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Recipient	IRISH CHARA CANTIVEROS LAWAS
Company Name / Delivery Address	WATERFRONT MANILA HOTEL AND CASINO MARIA OROSA ST. U. N. AVENUE WATERFRONT MANILA HOTEL AND CASINO ERMITA CITY OF MANILA METRO MANILA Philippines C Loc:
Contact Information	09985948655 i.lawas@waterfronthotels.net

FOR O.R. INFORMATION	
Payors Name	Waterfront Philippines Incorporated
Company Address	Waterfront Drive Off Salinas Drive Lahug Cebu City
TIN Number	003-978-254-000
Business Style	

1 of 2 Documents							
	Type	SEC Number	Company Name	Copies	Authenticated	Pouch	Form Type
	Combined Articles of Incorporation and By-Laws	AS94008678	WATERFRONT PHILS. INC.	1 of 1	Yes	20	ARTICLES OF INCORPORATION AND BY-LAWS
	Amended Articles of Incorporation	AS94008678	WATERFRONT PHILS. INC.	1	Yes	56	AMENDED ARTICLES OF INCORPORATION

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REPUBLIC OF THE PHILIPPINES
OFFICE OF THE PRESIDENT
SECURITIES AND EXCHANGE COMMISSION
SEC Building, EDSA, Greenhills, Mandaluyong
Metro Manila

S.E.C. Reg. No.

AS094-005472

TO ALL TO WHOM THESE PRESENTS MAY COME, GREETINGS:

WHEREAS, Articles of Incorporation ~~XXXXXXXXXX~~
duly signed and acknowledged for the organization
of the

WATERFRONT PHILIPPINES, INCORPORATED

under and in accordance with the provisions of
the Corporation Code of the Philippines, Batas
Pambansa Blg. 68, approved on May 1, 1980 and the
Foreign Investments Act of 1991, approved on June
13, 1991, were presented for filing in this
Commission on September 23, 1994 and copies
of said Articles and By-Laws are hereto attached.

NOW, THEREFORE, by virtue of the powers and
duties vested in me by law, I do hereby certify
that the said Articles of Incorporation ~~XXXXXXXXXX~~
were, after due examination to determine whether
they are in accordance with law, duly registered
in this Commission on the 28th day of September,
Nineteen Hundred and ninety-four.

IN TESTIMONY WHEREOF, I have hereunto set
my hand and caused the seal of this Commission
to be affixed at Mandaluyong, Metro Manila,
Philippines, this 28th day of September
nineteen hundred and ninety-four.

ROSARIO N. LOPEZ
Chairman

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V. Chato

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NOTE: To confirm the authenticity of the corporation, please check
a Certificate from Company Registration and Monitoring Department
(url: application@sec.gov.ph) Date Issued JUL 02 2026

Verified by R. ANTONIO

ARTICLES OF INCORPORATION

OF

2023 JUL 11

WATERFRONT PHILIPPINES, INCORPORATED

KNOW ALL MEN BY THESE PRESENTS :

That we, all of legal age, majority of whom are citizens and residents of the Republic of the Philippines, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the Philippines.

AND WE HEREBY CERTIFY :

FIRST : That the name of the said corporation shall be :

WATERFRONT PHILIPPINES, INCORPORATED

SECOND : That the purposes for which the said corporation is formed are :

