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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							
2 of 2 Documents							
	Type	SEC Number	Company Name	Copies	Authenticated	Pouch	Form Type
 2946780	Amended Articles of Incorporation	AS94008678	WATERFRONT PHILS. INC.	1 of 1	Yes	56	AMENDED ARTICLES OF INCORPORATION

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REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION

SEC Building, EDSA, Greenhills
City of Mandaluyong, Metro Manila

COMPANY REG. NO. ASO94-8678

CERTIFICATE OF FILING
OF
AMENDED ARTICLES OF INCORPORATION

KNOW ALL PERSONS BY THESE PRESENTS:

This is to certify that the amended articles of incorporation of the

WATERFRONT PHILIPPINES, INCORPORATED
[Amending Article III thereof.]

copy annexed, adopted on June 02, 2014 by majority vote of the Board of Directors and on September 13, 2014 by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock, and certified under oath by the Corporate Secretary and a majority of the Board of Directors of the corporation was approved by the Commission on this date pursuant to the provision of Section 16 of the Corporation Code of the Philippines, Batas Pambansa Blg. 68, approved on May 1, 1980 and copies thereof are filed with the Commission.

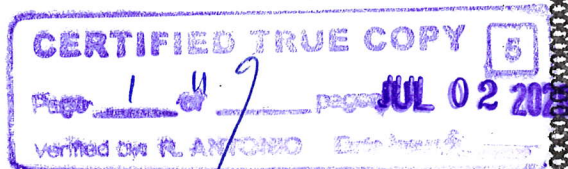
Unless this corporation obtains or already has obtained the appropriate Secondary License from this Commission, this Certificate does not authorize it to undertake business activities requiring a Secondary License from this Commission such as, but not limited to acting as: broker or dealer in securities, government securities eligible dealer (GSED), investment adviser of an investment company, close-end or open-end investment company, investment house, transfer agent, commodity/financial futures exchange/broker/merchant, financing company and time shares/club shares/membership certificates issuers or selling agents thereof. Neither does this Certificate constitute as permit to undertake activities for which other government agencies require a license or permit.

IN WITNESS WHEREOF, I have set my hand and caused the seal of this Commission to be affixed to this Certificate at Mandaluyong City, Metro Manila, Philippines, this 24th day of February, Twenty Fifteen.


FERDINAND B. SALES
Director

Company Registration and Monitoring Department

B:Anelly



by: ICTD_ENDTL_724

on: 2026-06-24 10:31:31

— Registration and Monitoring Department (cfid_application02@sec.gov.ph)

	Republic of the Philippines DEPARTMENT OF FINANCE SECURITIES & EXCHANGE COMMISSION SEC Building, EDSA, Greenhills City of Mandaluyong, 1554	
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51

PAYMENT ASSESSMENT FORM No. 01232015-459847

DATE 01/23/2015		RESPONSIBILITY CENTER (DEPARTMENT) CRMD	
PAYOR: WATEFFRONT PHILIPPINES INCORPORATED PASIG CITY			
NATURE OF COLLECTION	ACCOUNT CODE	AMOUNT	
LRF (A0823)	131	10.00	
AMENDED ARTICLES	606	500.00	
TOTAL AMOUNT TO BE PAID		Php 510.00	
Assessed by: BLESS			
Machine Validation: 20150126-80			

Machine Validation:

003020150126
Jan 23, 2015 03:26PM
PHP 510.00*****

SEC No: null

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Page 2 of 7
Ver 2015 by R. ANTONIO
JUL 02 2020<http://150.150.150.130:8686/secireport/epayment/downloadforms.sx>

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COVER SHEET
COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application

AA01

SEC Registration Number

AS094008678

Company Name

WATERFRONT PHILIPPINES
INCORPORATED

AMENDED TO:
New Company Name

Principal Office (No./Street/Barangay/City/Town)Province)

NOI WATERFRONT DRIVE OFF
SALINAS DRIVE LAHUG CEBU CITY

COMPANY INFORMATION

Company's Email Address

Company's Telephone Number/s

559-0888 loc-811

Mobile Number

CONTACT PERSON INFORMATION

The designated contact person **MUST** be a Director/Trustee/Partner/Officer/Resident Agent of the Corporation

Name of Contact Person

Amando J. Pongavandr

Email Address

Telephone Number/s

6877536

Mobile Number

Contact Person's Address

Unit 3104 Antel Global Corporate Center Julia Vargas, Pasig City

To be accomplished by CRMD Personnel

Assigned Processor

Mr. Arnel

Date

1-23-2023

Signature

Document I.D.

