

Re: WATERFRONT PHILIPPINES INC._SEC FORM 17-Q_14 AUG 2024 □

ICTD Submission <ictdsubmission+canned.response@sec.gov.ph>

Wed 8/14/2024 9:22 PM

To:Pitchie Maambong <p.maambong@waterfronthotels.net>

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COMPANIES -----

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1. 17-A 6. ICA-QR 11. IHAR 16. 39-AR 21. Monthly Reports
2. 17-C 7. 23-A 12. AMLA-CF 17. 36-AR 22. Quarterly Reports
3. 17-L 8. 23-B 13. NPM 18. PNFS 23. Letters
4. 17-Q 9. GIS-G 14. NPAM 19. MCG 24. OPC (Alternate Nominee)
5. ICASR 10. 52-AR 15.BP-FCLC 20.S10/SEC-NTCE-EXEMPT

Further, effective 01 July 2023, the following reports shall be submitted through <https://efast.sec.gov.ph/user/login>.

1. FORM MC 18 7. Completion Report
2. FORM 1 - MC 19 8. Certificate-SEC Form MCG- 2009
3. FORM 2- MC 19 9. Certificate-SEC Form MCG- 2002, 2020 ETC.
4. ACGR 10. Certification of Attendance in Corporate Governance
5. I-ACGR 11. Secretary's Certificate Meeting of Board Directors (Appointment)
6. MRPT

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Filing and Submission Tool (eFAST) at

<https://efast.sec.gov.ph/user/login> :

1. AFS 7. IHFS 13. SSF
2. GIS 8. LCFS 14. AFS with Affidavit of No Operation
3. BDFS 9. LCIF 15. AFS with NSPO Form 1,2, and 3
4. FCFS 10. OPC_AO 16. AFS with NSPO Form 1,2,3 and 4,5,6
5. FCIF 11. PHFS 17. FS - Parent
6. GFFS 12. SFFS 18. FS – Consolidated

For the submission and processing of compliance in the filing of Memorandum Circular No. 28 Series of 2020, please visit this link –

<https://apps010.sec.gov.ph/>

For your information and guidance.

Thank you.

COVER SHEET

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SEC Registration Number

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(Company's Full Name)

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(Business Address : No. Street City / Town / Province)

RICHARD L. RICARDO														
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Contact Person

(02) 8706-7888									
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Company Telephone Number

1	2
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Month

3	1
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Day

SEC Form 17 - Q

FORM TYPE

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Month

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Day

Annual Meeting

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Secondary License Type, If Applicable

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Dept. Requiring this Doc.

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Amended Articles Number/Section

4	2	9
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Total No. of Stockholders

Total Amount of Borrowings

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Domestic

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Foreign

To be accomplished by SEC Personnel concerned

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SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-Q

QUARTERLY REPORT PURSUANT TO SECTION 17 OF THE SECURITIES
REGULATION CODE AND SRC RULE 17(2)(b) THEREUNDER

1. For the quarterly period ended **June 30, 2024**
2. Commission identification number **AS0948678** 3. BIR Tax Identification No. **D80003978254N**
4. Exact name of issuer as specified in its charter
WATERFRONT PHILIPPINES, INC.
5. Province, country or other jurisdiction of incorporation or organization **PHILIPPINES**
6. Industry Classification Code: (SEC Use Only)
7. Address of issuer's principal office Postal Code
NO. 1 WATERFRONT DRIVE, OFF SALINAS DRIVE, LAHUG, CEBU CITY 6000
8. Issuer's telephone number, including area code
032 - 2326888
9. Former name, former address and former fiscal year, if changed since last report
NOT APPLICABLE

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

Title of each Class amount outstanding	Number of shares of common stock outstanding and of debt
COMMON SHARES – P 1.00 PAR VALUE	2,498,991,753

11. Are any or all of the securities listed on a Stock Exchange?

Yes No

If yes, state the name of such Stock Exchange and the class/es of securities listed therein:

THE PHILIPPINES STOCK EXCHANGE

12. Indicate by check mark whether the registrant:

(a) has filed all reports required to be filed by Section 17 of the Code and SRC Rule 17 thereunder or Sections 11 of the RSA and RSA Rule 11(a)-1 thereunder, and Sections 26 and 141 of the Corporation Code of the Philippines, during the preceding twelve (12) months (or for such shorter period the registrant was required to file such reports)
Yes No

(b) has been subject to such filing requirements for the past ninety (90) days.
Yes No

Waterfront Philippines, Incorporated

PSE Disclosure Form 17-2 - Quarterly Report References: SRC Rule 17
and

Sections 17.2 and 17.8 of the Revised Disclosure Rules

For the period ended	June 30, 2024
Currency (indicate units, if applicable)	PESO

Balance Sheet		
	Period Ended	Calendar Year Ended (Audited)
	June 30, 2024	December 31, 2023
Current Assets	5,202,254,552	4,858,219,040
Total Assets	23,172,134,430	20,680,387,508
Current Liabilities	8,041,203,745	2,658,409,343
Total Liabilities	13,254,147,067	7,978,075,029
Retained Earnings/(Deficit)	4,073,360,153	2,517,958,256
Stockholders' Equity	9,917,987,363	12,702,312,479
Stockholders' Equity - Parent	8,111,327,979	11,244,892,507
Book Value per Share	3.97	4.50

<u>Income Statement</u>	Current Year (April - June)	Previous Year (April - June)	Current Year-to- Date	Previous Year-to- Date
Operating Revenue	448,168,290	504,800,156	871,546,336	837,344,120
Other Income	49,442,527	(13,364,818)	59,248,530	25,145,626
Gross Revenue	497,610,817	491,435,337	930,794,866	862,489,747
Operating Expense	320,665,723	320,724,921	599,957,551	546,066,448
Other Expense	112,612,476	190,641,512	215,505,599	246,420,313
Gross Expense	433,278,198	511,366,433	815,463,149	792,486,761
Net Income/(Loss) Before Tax	64,332,618	(19,31,096)	115,331,716	70,002,985
Income Tax Expense	17,320,948	5,019,083	17,349,797	5,019,083
Net Income/(Loss) After Tax	47,011,670	(24,950,179)	97,981,919	64,983,903
Net Income Attributable to Parent Equity Holder	28,462,816	(15,105,874)	59,322,321	84,501,477
Earnings/(Loss) Per Share (Basic)	0.019	(0.006)	0.039	0.034
Earnings/(Loss) Per Share (Diluted)	-	-	-	-

	Current Year (Trailing 12 months)	Previous Year (Trailing 12 months)
Earnings/(Loss) Per Share (Basic)	0.24	0.26
Earnings/(Loss) Per Share (Diluted)	0.24	0.26

Financial Ratios	Formula	Current Year June 30, 2024	Previous Year December 31, 2023
Liquidity Analysis Ratios			
Current Ratio or Working Capital Ratio	Current Assets/Current Liabilities	0.647	1.827
Quick Ratio	(Current Assets - Inventory - Prepayments)/ Current Liabilities	0.597	0.620
Solvency Ratio	Total Assets / Total Liabilities	1.748	0.083
Financial Leverage Ratios			
Debt Ratio	Total Debt / Total Assets	0.572	0.386
Debt-to-Equity Ratio	Total Debt / Total Stockholders' Equity	1.336	0.709
Interest Coverage	Earnings Before Interest and Taxes (EBIT) / Interest Charges	0.000	0.000
Asset to Equity Ratio	Total Assets / Total Stockholders' Equity	2.336	1.839
Profitability Ratios			
Gross Profit Margin	Sales - Cost of Goods Sold or Cost of service/ Sales	35.54%	36.59%
Net Profit Margin	Net Profit / Sales	10.53%	2.14%
Return on Assets	Net Income / Total Assets	0.42%	1.90%
Return on Equity	Net Income / Total Stockholders' Equity	0.99%	3.40%
Price / Earnings Ratio	Price Per Share / Earnings Per Common Share	0.000	0.000
Book Value	Total Common Stockholder's Equity-Parent/No. of Common Shares	3.969	4.500

PART I--FINANCIAL INFORMATION

Item 1. Financial Statements.

Please refer to Annex A.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

Please refer to Annex B.

WATERFRONT PHILIPPINES, INCORPORATED AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Organization and Status of the Business

Corporate Information

Waterfront Philippines, Incorporated (the Parent Company) was incorporated in the Philippines, registered with the Philippine Securities and Exchange Commission (SEC) in September 1994, and is listed on the Philippine Stock Exchange (PSE stock symbol: WPI). The Parent Company is 45%-owned by The Wellex Group, Inc. (TWGI), an entity similarly registered and domiciled in the Philippines. The Parent Company holds equity interests in hotels and resorts, a fitness gym, entities engaged in the international marketing and promotion of casinos, manufacturing of pastries, and hotel management and operations.

The following subsidiaries (together with the Parent Company collectively referred to as the Group) were incorporated in the Philippines, except for Waterfront Promotion Ltd. (WPL) and Club Waterfront International Limited (CWIL), which were registered in the Cayman Islands:

	Percentage of Ownership	
	Direct	Indirect
Hotels and Resorts		
Waterfront Cebu City Casino Hotel, Incorporate (WCCCHI)	100	-
Waterfront Mactan Casino Hotel, Incorporated (WMCHI)	100	-
Waterfront Iloilo Hotel Inc. (WIHI)	100	
Waterfront Puerto Princesa Hotel, Inc. (WPPHI)	100	
Davao Insular Hotel Company, Inc. (DIHCI)	98	-
Acesite (Phils.) Hotel Corporation (APHC)	56	-
Grand Ilocandia Resort and Development, Inc. (GIRDI)	54	-
Real Estate		
Acesite Realty, Inc.	-	56
Fitness Gym		
Waterfront Wellness Group, Inc. (WWGI)	100	-
International Marketing and Promotion of Casinos		
Waterfront Promotion Limited (WPL)	100	-
Mayo Bonanza, Inc. (MBI)	100	-
Club Waterfront International Limited (CWIL) - through direct ownership in WPL	-	100
Waterfront Horizon Corporation (WHC) – previously known as Waterfront Entertainment Corporation (WEC)	100	-
Pastries Manufacturing		
Waterfront Food Concepts Inc. (WFC)	100	-
Hotel Management and Operation		
Waterfront Hotel Management Corp. (WHMC)	100	-
Pavillion Enterprises Corp. (through direct ownership in APHC)	100	56
Pavillion Leisure and Entertainment Corp. (through direct ownership in APHC)		56
Investment Holding Company		
Waterfront Cebu Ventures, Inc. (WCVI)	100	-

Hotel

Waterfront Cebu City Casino Hotel, Inc

WCCCHI was incorporated in September 1994 to manage and undertake operations of Waterfront Cebu City Hotel and Casino (WCCHC). WCCCHI opened the doors of WCCHC in January 1998, with 158 guestrooms, a convention center known as the Waterfront Convention Center, and an Entertainment Block. Located in this Entertainment Block are several restaurants, and a casino operated by the Philippine Amusement and Gaming Corporation. By the last quarter of 1999, the hotel had grown with a total of 561 rooms.

