SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

**CURRENT REPORT UNDER SECTION 17
OF THE SECURITIES REGULATION CODE
AND SRC RULE 17.2(c) THEREUNDER**

1. **August 19, 2026**
   Date of Report (Date of earliest event reported)

2. SEC Identification Number **AS0948678**

3. BIR Tax Identification No. **D80003978254NV**

4. **WATERFRONT PHILIPPINES, INCORPORATED**
   Exact name of issuer as specified in its charter

5. **METRO MANILA PHILIPPINES**
   Province, country or other jurisdiction of incorporation

6. ______ (SEC Use Only)
   Industry Classification Code:

7. **NO. 1 WATERFRONT DRIVE, OFF SALINAS DRIVE, LAHUG CEBU CITY** **6000**
   Address of principal office — Postal Code

8. **855-901-29**
   Issuer's telephone number, including area code

9. **N/A**
   Former name or former address, if changed since last report

10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
COMMON	**2,498,991,753**

11. Indicate the item numbers reported herein: .... one (1)

Board Approval of setting of Annual Stockholders Meeting dated August 13, 2025

Item 9. Board Approval dated August 19, 2026 of Setting of Annual Stockholders' Meeting (ASM) for the year 2026

Approval of the Setting and Agenda of Annual Stockholders' Meeting (ASM) for the year 2026 of the Corporation, to be held on Wednesday, September 30, 2026, at 10:00 A.M. at No. 1 Waterfront Drive, Off Salinas Drive, Lahug, Cebu City, Philippines, to take up the following matters, as follows:

1. Approval of the Minutes of the previous Annual Stockholders' Meeting dated September 25, 2025;
2. Ratification of the Acts of the Board and Management for the year 2025;
3. President's Report to the Stockholders and Approval of the Annual Report and Audited Financial Statements for the year ended December 31, 2025;
4. Election of the Board of Directors to serve for the Term 2026-2027;
5. Authority to Amend the By-Laws Article II, Meetings of the Stockholders, Section 1, changing the schedule of the Annual Stockholder Meeting from LAST DAY OF SEPTEMBER OF EACH YEAR to LAST FRIDAY OF SEPTEMBER OF EACH YEAR
6. Appointment of External Auditor;
7. Appointment of External Counsels; and
8. Other business/corporate matters;

SIGNATURES

Pursuant to the requirements of the Securities Regulation Code, the issuer has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

WATERFRONT PHILIPPINES, INC.	**August 19, 2026**
Issuer	Date

ARTHUR R. PONSARAN
Corporate Secretary

REPUBLIC OF THE PHILIPPINES)
PASIG CITY) SS.

SECRETARY'S CERTIFICATE

I, **ARTHUR R. PONSARAN**, Filipino, of legal age, with office address at Unit 3104, 31/F Antel Global Corporate Center, #3 Dona Julia Vargas Avenue, Ortigas Center, Pasig City, Metro Manila, after having been duly sworn to in accordance with law, do hereby certify as follows:

1. I am the Corporate Secretary of **WATERFRONT PHILIPPINES INCORPORATED**, a corporation duly organized and existing under Philippine Laws with principal office located at No. 1 Waterfront Drive, Off Salinas Drive, Lahug, Cebu (the "Corporation");

2. At a meeting of the Board of Directors of the Corporation held via remote communication on **August 19, 2026** at which meeting a majority was present and acted throughout, unanimously passed and approved the following resolutions;

   RESOLVED, AS IT IS HEREBY RESOLVED, in accordance with the By-Laws of **WATERFRONT PHILIPPINES, INC.** (the "Corporation"), the Board of Directors, hereby approve the setting of a schedule of the Annual Meeting of Stockholders (ASM) of the Corporation for the year 2026 on **September 30, 2026** at 10:00 A.M. at the Waterfront Cebu City Hotel located at No. 1 Waterfront Drive, Off Salinas Drive, Lahug, Cebu City, Philippines.

   RESOLVED, that the record date for the purpose of determining the stockholders who are entitled to vote in said ASM is **September 07, 2026** and the stock and transfer book will be closed from **September 07, 2026** to **September 30, 2026** at 9.50 A.M.

