks. Mr. Rubio graduated from University of the East with a degree of Bachelor of Science in Business Administration Major in Accounting (Cum Laude) and is a Certified Public Accountant.

### **ALFONSO VICTORIO G. REYNO III**

Filipino, born on 7 March 1970 and a lawyer by profession. He is affiliated with and occupies the following positions in various institutions in the last five (5) years, viz: President and COO, Manila Jockey Club, Inc., President, Arco Ventures, Inc. (1995 to Present), Director, Arco Management & Development Corporation, Bonaventure Development Corporation, Arco Equities, Inc., Junior Associate, ACCRA Law Offices (1997-1999), Junior Partner, Reyno Tiu Domingo & Santos Law Offices (1999 to present). He is currently a Director of the Philippine Bar Association.

### **GABRIEL A. DEE**

Filipino, born on 5 July 1964. He graduated from the University of the Philippines in 1984 with a degree of Bachelor of Arts major in History and finished his Bachelor of Laws in the same school in 1988. He finished his MBA Units in Ateneo De Manila Graduate School of Business in 1992. He is affiliated with and occupies the following positions in various institutions in the last five (5) years, viz: Senior Partner, Picazo Buyco Tan Fider & Santos Law Offices (2006 to present), Junior Partner, Picazo Buyco Tan Fider & Santos Law Offices (1994 to 2006), Senior Associate, Bautista Picazo Buyco Tan & Fider Law Offices (1992 to 1994), Junior Associate, Bautista Picazo Buyco Tan & Fider Law Offices (1988 to 1992) and Research Assistant, University of the Philippines, College of Law (1998).

### **VICTOR P. LAZATIN**

Filipino, born on 16 August 1947. He graduated from University of the Philippines with a degree of AB Economics in 1967 and finished his Bachelor of Laws degree in the same school in 1971 (Cum Laude). He obtained a Masters of Law from University of Michigan in 1974. He resides at 237 West Batangas St., Ayala Alabang, Muntinlupa City. In the last five

(5) years or more, he is affiliated with and occupied the following positions in various institutions, viz: Director, ACCRA Investment Corporation (1980-2008), Corporate Secretary/Director, Wide Wide World Express (1995-2008), Corporate Secretary, Oribanex Holdings (1996-2008), Chairman, Timog Silangan Development Corp. (1976-2008), President, Devinelle Provident lands, Inc. (1995-2008), President, Banana d' Or (2001-2008), President, Brodilas Realty Inc. (2000-2008), Senior Partner, Angara Abello Concepcion Regala & Cruz Law Offices (2002 to present). He was elected as Independent Director of MJIC on 6 February 2009.

#### **LAURITO E. SERRANO**

Filipino, born on 3 August 1960. He is a Certified Public Accountant with a Master of Business Administration degree from the Harvard Graduate School of Business. He currently serves as an Independent Director and Chairman of the Audit and Risk Management Committee of Atlas Consolidated Mining and Development Corporation. He is also a director of the Philippine Veterans Bank and a member of its Corporate Governance and Audit Committees; an independent director of the APC Group, Inc.; and a director of MRT Development Corporation, among others. Mr. Serrano is also a former partner of the Corporate Finance Consulting Group of SGV & Co.

#### **BERNADETTE V. QUIROZ**

Filipino, born on 3 November 1981. Ms. Quiroz obtained her Juris Doctor from the Ateneo de Manila University in 2007. Upon admission to the Philippine Bar in 2008, she worked for Baniqued & Baniqued, Attorneys-at-Law until 2013. She has been a Certified Public Accountant since 2002, receiving her degree in Bachelor of Science in Accountancy from the University of Santo Tomas in the same year, and has worked as an auditor for SGV & Co. shortly before attending law school.

#### **CHERRYLYN G. PRADO-CAOILE**

Filipino, born on 10 November 1974. She graduated from De La Salle University in 1994 with a degree of Bachelor of Science in Commerce major in Legal Management. She finished her Juris Doctor at the Ateneo de Manila College of Law in 1998. She is a Junior Partner in Picazo Buyco Tan Fider & Santos Law Offices (2009 to present). She was an Assistant Professor at the De La Salle University – College of Business and Economics from 2003 to 2006.

