

ACESITE PHILS. HOTEL CORP. ——— 2024

ANNUAL REPORT



ACESITE PHILS. HOTEL CORP.

August 28, 2025

ANNUAL STOCKHOLDERS' MEETING

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A high-angle, low-perspective shot of the Waterfront Manila Hotel & Casino building. The building is a tall, modern structure with a grid-like facade of windows. The name 'WATERFRONT' is visible in large letters on the upper part of the building. The image is overlaid with a semi-transparent red filter. The background is a solid dark red color with some faint, abstract shapes.

OUR BRAND

WATERFRONT MANILA HOTEL & CASINO

An establishment rich in history, the Waterfront Manila Hotel & Casino is a world-class hotel located in the busy Manila Bay area.

Watch the warmth of Filipino hospitality come to life in this distinguished and modern city structure.

WHO WE ARE

Owned and managed by Waterfront Philippines, Incorporated, Waterfront Hotels & Casinos is one of the largest Filipino-owned and managed Hotel chain in the Philippines.

Our Hotel properties are located in the key cities of Luzon, Visayas and Mindanao: in Cebu, we have Waterfront Cebu City Hotel and Casino and Waterfront Airport Hotel and Casino; in Davao, Waterfront Insular Hotel Davao; and in Manila, Waterfront Manila Hotel and Casino.

As of 2024, Waterfront offers and operates 886 guest rooms and suites, along with 19 food and beverage hotel restaurants and outlets.

The group employs 717 employees. Collectively, we have over 25,279 square meters of convention and leasable gaming space.

Throughout our 27 years of existence, Waterfront Philippines, Inc. (Parent company of APHC) has kept a steady vision and an unwavering set of values. Our core beliefs provide the tenets for our continued growth and success.

OUR CORPORATE MOTTO

“Excellent service begins with me.”

OUR CORE VALUES

- Increase Revenue
- Cost Effectiveness
- Improve Guest Satisfaction Index
- Peer Development

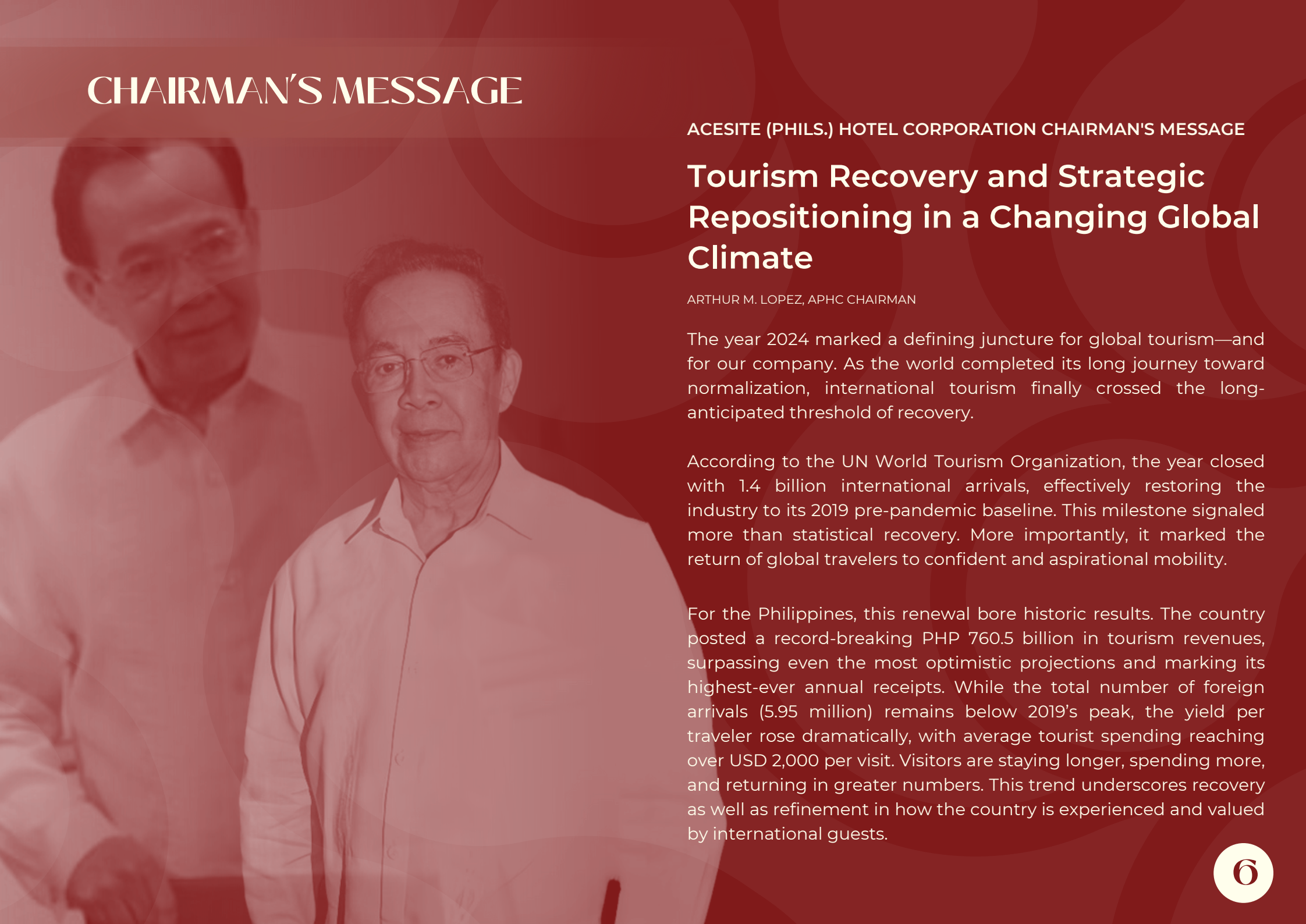
OUR VISION

To be the leader in the tourism industry committed to provide gracious Filipino hospitality towards total customer satisfaction.

OUR MISSION

- Provide equal opportunities and fair treatment to all peers for growth and advancement.
- Pursue relentlessly means to capture and augment business with the highest level of integrity in the pursuit of profitability.
- Carry out company plans and programs with the highest degree of professionalism.
- Spearhead community based project in the development of tourism industry.
- Reach out to every customer with utmost passion, dedication and excellence.

CHAIRMAN'S MESSAGE



ACESITE (PHILS.) HOTEL CORPORATION CHAIRMAN'S MESSAGE

Tourism Recovery and Strategic Repositioning in a Changing Global Climate

ARTHUR M. LOPEZ, APHC CHAIRMAN

The year 2024 marked a defining juncture for global tourism—and for our company. As the world completed its long journey toward normalization, international tourism finally crossed the long-anticipated threshold of recovery.

According to the UN World Tourism Organization, the year closed with 1.4 billion international arrivals, effectively restoring the industry to its 2019 pre-pandemic baseline. This milestone signaled more than statistical recovery. More importantly, it marked the return of global travelers to confident and aspirational mobility.

For the Philippines, this renewal bore historic results. The country posted a record-breaking PHP 760.5 billion in tourism revenues, surpassing even the most optimistic projections and marking its highest-ever annual receipts. While the total number of foreign arrivals (5.95 million) remains below 2019's peak, the yield per traveler rose dramatically, with average tourist spending reaching over USD 2,000 per visit. Visitors are staying longer, spending more, and returning in greater numbers. This trend underscores recovery as well as refinement in how the country is experienced and valued by international guests.

This macroeconomic backdrop is deeply relevant to Waterfront Hotels and Casinos, and particularly to our flagship Manila property under Acesite. As one of the most visible symbols of all-Filipino hospitality in the capital, Waterfront Manila Hotel & Casino remains a key player in the country's broader hospitality narrative. The sector's rebound reaffirms the vision we pursue. We go beyond measuring milestones or figures. We also measure progress in resilience, patience, and a long-term commitment to restoring a legacy property into a world-class destination.