- **Waterfront Convention Center- (WCC)**

Waterfront Convention Center was previously known as Cebu International Convention Center and is a six-storey building, especially designed to adapt to any event size and purpose. The WCC has a total gross area of 40,587 square meters and has been in operation since January 1998. Major amenities of the center include eleven (11) function rooms and two (2) Grand Ballrooms with a seating capacity of 4,000. WCC is the only convention and exhibition center of international standard in Cebu City.

- **Entertainment Block**

The Entertainment block is a six-storey building with a total gross area of 34,938 square meters. It is comprised of nine (9) Food and Beverage entertainment outlets, an 11,000 square meters of public and international gaming area that includes the "Casino Filipino," and 62 hotel rooms and suites.

- **Hotel Tower Block**

The Hotel Tower block is a 22-storey building with a total gross area of 44,334 square meters. It consists of a podium containing the lobby, a food and beverage outlet, a reception, a shopping arcade, three (3) press function rooms, and a high-rise block of 499 hotel rooms and suites.

The Hotel, with its fairytale-inspired façade, is conveniently located in the center of Cebu City and is within easy reach of key business, commercial and shopping districts. On a regular day, the hotel is just 45 minutes away from the Mactan International Airport.

Waterfront Cebu City Hotel & Casino has elegantly designed and well-appointed guest rooms and suites. The 18th Floor is the Waterfront Ambassador Club with a two floor Club Lounge exclusively for Ambassador Floor guests. Waterfront Ambassador Club guests enjoy butler service, complimentary business services and a business boardroom fit for a group of up to 8 people, equipped with a built-in LCD projector, a roll-up screen, PA and recording system, a local area network (LAN) and a poly communication system. The 2nd floor lounge is equipped with 3 computers stations, where guests can avail themselves of complimentary WIFI access, flat-screen television entertainment, an array of lifestyle and business magazines as well as newspapers and board games.

The hotel houses a 10,000-square meter convention center, which is the largest convention center in the

Visayas and Mindanao and is designed to adapt to multiple types of events. The convention center is equipped with 11 function rooms, 2 executive board rooms, and 2 Grand Ballrooms, capable of seating 4,000 people each. The center has played host to a myriad of national as well as regional events, conventions and conferences.

Waterfront Cebu City Hotel and Casino operates 9 F&B outlets, including a hotel coffees shop, a Japanese restaurant, an Italian restaurant and a poolside snack bar. The hotel has a fully functional business center paired with flat-screen computers, internet access and private boardrooms. The lobby renovation was inspired to fulfill two main objectives: first, to transform the former single dimension grand lobby into a multi-dimensional lifestyle-concept space that would enhance guests experience when dining and lounging in the lobby; and second, to improve foot traffic patterns. This second objection was achieved with the construction of larger check-in areas and through the usage maximization the Lobby's three entrances. Waterfront Cebu City Hotel and Casino's massive, high-ceilinged lobby has always been its principal attraction and is touted as the largest hotel lobby in Visayas Mindanao area. Spanning 22 meters wide, 96 meters in long and 35 meters high and

crisscrossed by hundreds of people each day, the hotel's grand lobby sets the whizzing pulse for the hotel and dictates its overall ambiance. Apart from improvements to the general structure of the lobby, the Lobby Lounge itself offers an all-day dining, with glass panels semi-closing each side of the lounge. Fully equipped bar areas have also been installed in the middle of each of the lounge's two sections, ensuring diners more efficient and prompt service. To enhance the overall guest experience, the hotel has put together additional features such as nightly entertainment from the city's top performers, and soulful afternoon music by soloists. Among the hotel's newest pride comes in the form of delectable, sweet treats, introducing Lobby Lounge's other service concepts.

To complement the Hotel's main lobby, a group check-in counter was dedicated solely to corporate and travel groups. This will not only declutter the lobby layout and allow the addition of other exciting tenant areas, but also increase operational efficiency.

Waterfront Mactan Casino Hotel, Inc

Waterfront Mactan was incorporated in September 1994 to operate the Waterfront Mactan Island Hotel and Casino (WMIHC). This hotel is located right across Mactan-Cebu International Airport, on a land area of approximately 3.2 hectares. The hotel features 166 rooms and suites, 3 food-and-beverage and entertainment outlets, with a total built-up area of 38,000 square meters. WMIHC has made Cebu the only city in Southeast Asia that offers casino facilities to transients while waiting for their flights.

The hotel is conveniently just a ten-minute drive to the Mactan Industrial Zone, a thirty-minute drive to the beaches of Mactan Island and just 45 minutes away from Cebu City's shopping and financial district.

In 2016, the property extended the Annex parking to provide more slots for the guests.

Davao Insular Hotel Company, Inc. or Waterfront Insular Hotel Davao, Inc

Davao Insular Hotel Company Inc. was incorporated in the Philippines in July 1959 to engage in the operation of hotel and related hotel businesses. The hotel is a 98% owned subsidiary of Waterfront Philippines, Incorporated and is operating under its trade name Waterfront Insular Hotel Davao. The hotel is approximately 25 minutes from the downtown area. Nestled along the picturesque Davao Gulf, its open-air corridors provide a refreshing view of the hotel's beautifully landscaped tropical garden and the sea.

With a greater land area than any other hotel facility in the city, it is unmatched in servicing large business meetings, conventions, and exhibition groups. The hotel consists of four low-rise buildings with 159 guest rooms and suites, 5 function rooms, 5 F&B outlets and a gym. Every room opens to a lanai overlooking a lush garden the blue waters of the Davao Gulf or a scenic coconut grove. Features included in the hotel are the 5 gazebos located along the beach area. The hotel is every guest's gateway to the diverse, colorful and rich cultural heritage of Davao City.

Acesite (Phils.) Hotel Corporation

The principal property of Acesite (Phils.) Hotel Corporation (PSE stock symbol: ACE) is a 22-storey building previously known as the Manila Pavilion Hotel located at the corner of United Nations Avenue and Maria Y. Orosa Street in Ermita, Manila. This hotel, now renamed Waterfront Manila Hotel and Casino, had approximately 500 rooms, several restaurants and large banquet facilities. In addition, the Casino Filipino – Pavilion, owned and operated by PAGCOR, occupied part of the lower floors of the building.

ACE has a 100% owned subsidiary known as Acesite Realty Inc. (ARI), which owns the 6,500 sq.m. land on which the Manila Pavilion Hotel stands.

In March 2018, a major fire broke out at the Manila Pavilion Hotel prompting management to suspend operations. Reconstruction is currently underway.

Waterfront Hotel Management Corporation (previously Waterfront Management Corp.)

G-Hotel by Waterfront located in 2090 Roxas Boulevard, Malate Manila was managed by Waterfront Management Corporation in 2006. In October 2014, the BOD of WHMC approved the cessation of the Company's business operations in Roxas Boulevard. Consequently, the Company's activities were confined mainly to the collection of receivables, settlement of liabilities, and other administrative matters. In February 2022, WHMC entered into an agreement to purchase 35,216 sq. m. of property in the Puerto Azul resort complex in Ternate, Cavite for future development of a proposed resort.

Mayo Bonanza, Inc.

Mayo Bonanza, Incorporated (MBI), a 100% owned subsidiary of WPI was incorporated in November 1995 in the Philippines with principal activities in the operation and management of amusement, entertainment, and recreation businesses. MBI was positioned to extend the gaming business of the Company and as such, the company had entered into a slot machine arcade agreement with the Philippine Amusement and Gaming Corporation (PAGCOR) in Sta. Cruz, Manila. However, in May 2016, the BOD of MBI approved the cessation of the Company's business operations effective July 2016.

Waterfront Horizon Corporation (previously Waterfront Entertainment Corporation)

WHC established the country's first integrated hotel reservations and booking system featuring a full-service Central Reservation Office. This service ranges from systems and solutions specializing in the operations hotel framework. It offers specialized hotel consultancy services to hotel owners, operator's brands, developers, lenders and investors with the support of hand-picked networks of experts covering all elements of the hotel or hospitality business within a global perspective. Recently, WHC entered into agreements for the option to purchase approximately 9 hectares of property at the Manila Waterfront City, a reclamation project of the City of Manila in the Manila Bay, once the reclamation project is completed.

Waterfront Food Concepts, Inc.

Waterfront Food Concepts, Inc. is a pastry business, catering to pastry requirements of Waterfront Cebu City Casino Hotel, Inc. The property is located in the lobby level of the hotel. It started its operation in May of 2006. Its pastry products include cakes, cookies and sandwiches. The subsidiary has already catered to most of the renowned coffee shops in the city of Cebu.

Waterfront Wellness Group, Inc.

This subsidiary is located in the Ground Level of Waterfront Cebu City Casino Hotel occupying 617.53 square meters. Previously Citigyms and Wellness, Inc. is a fully equipped gym with specialized trainers and state of the art equipment. The gym offers a variety of services from aerobic instructions to belly dancing, boxing, yoga classes, spinning and a lot more. It also has its own nutritionist/dietician. Its highly trained therapists perform massage and spa services to guests within the hotel.

Citigym entices the public by opening The Citigym Hit Zone. This is Citigym's "Do It Right" and smart solution to Cebu's growing interest in high intensity workout routines.