#### **JOHN ANTHONY B. ESPIRITU**

Filipino, born on 12 July 1963. He graduated from University of Michigan, Ann Arbor, Michigan, United States with a degree of Bachelor of Business Administration in May 1985. He also obtained from said university his master's degree in Business Administration in May 1990. He occupied and is currently holding the following positions in the last five (5) year: President/Director of EBE Land, Inc. (January 1997 to present); Chairman /Publisher of the Philippine News, San Francisco, California (November 2004 to present); Director of Asia-Pacific Medical Corp of Saipan, Northern Marianas Islands (June 1998 to present). He resides at Penthouse B, Ritz Towers, Ayala Avenue, Makati City.

#### **DENNIS RYAN C. UY**

Filipino, born on 19 May 1978. Mr. Uy is an experienced industrial engineer who obtained his bachelor's degree from the Mapua Institute of Technology in 1999. The last fourteen (14) years of his career was spent in the areas of systems improvement and automation, investment planning, asset management, and cost engineering across various multinational firms. He holds a Master of Business Administration degree from the Ateneo de Manila University.

### **FERDINAND A. DOMINGO**

Filipino, born on 22 June 1952. He graduated from the University of the Philippines in 1972 with a degree of Bachelor of Arts and Political Science and finished his Bachelor of Laws degree in the same school in 1977. In the last five (5) years or more he is affiliated with and occupies the following positions in various institutions, viz: Senior Partner, Reyno Tiu Domingo & Santos Law Offices (1 September 1991 to present); Corporate Secretary and General Counsel, Manila Jockey Club, Inc. (up to present); Corporate Secretary, MJC Investments Corporation (up to present); President, Aries Prime Resources, Inc., (10 July 2003 to 2009); Director, United Overseas Bank (May 2001 to July 2002); Corporate Secretary, Westmont Bank (17 May 2000 to 16 January 2004); Director, PNB Holdings Ltd. and PNB Hongkong Branch (1998 to February 2000); Bank Attorney, Philippine National Bank (1978-1984); Corporate Secretary, Philippine Racing Club, Inc. (1994-1997); Legal Counsel and Corporate Secretary, National Steel Corporation (3 May 1995 to March 1997). He resides at No. 14 Lopez Jaena Street, Ayala Heights, Quezon City.

### **LEMUEL M. SANTOS**

Filipino, born on 3 April 1951. He graduated from the University of the Philippines in 1973 with a degree of Bachelor of Arts in Political Science and finished his Bachelor of Laws degree in the same school in 1977. In the last five (5) years or more, he is affiliated with and occupies the following positions in various institutions, viz: Partner, Reyno, Tiu, Domingo & Santos Law Offices (1991 up to present); Assistant Corporate Secretary, Manila Jockey Club, Inc. (up to present); Corporate Information and Compliance Officer, MJC Investments Corporation (up to present). He resides at 84 D. Tuason Street, B.F. Homes, Parañaque, 1718 Metro Manila.

### **External Audit Fees and Audit Related Fees**

The Corporation expects to pay its external auditor, Sycip Gorres Velayo and Co., an aggregate amount of P550,000.00 as professional fees for the audit of its annual financial statements for the year ended 31 December 2015. There was an increase in the audit fee due to increased volume of transactions and we are in the final stage of the development of hotel-entertainment and casino. Also, they still need to review the operational procedures of gaming operations. The audit committee approved the policies and procedures for the services. No other fees were paid to said auditors for other services. For the audit of the 2014 Financial Statements, a total amount of P350,000.00 was paid to an external auditor.

### **Significant Employees**

The Corporation has no other employees aside from the corporate officers. Hence, there are no other persons, executive or otherwise, who are expected to make a significant contribution to the business of the Corporation.

### **Family Relationship**

Alfonso V.G. Reyno III is the son of Alfonso R. Reyno, Jr..

### **Involvement in Certain Legal Proceedings**

None of the directors are involved in any bankruptcy petition, or was convicted by final judgment of any criminal offense, or subject to any order, judgment or decree or has violated a Securities or Commodities Law.