While global tourism has largely reached its pre-pandemic scale, and the Philippines celebrated record-breaking receipts, the reality within Asia-Pacific and our own group has been more complex. Regional recovery has lagged behind other markets, and within our portfolio, performance remains uneven—reflecting broader structural differences and the impact of ongoing redevelopment. Waterfront's other core properties in Cebu and Davao benefitted from the return of regional travel. However, our Manila asset—still in the midst of a comprehensive, multi-year redevelopment following the 2018 fire—continued to operate in a phased reconstruction trajectory. Throughout this period, our path forward has remained clear and deliberate.

This context is crucial. The current tourism climate is not only focused on the restoration of its previous peak; it is in the middle of a massive industry reconfiguration. Demand is shifting toward premium experiences, integrated destination concepts, and higher-spending, longer-staying travelers. In this new paradigm, the fundamentals of our Manila project remain strong. The carefully managed reconstruction—though tested by pandemic delays and structural retrofitting requirements—is designed to meet this very shift. Once completed, Waterfront Manila Hotel & Casino will not only recapture its place as a top-tier gaming and hospitality venue, but redefine its value proposition in line with the evolving tourism economy of the Philippines.

This strategic positioning aligns well with broader national momentum. As of December 2024, the Philippine tourism sector is poised for long-term expansion, particularly with the Department of Tourism's campaign traction, the continued improvement of air connectivity, and heightened investor confidence.

Within this growth landscape, our performance reflects a deliberate investment phase. Waterfront Philippines, Inc. (WPI) has not yet returned to its 2019 pre-pandemic performance levels. This includes consolidated revenue, profitability, and key property metrics—excluding the encouraging outlier performance of Waterfront Insular Hotel Davao (WIHD), which has now surpassed its pre-pandemic benchmarks in revenue and operational stability.

This divergence is not unexpected. The broader recovery we observe in national and global tourism data does not translate uniformly across all segments, regions, or asset types. While leisure-driven destinations and mid-scale offerings have experienced faster rebounds due to domestic and regional travel surges, flagship properties undergoing redevelopment—such as Waterfront Manila Hotel & Casino—naturally remain in an investment and transition phase. Moreover, the group's deliberate strategy to reinvest in infrastructure, prioritize long-term asset value, and respond cautiously to fluctuating travel patterns has meant a slower, but ultimately more sustainable, return trajectory.

Our balance sheet today is shaped as much by strategic capital expenditure and operational prudence as by revenue performance. In short, 2024 was a year of steady movement forward—characterized by realignment, investment, and laying deeper foundations.

At the consolidated level, Waterfront recorded PHP 1.95 billion in total revenues—a new post-pandemic high. This figure represents an 8.2% increase over the previous year, driven by continued growth in rooms revenue, food and beverage services, and other ancillary income streams. All major lines posted positive year-on-year gains, with rooms revenue expanding by 15.5%, food and beverage by 9.3%, and other income by 11.4%. These results speak to the enduring strength of the brand and the momentum carried by the group's core operating properties.

And yet, this upward trajectory must be read with nuance. While topline growth was consistent, it was significantly outpaced by the rise in operating expenses—particularly personnel and overhead costs. Total operating costs excluding depreciation and financing reached PHP 1.43 billion in 2024, a 25.2% increase over the prior year. This cost acceleration resulted in a compression of gross operating profit (GOP), which declined by 21.2% year-on-year, from PHP 660 million to PHP 520 million. GOP margin fell from 37% in 2023 to 27% in 2024, underscoring the operational headwinds we continue to manage amid a complex cost environment.

(13) It is important to note that while the group's reported net income of PHP 1.6 billion reflects a dramatic increase over 2023, this result includes non-recurring and accounting-related adjustments. As such, it should not be viewed as indicative of normalized operating performance. The underlying financial reality is one of careful advancement. We are indeed regaining ground, but not yet reclaiming the full strength of our pre-pandemic position. Among our portfolio, only Waterfront Insular Hotel Davao (WIHD) has fully surpassed its pre-pandemic benchmarks.

In 2024, Acesite (Waterfront Manila Hotel & Casino Inc.) remained in a pre-operational phase, with no active revenue generation. This period, though absent of topline activity, was nonetheless critical—a transitional year marked by structural investment, operational overheads, and continued progress toward one of the most ambitious redevelopments in the Waterfront portfolio.

(15) With no recorded revenue for the year, the company's financials reflect only the cost side of operations. Total costs and expenses excluding depreciation and financing charges reached PHP 97.03 million, a 53% increase from the PHP 63.42 million reported in 2023. This rise in expenditure was driven by personnel-related costs totaling PHP 22.56 million (down 10% YoY), energy expenses of PHP 2.40 million (down 39% YoY), valuation of land, and other adjustments. Other overheads tied to administrative, structural support, and ongoing preparatory activities also contributed to the bulk of the expenditure.

(16) Consequently, Gross Operating Profit (GOP) for the year stood at negative PHP 97.03 million, with a net loss after tax of PHP 77.24 million, slightly wider than the PHP 74.92 million recorded in 2023. Despite these headline figures, the financial outcome remains consistent with expectations for a property in pre-operational investment mode.

(17) It is important to reiterate that these figures are not a reflection of performance dilemmas, but of the strategic staging required to bring a premier hospitality asset back to life. As referenced in last year's report, the damage from the 2018 fire initiated a three-phase reconstruction plan which has since defined the property's trajectory.

As of the end of 2024, project completion has been extended due to delays; however, construction activities have not been fully stopped and remain ongoing. On-site conditions added complexity, particularly the need to address superstructure reinforcements and the discovery of damaged tendons, which required replacement and additional reinforcement. Further delays arose from concerns over slab vibrations, leading to the replacement of certain slabs. Additional framing was also introduced to accommodate duct penetrations within the slabs, requiring controlled demolition that was meticulously executed to prevent any impact on adjacent structural elements.

Despite ongoing challenges, construction is progressing under a multi-phase completion plan. Phase I is scheduled to commence in Q1 2026 and will cover the public areas, casino, offices, two floors of hotel rooms (9th and 10th), and the roof deck.

Phase 2 will follow in Q3 2026, focusing on guest amenities, hotel facilities, and four additional floors of hotel rooms (11th to 15th floor). Phase 3 is planned for Q1 2027 and will complete the remaining hotel rooms (16th to 23rd floor), additional hotel facilities, the Ambassador Lounge, and various architectural enhancements.

The project will be supported by a diversified funding structure, drawing from insurance recoveries, affiliate-backed bank financing, and internally generated cash flows, with allocations aligned to the requirements of each phase.

This disciplined approach ensures that when Waterfront Manila Hotel & Casino does reopen its doors, it will only mark the return of a repaired and renewed asset. The hotel will decisively reemerge as a premier destination at the heart of Manila. Positioned amid a recovering tourism economy, with average visitor spend and hotel yield metrics on the rise nationwide, the future financial contribution of Acesite is expected to be both strategic and substantial to the group's long-term value.

As we manage this current investment-heavy transition, we do so with confidence—grounded in financial prudence and engineering diligence. Moreover, we approach it with a long-view perspective that guides it beyond a cost center into a value-building foundation for the decades ahead.