Grand Ilocandia Resort and Development, Inc.

As of March 31, 2000, the Company carried its investments in GIRDI at cost since it intended to dispose of such investment in the near future. In November 2000, GIRDI sold all its property and equipment, inclusive of the hotel facilities and related operating assets and the investment in marketable securities.

Waterfront Promotions Limited/Club Waterfront International Limited

Waterfront Promotion Ltd. was incorporated in March 1995, under and by virtue of the laws of Cayman Islands to act as the marketing arm for the international marketing and promotion of hotels and casinos under the trade name of Club Waterfront International Limited (CWIL). It is a wholly owned subsidiary of

the Parent Company. In September 2001, the company participated in a joint venture with Jin Lin Management Corporation to market to foreign high rollers under the marketing programs of PAGCOR. This joint venture was terminated in April 2002.

The operations for Waterfront Promotions Limited and likewise for Club Waterfront International Limited had ceased in March 2003 due to the bleak market.

Waterfront Iloilo Hotel Inc.

Waterfront Iloilo Hotel Inc. (WIHI) was incorporated and registered with the Philippine Securities and Exchange Commission in March 2019 primarily to operate and manage a resort hotel and a restaurant in Iloilo. WIHI had entered into an agreement for the purchase of 35,061 sqm. of property in Jaro, Iloilo, for the purpose of developing a hotel complex. The Company is a wholly owned subsidiary of the Parent Company.

As of June 30, 2024, the Company has not yet started its commercial operations. The Company's registered office address is on the 7th Floor Manila Pavilion Hotel, U.N. Avenue corner Ma. Orosa, Barangay 666, Ermita, City of Manila, NCR, Philippines, 1000.

Waterfront Puerto Princesa Hotel, Inc.

Waterfront Puerto Princesa Hotel, Inc. (WPPHI) was incorporated and registered with the Philippine Securities and Exchange Commission in May 2017 primarily to operate hotels in Palawan. WPPHI owns a 9,687 sqm. property in Puerto Princesa, Palawan, for future development into a hotel complex. The Company is a wholly owned subsidiary of the Parent Company.

As of March 31, 2024, the Company has not yet started its commercial operations. The Company's registered office is on the 7th Floor Manila Pavilion Hotel, U.N. Avenue corner Ma. Orosa St., Ermita, Brgy. 666, Manila City 1000.

Waterfront Cebu Ventures, Inc.

Waterfront Cebu Ventures, Inc. was incorporated and registered with the Philippine Securities and Exchange Commission in August 2018 primarily to carry on the business of an investment holding company. The Company is a wholly owned subsidiary of the Parent Company.

As of March 31, 2024, the Company has not yet started its commercial operations. The Company's registered office address is located at No. 1 Waterfront Drive, Off Salinas Drive, Barangay Lahug, Cebu City.

Basis of Consolidation

The consolidated financial statements include the accounts of the Parent Company, as well as those of its subsidiaries enumerated in Note 1 to the consolidated financial statements.

Subsidiaries

Subsidiaries are entities controlled by the Group. The Group controls an entity if and only if, the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control.

The financial statements of the subsidiaries are prepared for the same reporting period as the Parent Company and are included in the consolidated financial statements from the date when control commences until the date when control ceases.

The accounting policies of subsidiaries are being aligned with the policies adopted by the Group. Losses applicable to the NCI in a subsidiary are allocated to the NCI even if doing so causes the NCI to have a deficit balance.

Segment Reporting

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Group's other components. All operating results are reviewed regularly by the Group's BOD, the chief operating decision maker of the Group, to make decisions about resources to be allocated to the segment and to assess its performance, and for which discrete financial information is available.

Segment results that are reported to the Group's BOD include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. Unallocated items comprise mainly corporate assets, head office expenses and income tax assets and liabilities. Segment capital expenditure is the total cost incurred during the year to acquire property and equipment.

The Group's businesses are operated and organized according to the nature of business provided, with each segment representing a strategic business unit, namely, the hotel operations, marketing operations and corporate and other operations segments. The Group's only reportable geographical segment is the Philippines.

Revenue Recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured. Income is measured at the fair value of the consideration received, net of trade discounts, rebates, and other sales taxes or duties. The following specific criteria must also be met before revenue is recognized:

- **Rooms**
Room revenue is recognized based on actual occupancy.
- **Food and Beverage**
Food and beverage revenue is recognized when orders are served and billed.
- **Rent and Related Income**
Rent and related income on leased areas of the Group's properties is accounted for on a straight-line basis over the term of the lease, except for cancellable leases which are recognized at amount collected or collectible based on the contract provision.
- **Other Revenues**
Other revenues are recognized upon execution of service or when earned.

➤ **Other Income**

Interest income is recognized as it accrues using the effective interest method.

1. Cash and Cash Equivalents

Cash in banks earn interest at the respective bank deposit rates. Short-term placements earn interest at an annual average rate of 0.05% to 5.50% in 2024 with average maturities ranging from 30 to 90 days.

2. Receivables

This account consists of:

	June 2024	December 2023
Trade	1,622,107,148	448,121,134
Others	517,074,580	517,074,580
Total Receivables	2,139,181,728	965,195,714
Less: Allowance for Doubtful accounts	(61,521,598)	(61,521,598)
Total, Net	2,077,660,130	903,674,116

3. Inventories

This account consists of:

	June 2024	December 2023
Food and Beverages	14,588,248	12,835,838
Operating Supplies	9,725,499	11,291,994
Others	822,551	822,551
Total	25,136,297	24,950,383

4. Related Party Transactions

This represents interest bearing advances from TWGI and Pacific Rehouse Corporation (PRC) these advances are due in one year, subject to renewal. The advances to TWGI charge interest at 4% per annum in 2024 and 2023, respectively, while the advances to PRC charge interest at 2% per annum in 2024 and 2023. Advances to Philippine Estate Corporation (PHES), Forum Holdings Corporation (FHC), Plastic City Industrial Corporation (PCIC), East Asia Oil & Mining Company, Inc. (East Asia) and Pacific Wide Realty Development Corp. (PWRDC) are noninterest-bearing, collateral-free and with no fixed term of repayment.

5. Accounts Payable and other non-payable

This account consists of:

	June 2024	December 2023
Trade	1,314,346,673	718,318,614
Accrued Expenses	876,231,115	863,532,325
Others	218,770,846	218,770,846
Total	2,409,348,634	1,800,621,785

6. Loans

This account consists of:

SSS Loan

SSS vs WPI. Et al civil case no. Q-04-52629 at regional trial court, Quezon City. On October 28, 1999, the Parent Company obtained a five-year term loan from SSS amounting to P375.00 million originally due on October 29, 2004. The SSS loan bears interest at the prevailing market rate plus 3% or 14.5% per annum, whichever is higher. Interest is repriced annually and is payable semi-annually. Initial interest payments are due 180 days from the date of the release of the proceeds of the loan. The repayment of the principal shall be based on eight (8) semi-annual payments, after a one-year grace period.

The SSS loan was availed to finance the completion of the facilities of WCCCHI. It was secured by a first mortgage over parcels of land owned by WII and by the assignment of 200 million common shares of the Parent Company owned by TWGI. The common shares assigned were placed in escrow in the possession of an independent custodian mutually agreed upon by both parties.

On August 7, 2003, when the total loan obligation to SSS, including penalties and interest, amounted to P605.00 million, the Parent Company was considered in default with the payments of the loan obligations. Thus, on the same date, SSS executed a foreclosure proceeding on the mortgaged parcels of land. The SSS's winning bid on the foreclosure sale amounting to P198.00 million was applied to penalties and interest amounting to P74.00 million and P124.00 million, respectively. In addition, the Parent Company accrued penalties charged by SSS amounting to P30.50 million covering the month of August until December 2003, and unpaid interest expense of P32.00 million.

The Parent Company, WII and TWGI were given the right to redeem the foreclosed property within one (1) year from October 17, 2003, the date of registration of the certificate of sale. The Parent Company recognized the proceeds of the foreclosure sale as its liability to WII and TWGI. The Parent Company, however, agreed with TWGI to offset this directly against its receivable from the latter. In August 2004, the redemption period for the Parent Company, WII and TWGI expired.

The remaining balance of the SSS loan is secured by the shares of stock of the Parent Company owned by TWGI and shares of stock of WII numbering 235 million and 80 million shares, respectively.

The Parent Company, at various instances, initiated negotiations with the SSS for restructuring of the loan but was not able to conclude a formal restructuring agreement.

On January 13, 2015, the RTC of Quezon City issued a decision declaring null and void the contract of loan and the related mortgages entered into by the Parent Company with SSS on the ground that the officers and the SSS are not authorized to enter the subject loan agreement. In the decision, the RTC of Quezon City directed the Company to return to SSS the principal amount of loan amounting to P375.00 million and directed the SSS to return to the Company and to its related parties titles and documents held by SSS as collaterals.

In the decision, the RTC of Quezon City directed the Company to return to SSS the principal amount of loan amounting to P375 million and directed the SSS to return to the Company and to its related parties titles and documents held by SSS as collaterals.

On January 22, 2016, SSS filed an appeal with the CA assailing the RTC of Quezon City decision in favor of the Company, et al. SSS filed its Appellant's Brief, and the Company filed a Motion for Extension of Time to file Appellee's Brief until May 16, 2016.

On May 16, 2016, the Company filed its Appellee's Brief with the CA, furnishing the RTC of Quezon City and the Office of the Solicitor General with copies. SSS was given a period to reply but it did not file any.

On September 6, 2016, a resolution for possible settlement was received by the Company from the CA.

On February 27, 2017, a Second Notice to Appear issued by the PMCU-CA directing all parties to appear on February 27, 2017 at a specified time was received by the Parent Company only on February 27, 2017 after the specified time of the meeting. The Parent Company failed to appear.

On June 30, 2017, a Resolution issued by CA, resolved to submit the appeal for decision.

On August 30, 2019, the Court of Appeals rendered its Decision reversing and setting aside the Decision dated January 13, 2015 and Order dated May 11, 2015 rendered by the RTC of Quezon City.