Received by Corporate Filing and Records Division (CFRD)

Forwarded to:

- ☒ Corporate and Partnership Registration Division
- ☐ Green Lane Unit
- ☐ Financial Analysis and Audit Division

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JUL 02 2026

AMENDED
ARTICLES OF INCORPORATION
OF

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

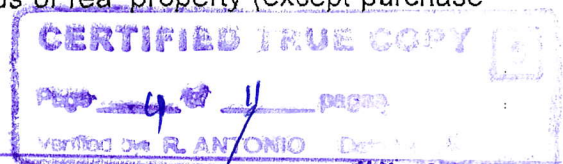
SECOND: That the purposes for which the said corporation is formed are:

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



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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 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.

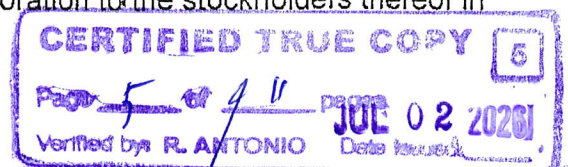
4. To aid in any manner any corporation, association, or trust estate, domestic or foreign, or any firm or individual, any share of stock in which any bonds, debentures, notes, securities, evidences of indebtedness, contracts, or obligations of which are held by or for this corporation directly or indirectly 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 it 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 **No. 1 Waterfront Drive, Off Salinas Drive, Lahug, Cebu City, Philippines.** (As amended a meeting of the Board held on June 02, 2014 and the stockholders' meeting on September 13, 2014)

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:

Name	Nationality	Residence
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	1 st Ave., Tristan Drive Manalac Estate, Bagumbayan, Taguig Riza, Philippines
FELIPE CRUZ, JR.	Filipino	69 Industria., Bagong Bayan Libis Quezon City, Philippines
ANTOINETTE C. TIONKO	Filipino	28 E. Tuchengco St., BF Homes, Parañaque, Metro Manila, Philippines

SIXTH: That the number of directors of said corporation shall be nine (9) and that the names, nationalities, and residences of directors who are to serve until their successors are duly elected and qualified as provided by the by-laws are as follows: (as amended per stockholders' Meeting held on November 26, 201 and Board of Directors Meeting on October 2, 2001)



Amended Articles of Incorporation
Waterfront Philippines, Inc.

Name	Nationality	Residence
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 50430 Kuala Lumpur Malaysia
MANUEL H. OSMENA	Filipino	1 st Ave., Tristan Drive Maralac Estate, Bagumbayan, Taguig Rizal, Philippines
FELIPE CRUZ, JR.	Filipino	69 Industria., Bagong Bayan Libis Quezon City, Philippines
ANTOINETTE C. TIONKO	Filipino	28 E. Tuchengco St., BF Homes, Parañaque, Metro Manila, Philippines

SEVENTH: That the authorized capital stock of said corporation is Five Billion Pesos (P5, 000,000,000.00) Philippine Currency, and said capital stock is divided into Five Billion shares (5,000,000,000.00) with a par value of one peso (P1.00) each. (As amended per Stockholders' Meeting held on August 28, 1999 and Board of Directors Meeting on August 7, 1999)

EIGHT: 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:

Name	Citizenship	No. of Shares	Amount Subscribed
Waterfront Hotel & Resort Sdn Bhd	Malaysian	13,799,500	P13,799,500.00
Chua Ma Yu	Malaysian	100	100.00
Ho Tet Shin	Malaysian	100	100.00
Manual H. Osmeña	Filipino	100	100.00
Felipe Cruz, Jr.	Filipino	100	100.00
Antonette C. Tionko	Filipino	100	100.00
		13,800,000	P 13,800,000.00

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 name:



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Amended Articles of Incorporation
Waterfront Philippines, Inc.