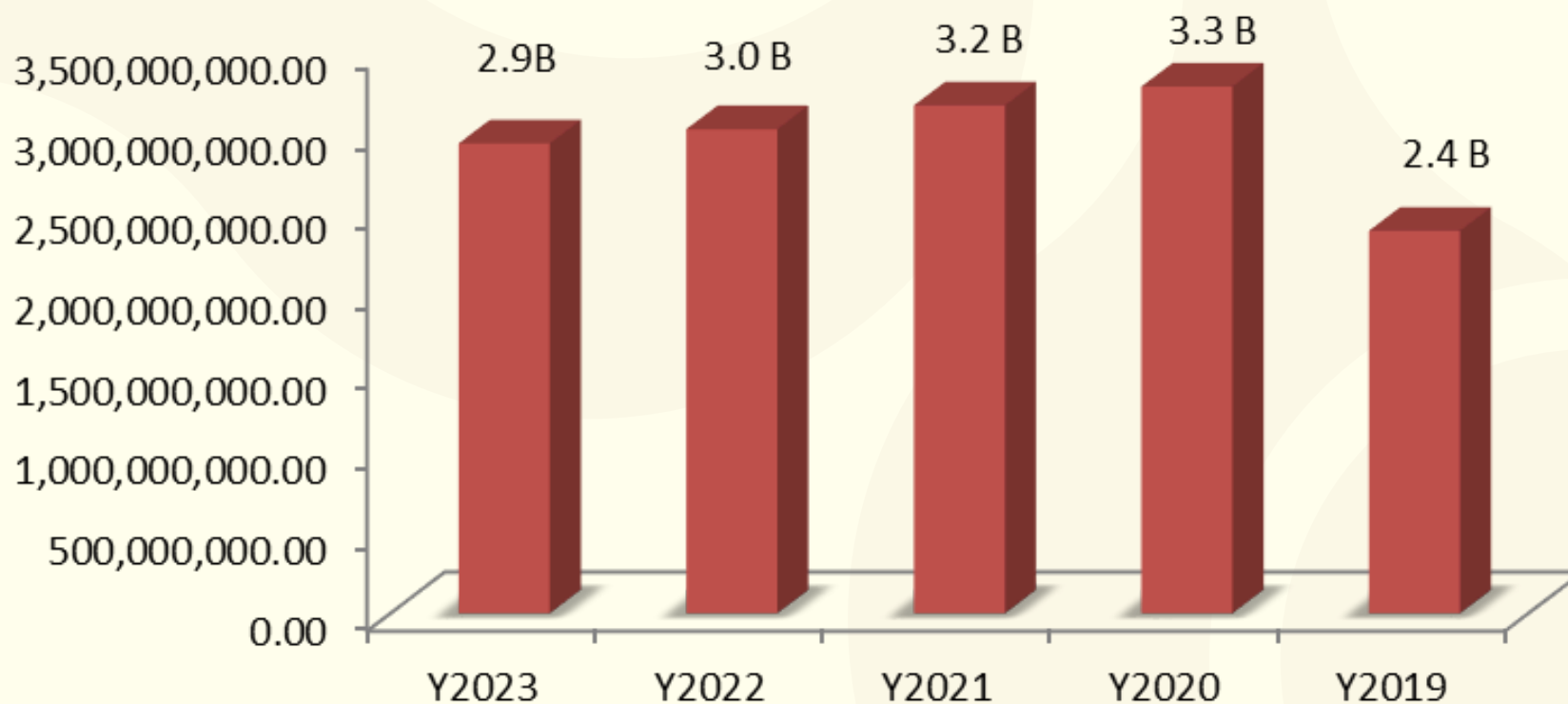
Our investment in this property embodies a forward-looking commitment to quality, resilience, and the sustainable revival of the Filipino hospitality brand. As the group advances toward full redevelopment and future activation of Acesite's potential, we remain confident in the strategic decision to build patiently. The company is powerfully laying the groundwork for an asset that will define the next chapter of Waterfront in Manila.



ARTHUR M. LOPEZ
APHC CHAIRMAN

APHC TOTAL ASSETS

Acesite (Phils.) Hotel Corporation Total Assets (In Billions)



The background image is a construction site. On the left, a worker in a hard hat and safety vest is crouched on a corrugated metal roof, working on the structure. In the center, a city skyline is visible through a semi-transparent dark red overlay. On the right, another worker in a hard hat is shown from the chest up, looking down at something in their hands. The overall color scheme is a deep red with semi-transparent circular patterns.

CONSTRUCTION UPDATES

WATERFRONT MANILA HOTEL & CASINO CONSTRUCTION UPDATE 2023

Following the devastating fire on March 18, 2018, which significantly damaged the hotel's podium and main building, Waterfront Philippines, Inc. (WPI) suspended operations at the Waterfront Manila Hotel & Casino to commence reconstruction and restoration efforts.

A phased redevelopment plan was implemented to not only restore but also upgrade the facility, with Project completion timelines were extended due to a range of unforeseen challenges encountered throughout the reconstruction phases. These included technical difficulties, scope adjustments, and logistical constraints in sourcing specialized materials and equipment—largely due to the decision to retain the hotel's original structure, which is over 50 years old, to optimize costs.

In addition, on-site conditions further complicated the process. In particular, the structural reinforcements and adapting to the condition of the existing foundation became one of the more pending concern. During the construction, damaged tendons were discovered, requiring their replacement along with additional reinforcement to uphold structural integrity and ensure safety. These developments required comprehensive reassessments impacting overall project line.

Another significant factor contributing to the delay was the replacement of slabs with additional reinforcement and framing to accommodate duct penetrations. This complex process, involving controlled demolition, required precision to avoid compromising adjacent structures.

Despite these challenges, construction activities have been ongoing as of December 2024. Phase 1—which includes the main lobby, select food and beverage outlets, the casino, and a portion of hotel rooms—is targeted for completion by the first quarter of 2026. Phase 2, covering hotel amenities and guest facilities, is scheduled for completion by the third quarter of 2026, followed by Phase 3, which will finalize the remaining guest rooms by the first quarter of 2027.

Management has concluded that there is no material uncertainty regarding the Group's ability to continue as a going concern. The construction project remains financially supported through insurance proceeds, the groups' operational cash flows, and affiliate-guaranteed bank borrowings.

The Group remains fully committed to the successful completion of the Waterfront Manila Hotel & Casino, reinforcing its long-term vision to restore the property as a premier hospitality and gaming destination in the capital.

PROJECT PHASING

CONSTRUCTION PHASES

PHASE 1 >	PHASE 2 >	PHASE 3 >
Basement (Parking, Plant Room and Offices)	Ground Floor (remaining areas)	3rd Floor (remaining areas)
Ground Floor (Dee's Café w/o Al Fresco, El Rey, Casino Gamibng Area-Partial, Casino Kiosks, Casino Kitchen, PAGCOR Offices, Sub-station, Luggage Room, Telephone Exchange & Temporary Reception Desk)	2nd Floor (remaining areas)	6th Floor (Pool Area, Gym and other remaining areas)
2nd Floor (VIP Area, Gaming Table Area-Partial, ALEC & PAGCOR Offices, Stage Bar)	5th Floor (remaining areas)	7th Floor
3rd Floor (Finance Food Storage Room, AHU-FAHU Area)	6th Floor (Café Uno, Kitchen, Function Rooms)	Guest Floors (16th and 23rd Floor)
5th Floor (PAGCOR and ALEC Offices, Cafeteria, WMHC Employee's Locker Rooms, Uniform Room)	Guest Floors (11th and 15th Floor)	22nd Floor (Ambassador Lounge)
8th Floor (WMHC Offices)		23rd Floor (The Crown)
Guest Floors (9th and 10th Floor)		
Roof Deck		