On November 4, 2019, the counsel for the Parent Company, filed a Petition for Review with the SC.

On February 5, 2020, the SC issued its Resolution requiring SSS to file its Comment. SSS appealed for an extension to file its Comment until March 23, 2020. On August 14, 2020, the counsel for the Parent Company received a copy of the Comment dated June 24, 2020.

On July 26, 2021, the SC rendered a decision in favor of the Parent Company which includes the declaration of the contract of loan and the foreclosure sale as null and void and ordered the following:

- The Parent Company to pay SSS P375.00 million subject to 12% legal interest from October 28, 1999 to June 30, 2013, and 6% legal interest from July 1, 2013 until full payment; and
- SSS to return to the Parent Company the amount of P35.83 million, subject to a legal interest of 12% from the dates that the individual payments were remitted until June 30, 2013, and 6% legal interest from July 1, 2013 until full payment.

As at the date of authorization for issue of the consolidated financial statements ending December 31, 2021, there were no updates on the progress of the foregoing motions filed by the SSS and the Office of the Solicitor General with the SC. As a result of the SC decision, the Parent Company recognized a reversal of previously accrued interest and penalties on the SSS Loan amounting to P415.67 million as at December 31, 2021. The reversal was recognized and presented as "Reversal of accrual" in the consolidated statement of profit or loss and other comprehensive income.

On January 28, 2022, the SSS filed a Motion for Reconsideration with the SC. On February 2, 2022, the Office of the Solicitor General filed a Manifestation with the SC that it filed/served by electronic means its Motion for Reconsideration due to the physical closure of its offices as a result of the COVID-19 pandemic. On May 4, 2022, the Company filed a Comment to Respondent's Motion for Reconsideration with Motion to Admit.

On September 21, 2022, the SC issued a resolution denying SSS' Motion for Reconsideration with Finality. On December 20, 2022, the SC issued an Entry of Judgment certifying the SC decision made on July 6, 2021, and that the same has, on September 21, 2022, become final and executory and is hereby recorded in the Book of Entries of Judgement.

The Company was ordered to:

- a. Submit to the trial court a list of all fruits, income, or dividends received by virtue of the Contract of Loan with Real Estate Mortgage and Option to Convert to Shares of Stock;
- b. Provided a computation of all amounts to be paid and a list of all properties to be returned by each party, together with a proposed schedule of payments and reconveyance, over a period which shall not exceed six (6) months from the finality of the SC decision, to be approved by the trial court; and
- c. Submit a report to the trial court on each party's compliance with the execution of the SC decision.

Subsequently, the last day for complying with the foregoing directives of the SC was on March 21, 2023. The Company prayed to the SC to grant the Company an extension of 30 days from March 21, 2023, or until April 21, 2023, within which to submit the list of the income received by Company by virtue of the Contract of Loan with Real Estate Mortgage and Option to Convert to Shares of Stock, the computation of amounts to be paid and the list of all properties to be returned, together with a proposed schedule of payments and reconveyance, for approval of the SC.

On April 17, 2023, the Company filed a Manifestation with Motion to Approve Proposed Set-off and Schedule of Reconveyance with the RTC of Quezon City to comply with the orders set out in the SC decision.

On August 17, 2023, Branch 76 of the RTC of Quezon City issued an Order approving the legal compensation between SSS and the Company, ordering WPI to pay P258,117,749.89 to SSS, which is the balance of the amount due to SSS after set-off of the amounts due to WPI, and further ordering the return of real estate properties and shares of stock by SSS to defendants WPI and WIN.

On September 29, 2023, plaintiff SSS filed a Motion for Reconsideration with the RTC of Quezon City asking that the August 17, 2023 Order be set aside.

On September 20, 2023, SSS filed a Motion for Reconsideration with the RTC of Quezon City asking that August 17, 2023 Order to be set aside. The Motion for Reconsideration was denied by the RTC in its Order on January 12, 2024. A Motion for the Issuance of Certificate of Finality before the RTC has not been executed as the case is yet to attain finality should SSS file an appeal or petition for certiorari.

7. The earnings (loss) per share are computed as follows:

	June 2024	December 2023
Net Income	47,011,670	68,843,761
Weighted Average Number of Shares Outstanding	2,498,991,753	2,498,991,753
Total	0.019	0.073

There are no dilutive potential shares as June 30, 2024 and December 31, 2023.

8. Lease Agreement with Philippine Amusement and Gaming Corporation (“PAGCOR”)

The Parent Company, in behalf of WCCCHI and WMCHI, entered into lease agreements with PAGCOR. The lease agreement of WCCCHI with PAGCOR covered the Main Area (8,123.60 sqm.), Slot Machine Expansion Area (883.38 sqm.), Mezzanine (2,335 sqm.) and 5th Floor Junket Area (2,336 sqm.) for a total area of 13,677.98 sqm. which commenced in March 2011. The lease agreement of WMCHI with PAGCOR covered the Main Area (4,076.24 sqm.) and Chip Washing Area (1,076 sqm.) for a total area of 5,152.24 sqm. These aforesaid leases are valid until the year 2032.

9. Other Lease Agreements

Group as Lessor

Lease Agreements with Concessionaires

WCCHI, WMCHI and DIHCI have lease agreements with concessionaires for the commercial spaces available in their respective hotels. These agreements typically run for a period of less than one year, renewable upon the mutual agreement of the parties.

10. Commitments and Contingencies

WPI SECFom17-Q_Edited_08142024
Waterfront Philippines, Inc

The following are the significant commitments and contingencies involving the Group:

- a. On November 10, 2008, the Parent Company received a preliminary assessment notice from the BIR for deficiency taxes for the taxable year 2006. On February 9, 2009, the Parent Company sent a protest letter to BIR contesting the said assessment. On February 18, 2009, the Regional Office of the BIR sent a letter to the Parent Company informing the latter that the docket was returned to Revenue District Office for reinvestigation and further verification.

On December 8, 2009, the Parent Company received BIR's Final Decision on Disputed Assessment for deficiency taxes for the 2006 taxable year. The final decision of the BIR seeks to collect deficiency assessments totaling to P3.30 million. However, on January 15, 2010, the Parent Company appealed the final decision of the BIR with the Court of Tax Appeals (CTA) on the grounds of lack of legal and factual bases in the issuance of the assessments.

In its decision promulgated on November 13, 2012, the CTA upheld the expanded withholding tax (EWT) assessment and cancelled the VAT and compromise penalty assessments. The Parent Company decided not to contest the EWT assessment. The BIR filed its motion for reconsideration (MR) on December 4, 2012, and on April 24, 2013, the Court issued its amended decision reinstating the VAT assessment. The Parent Company filed its MR on the amended decision that was denied by the CTA in its resolution was promulgated on September 13, 2013.

The Parent Company appealed the case to the CTA sitting En Banc on October 21, 2013. The CTA En Banc decision promulgated on December 4, 2014, affirmed the VAT and EWT assessments. The EWT assessment was paid on March 3, 2013. The CTA En Banc decision was appealed to the SC on February 5, 2015, covering the VAT assessment only.

On May 02, 2018, the legal counsel served copies of the reply in the case pending before the Court of Tax Appeals. Management and its legal counsel believe that the position of the Parent Company is sustainable, and accordingly, believe that the Parent Company does not have a present obligation (legal or constructive) with respect to the assessment.

- b. On June 8, 2021, the Parent Company received a Letter of Authority SN: eLA201500023533 LOA-080- 2021-0000113 dated May 31, 2021, from the BIR for the taxable year 2019.

On January 26, 2023, the Parent received Notice of Discrepancy dated January 25, 2023. On February 24, 2023, the Parent Company sent a letter to BIR contesting the said assessment.

On May 23, 2023, an Amended Notice of Discrepancy dated May 15, 2023, was received by the parents with changes on the assessment. On June 20, 2023, the Parent submitted a reply with justification and explanation on itemized assessment.

On July 26, 2023, the parents received a Preliminary Assessment Notice dated July 24, 2023. On August 9, 2023, a reply dated August 9, 2023 was sent to BIR still contesting the said assessment.

On August 31, 2023, a Formal Letter of Demand dated August 16, 2023 ("FLD") was received by the Parent. On October 2, 2023, the Parent Company sent a protest letter to BIR contesting portion of the said assessment. Settlement on Documentary Stamp Tax, Registration Fee, Expanded Withholding Taxes and Withholding Tax on Compensation amounting to P3.3 million was made on October 12, 2023. Items still for reinvestigation and verification included in the Protest Letter are Income Tax and VAT.

MANAGEMENT DISCUSSION AND ANALYSIS OF FINANCIAL CONDITIONS AND RESULTS OF OPERATIONS

Below are the results of operations of the Parent Company and its subsidiaries, for the period ending June 30, 2024 and June 2023 together with its financial conditions as of the same period.

Results of Operation

	June 2024	June 2023
Revenues	497,610,817	491,435,338
Less: Costs and Expenses	320,665,723	320,724,921
Net Income (Loss) Before Fixed Financial and Other Charges	176,945,094	170,710,417
Less: Fixed Financial and Other Charges (Dep'n and Amort'n and Interest)	112,612,476	190,641,512
Income (Loss) before Income Taxes	64,332,618	(19,931,095)
Income Tax Expense (Benefit)	17,320,948	5,019,083
Income (Loss) before Share in minority interest	47,011,670	-24,950,178
Share in Minority Interest	(19,517,575)	(19,517,575)
Net Income (Loss)	27,494,095	64,983,903
Earnings (Loss) per share	0.019	0.010

Period ended June 30, 2024, compared to Period Ended June 30, 2023.

Income Statement

Hotels and other subsidiaries' gross revenue for the 2nd quarter of 2024 was 6.17 higher than the previous year. Consolidated costs and expenses for all properties decreased by 9.45% as compared to last year due to increased bookings and functions.

Seasonality or Cyclicity of Interim Operations

1st QUARTER

The Group opened its facilities and functions for special events and accommodated local guests through online bookings and walk-ins, government and corporate clients that include airline, telecommunication and utility companies. For Food and Beverage, the Group has reimagined the outlet menus boosting promotions for clients to get to taste our sumptuous dishes right at the outlets. Presentation of top five performance indicators for the third quarter is shown as follows.