## **ITEM 10. EXECUTIVE COMPENSATION**

Information as to the aggregate compensation paid or accrued during the last two (2) years and estimated to be paid in the ensuing year to the Company's Chief Executive Officer (CEO), Vice President and Chief Finance Officer is presented below. Also included in the

tabular presentation is the compensation paid to or accrued for other officers. The stated annual salary includes the mandatory thirteenth (13<sup>th</sup>) month pay.

<i>SUMMARY COMPENSATION TABLE (2014) in thousand Php</i>				
<b>Principal Position</b>	<b>Year</b>	<b>Salary</b>	<b>Bonus</b>	<b>Other Annual Compensation</b>
President/CEO	2014	3,250	-	-
Vice President	2014	2,600	-	-
Chief Finance Officer	2014	1,820	-	-
All Other Officers	2014	6,947	-	-
<i>SUMMARY COMPENSATION TABLE (2015) in thousand Php</i>				
<b>Principal Position</b>	<b>Year</b>	<b>Salary</b>	<b>Bonus</b>	<b>Other Annual Compensation</b>
President/CEO	2015	5,283	-	-
Vice President	2015	4,105	-	-
Chief Finance Officer	2015	2,793	-	-
All Other Officers	2015	5,931	-	-
<i>ESTIMATED COMPENSATION TABLE (2016) in thousand Php</i>				
<b>Principal Position</b>	<b>Year</b>	<b>Salary</b>	<b>Bonus</b>	<b>Other Annual Compensation</b>
President/CEO	2016	5,200	-	-
Vice President	2016	3,365	-	-
Chief Finance Officer	2016	1,833	-	-
All Other Officers	2016	5,177	-	-

All directors are entitled to per diem of P10,000.00 to P15,000.00 for their attendance at each meeting of the Board. Likewise, they are entitled to reimbursements of transportation, communication, and representation expenses in the amount of P3,000.00 for their attendance at every Board Meeting. The director's fees amounted to P350,000; P707,000; P1,045,000 in 2015, 2014 and 2013 respectively.

The corporation has no standard arrangement with regard to the remuneration of its existing directors and officers aside from the compensation received as herein disclosed and stated.

#### **ITEM 11. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT**

##### **A. Stockholders Owning at Least 5% of the Outstanding Capital Stock as of 31 December 2015.**

<u>Title of Class</u>	<u>Name, Address of Record Owner and Relationship with Issuer</u>	<u>Name of Beneficial Owner and Relationship with Record Owner</u>	<u>Citizenship</u>	<u>Number of Shares Held</u>	<u>Percent Of class</u>
Common	Manila Jockey Club, Inc. 14/F Strata 100 Bldg. F. Ortigas Jr. Road, Ortigas Center, Pasig City	N.A.	Filipino	708,160,137	22.31%

*\*The authority to direct the voting of the shares held by this corporation is lodged with its Board of Directors which appoints the proxy. The particular proxy will, however, be known only at the time that the appropriate proxy instrument is submitted.*

**B. Security Ownership of Directors and Management as of 31 December 2015.**

<u>Title of Class</u>	<u>Name of Beneficial Owner</u>	<u>Amount and Nature of Beneficial Ownership</u>	<u>Citizenship</u>	<u>Percent of Class</u>
Common	ALFONSO R. REYNO, JR.	26,320,408	Filipino	0.83%
Common	TEIK SENG CHEAH	Qualifying Share	Malaysia	0.00%
Common	JOSE ALVARO D. RUBIO	Qualifying Share	Filipino	0.00%
Common	ALFONSO V.G. REYNO III	Qualifying Share	Filipino	0.00%
Common	JOHN ANTHONY B. ESPIRITU	Qualifying Share	Filipino	0.00%
Common	GABRIEL A. DEE	Qualifying Share	Filipino	0.00%
Common	BERNADETTE V. QUIROZ	Qualifying Share	Filipino	0.00%
Common	DENNIS RYAN C. UY	Qualifying Share	Filipino	0.00%
Common	VICTOR P. LAZATIN	Qualifying Share	Filipino	0.00%
Common	LAURITO E. SERRANO	Qualifying Share	Filipino	0.00%
Common	CHERRYLYN G. PRADO-CAOILE	Qualifying Share	Filipino	0.00%
Common	FERDINAND A. DOMINGO	240,022	Filipino	0.00%
Common	All Officers and Directors	None		0.00%

C. The Corporation is not aware of any voting trust or similar agreement involving persons who hold more than 5% of the Corporation's securities.