   RESOLVED FINALLY, that these resolutions shall be provided/disclosed to Philippine Stock Exchange and Securities and Exchange Commission.

3. The forgoing statements are true and correct and in accordance with the records of the Corporation.

Done this AUG 19 2026 2026, Pasig City.

ARTHUR R. PONSARAN
Corporate Secretary

SUBSCRIBED AND SWORN to before me this ____ day of AUG 19 2026 at Pasig City, Philippines, affiant exhibiting to me his competent evidence of identity tax identification number 127-640-176, issued by the Bureau of Internal Revenue.

Doc. No. 7;
Page No. 3;
Book No. VV;
Series of 2026

ATTY. JOMAR M. HIZOLA
NOTARY PUBLIC
Cities of Pasig, San Juan, Pateros, Metro Manila
3803 38th Flr., Corporate Finance Plaza Bldg.
Ruby Rd. cor. Topaz Rd. Ortigas Center, Pasig City
Appointment No. 207; Until Dec 31, 2026
SC. Roll No. 81022; May 21, 2022
PTR No. 3993001; 01/14/2026 Pasig City
IBP No. 588574; 01/05/2026 IBP Manila I
MCLE No. VIII-0006903; Feb 20, 2024 - Apr 14, 2028

WATERFRONT
PHILIPPINES

Dear Stockholder:

In accordance with the By-Laws Article II Section 1, please be informed that the Annual Meeting of the Stockholders (ASM) of **WATERFRONT PHILIPPINES, INCORPORATED.** (the "Corporation"), will be held on Wednesday, **September 30, 2026**, at 10:00 A.M. at No. 1 Waterfront Drive, Off Salinas Drive, Lahug, Cebu City, Philippines to pass upon the following matters:

1. Call to Order;
2. Certification of Notice and Quorum;
3. Approval of the Minutes of the previous Annual Stockholders' Meeting dated September 26, 2025;
4. Ratification of the Acts of the Board and Management for the year 2025;
5. President's Report to the Stockholders and Approval of the Annual Report and Audited Financial Statements for the year ended December 31, 2025;
6. Election of the Board of Directors to serve for the Term 2026-2027;
7. Authority to Amend the By-Laws Article II, Meetings of the Stockholders, Section 1, changing the schedule of the Annual Stockholder Meeting from LAST DAY OF SEPTEMBER OF EACH YEAR to LAST FRIDAY OF SEPTEMBER OF EACH YEAR
8. Appointment of External Auditor;
9. Appointment of External Counsels;
10. Other business/corporate matters; and
11. Adjournment.

As fixed by the Board of Directors, the record date for the purpose of determining the stockholders of record who are entitled to vote in said stockholders' meeting is **September 07, 2026**. The Stock and Transfer Book of the Corporation will be closed on **September 07,** to **September 30, 2026** at **9:50 A.M**.

If you are not attending, you may submit a PROXY instrument to the office of the Corporate Secretary or to the Stock Transfer Agent of this Corporation at the address stated below. Stockholders whose shareholdings are lodged with the Philippine Central Depository are reminded to secure a certification of their shareholdings from their respective stockbrokers. Corporate stockholders are requested to attach to the PROXY instrument, their respective Board Resolutions in support of their proxies. Deadline for submission of proxies is on or before 9:50 A.M on **September 30, 2026.** The proxy form is hereto attached as Annex "A

On the day of the meeting, you or your proxy are hereby required 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.

WATERFRONT
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For those stockholders who is unable to be physically present during the meeting may vote in absentia or send a representative with proxy. Stockholders voting in absentia shall be considered present for purposes of determining quorum. Stockholders who wish to vote in absentia shall likewise register online at this link – https://us06web.zoom.us/launch/jc/88961687042, Meeting ID: 889 6168 7042, Passcode: 110174, on or before September 25, 2026. Subject to registration and validation procedures, stockholders who registered to vote in absentia may cast their votes to the link herein provided or via chat box.

A video and audio recording of the meeting will be taken in accordance with the requirements of the Securities and Exchange Commission. Electronic copies of the Information Statement, Management Report, SEC Form 17A and other pertinent documents are available on the: (a) on the Company's website; and (b) the PSE Edge.