Name			Amount Paid
Waterfront Hotel & Resort Sdn Bhd			P 13,799,500
Chua Ma Yu			100
Ho Tet Shin			100
Manuel H. Osmeña			100
Felipe Cruz, Jr.			100
Antonette C. Tionko			100
			P 13,800,000.00

TENTH: That MANUEL H. OSMENIA 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.

ELEVENTH: The Shareholders shall not have a pre-emptive right to any issues and/or disposition of shares of any class. All new issues shall be at the discretion and disposal of the Board of Directors.

IN WITNESS WHEREOF, we have hereunto set our hands, this 22nd day of September, 1994 at Makati, Philippines.

(SGD) CHUA MA YU
Malaysian Passport No. A5576202 .

(SGD) HO TET SHIN
Malaysian Passport No. A5571645

(SGD) MANUEL H. OSMEÑA

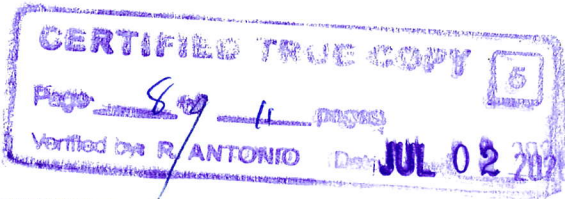
(SGD) FELIPE CRUZ, JR.

(SGD.) ANTONETTE C. TIONKO

Signed in the presence of:

(SGD) ILLEGIBLE

(SGD.) LUIS FRANCO RODRIGO



ACKNOWLEDGMENT

REPUBLIC OF THE PHILIPPINES)
MAKATI) S.S

BEFORE ME, a Notary Public in and for Makati, Philippines, this 22nd day of September, 1994 personally appeared:

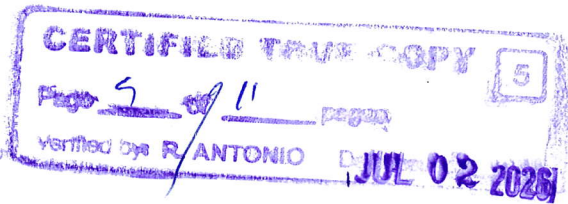
Name	Community Tax Cert. No.	Date & Place Issued
Chua Ma Yu	Malaysian Passport No. A5576202	6-16-92/Kuala Lumpur
Ho Tet Shin	Malaysian Passport No. A551645	5-14-92/Kuala Lumpur
Manuel H. Osmeña	4135325	1-26-94/Mandaue City
Felipe Cruz, Jr.	3615894	3-3-94/Quezon City
Antonette C. Tionko	12759347	2-11-94/Makati, MM

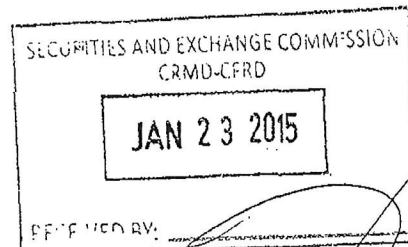
all known to me and to be the same persons who executed the foregoing Articles of Incorporation and they acknowledge to me that the same is their free and voluntary act and deed.

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

(SGD.) RONALD LEGASPI CARREON
Notary Public
Until December 31, 1994
PTR No. 314863, issued at Makati on 1- 19-1994

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





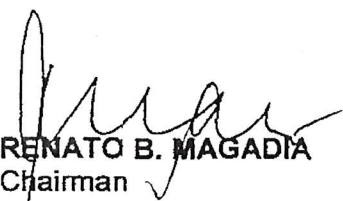
DIRECTORS' CERTIFICATE
of
WATERFRONT PHILIPPINES, INC.