D. There are no arrangements known to the Corporation which may result in a change in its control.

**ITEM 12. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS**

Parties are considered to be related if one party has the ability, directly, or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control or common significant influence.

In the normal course of business, the Company has transactions and account balances with related parties as follows:

Entity	Relationship	Nature	2015		2014		Terms	Condition
			Amount	Outstanding Receivable (Payable) Balance	Amount	Outstanding Receivable (Payable) Balance		
Sierra Prime Properties Corporation (SPPC)	Affiliate	Cash Advances	2,695,473	2,304,522	-	5,000,000	Interest bearing	Unsecured, Unguaranteed
		Transfer of Assets and Liabilities	-	108,389,153	-	108,389,153	Non-interest bearing	Unsecured, Unguaranteed



		Interest on Cash Advances	165,884	765,884	300,000	600,000	Non-interest bearing	Unsecured, Unguaranteed
		Other Advances	-	95,240	-	95,240	Non-interest bearing	Unsecured, Unguaranteed
		Other Advances	701,640	-	701,640	701,640	Non-interest bearing	Unsecured, Unguaranteed
		Cash Advances	2,028,929	4,107,090	1,834,628	(2,779,799)	Non-interest bearing	Unsecured, Unguaranteed
		Collection of Subscription Receivable	42,808,835	-	-	42,808,835	Non-interest bearing	Unsecured, Unguaranteed
MJC Forex Corporation (MFC)	Affiliate	Dollar Purchases	9,786,050	-	10,118,008	-	On Demand Non-interest bearing	Unsecured, No impairment

- a. In 2011, the Company extended an interest-bearing advances amounting to P5,000,000 to SPPC for a period of one year with interest rate of 6% per annum. Interest income recognized in 2014, 2013 and 2012 amounted to P300,000, P300,000 and P175,000 respectively. Noninterest-bearing receivable from SPPC amounted to P108,214,153 and P175,000 respectively, pertain to the transfer of a group of assets and liabilities as part of the MOA signed 24 July 2008 in 2012.
- b. The company purchases dollars for payment to international service providers of design consultancy related to the development project in Manila.

#### PART IV – CORPORATE GOVERNANCE

##### ITEM 13.

Refer to the attached Annual Corporate Governance Report for the period ended 31 December 2015.

#### PART V – EXHIBITS AND SCHEDULES

##### ITEM 14. Exhibits and Reports on SEC Form 17-C

###### A. EXHIBITS

1. Audited Financial Statements and Schedules for 2015 as Annex "A"
2. Annual Corporate Governance Report for 2015 as Annex "B"

**B. REPORT ON SEC FORM 17-C**

<u>Date of Report</u>	<u>Item Reported</u>	<u>Matters Reported</u>
13 April 2015	Item No. 6	<p>Please be informed that at the regular meeting of the Board of Directors of MJC Investments Corporation held on 13 April 2015, the following matters were unanimously approved:</p> <ol style="list-style-type: none"> <li>1. The Annual Stockholders' Meeting of MJIC shall be held on 29 June 2015.</li> <li>2. The stockholders of record as of 11 May 2015 are entitled to attend and vote in said meeting.</li> <li>3. The 2014 Audited Financial Statement audited by its external auditor, Sycip Gorres Velayo and Co.</li> </ol>

29 June 2015	Item No. 6	<p>Please be informed that at the annual meeting of the stockholders of MJC Investments Corporation that just concluded, the stockholders elected the following as members of the Board of Directors for the ensuing year:</p>
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ALFONSO R. REYNO, JR.  
 TEIK SENG CHEAH  
 ALFONSO VICTORIO G. REYNO III  
 BERNADETTE V. QUIROZ  
 JOHN ANTHONY B. ESPIRITU  
 GABRIEL A. DEE  
 CHERRYLYN G. PRADO-CAOILE  
 DENNIS RYAN C. UY  
 JOSE ALVARO D. RUBIO  
 VICTOR P. LAZATIN  
 LAURITO E. SERRANO

Atty. Lazatin and Mr. Serrano were elected as Independent Directors.