2nd QUARTER

The Group opened its facilities and functions for special events and accommodated local guests through online bookings and walk-ins, government and corporate clients that include airline, telecommunication and utility companies. For Food and Beverage, the Group has reimagined the outlet menus boosting promotions for clients to get to taste our sumptuous dishes right at the outlets. Presentation of top five performance indicators for the third quarter is shown as follows.

TOP FIVE PERFORMANCE INDICATORS

	June 30, 2024	June 30, 2023
Occupancy Percentage	67.64%	74.39%
Average Room Rates	3,422.06	2,947.70
Food Covers	158,353.67	173,075.67
Average Food Checks	504.52	465.85
Average Food Costs	36%	39%

Occupancy Percentage

- The occupancy percentage is 67.64%. Occupancy percentage is computed by dividing the total number of rooms sold over the total number of rooms available for sale.

Average Room Rate

- The average room rate is Php 3,422.06. Average room rate is computed by dividing the net rooms revenue over the total number of rooms sold.

Food Covers

- Food covers are 158,353.67. Food covers pertain to the number of guests that availed of the restaurant's services.

Average Food Check

- The average food check or average consumption per guest is Php 504.52. Average Food Check is derived by dividing the total food and beverage revenue by total food covers.

Average Food Cost

- The average food cost is 36%. Average Food Cost is computed by dividing the cost of sales food by revenue plus allowance.

Financial Condition

Cash and cash equivalents

- This account decreased by P951K which is 0.22% lower than last year.

Receivables

- has increased by 173.27% from P760.29K in June 2023 to P2.08M in 2024.

Notes Receivable

- Decreased by 52.22%

Inventories

- Inventories decreased by 12% from June last year.

Due from related parties-current portion

- Has increased from P1.79M June of last year to P2.17M in 2024.

Prepaid expenses and other current assets

- An increase of P145.14M from June last year have been noted. Prepaid expenses are defined as payment for services and/or benefits yet to be performed or received; it also includes prepaid taxes and insurance.

Property plant & equipment

- There was a 8.22% increase from last year. In compliance with PAS 27, property and equipment (except operating and transportation equipment) were carried at revalued amounts effective 2009.

Other noncurrent assets

- There is a decrease of 15.71% from June last year.

Current Liabilities

- The account consisted of trade payable, income tax payable, accruals and loans payable. The account increased by 190.65% from last year.

Loans Payable

- Current portion of the loan has decreased by 23.53%.

Noncurrent liabilities

- The account resulted in an increase of 3.13% from June of previous year.

Key Variable and Other Qualitative and Quantitative Factors:

- a. Any known Trends, Events or Uncertainties

The Group has assessed that it will still have continued operation after the previous year's challenges. The full impact on the Group will depend on the duration of this unique crisis and how it severely impacts the economy going forward, with a range of potential outcomes too large to provide a meaningful quantification at this point. The subsequent impact of this outbreak especially on the Group's estimates of provision on financial instruments and recoverability of nonfinancial assets will be determined, quantified and recognized in the Group's financial statements when these become estimable.

- b. There are no events that will trigger direct or contingent financial obligation that is material to the company, including any default or acceleration of an obligation.

Omnibus Security and Loan Agreement Covenants

As of December 31, 2023, the Group's debt service coverage ratio has fallen below the agreed threshold, but the Group was able to obtain a waiver for the breach (see Note 26). As at the date of the authorization of the financial statements, the Group is not in default and continues to pay the maturing interest and principal in a timely manner

- c. There are no material off-balance sheet transactions, arrangements, obligations (including contingent obligations), and other relationships of the company with unconsolidated entities or other persons created during the reporting period.
- d. The group is not subject to externally imposed capital requirements.

Financial Risk and Capital Management Objectives and Policies

The Group's principal financial instruments comprise of cash and cash equivalents, receivables, notes receivable, due from related parties, short-term investments, equity securities - at FVOCI, other noncurrent assets (excluding advances to contractors and advances to supplier), accounts payable and accrued expenses (excluding local taxes, output VAT and withholding taxes), loans payable, due to a related party, lease liabilities, other current liabilities (excluding deferred income), concessionaires' deposits and retention payables. These financial instruments arise directly from operations.

The main risks arising from the financial instruments of the Group are credit risk, liquidity risk and market risk. There has been no change to the Group's exposure to risks or the manner in which it

manages and measures the risks in prior financial years. The Group's management reviews and approves policies for managing each of these risks and they are summarized as follows:

Credit Risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations and arise principally from the Group's receivables.

The Group has established a credit policy under which each new customer is analyzed individually for creditworthiness before the Group's standard payment and delivery terms and conditions are offered. The Group's review includes external ratings, if they are available, financial statements, credit agency information, industry information, and in some cases bank references. The Group limits its exposure to credit risk by establishing credit limits and maximum payment period for each customer, reviewing outstanding balances to minimize transactions with customers in industries experiencing particular economic volatility.

With respect to credit risk from other financial assets of the Group, which mainly comprise of due from related parties, the exposure of the Group to credit risk arises from the default of the counterparty, with a maximum exposure equal to the carrying amount of these instruments.

There is no other significant concentration of credit risk in the Group.

The credit grades used by the Group in evaluating the credit quality of its receivables to customers and other parties are the following:

Grade A financial assets pertain to financial assets that are neither past due nor impaired which have good collection status. These financial assets are those which have a high probability of collection, as evidenced by counterparties having the ability to satisfy their obligations.

Grade B financial assets are those past due but not impaired financial assets and with fair collection status. These financial assets include those for which collections are probable due to the reputation and the financial ability to pay off the counterparty but have been outstanding for a length of time.

Grade C financial assets are those which have continuous default collection issues. These financial assets have counterparties that are most likely not capable of honoring their financial obligations

The credit quality of the Group's financial assets that are neither past due nor impaired is considered to be of good quality and expected to be collectible without incurring any credit losses.

Information on the Group's receivables and due from related parties that are impaired as of December 31, 2023 and 2022 and the movement of the allowance used to record the impairment losses are disclosed in Notes 5 and 8 to the consolidated financial statements.

Liquidity Risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due.

The Group monitors and maintains a level of cash deemed adequate by the management to finance the Group's operation and mitigate the effects of fluctuations in cash flows. Additional short-term funding is obtained through related party advances and from bank loans, when necessary.

Ultimate responsibility for liquidity risk management rests with the BOD, which has established an appropriate liquidity risk management framework for the management of the Group's short, medium and long-term funding and liquidity management requirements. The Group manages liquidity risk by maintaining adequate reserves, by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities. For the Group's short-term funding, the Group's policy is to ensure that there are sufficient working capital inflows to match repayments of short-term debt.

Market Risk

Market risk is the risk that the fair value or cash flows of a financial instrument of the Group will fluctuate due to change in market prices. Market risk reflects interest rate risk, currency risk and other price risks.

The Group is primarily exposed to the financial risk of changes in equity prices of its equity securities - at FVOCI.

Interest Rate Risk

Cash flow interest rate risk is the risk that the future cash flow of the financial instruments will fluctuate because of the changes in market interest rates. Fair value interest rate risk is the risk that the fair value of a financial instrument will fluctuate due to changes in market interest rates.

The Group's financial instrument that is primarily exposed to interest risk is the interest-bearing funds made available by the Parent Company to WCCCHI to finance the construction of the Cebu City Hotel Project. Such funds were substantially sourced from a P375.00 million loan from SSS, as well as the stock rights offering of the Parent Company. In 2006, the Parent Company charged WCCCHI with the related interests and penalties on the contention that the latter benefited from the proceeds of the SSS loan. Starting 2017, WCCCHI was not anymore charged with the interest on SSS loan because the Parent Company has assessed if it has already fulfilled its obligations related to its use of proceeds from such loan.

Cash flow interest rate risk exposure is managed within parameters approved by management. If the exposure exceeds the parameters, the Group enters into hedging transactions.

Equity Price Risk

Equity price risk is the risk that fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices (other than those arising from interest rate risk or currency risk), whether those changes are caused by factors specific to the individual financial instrument or its issuer, or factors affecting all similar financial instruments traded in the market.

The Group monitors the changes in the price of the shares of stock of WPI. In managing its price risk, the Group disposes of existing or acquires additional shares based on the economic conditions.

Fair Value of Financial Assets and Liabilities

The carrying amount of cash and cash equivalents, receivables, current portion of due from related parties, accounts payable and accrued expenses and other current liabilities approximate their fair values due to the short-term maturity of these instruments.

The fair value of interest-bearing due from related parties and loans payable is based on the discounted value of expected future cash flows using the applicable market rates for similar types of instruments as of the reporting date; thus, the carrying amount approximates fair value.

The fair value of listed investment was determined using the closing market price of the investment listed on the PSE as of December 31, 2023, and 2022.

Risk Management Structure

Board of Directors	Risk Management Committee	Capital Management
<p>- The BOD is mainly responsible for the overall risk management approach and for the approval of risk strategies and principles of the Group. It also has the overall responsibility for the development of risk strategies, principles, frameworks, policies and limits. It establishes a forum of discussion of the Group's approach to risk issues to make relevant decisions.</p>	<p>- Risk management committee is responsible for the comprehensive monitoring, evaluating and analyzing of the Group's risks in line with the policies and limits set by the BOD.</p>	<p>- The primary objective of the Group's capital management is to ensure its ability to continue as a going concern and that it maintains a strong credit rating and healthy capital ratios in order to support its business and maximize shareholder value. Capital is defined as the invested money or invested purchasing power, the net assets or equity of the entity. The Group's overall strategy remains unchanged from 2024 and 2023.</p> <p>- The Group manages its capital structure and adjusts it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. For purposes of the Group's capital management, capital includes all equity items that are presented in the consolidated statement of changes in equity, except for revaluation surplus on property and equipment, retirement benefits reserve, foreign currency translation adjustment and fair value reserve.</p> <p>- The Group's capital management, among other things, aims to ensure that it meets financial covenants attached to the omnibus and security loan agreement. Breaches in meeting the financial covenants would permit the bank to immediately call the loans.</p>

PART II--OTHER INFORMATION

None

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 thereunto duly authorized.