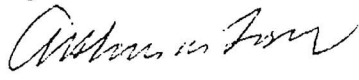
We, the Chairman, the Secretary and a majority of the members of the Board of Directors of WATERFRONT PHILIPPINES, INC. (the "Corporation"), hereby certify that in the annual stockholders' meeting held on September 13, 2014 at No. 1 Waterfront Drive, Off Salinas Drive, Lahug, Cebu City, Philippines and in a regular board meeting held on June 2, 2014 at Manila Pavilion Hotel, United Nations Avenue corner Ma. Orosa Street, Ermita, Manila, at least two-thirds (2/3) of all the outstanding capital stock of the Corporation and a majority of the Directors approved the amendment of Article Third of the Articles of Incorporation of the Corporation such that Article Third as amended shall read as follows:

"THIRD: The place where the principal office of the Corporation is to be established is at No. 1 Waterfront Drive, Off Salinas Drive, Lahug, Cebu City, Philippines."

The amendment to Article Third has been duly incorporated in the proposed Amended Articles of Incorporation of the Corporation, a true and correct copy of which is hereto attached.

IN WITNESS WHEREOF, we have hereunto set our hands this DEC 19, 2014 day of December 2014 at PASIG.

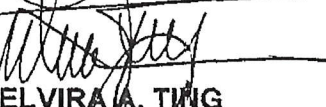

RENATO B. MAGADIA
Chairman


ARTHUR M. LOPEZ
Director

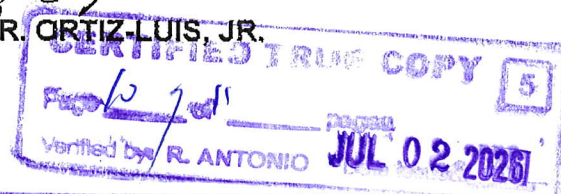

LAMBERTO B. MERCADO, JR.
Director


ARTHUR R. PONSARAN
Corporate Secretary


KENNETH T. GATCHALIAN
President


ELVIRA A. TING
Director


SERGIO R. ORTIZ-LUIS, JR.
Director



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DEE HUA GATCHALIAN
Director


RENO MAGADIA
Director

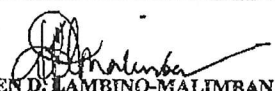

RUBEN D. TORRES
Director

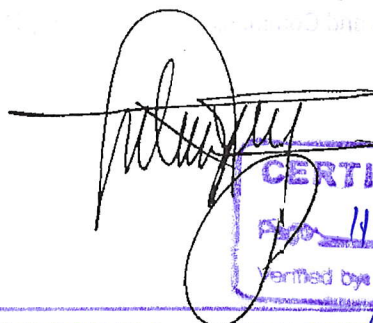
REPUBLIC OF THE PHILIPPINES)
PASIG) SS.

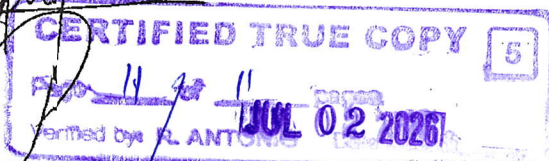
SUBSCRIBED AND SWORN TO before me this DEC 19 2014 th day of December 2014, PASIG
affiants exhibiting to me their Government ID/TIN Nos. as follows:

Name	Gov't ID No./TIN	
Renato B. Magadia	100-942-390	Bureau of Internal Revenue
Dee Hua Gatchalian	117-922-138	Bureau of Internal Revenue
Kenneth T. Gatchalian	167-406-526	Bureau of Internal Revenue
Elvira A. Ting	117-922-153	Bureau of Internal Revenue
Reno Magadia	165-603-376	Bureau of Internal Revenue
Lamberto B. Mercado, Jr.	127-640-176	Bureau of Internal Revenue
Arthur M. Lopez	181-980-515	Bureau of Internal Revenue
Sergio R. Ortiz-Luis, Jr.	107-846-762	Bureau of Internal Revenue
Ruben D. Torres	135-071-068	Bureau of Internal Revenue
Arthur R. Ponsaran	127-640-176	Bureau of Internal Revenue

Doc. No. 502;
Page No. 102;
Book No. 1;
Series of 2014


KAYE COLEEN D. LAMBINO-MALIMBAN
Notary for Pasig
App. No. 242 (2014-2015); Until 12/31/15
Roll of Attorney's No. 63250
IBP No. 968002; 03/26/14; Quezon City
PTR No. 9860452; 05/20/14; Pasig City
3104 Antel Global Corporate Center
Julia Vargas Ave., Ortigas Center Pasig City





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