Immediately after the stockholders' meeting, the newly elected members of the Board of Directors had its organizational meeting and appointed the following as principal officers:

<u>NAME</u>	<u>POSITION</u>
ALFONSO R. REYNO, JR.	Chairman of the Board and CEO
TEIK SENG CHEAH	Vice Chairman of the Board
JOSE ALVARO D. RUBIO	Treasurer
ALFONSO VICTORIO G. REYNO III	Vice-President
FERDINAND A. DOMINGO	General Counsel/ Corporate Secretary
GABRIEL A. DEE	Asst. Corporate Secretary
RODOLFO B. REYNO, JR.	Chief Finance Officer
ANGELICA T. VEGA	Financial Comptroller
LEMUEL M. SANTOS	Corporate Information Officer/ Compliance Officer

Further, the Board of Directors organized the following committees:

<u>Executive Committee</u>	
ALFONSO R. REYNO, JR.	Chairman

TEIK SENG CHEAH	Vice Chairman
BERNADETTE V. QUIROZ	Member
ALFONSO VICTORIO G. REYNO III	Member
LAURITO E. SERRANO (Independent Director)	Member

**Nomination Committee**

GABRIEL A. DEE	Chairman
BERNADETTE V. QUIROZ	Member
ALFONSO VICTORIO G. REYNO III	Member
VICTOR P. LAZATIN (Independent Director)	Member

**Audit Committee**

LAURITO E. SERRANO (Independent Director)	Chairman
VICTOR P. LAZATIN (Independent Director)	Member
JOSE ALVARO D. RUBIO	Member
BERNADETTE V. QUIROZ	Member
JOHN ANTHONY B. ESPIRITU	Member

**Compensation and Remuneration Committee**

BERNADETTE V. QUIROZ	Chairman
ALFONSO VICTORIO G. REYNO III	Member
LAURITO E. SERRANO (Independent Director)	Member
JOHN ANTHONY B. ESPIRITU	Member

-- END --

**SIGNATURES**

Pursuant to the requirements of the Securities Regulation code, the registrant has duly caused this statement to be signed on its behalf by the undersigned thereunto duly authorized.

Registrant : **MJC INVESTMENTS CORPORATION**  
Date : \_\_\_\_\_  
By: \_\_\_\_\_

  
ALFONSO R. REYNO, JR.  
*Chairman of the Board & President*

  
JOSE ALVARO D. RUBIO  
*Chief Finance Officer*

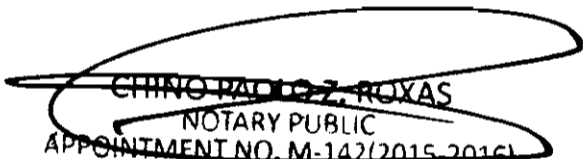
  
FERDINAND A. DOMINGO  
*Corporate Secretary*

SUBSCRIBED AND SWORN TO before me this 28 APR 2016  
at Pasig City, affiants exhibiting to me their ID Nos., as follows:

	<u>ID Nos.</u>	<u>Date/Place Issued</u>
Alfonso R. Reyno, Jr.	TIN No. 114-555-166	Manila, Philippines
Ferdinand A. Domingo	TIN No. 145-006-236	Manila, Philippines
Jose Alvaro D. Rubio	TIN No. 109-945-552	Manila, Philippines

**NOTARY PUBLIC**

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Book No. 14  
Series of 2016.

  
**CHINO PAOLO Z. ROXAS**  
NOTARY PUBLIC  
APPOINTMENT NO. M-142(2015-2016)  
UNTIL DECEMBER 31, 2016  
PTR NO. 1418810/01-07-16/ PASIG CITY  
IBP NO. 1022669/01-07-16/MAKATI CITY  
CITIES OF PASIG, TAGUIG, SAN JUAN AND PATEROS  
ROLL OF ATTORNEY NO. 57018