Registrant: ... **Waterfront Philippines, Incorporated**



Issuer..... **ATTY. ARTHUR R. PONSARAN**

Signature and Title..... **Corporate Secretary**

Date..... **08-014-2024**



Issuer..... **RICHARD L. RICARDO**

Signature and Title..... **Compliance Officer**

Date..... **08-14-2024**

WATERFRONT PHILIPPINES INC.
COMPARATIVE STATEMENTS OF INCOME
FOR THE QUARTER ENDING JUNE 30, 2024
(with comparative figures for June 30, 2023)

	QUARTER ENDED JUNE 30, 2024	QUARTER ENDED JUNE 30, 2023	YEAR ENDED DECEMBER 31, 2023	Movement vs Q2	%
REVENUES					
Hotel	296,621,770	228,068,116	1,764,270,270	68,553,654	3.89%
Nonhotel	151,546,520	276,732,040	39,316,103	- 125,185,520	-318.41%
Interest and other income	49,442,527	- 13,364,818	141,173,479	62,807,345	44.49%
Subtotal	497,610,817	491,435,338	1,944,759,852	6,175,479	0.32%
OPERATING EXPENSES					
Hotel	270,716,344	132,215,415	729,935,355	138,500,929	18.97%
Nonhotel	49,949,379	188,509,506	413,697,247	- 138,560,127	-33.49%
Subtotal	320,665,723	320,724,921	1,143,632,602	- 59,198	-0.01%
INCOME (LOSS) BEFORE FIXED FINANCIAL AND OTHER CHARGES	176,945,094	170,710,417	801,127,250	6,234,677	0.78%
FIXED, FINANCIAL AND OTHER CHARGES					
Depreciation and amortization	42,322,151	51,753,482	333,404,063	- 9,431,331	-2.83%
Interest expense	70,132,430	148,383,634	299,821,604	- 78,251,204	-26.10%
Provision for doubtful accounts	-	-	9,572,112	-	0.00%
Penalties and other charges	-	-	-	-	0.00%
Foreign exchange losses (gains)	-	-	12,144,791	-	0.00%
Others	157,895	- 9,495,604	-	-	0.00%
Subtotal	112,612,476	190,641,512	654,942,570	- 87,682,535	-13.39%
INCOME (LOSS) BEFORE CUMULATIVE EFFECT OF CHANGE IN ACCOUNTING POLICY AND INCOME TAX	64,332,618	- 19,931,095	146,184,680		0.00%
INCOME (LOSS) BEFORE INCOME TAX	17,320,948	5,019,083	107,627,968	12,301,865	11.43%
NET INCOME (LOSS)	47,011,670	- 24,950,178	38,556,712	- 12,301,865	-31.91%
OTHER COMPREHENSIVE INCOME					
Appraisal on increase on property and equipment			183,673,363		0.00%
Foreign currency translation differences for foreign operations			935,085		0.00%
Actuarial gains on defined benefit plan			4,089,691		0.00%
Net change in fair value of AFS investment			-		0.00%
Reduction of deferred tax liability relating to revaluation surplus			-		0.00%
Deferred tax effect			- 45,918,340		0.00%
TOTAL COMPREHENSIVE INCOME (LOSS)	47,011,670	- 24,950,178	181,336,511	- 12,301,865	-6.78%

WATERFRONT PHILIPPINES INC.
CONSOLIDATED STATEMENT OF FINANCIAL POSITION

	June 30, 2024	December 31, 2023
ASSETS		
Current Assets		
Cash and cash equivalents	438,883,157	475,947,998
Short-term Investment	-	1,277,615
Trade and Other current receivables - net	2,077,660,130	903,674,116
Note Receivable	108,372,411	267,553,447
Due from related party - current	2,171,710,317	2,936,358,422
Inventories	25,136,297	24,950,383
Prepaid expenses and other current assets	380,492,241	248,457,059
Total Current Assets	5,202,254,552	4,858,219,040
Noncurrent Assets		
Property Plant and equipment - net	10,896,575,978	10,977,835,715
Right-of-use assets - net	133,800,348	133,800,348
Retirement Liability (Asset)	337,391	69,146,215
Due from related party - noncurrent	2,995,565,044	3,591,306,466
Investment in subsidiary	2,342,074,503	-
Equity securities - at fair value through other comprehensive income	20,115,300	70,255,800
Investment	455,000,000	-
Deferred Tax Assets - net	326,285,840	251,168,202
Other noncurrent assets - net	800,125,474	728,655,722
Total Noncurrent Assets	17,969,879,877	15,822,168,468
TOTAL ASSETS	23,172,134,430	20,680,387,508
LIABILITIES AND EQUITY		
Current Liabilities		
Trade and other current payables	2,409,348,634	1,800,621,785
Loans Payable - current	715,000,000	715,000,000
Due to related parties	4,914,427,563	30,000
Contract Payable	-	-
Lease Liability - current portion	2,466,149	2,795,134
Other Current Liabilities	-	63,488,720
Income Tax Payable	38,602	76,473,704
Total Current Liabilities	8,041,203,745	2,658,409,343
Noncurrent Liabilities		
Loans Payable - noncurrent	2,582,305,926	2,435,000,000
Deposit for future stock subscription	-	-
Retirement benefits liability	-	341,300
Other Noncurrent Liabilities	1,479,046,696	474,314,210
Lease Liability - noncurrent portion	27,438,009	146,114,456
Retention payables	88,453,190	-
Deferred Tax Liabilities - net	1,035,699,500	2,263,895,720
Total Noncurrent Liabilities	5,212,943,322	5,319,665,686
TOTAL LIABILITIES	13,254,147,067	7,978,075,029
EQUITY		
Capital Stock	2,498,991,788	2,498,991,753
Additional paid-in capital	706,364,357	706,364,357
Revaluation surplus on property and equipment - net	2,569,317,511	5,294,395,019
Foreign currency translation adjustment	-	56,063,862
Retirement benefits reserve	62,260,724	166,834,348
Fair Value reserve	7,692,830	4,284,906
Retained Earnings	4,073,360,153	3,975,378,234
Treasury Stock	-	-
TOTAL EQUITY	9,917,987,363	12,702,312,479
TOTAL LIABILITIES AND EQUITY	23,172,134,430	20,680,387,508

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-Q

QUARTERLY REPORT PURSUANT TO SECTION 17 OF THE SECURITIES
REGULATION CODE AND SRC RULE 17(2)(b) THEREUNDER

1. For the quarterly period ended **June 30, 2024**
2. Commission identification number **AS0948678** 3. BIR Tax Identification No. **D80003978254N**
4. Exact name of issuer as specified in its charter
WATERFRONT PHILIPPINES, INC.
5. Province, country or other jurisdiction of incorporation or organization **PHILIPPINES**
6. Industry Classification Code: (SEC Use Only)
7. Address of issuer's principal office Postal Code
NO. 1 WATERFRONT DRIVE, OFF SALINAS DRIVE, LAHUG, CEBU CITY 6000
8. Issuer's telephone number, including area code
032 - 2326888
9. Former name, former address and former fiscal year, if changed since last report
NOT APPLICABLE

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

Title of each Class amount outstanding	Number of shares of common stock outstanding and of debt
COMMON SHARES – P 1.00 PAR VALUE	2,498,991,753

11. Are any or all of the securities listed on a Stock Exchange?

Yes No

If yes, state the name of such Stock Exchange and the class/es of securities listed therein:

THE PHILIPPINES STOCK EXCHANGE

12. Indicate by check mark whether the registrant:

(a) has filed all reports required to be filed by Section 17 of the Code and SRC Rule 17 thereunder or Sections 11 of the RSA and RSA Rule 11(a)-1 thereunder, and Sections 26 and 141 of the Corporation Code of the Philippines, during the preceding twelve (12) months (or for such shorter period the registrant was required to file such reports)
Yes No

(b) has been subject to such filing requirements for the past ninety (90) days.
Yes No

Waterfront Philippines, Incorporated

PSE Disclosure Form 17-2 - Quarterly Report References: SRC Rule 17
and

Sections 17.2 and 17.8 of the Revised Disclosure Rules

For the period ended	June 30, 2024
Currency (indicate units, if applicable)	PESO

Balance Sheet		
	Period Ended	Calendar Year Ended (Audited)
	June 30, 2024	December 31, 2023
Current Assets	5,202,254,552	4,858,219,040
Total Assets	23,172,134,430	20,680,387,508
Current Liabilities	8,041,203,745	2,658,409,343
Total Liabilities	13,254,147,067	7,978,075,029
Retained Earnings/(Deficit)	4,073,360,153	2,517,958,256
Stockholders' Equity	9,917,987,363	12,702,312,479
Stockholders' Equity - Parent	8,111,327,979	11,244,892,507
Book Value per Share	3.97	4.50

<u>Income Statement</u>	Current Year (April - June)	Previous Year (April - June)	Current Year-to- Date	Previous Year-to- Date
Operating Revenue	448,168,290	504,800,156	871,546,336	837,344,120
Other Income	49,442,527	(13,364,818)	59,248,530	25,145,626
Gross Revenue	497,610,817	491,435,337	930,794,866	862,489,747
Operating Expense	320,665,723	320,724,921	599,957,551	546,066,448
Other Expense	112,612,476	190,641,512	215,505,599	246,420,313
Gross Expense	433,278,198	511,366,433	815,463,149	792,486,761
Net Income/(Loss) Before Tax	64,332,618	(19,31,096)	115,331,716	70,002,985
Income Tax Expense	17,320,948	5,019,083	17,349,797	5,019,083
Net Income/(Loss) After Tax	47,011,670	(24,950,179)	97,981,919	64,983,903
Net Income Attributable to Parent Equity Holder	28,462,816	(15,105,874)	59,322,321	84,501,477
Earnings/(Loss) Per Share (Basic)	0.019	(0.006)	0.039	0.034
Earnings/(Loss) Per Share (Diluted)	-	-	-	-