PRIMARY PURPOSE

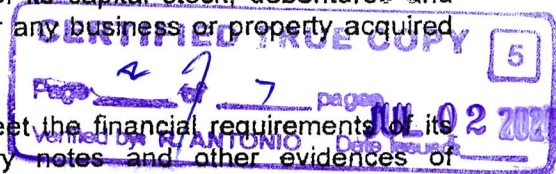
To carry on the business of an investment holding company and for that purpose either in the name of the said corporation or in the name of any other corporation in which it shall have an equity interest, to receive, purchase or otherwise acquire an interest in, hold, own, pledge, mortgage, assign, dispose and generally deal in all kinds of securities including but not limited to shares of stock of corporations which shall include but shall not be limited to financial services institutions such as banking, insurance, stockbroking, leasing, hire purchase and other forms of financial services as are found in modern financial market; to acquire and hold real property (except land) and personal property of all kinds; to purchase, acquire, convey, lease, mortgage, contract for, manage, administer and/or operate alone or jointly with others any interest in real or personal property which includes but not limited to hotels, inns, restaurants, cafes, bars, stores and offices, barbershops and beauty lounges, sports facilities, places of amusement and entertainment of all kinds; to enter into any lawful arrangement for sharing profits with any corporation, association, partnership, person or entity, domestic or foreign, in carrying on or of any business which the corporation is authorized to carry on; or to grant concessions, rights or licenses to others to operate, manage or deal with the same; and to do any and all things necessary, suitable, convenient, proper or incidental to the accomplishment of the above purposes.

SECONDARY PURPOSE

1. To deal, engage and transact, directly or indirectly, in all forms of business and mercantile acts and transactions concerning all kinds of real property (except purchase of land) or personal property, choses in action, tangible and intangible property, technical and industrial equipment and machineries, personal and real rights, and all other things, which are not excluded from the commerce of man or which are not contrary to law or good morals, as may be necessary or incidental to the conduct of the corporate business, and to pay in cash, shares of its capital stock, debentures and other securities, as may be deemed expedient, for any business or property acquired by the corporation.

2. To borrow or raise money necessary to meet the financial requirements of its business by the issuance of bonds, promissory notes and other evidences of indebtedness, and to require the repayment thereof by mortgage, pledge, deed of trust or lien upon the properties of the corporation or to issue pursuant to law, shares of its capital stock, debentures and other evidences of indebtedness in payment for

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Date: 2023 JUL 11



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if application02@sec.gov.ph

[Signature]

properties acquired by the corporation or for money borrowed in the prosecution of its lawful business.

3. To invest and deal with the money and properties of the corporation in such manner as may from time to time be considered wise or expedient for the advancement of its interests and to sell, dispose of or transfer the business, properties and goodwill of the corporation or any part thereof for such consideration and under such terms as it shall see fit to accept.

4. To aid in any manner any corporation, association, or trust estate, domestic or foreign, or any firm or individual, any share of stock in which any bonds, debentures, notes, securities, evidences of indebtedness, contracts, or obligations of which are held by or for this corporation directly or indirectly or through other corporations or otherwise.

5. To enter into any lawful arrangement for sharing profits, union of interest, unitization or farmout agreement, reciprocal concession, or cooperation, with any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority, domestic or foreign, in the carrying on of any business or transaction deemed necessary, convenient or incidental to carrying out any of the purposes of this corporation.

6. To acquire or obtain from any government or authority, national, provincial, municipal, or otherwise, or any corporation, company or partnership or person, such charter, contracts, franchise, privileges, exemption, licenses and concessions as may be conducive to any of the objects of the corporation.

7. To establish and operate one or more branch offices of agencies and to carry on any of all of its operations and business without any restrictions as to place or amount.

8. To distribute the surplus profits of the corporation to the stockholders thereof in kind, namely, properties of the corporation particularly any shares of stock, debentures or securities of other companies belonging to this corporation.

9. To conduct and transact any and all lawful business, and to do or cause to be done any one or more of the acts and things herein set forth as its purposes, within or without the Philippines, and in any and all foreign countries, and to do everything necessary, desirable or incidental to the accomplishment of the purposes or the exercise of any one or more of the powers herein enumerated, or which shall at any time appear conducive to or expedient for the protection or benefit of this corporation.