PRIORITY WORKS

MASTER BASEMENT FLOOR PLAN

GUEST AREAS

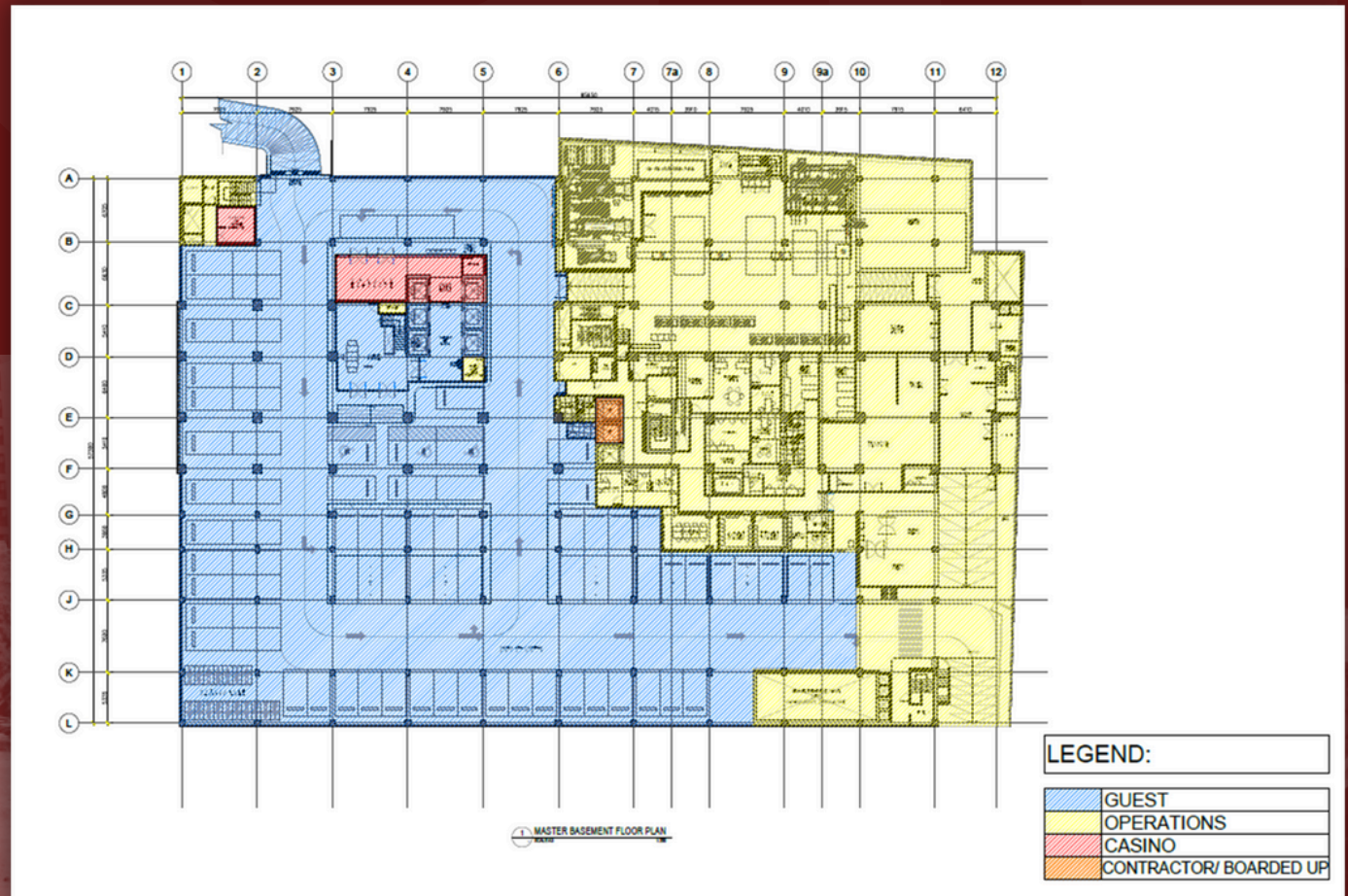
- Parking Area
- Hotel Entrance

CASINO AREAS

- Employee's Entrance

OPERATIONS

- Offices
- Utility Rooms



PRIORITY WORKS

MASTER GROUND FLOOR PLAN

GUEST AREAS

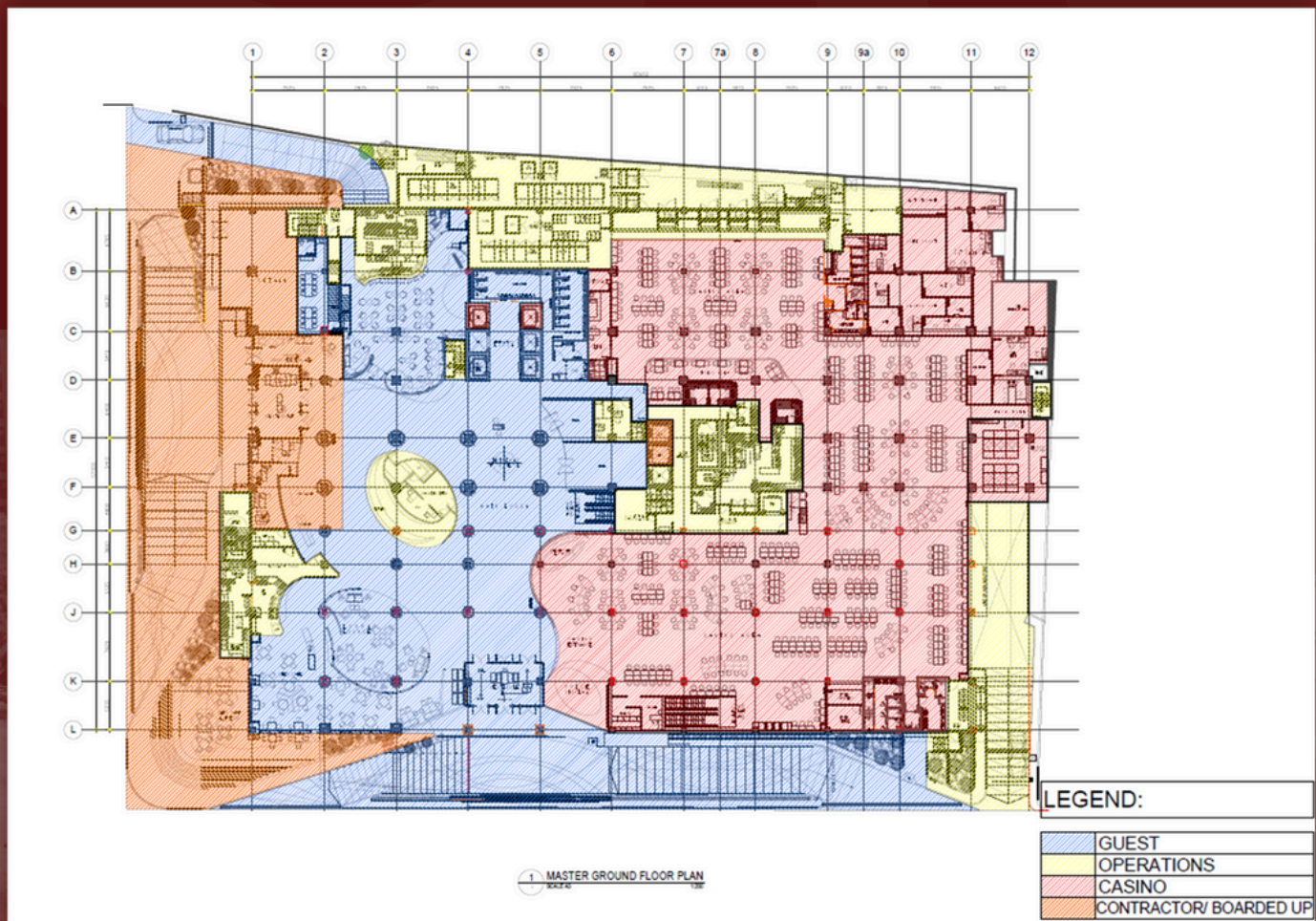
- F&B Outlets
- UN Vestibule
- Un Drop-Off

