



Dear Stockholder:

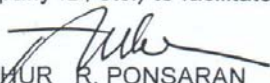
Please be advised that the annual meeting of the stockholders of WATERFRONT PHILIPPINES, INC. (the "Corporation"), will be held on Saturday, September 13, 2014 at 10:00 a.m. at the Waterfront Cebu City Hotel, Lahug, Cebu City for the purpose of transacting the following business:

1. Call to Order
2. Report on Attendance and Quorum
3. Approval of Minutes of Stockholders' Meeting held on August 5, 2013
4. Report to Stockholders for the Year 2013
5. Ratification of Resolutions and Acts of the Board and Management for 2013
6. Election of Board of Directors for the Ensuing Term
7. Appointment of External Auditor
8. Appointment of External Counsel
9. Other Business
 - a. Amendment of Article THIRD of Articles of Incorporation
Re Principal Office from Cebu City, Philippines to No. 1 Waterfront Drive
Off Salinas Drive, Lahug, Cebu City, Philippines
10. Adjournment

The record date for the purpose of determining the stockholders who are entitled to vote in said stockholders' meeting is August 20, 2014. The stock and transfer book will be closed from August 22, 2014 to September 13, 2014.

If you are not attending, you may submit a proxy instrument to the office of the Corporate Secretary of this Corporation at the address below. Corporate stockholders are requested to attach to the proxy instrument, their respective board resolutions in support of their proxies.

On the day of the meeting, you or your proxy are hereby requested to bring this notice and any form of identification with picture and signature (e.g. driver's license, SSS ID, company ID, etc.) to facilitate registration.


ARTHUR R. PONSARAN
Corporate Secretary
Waterfront Cebu City Hotel, Lahug, Cebu City