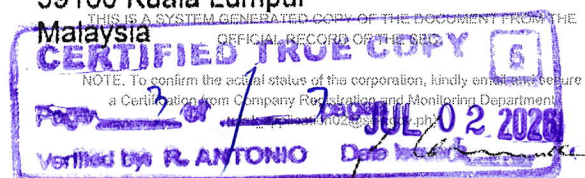
THIRD : That the place where the principal office of the corporation is to be established or located is Lapu-Lapu City, Philippines.

FOURTH : That the term for which said corporation is to exist is fifty (50) years from and after the date of incorporation.

FIFTH : That the names, nationalities and residences of the incorporators of said corporation are as follows :

<u>Name</u>	<u>Nationality</u>	<u>Residence</u>
CHUA MA YU	Malaysian	91 Jalan Medang Tanduk Bukit Bandaraya 59100 Kuala Lumpur Malaysia

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HO TET SHIN	Malaysian	1 Jalan 10 / 70 A Sri Hartamas 50480 Kuala Lumpur Malaysia
MANUEL H. OSMENA	Filipino	1st Ave., Tristan Drive Manalac Estate, Bagumbayan Taguig, Rizal, Philippines
FELIPE CRUZ, JR.	Filipino	69 Industria St., Bagong Bayan Libis, Quezon City, Philippines
ANTONETTE C. TIONKO	Filipino	28 E. Yuchengco St., BF Homes, Parañaque, Metro Manila, Philippines

SIXTH : That the number of directors of said corporation shall be FIVE (5) and that the names, nationalities and residences of the directors who are to serve until their successors are elected and qualified as provided by the By-laws are as follows :

<u>Name</u>	<u>Nationality</u>	<u>Residence</u>
CHUA MA YU	Malaysian	91 Jalan Medang Tanduk Bukit Bandaraya 59100 Kuala Lumpur Malaysia
HO TET SHIN	Malaysian	1 Jalan 10 / 70 A Sri Hartamas 50480 Kuala Lumpur Malaysia
MANUEL H. OSMENA	Filipino	1st Ave., Tristan Drive Manalac Estate, Bagumbayan Taguig, Rizal, Philippines
FELIPE CRUZ, JR.	Filipino	69 Industria St., Bagong Bayan Libis, Quezon City, Philippines
ANTONETTE C. TIONKO	Filipino	28 E. Yuchengco St., BF Homes, Parañaque, Metro Manila, Philippines

SEVENTH : That the authorized capital stock of said corporation is Thirteen Million Eight Hundred Thousand Pesos (P13,800,000.00) Philippine Currency, and said capital stock is divided into Thirteen Million Eight Hundred Thousand shares (13,800,000) with a par value of one peso (P1.00) each.

EIGHTH : That the amount of said stock which has been actually subscribed is Thirteen Million Eight Hundred Thousand Pesos (P13,800,000.00), and the following persons have subscribed for the number of shares and the amount of capital stock indicated opposite their respective names :

<u>Name</u>	<u>Citizenship</u>	<u>No. of Shares</u>	<u>Amount Subscribed</u>
Waterfront Hotel & Resort	Malaysian	13,799,500	P13,799,500
Sdn Bhd	Malaysian	100	P100
Chua Ma Yu	Malaysian	100	P100
Ho Tet Shin	Malaysian	100	P100

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Date: 2026-07-02

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NOTE: To confirm the actual status of the corporation, kindly email and attach a Confirmation from Company Registration and Monitoring Department (and_application@sec.gov.ph)

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JUL 02 2026
Verified by: R. ANTONIO

Manuel H. Osmeña	Filipino	100	P100
Felipe Cruz, Jr.	Filipino	100	P100
Antonette C. Tionko	Filipino	100	P100

NINTH : That the following persons have paid on the shares of capital stock for which they have subscribed, the amount set out after their respective names :

Name	Amount Paid
Waterfront Hotel & Resort Sdn Bhd	P 13,799,500
Chua Ma Yu	P 100
Ho Tet Shin	P 100
Manuel H. Osmeña	P 100
Felipe Cruz, Jr.	P 100
Antonette C. Tionko	P 100

TENTH : That MANUEL H. OSMENA has been elected by the subscribers as Treasurer of the corporation to act as such until his/her successor is duly elected and shall have qualified in accordance with the by-laws; and that, as such Treasurer, he/she has been authorized to receive for the corporation, and to issue in its name receipts for, all subscriptions paid in by the subscribers.