CASINO AREAS

- Gaming Area (Slot Machine)
- Offices

OPERATIONS

- Offices
- Utility Rooms



PRIORITY WORKS

MASTER SECOND FLOOR PLAN

CASINO AREAS

- Gaming Area
- Offices

OPERATION AREAS

- Utility Rooms

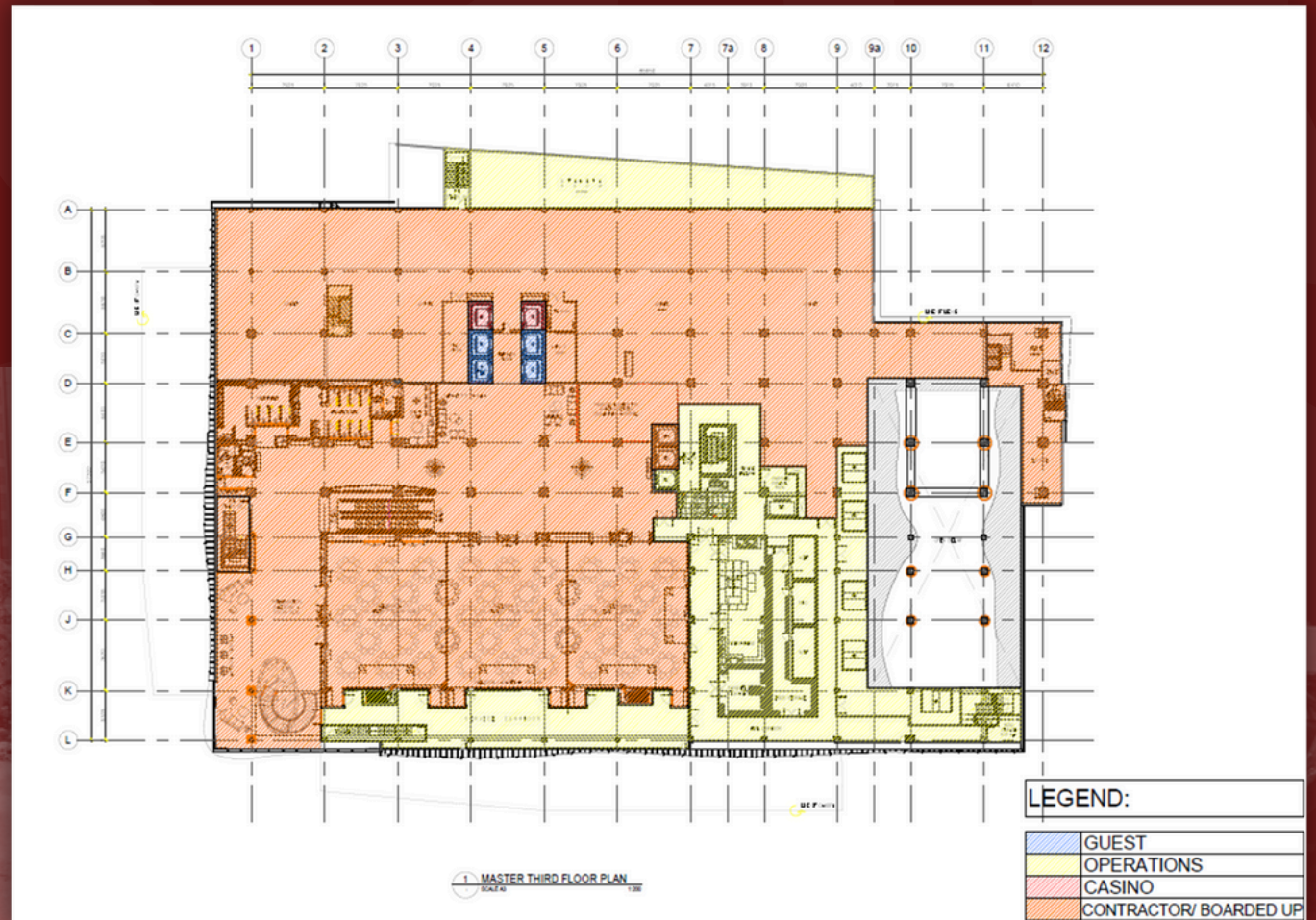


PRIORITY WORKS

MASTER THIRD FLOOR PLAN

OPERATIONS

- Utility Rooms
- Service Corridor



PRIORITY WORKS

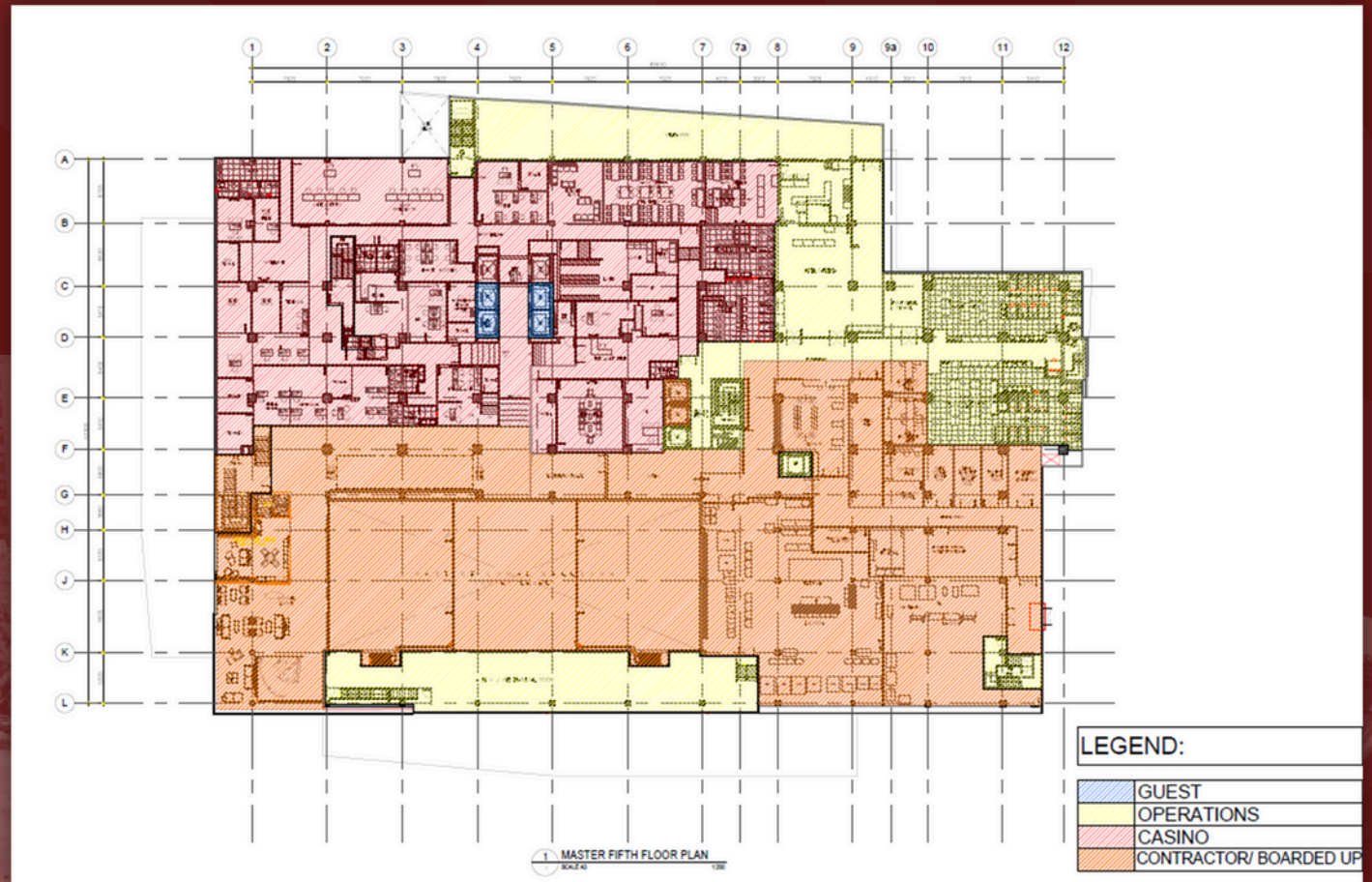
MASTER FIFTH FLOOR PLAN

CASINO AREAS

- Offices

OPERATIONS

- Utility Rooms
- Cafeteria
- Locker Rooms
- Offices



PROGRESS PHOTO



THIRD FLOOR (5F FRAMING)