	Current Year (Trailing 12 months)	Previous Year (Trailing 12 months)
Earnings/(Loss) Per Share (Basic)	0.24	0.26
Earnings/(Loss) Per Share (Diluted)	0.24	0.26

Financial Ratios	Formula	Current Year June 30, 2024	Previous Year December 31, 2023
Liquidity Analysis Ratios			
Current Ratio or Working Capital Ratio	Current Assets/Current Liabilities	0.647	1.827
Quick Ratio	(Current Assets - Inventory - Prepayments)/ Current Liabilities	0.597	0.620
Solvency Ratio	Total Assets / Total Liabilities	1.748	0.083
Financial Leverage Ratios			
Debt Ratio	Total Debt / Total Assets	0.572	0.386
Debt-to-Equity Ratio	Total Debt / Total Stockholders' Equity	1.336	0.709
Interest Coverage	Earnings Before Interest and Taxes (EBIT) / Interest Charges	0.000	0.000
Asset to Equity Ratio	Total Assets / Total Stockholders' Equity	2.336	1.839
Profitability Ratios			
Gross Profit Margin	Sales - Cost of Goods Sold or Cost of service/ Sales	35.54%	36.59%
Net Profit Margin	Net Profit / Sales	10.53%	2.14%
Return on Assets	Net Income / Total Assets	0.42%	1.90%
Return on Equity	Net Income / Total Stockholders' Equity	0.99%	3.40%
Price / Earnings Ratio	Price Per Share / Earnings Per Common Share	0.000	0.000
Book Value	Total Common Stockholder's Equity-Parent/No. of Common Shares	3.969	4.500

PART I--FINANCIAL INFORMATION

Item 1. Financial Statements.

Please refer to Annex A.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

Please refer to Annex B.

WATERFRONT PHILIPPINES, INCORPORATED AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Organization and Status of the Business

Corporate Information

Waterfront Philippines, Incorporated (the Parent Company) was incorporated in the Philippines, registered with the Philippine Securities and Exchange Commission (SEC) in September 1994, and is listed on the Philippine Stock Exchange (PSE stock symbol: WPI). The Parent Company is 45%-owned by The Wellex Group, Inc. (TWGI), an entity similarly registered and domiciled in the Philippines. The Parent Company holds equity interests in hotels and resorts, a fitness gym, entities engaged in the international marketing and promotion of casinos, manufacturing of pastries, and hotel management and operations.

The following subsidiaries (together with the Parent Company collectively referred to as the Group) were incorporated in the Philippines, except for Waterfront Promotion Ltd. (WPL) and Club Waterfront International Limited (CWIL), which were registered in the Cayman Islands:

	Percentage of Ownership	
	Direct	Indirect
Hotels and Resorts		
Waterfront Cebu City Casino Hotel, Incorporate (WCCCHI)	100	-
Waterfront Mactan Casino Hotel, Incorporated (WMCHI)	100	-
Waterfront Iloilo Hotel Inc. (WIHI)	100	
Waterfront Puerto Princesa Hotel, Inc. (WPPHI)	100	
Davao Insular Hotel Company, Inc. (DIHCI)	98	-
Acesite (Phils.) Hotel Corporation (APHC)	56	-
Grand Ilocandia Resort and Development, Inc. (GIRDI)	54	-
Real Estate		
Acesite Realty, Inc.	-	56
Fitness Gym		
Waterfront Wellness Group, Inc. (WWGI)	100	-
International Marketing and Promotion of Casinos		
Waterfront Promotion Limited (WPL)	100	-
Mayo Bonanza, Inc. (MBI)	100	-
Club Waterfront International Limited (CWIL) - through direct ownership in WPL	-	100
Waterfront Horizon Corporation (WHC) – previously known as Waterfront Entertainment Corporation (WEC)	100	-
Pastries Manufacturing		
Waterfront Food Concepts Inc. (WFC)	100	-
Hotel Management and Operation		
Waterfront Hotel Management Corp. (WHMC)	100	-
Pavillion Enterprises Corp. (through direct ownership in APHC)	100	56
Pavillion Leisure and Entertainment Corp. (through direct ownership in APHC)		56
Investment Holding Company		
Waterfront Cebu Ventures, Inc. (WCVI)	100	-

Hotel

Waterfront Cebu City Casino Hotel, Inc

WCCCHI was incorporated in September 1994 to manage and undertake operations of Waterfront Cebu City Hotel and Casino (WCCHC). WCCCHI opened the doors of WCCHC in January 1998, with 158 guestrooms, a convention center known as the Waterfront Convention Center, and an Entertainment Block. Located in this Entertainment Block are several restaurants, and a casino operated by the Philippine Amusement and Gaming Corporation. By the last quarter of 1999, the hotel had grown with a total of 561 rooms.

- **Waterfront Convention Center- (WCC)**

Waterfront Convention Center was previously known as Cebu International Convention Center and is a six-storey building, especially designed to adapt to any event size and purpose. The WCC has a total gross area of 40,587 square meters and has been in operation since January 1998. Major amenities of the center include eleven (11) function rooms and two (2) Grand Ballrooms with a seating capacity of 4,000. WCC is the only convention and exhibition center of international standard in Cebu City.

- **Entertainment Block**

The Entertainment block is a six-storey building with a total gross area of 34,938 square meters. It is comprised of nine (9) Food and Beverage entertainment outlets, an 11,000 square meters of public and international gaming area that includes the "Casino Filipino," and 62 hotel rooms and suites.

- **Hotel Tower Block**

The Hotel Tower block is a 22-storey building with a total gross area of 44,334 square meters. It consists of a podium containing the lobby, a food and beverage outlet, a reception, a shopping arcade, three (3) press function rooms, and a high-rise block of 499 hotel rooms and suites.

The Hotel, with its fairytale-inspired façade, is conveniently located in the center of Cebu City and is within easy reach of key business, commercial and shopping districts. On a regular day, the hotel is just 45 minutes away from the Mactan International Airport.

Waterfront Cebu City Hotel & Casino has elegantly designed and well-appointed guest rooms and suites. The 18th Floor is the Waterfront Ambassador Club with a two floor Club Lounge exclusively for Ambassador Floor guests. Waterfront Ambassador Club guests enjoy butler service, complimentary business services and a business boardroom fit for a group of up to 8 people, equipped with a built-in LCD projector, a roll-up screen, PA and recording system, a local area network (LAN) and a poly communication system. The 2nd floor lounge is equipped with 3 computers stations, where guests can avail themselves of complimentary WIFI access, flat-screen television entertainment, an array of lifestyle and business magazines as well as newspapers and board games.

The hotel houses a 10,000-square meter convention center, which is the largest convention center in the

Visayas and Mindanao and is designed to adapt to multiple types of events. The convention center is equipped with 11 function rooms, 2 executive board rooms, and 2 Grand Ballrooms, capable of seating 4,000 people each. The center has played host to a myriad of national as well as regional events, conventions and conferences.

Waterfront Cebu City Hotel and Casino operates 9 F&B outlets, including a hotel coffees shop, a Japanese restaurant, an Italian restaurant and a poolside snack bar. The hotel has a fully functional business center paired with flat-screen computers, internet access and private boardrooms. The lobby renovation was inspired to fulfill two main objectives: first, to transform the former single dimension grand lobby into a multi-dimensional lifestyle-concept space that would enhance guests experience when dining and lounging in the lobby; and second, to improve foot traffic patterns. This second objection was achieved with the construction of larger check-in areas and through the usage maximization the Lobby's three entrances. Waterfront Cebu City Hotel and Casino's massive, high-ceilinged lobby has always been its principal attraction and is touted as the largest hotel lobby in Visayas Mindanao area. Spanning 22 meters wide, 96 meters in long and 35 meters high and

crisscrossed by hundreds of people each day, the hotel's grand lobby sets the whizzing pulse for the hotel and dictates its overall ambiance. Apart from improvements to the general structure of the lobby, the Lobby Lounge itself offers an all-day dining, with glass panels semi-closing each side of the lounge. Fully equipped bar areas have also been installed in the middle of each of the lounge's two sections, ensuring diners more efficient and prompt service. To enhance the overall guest experience, the hotel has put together additional features such as nightly entertainment from the city's top performers, and soulful afternoon music by soloists. Among the hotel's newest pride comes in the form of delectable, sweet treats, introducing Lobby Lounge's other service concepts.

To complement the Hotel's main lobby, a group check-in counter was dedicated solely to corporate and travel groups. This will not only declutter the lobby layout and allow the addition of other exciting tenant areas, but also increase operational efficiency.

Waterfront Mactan Casino Hotel, Inc

Waterfront Mactan was incorporated in September 1994 to operate the Waterfront Mactan Island Hotel and Casino (WMIHC). This hotel is located right across Mactan-Cebu International Airport, on a land area of approximately 3.2 hectares. The hotel features 166 rooms and suites, 3 food-and-beverage and entertainment outlets, with a total built-up area of 38,000 square meters. WMIHC has made Cebu the only city in Southeast Asia that offers casino facilities to transients while waiting for their flights.

The hotel is conveniently just a ten-minute drive to the Mactan Industrial Zone, a thirty-minute drive to the beaches of Mactan Island and just 45 minutes away from Cebu City's shopping and financial district.

In 2016, the property extended the Annex parking to provide more slots for the guests.

Davao Insular Hotel Company, Inc. or Waterfront Insular Hotel Davao, Inc

Davao Insular Hotel Company Inc. was incorporated in the Philippines in July 1959 to engage in the operation of hotel and related hotel businesses. The hotel is a 98% owned subsidiary of Waterfront Philippines, Incorporated and is operating under its trade name Waterfront Insular Hotel Davao. The hotel is approximately 25 minutes from the downtown area. Nestled along the picturesque Davao Gulf, its open-air corridors provide a refreshing view of the hotel's beautifully landscaped tropical garden and the sea.

With a greater land area than any other hotel facility in the city, it is unmatched in servicing large business meetings, conventions, and exhibition groups. The hotel consists of four low-rise buildings with 159 guest rooms and suites, 5 function rooms, 5 F&B outlets and a gym. Every room opens to a lanai overlooking a lush garden the blue waters of the Davao Gulf or a scenic coconut grove. Features included in the hotel are the 5 gazebos located along the beach area. The hotel is every guest's gateway to the diverse, colorful and rich cultural heritage of Davao City.