IN WITNESS WHEREOF, we have hereunto set our hands, this 27 day of SEP 27 1994 at MAKATI, Philippines.

CHUA MA YU
Malaysian Passport No. A5576202

HO TET SHIN
Malaysian Passport No. A5571645

MANUEL H. OSMENA

FELIPE CRUZ, JR.

ANTONETTE C. TIONKO

Signed in the presence of :

Notary Public

Notary Public

ACKNOWLEDGMENT

REPUBLIC OF THE PHILIPPINES)
MAKATI) S.S.

BEFORE ME, a Notary Public in and for MAKATI, Philippines, this day of SEP 27 1994, 1994 personally appeared :



Name	Community Tax Cert. No.	Date & Place issued
Chua Ma Yu	Malaysian Passport No. A 5576202	6-16-92/Kuala Lumpur / <i>[Signature]</i>
Ho Tet Shin	Malaysian Passport No. A 5571645	5-14-92/Kuala Lumpur
Manuel H. Osmeña	4135325	1-26-94/Mandaue City <i>[Signature]</i>
Felipe Cruz, Jr.	3615894	3-3-94/Quezon City <i>[Signature]</i>
Antonette C. Tionko	12759347	2-11-94/Makati, MM <i>[Signature]</i>

all known to me and to me known to be the same persons who executed the foregoing Articles of Incorporation and they acknowledged to me that the same is their free and voluntary act and deed.

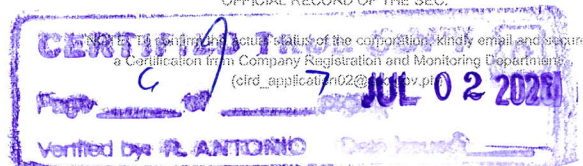
IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my notarial seal on the date and at the place first above-written.

[Signature]
NOTARY PUBLIC
RONALD LEGASPI CARREON
 Notary Public
 Until December 31, 19 21
 PTR No 5148663 issued at
 Makati on 1-19-94

Doc. No. 164 ;
 Page No. 33 ;
 Book No. II ;
 Series of 1994.

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TREASURER'S AFFIDAVIT

Republic of the Philippines) S.S.
 _____)

L. MARCEL H. CAMEA, being first duly sworn,
 depose and states:

That he was duly elected by the subscribers named in the foregoing Articles of Incorporation as Treasurer of the corporation, to act as such until his successor has been duly elected and qualified in accordance with the by-laws of the corporation, and that as such Treasurer, he has been authorized by the subscribers to receive for the corporation all subscriptions paid in by the subscribers for the capital stock; that out of the authorized capital stock, Thirteen Million Eight Hundred Thousand Pesos, (P 13,800,000.00) worth of shares has been actually subscribed and that of the said subscription, Thirteen Million Eight Hundred Thousand Pesos (P 13,800,000.00) has been paid in cash to him for the benefit and to the credit of the corporation; that at least twenty-five percentum (25%) of the entire number of authorized shares of capital stock has been subscribed and that at least twenty-five percentum (25%) of such subscription has been acutally paid up to him for the benefit and to the credit of the corporation.

Signature

Treasurer-in-Trust

SUBSCRIBED AND SWORN to before me this
 day of SEP 22 1994 at _____,
 Philippines, affiant exhibiting to me his Residence Certificate
 No. 20316290, issued at Mandaue on February 28, 1994.

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 Book No. 1;
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Luis Francisco Rodriguez
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 (cird_application02@sec.gov.ph)
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