INSTALLATION OF CARBON
PLATE AND SLAB EXTENSION
STRUCTURAL FRAMING

PROGRESS PHOTO



5F (6F FRAMING)

INSTALLATION OF MEPF LINE
AND SLAB REPLACEMENT

PROGRESS PHOTO



5F (6F FRAMING)

INSTALLATION OF MEPF LINE
AND SLAB REPLACEMENT

PROGRESS PHOTO



6F

SLAB REPLACEMENT

PROGRESS PHOTO



6F

SETTING OUT OF ADD
STRUCTURAL FRAMING

PROGRESS PHOTO



FAÇADE WORKS

ONGOING INSTALLATION OF
FLOOR MOUNTED BRACKET

PROGRESS PHOTO



GUEST FLOOR

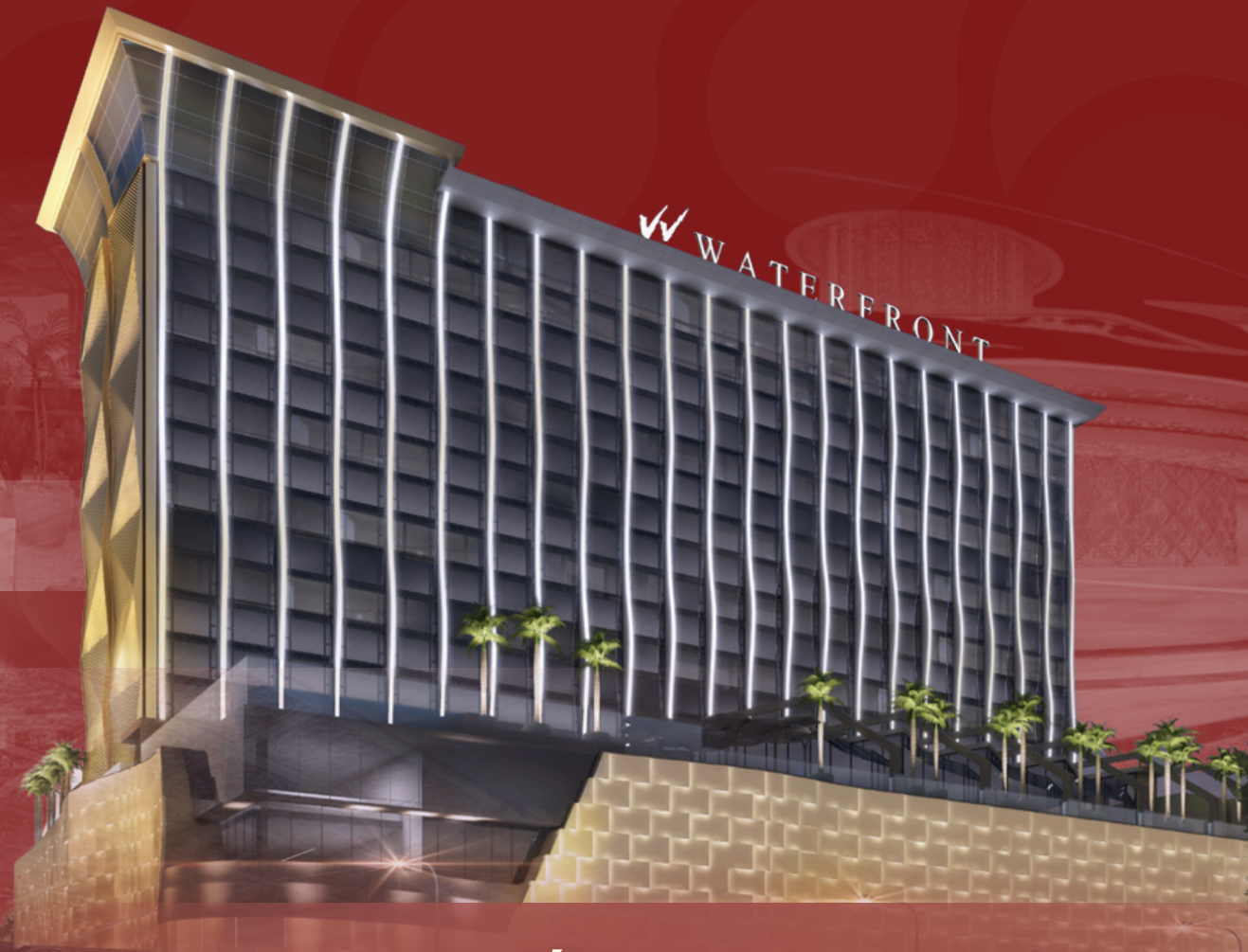
GUESTFLOOR – ON-GOING WALL
PREPARATION

PROGRESS PHOTO



DELIVERED ITEMS

DELIVERY OF MECHANICAL
EQUIPMENT



ARCHITECT'S PERSPECTIVE





WATERFRONT
PAVILION HOTEL & CASINO
M A N I L A

ACESITE (PHILIPPINES) HOTEL CORPORATION

NOTICE OF THE MEETING

ACESITE (PHILIPPINES) HOTEL CORPORATION

JULY 24, 2025

Dear Stockholder:

Please be advised that the Annual Meeting of the Stockholders (ASM) of **ACESITE (PHILIPPINES) HOTEL CORPORATION** (the "Corporation") will be held on **Thursday, August 28, 2025, at 10:00 a.m.** at the Ipil Room, 14th Floor Bayview Park Hotel, 1118 Roxas Boulevard, Corner United Avenue, Ermita, Manila for the purpose of transacting the following business:

1. Call to Order;
2. Certification of Notice and Quorum;
3. Approval of the Minutes of the Annual Meeting of Stockholders held on July 2024;
4. President's Report to the Stockholders for the Year 2024 and the approval of the Audited Financial Statements as of December 31, 2024;
5. Ratification of the Acts of the Board and Management for the year 2024;
6. Approval of the amendment of Article III Section 1 of the Corporation's By - Laws: Changing the date of Annual Meeting of Stockholders from "on third Wednesday of June of each year to second Friday of October of each year;
7. Election of the Board of Directors to serve for the Term 2025-2026;
8. Appointment of External Auditor for the year 2025-2026;
9. Appointment of External Counsel for the year 2025-2026 and
10. Other business matters; and
11. Adjournment.

As fixed by the Board of Directors, stockholders of record as of **August 07, 2025** shall be entitled to notice of and vote at said stockholders' meeting and for this purpose, the Board of Directors authorized the closing of the stock and transfer book of the Corporation during the period **August 08, 2025 to August 28, 2025**.

If you are not able to attend the stockholder's meeting as scheduled, you may submit a PROXY instrument to the office of the Corporate Secretary of this Corporation thru the Stock and Transfer Agent at the address below. Stockholders whose shareholdings are lodged with the Philippine Central Depository should secure a certification of their shareholdings from

7/F MANILA PAVILION HOTEL, U.N. AVENUE, ERMITA, MANILA, PHILIPPINES
TEL. (632) 526-1212 • FAX (632) 521-4158

ACESITE (PHILIPPINES) HOTEL CORPORATION

their respective stockbrokers. Corporate stockholders should attach to the PROXY instrument, their respective Board Resolutions in support of their proxies. Deadline for submission of proxies is **August 28, 2025 at 10:00 A.M.** The proxy form is hereto attached as Annex "A".