Stockholders may submit written nominations for directors to the Corporate Secretary by mail or email at the addresses mentioned below not later than September 15, 2026. All nominations shall be in writing duly signed by the nominating stockholders or their duly authorized (in writing) representatives, with the written acceptance of the nominee. The nomination form is attached herewith as Annex "B". A copy of a valid government-issued identification card with photo of the nominee shall likewise be enclosed. All nominees for Directors and Independent Directors shall possess the qualifications and none of the disqualifications prescribed by law and the Corporation's policies. If a nominee for Independent Director, the nominee shall likewise submit a duly accomplished Certificate of Qualification in the form prescribed by the Securities and Exchange Commission in its Memorandum Circular No. 5, Series of 2017 dated March 7, 2017.

WE ARE NOT SOLICITING YOUR PROXY.

Pasig City, Philippines, August 19, 2026

ARTHUR R. PONSARAN
Corporate Secretary
Office address:
Unit 3104, 31st Floor Antel Global Corporate Center
#3 Dona Julia Vargas Avenue
Ortigas Center, Barangay San Antonio, Pasig City
Philippines, 1600

WATERFRONT PHILIPPINES INCORPORATED
Principal Office Address
No. 1 Waterfront Drive
Off Salinas Drive, Lahug
Cebu City, Philippines
Email address: https://www.waterfronthotels.com.ph/investor_relations/

WATERFRONT
PHILIPPINES

STOCK TRANSFER SERVICE, INC.
6784, Unit D 34th Floor Rufino Pacific Tower
Ayala Avenue, Makati City, 1200 Metro Manila
Phone: (02) 8403 2410/ 8403-2412
Email address: mccapoy@stocktransfer.com.ph

WATERFRONT
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ANNEX "A"

WATERFRONT PHILIPPINES INCORPORATED,

PROXY FORM

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned, a stockholder of **WATERFRONT PHILIPPINES INCORPORATED**, do hereby name, constitute and appoint:

Mr. ______________________________, or in his absence
Mr. ______________________________, or in his absence

the Chairman of the shareholders' meeting, as his/her/its true and lawful attorney-in-fact for and in his/her/its name, place and stead, to do and perform the following acts and things, to wit:

To attend, be present and represent the undersigned at the stockholders' meeting to be held on **September 30, 2026 AT 10.00 A.M.** or any adjournment as well as any and all meetings of the stockholders of **WATERFRONT PHILIPPINES INCORPORATED** including any adjournment or postponement thereof; take part in the deliberations thereon; vote any and all shares that the undersigned now owns or may hereafter own in said Corporation in any matter, motion, resolution that may be taken up in said meeting/s in such manner as his/her/its aforesaid attorney-in-fact shall deem acceptable in the premises.

HEREBY GIVING AND GRANTING unto the said attorney-in- fact full power and authority to do and perform any and every act requisite or proper to be done in or about the premises, as fully to all intents as the undersigned might or could lawfully do if personally present and acting in person; and hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

The power and authority herein granted shall remain in full force and effect until specifically revoked through notice in writing delivered to the Secretary of the Corporation at any time before the meeting.

__________________________, _______________ 2026

PRINTED NAME OF STOCKHOLDER ______________________________

SIGNATURE OF STOCKHOLDER ______________________________

ANNEX "B"

WATERFRONT
PHILIPPINES

WATERFRONT PHILIPPINES INCORPORATED

NOMINATION FORM

____
Name of Nominee

Please check the box and fill up properly:

☐ Nominee for Independent Director (Note: Please submit Certificate of Qualification)
☐ Not Nominee for Independent Director

Personal Information:

Citizenship: ________________ Age: _______
Date of Birth: ________________ Place of Birth: ________________
Marital Status ________________ Name of Spouse: ______________
Residential Address: ____
Tel. No.: ____________ Cell. No.: ______________
Office Address: ____
Tel. No.: ____________ Cell. No.: ____________________

Educational Background/Attainment:	
Work and/or Business Experience:	
Company/Current Position/Affiliations	
Stockholdings (indicate direct and indirect shares)	

Name of Nominator-Stockholder or Authorized Representative: ____________________

Relation of Nominee and Nominator: ________________________________

Conformity and acceptance:

______________________________ ______________________________
Nominee Nominator

____
Witness