The Corporate Secretary
Acesite (Philippines) Hotel Corporation
https://www.waterfronthotels.com.ph/investor_relations/

Thru: STOCK TRANSFER SERVICES INC.
Unit 34-D Rufino Pacific Tower
6784 Ayala Avenue, Makati City
1226 Philippines
Telephone – (632) 531-01351
email address: nspabalan@stocktransfer.com.ph

For purposes of registration and identity validation, on the day of the meeting you or your proxy is hereby required to bring this Notice and any form of identification with picture and signature (e.g. driver's license, SSS ID, company ID, and/or competent evidence of identity).

WE EMPHASIZE THAT WE ARE NOT SOLICITING YOUR PROXY.


ARTHUR R. PONSARAN
Corporate Secretary

7/F MANILA PAVILION HOTEL, U.N. AVENUE, ERMITA, MANILA, PHILIPPINES
TEL. (632) 526-1212 • FAX (632) 521-4158

ACESITE (PHILIPPINES) HOTEL CORPORATION

MINUTES OF THE MEETING

**'MINUTES OF THE ANNUAL STOCKHOLDERS' MEETING OF
ACESITE (PHILS.) HOTEL CORPORATION
(DOING BUSINESS UNDER THE NAME AND STYLE OF
WATERFRONT MANILA HOTEL AND CASINO)
HELD ON JULY 26, 2024 AT 10:00 A.M.
AT THE IPIL ROOM, 14TH FLOOR BAYVIEW PARK HOTEL
1118 ROXAS BOULEVARD, MANILA**

ATTENDANCE

Total Shares Present And Represented	236,447,496
Total Shares Issued And Outstanding	344,747,520
Percentage Shares and Represented	68.60%

PROCEEDINGS OF THE MEETING

I. CALL TO ORDER

Mr. Arthur M. Lopez, Chairman, called the annual stockholders' meeting of ACESITE (PHILS.) HOTEL CORPORATION (the "Corporation") to order and thereafter presided. The Chairman reminded and informed the stockholders that the proceedings of the meeting is recorded.

Thereafter, the Chairman acknowledged the presence of the following directors and officers of the Corporation, in person:

Mr. Sergio R. Ortiz-Luis, Jr.	Vice Chairman/Director
Mr. Kenneth T. Gatchalian	President and Director
Ms. Elvira A. Ting	Director and Treasurer
Ms. Dee Hua Gatchalian	Director
Atty. Ruben D. Torres	Director
Atty. Pablo M. Gancayco	Director
Atty. Aristeo R. Cruz	Independent Director
Mr. Noel M. Carino	Independent Director
Atty. Arthur K. Ponsaran	Corporate Secretary

II. ATTENDANCE AND QUORUM

Proceeding with the agenda, the Corporate Secretary, Atty. Ponsaran certified that in accordance with SEC Notice dated 22 February 2024, providing for an alternative mode of distributing notices of the annual meeting of stockholders, notice of this meeting and the Definitive Information Statement were published on the Company's website and PSE Edge on June 14, 2024 and July 04, 2024, respectively. The notice was also published in two (2) newspapers of general circulation, in print and digital

¹ This shall be subject for approval by the stockholders to the next annual stockholders' meeting to held for the year 2025.

format, in Business Mirror on July 04, 2024 and July 05, 2024 and Manila Bulletin on July 04, 2024 and July 05, 2024.

Atty. Ponsaran further certified that based on the record of attendance as of 10:00 A.M. July 26, 2024, there are represented in the meeting, in person or by proxy, stockholders owning Two Hundred Thirty Six Million Four Hundred Forty Seven Thousand Four Hundred Ninety Six (236,447,496) common shares, representing 68.60% of the total issued and outstanding capital stock of the Corporation, and that there is a quorum at the annual meeting. A list of the stockholders who attended the meeting is hereto attached as Annex "A" and made integral part hereof.

III. APPROVAL OF THE MINUTES OF THE PREVIOUS STOCKHOLDERS' MEETING

The Chairman informed the stockholders that the next item of the agenda is the approval of the minutes of the previous meeting of the stockholders held on October 10, 2023.

The minutes of the previous meeting of the stockholders held on October 10, 2023 was flashed on the screen. The Chairman then announced that the floor was open to comments/questions on the minutes. There were no comments/questions on, or objection to, the minutes of the meeting raised by the stockholders.

On motion duly made and seconded, the stockholders owning 68.60% of the total issued and outstanding capital stock of the Corporation present, either in person or by proxy, approved the minutes dated October 10, 2023. The voting results are as follows:

Total Shares of Approving Stockholders	236,447,496
Total Dissenting Stockholders	-0-
Total Abstaining Stockholders	-0-

IV. ANNUAL REPORT FOR THE YEAR 2023 AND AUDITED FINANCIAL STATEMENTS AND INFORMATION STATEMENT FOR THE YEAR ENDED DECEMBER 31, 2023

The President, Mr. Gatchalian, presented the highlights of the Company's performance and result of operation for the year 2023, as reflected the Annual Report for the year 2023, the Audited Financial Statements and Information Statement for the period ended December 31, 2023. Copy of the President's report and slides of the financial highlights is hereto attached as Annex "B" and made integral part hereof.

The Chairman opened the floor to questions on the Annual Report and the Audited Financial Statements.

Atty. Ver Anthony Fortich, who introduced himself as proxy for Mr. Cyprian Pallasiqui, noted that the General and Administrative expenses increased to P11.6 Million in the first quarter of 2024 as compared to only P10.71 million in the first quarter of 2023, which increase was attributed to the increase in some of its components, namely management fees, other taxes and licenses. However, Atty. Fortich claimed that

ACESITE (PHILIPPINES) HOTEL CORPORATION

MINUTES OF THE MEETING

payment of management fees is not evident in the audited financial statement of 2023. He requested an explanation why the audited financial statement does not indicate that management fees are being paid out.

The Chairman said the Corporation needs more time to identify the exact entries and to gather other information on the management fees to determine whether it merits a separate line item in the financial statement. The matter will be taken up separately with Atty. Fortich.

On motion duly made and seconded, the stockholders owning 68.60% of the total issued and outstanding capital stock of the Corporation, present, either in person or by proxy, approved the Annual Report and the Audited Financial Statements for the year ended December 31, 2023. The voting results are as follows:

Total Shares of Approving Stockholders	236,447,496
Total Dissenting Stockholders	-0-
Total Abstaining Stockholders	-0-

V. RATIFICATION OF ACTS OF THE BOARD AND MANAGEMENT FOR THE YEAR 2021

The Chairman presented for approval and ratification of the stockholders all the acts of the Board and Management and the contracts and transactions entered into by the Corporation for the year ended December 31, 2023, as reflected in the Annual Report and the Audited Financial Statements.

There were no questions raised by the stockholders on the acts of the Board and Management and the contracts and transactions entered into by the Corporation for the year ended December 31, 2023.

On motion duly made and seconded, the stockholders owning 68.60% of the total issued and outstanding capital stock of the Corporation, present, either in person or by proxy, approved and ratified, all acts of the Board and Management for the year ended December 31, 2023, as well as contracts and transactions entered into by the Corporation for the same period, all as reflected in the Annual Report and the Financial Statements. The voting results are as follows:

Total Shares of Approving Stockholders	236,447,496
Total Dissenting Stockholders	-0-
Total Abstaining Stockholders	-0-

ELECTION OF THE BOARD OF DIRECTORS

Proceeding with the agenda, the Chairman opened the floor and entertained nominations for the Board of Directors of the Corporation to serve for the year 2024 - 2025. In accordance with the Articles of Incorporation, eleven (11) directors are to be elected, at least two (2) of whom shall be independent directors.

Based on the evaluation and recommendation of the Nomination Committee, the following were nominated as directors for term 2024-2025, to wit:

3

As independent directors:

Justice Renato C. Francisco
Mr. Noel M. Carino
Atty. Aristeo R. Cruz

As regular directors:

Ms. Elvira A. Ting
Mr. Kenneth T. Gatchalian
Atty. Pablo M. Gancayco
Atty. Lamberto B. Mercado, Jr.
Ms. Dee Hua Gatchalian
Mr. Arthur M. Lopez
Mr. Sergio R. Ortiz-Luis, Jr.
Atty. Ruben D. Torres

In view of the fact that there were only eleven (11) nominees for the eleven (11) seats as directors, the Chairman entertained a motion to declare the eleven (11) nominees to have been elected as directors, without need of a ballot.

On motion duly made and seconded, the stockholders owning 68.60% of the outstanding capital of the Corporation who were present, either in person or by proxy, approved the motion. The voting results are as follows:

Total Shares of Approving Stockholders	236,447,496
Total Dissenting Stockholders	-0-
Total Abstaining Stockholders	-0-

The Chairman then declared that the following nominees were elected as Regular Directors and Independent Directors of the Corporation without need of a ballot to serve for the term 2024-2025 as such until the next annual meeting, and until their successors shall have been elected and qualified, to wit:

As independent directors:

Justice Renato C. Francisco
Mr. Noel M. Carino
Atty. Aristeo R. Cruz

As regular directors:

Ms. Elvira A. Ting
Mr. Kenneth T. Gatchalian
Atty. Pablo M. Gancayco
Atty. Lamberto B. Mercado, Jr.
Ms. Dee Hua Gatchalian
Mr. Arthur M. Lopez
Mr. Sergio R. Ortiz-Luis, Jr.

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ACESITE (PHILIPPINES) HOTEL CORPORATION

MINUTES OF THE MEETING

Atty. Ruben D. Torres

VI. APPOINTMENT OF THE EXTERNAL AUDITORS

The Chairman informed the stockholders that the next item in the agenda was the designation of the Corporation's external auditor.

R.G. Manabat & Co., CPA's was the only nominee for the Corporation's external auditor. There were no objections raised by the stockholders against the nomination.

Upon nomination and on motion duly made and seconded, the stockholders owning 68.60% of the outstanding capital of the Corporation who were present, either in person or by proxy, appointed the accounting firm of R.G. Manabat & Co., CPA's as the Corporation's external auditor. The voting results are as follows:

Total Shares of Approving Stockholders	236,447,496
Total Dissenting Stockholders	-0-
Total Abstaining Stockholders	-0-

VII. APPOINTMENT OF EXTERNAL COUNSEL

The Chairman informed the stockholders that the next item in the agenda is the designation of the Corporation's external counsel. Corporate Counsels, Philippines Law Offices and Gancayco, Balasbas & Associates were the only nominees as the external counsels of the Corporation. There were no questions or objections raised by the stockholders against the nomination.

Upon nomination and on motion duly made and seconded, the stockholders owning 68.60% of the outstanding capital of the Corporation who were present, either in person or by proxy, appointed Corporate Counsels Philippines Law Offices and Gancayco, Balasbas & Associates as the external counsels of the Corporation.

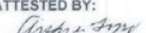
VIII. ADJOURNMENT

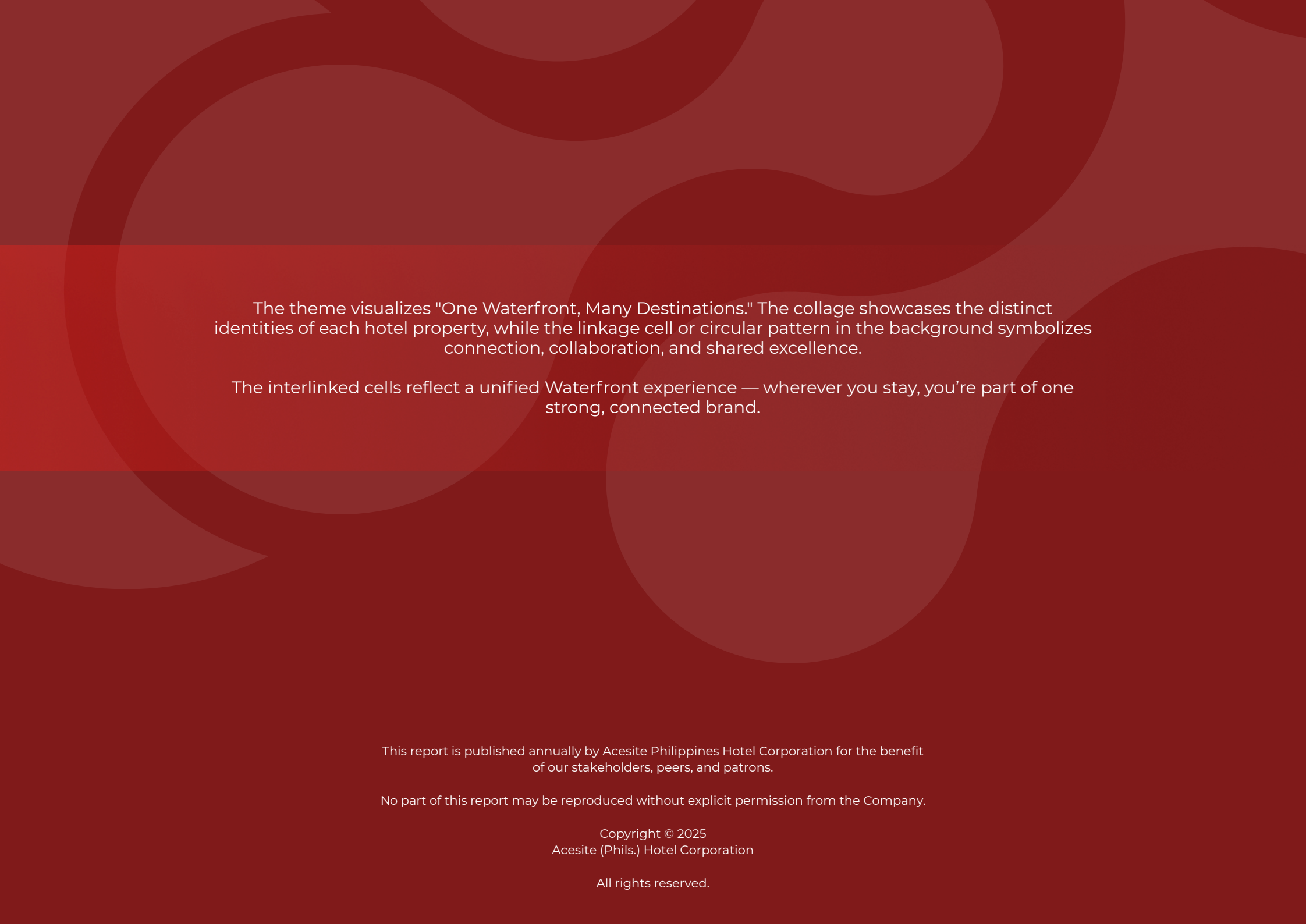
The Chairman asked if stockholders have other matters which they want to take up. There were no other matters that the stockholders wanted to take up.

There being no further business to transact, the meeting was, on motion duly made and seconded, adjourned.


Arthur R. Ponsaran
Corporate Secretary

ATTESTED BY:


Arthur M. Lopez
Chairman

The background of the slide features a dark red color with a pattern of overlapping circles in various shades of red. A prominent wavy line, resembling a coastline or a stylized 'S' shape, runs horizontally across the middle of the slide, separating the upper and lower text sections.

The theme visualizes "One Waterfront, Many Destinations." The collage showcases the distinct identities of each hotel property, while the linkage cell or circular pattern in the background symbolizes connection, collaboration, and shared excellence.

The interlinked cells reflect a unified Waterfront experience — wherever you stay, you're part of one strong, connected brand.

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