Acesite (Phils.) Hotel Corporation

The principal property of Acesite (Phils.) Hotel Corporation (PSE stock symbol: ACE) is a 22-storey building previously known as the Manila Pavilion Hotel located at the corner of United Nations Avenue and Maria Y. Orosa Street in Ermita, Manila. This hotel, now renamed Waterfront Manila Hotel and Casino, had approximately 500 rooms, several restaurants and large banquet facilities. In addition, the Casino Filipino – Pavilion, owned and operated by PAGCOR, occupied part of the lower floors of the building.

ACE has a 100% owned subsidiary known as Acesite Realty Inc. (ARI), which owns the 6,500 sq.m. land on which the Manila Pavilion Hotel stands.

In March 2018, a major fire broke out at the Manila Pavilion Hotel prompting management to suspend operations. Reconstruction is currently underway.

Waterfront Hotel Management Corporation (previously Waterfront Management Corp.)

G-Hotel by Waterfront located in 2090 Roxas Boulevard, Malate Manila was managed by Waterfront Management Corporation in 2006. In October 2014, the BOD of WHMC approved the cessation of the Company's business operations in Roxas Boulevard. Consequently, the Company's activities were confined mainly to the collection of receivables, settlement of liabilities, and other administrative matters. In February 2022, WHMC entered into an agreement to purchase 35,216 sq. m. of property in the Puerto Azul resort complex in Ternate, Cavite for future development of a proposed resort.

Mayo Bonanza, Inc.

Mayo Bonanza, Incorporated (MBI), a 100% owned subsidiary of WPI was incorporated in November 1995 in the Philippines with principal activities in the operation and management of amusement, entertainment, and recreation businesses. MBI was positioned to extend the gaming business of the Company and as such, the company had entered into a slot machine arcade agreement with the Philippine Amusement and Gaming Corporation (PAGCOR) in Sta. Cruz, Manila. However, in May 2016, the BOD of MBI approved the cessation of the Company's business operations effective July 2016.

Waterfront Horizon Corporation (previously Waterfront Entertainment Corporation)

WHC established the country's first integrated hotel reservations and booking system featuring a full-service Central Reservation Office. This service ranges from systems and solutions specializing in the operations hotel framework. It offers specialized hotel consultancy services to hotel owners, operator's brands, developers, lenders and investors with the support of hand-picked networks of experts covering all elements of the hotel or hospitality business within a global perspective. Recently, WHC entered into agreements for the option to purchase approximately 9 hectares of property at the Manila Waterfront City, a reclamation project of the City of Manila in the Manila Bay, once the reclamation project is completed.

Waterfront Food Concepts, Inc.

Waterfront Food Concepts, Inc. is a pastry business, catering to pastry requirements of Waterfront Cebu City Casino Hotel, Inc. The property is located in the lobby level of the hotel. It started its operation in May of 2006. Its pastry products include cakes, cookies and sandwiches. The subsidiary has already catered to most of the renowned coffee shops in the city of Cebu.

Waterfront Wellness Group, Inc.

This subsidiary is located in the Ground Level of Waterfront Cebu City Casino Hotel occupying 617.53 square meters. Previously Citigyms and Wellness, Inc. is a fully equipped gym with specialized trainers and state of the art equipment. The gym offers a variety of services from aerobic instructions to belly dancing, boxing, yoga classes, spinning and a lot more. It also has its own nutritionist/dietician. Its highly trained therapists perform massage and spa services to guests within the hotel.

Citigym entices the public by opening The Citigym Hit Zone. This is Citigym's "Do It Right" and smart solution to Cebu's growing interest in high intensity workout routines.

Grand Ilocandia Resort and Development, Inc.

As of March 31, 2000, the Company carried its investments in GIRDI at cost since it intended to dispose of such investment in the near future. In November 2000, GIRDI sold all its property and equipment, inclusive of the hotel facilities and related operating assets and the investment in marketable securities.

Waterfront Promotions Limited/Club Waterfront International Limited

Waterfront Promotion Ltd. was incorporated in March 1995, under and by virtue of the laws of Cayman Islands to act as the marketing arm for the international marketing and promotion of hotels and casinos under the trade name of Club Waterfront International Limited (CWIL). It is a wholly owned subsidiary of

the Parent Company. In September 2001, the company participated in a joint venture with Jin Lin Management Corporation to market to foreign high rollers under the marketing programs of PAGCOR. This joint venture was terminated in April 2002.

The operations for Waterfront Promotions Limited and likewise for Club Waterfront International Limited had ceased in March 2003 due to the bleak market.

Waterfront Iloilo Hotel Inc.

Waterfront Iloilo Hotel Inc. (WIHI) was incorporated and registered with the Philippine Securities and Exchange Commission in March 2019 primarily to operate and manage a resort hotel and a restaurant in Iloilo. WIHI had entered into an agreement for the purchase of 35,061 sqm. of property in Jaro, Iloilo, for the purpose of developing a hotel complex. The Company is a wholly owned subsidiary of the Parent Company.

As of June 30, 2024, the Company has not yet started its commercial operations. The Company's registered office address is on the 7th Floor Manila Pavilion Hotel, U.N. Avenue corner Ma. Orosa, Barangay 666, Ermita, City of Manila, NCR, Philippines, 1000.

Waterfront Puerto Princesa Hotel, Inc.

Waterfront Puerto Princesa Hotel, Inc. (WPPHI) was incorporated and registered with the Philippine Securities and Exchange Commission in May 2017 primarily to operate hotels in Palawan. WPPHI owns a 9,687 sqm. property in Puerto Princesa, Palawan, for future development into a hotel complex. The Company is a wholly owned subsidiary of the Parent Company.

As of March 31, 2024, the Company has not yet started its commercial operations. The Company's registered office is on the 7th Floor Manila Pavilion Hotel, U.N. Avenue corner Ma. Orosa St., Ermita, Brgy. 666, Manila City 1000.

Waterfront Cebu Ventures, Inc.

Waterfront Cebu Ventures, Inc. was incorporated and registered with the Philippine Securities and Exchange Commission in August 2018 primarily to carry on the business of an investment holding company. The Company is a wholly owned subsidiary of the Parent Company.

As of March 31, 2024, the Company has not yet started its commercial operations. The Company's registered office address is located at No. 1 Waterfront Drive, Off Salinas Drive, Barangay Lahug, Cebu City.

Basis of Consolidation

The consolidated financial statements include the accounts of the Parent Company, as well as those of its subsidiaries enumerated in Note 1 to the consolidated financial statements.

Subsidiaries

Subsidiaries are entities controlled by the Group. The Group controls an entity if and only if, the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control.

The financial statements of the subsidiaries are prepared for the same reporting period as the Parent Company and are included in the consolidated financial statements from the date when control commences until the date when control ceases.

The accounting policies of subsidiaries are being aligned with the policies adopted by the Group. Losses applicable to the NCI in a subsidiary are allocated to the NCI even if doing so causes the NCI to have a deficit balance.

Segment Reporting

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Group's other components. All operating results are reviewed regularly by the Group's BOD, the chief operating decision maker of the Group, to make decisions about resources to be allocated to the segment and to assess its performance, and for which discrete financial information is available.

Segment results that are reported to the Group's BOD include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. Unallocated items comprise mainly corporate assets, head office expenses and income tax assets and liabilities. Segment capital expenditure is the total cost incurred during the year to acquire property and equipment.

The Group's businesses are operated and organized according to the nature of business provided, with each segment representing a strategic business unit, namely, the hotel operations, marketing operations and corporate and other operations segments. The Group's only reportable geographical segment is the Philippines.

Revenue Recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured. Income is measured at the fair value of the consideration received, net of trade discounts, rebates, and other sales taxes or duties. The following specific criteria must also be met before revenue is recognized:

- **Rooms**
Room revenue is recognized based on actual occupancy.
- **Food and Beverage**
Food and beverage revenue is recognized when orders are served and billed.
- **Rent and Related Income**
Rent and related income on leased areas of the Group's properties is accounted for on a straight-line basis over the term of the lease, except for cancellable leases which are recognized at amount collected or collectible based on the contract provision.
- **Other Revenues**
Other revenues are recognized upon execution of service or when earned.

➤ **Other Income**

Interest income is recognized as it accrues using the effective interest method.

1. Cash and Cash Equivalents

Cash in banks earn interest at the respective bank deposit rates. Short-term placements earn interest at an annual average rate of 0.05% to 5.50% in 2024 with average maturities ranging from 30 to 90 days.

2. Receivables

This account consists of:

	June 2024	December 2023
Trade	1,622,107,148	448,121,134
Others	517,074,580	517,074,580
Total Receivables	2,139,181,728	965,195,714
Less: Allowance for Doubtful accounts	(61,521,598)	(61,521,598)
Total, Net	2,077,660,130	903,674,116

3. Inventories

This account consists of:

	June 2024	December 2023
Food and Beverages	14,588,248	12,835,838
Operating Supplies	9,725,499	11,291,994
Others	822,551	822,551
Total	25,136,297	24,950,383

4. Related Party Transactions

This represents interest bearing advances from TWGI and Pacific Rehouse Corporation (PRC) these advances are due in one year, subject to renewal. The advances to TWGI charge interest at 4% per annum in 2024 and 2023, respectively, while the advances to PRC charge interest at 2% per annum in 2024 and 2023. Advances to Philippine Estate Corporation (PHES), Forum Holdings Corporation (FHC), Plastic City Industrial Corporation (PCIC), East Asia Oil & Mining Company, Inc. (East Asia) and Pacific Wide Realty Development Corp. (PWRDC) are noninterest-bearing, collateral-free and with no fixed term of repayment.

5. Accounts Payable and other non-payable

This account consists of:

	June 2024	December 2023
Trade	1,314,346,673	718,318,614
Accrued Expenses	876,231,115	863,532,325
Others	218,770,846	218,770,846
Total	2,409,348,634	1,800,621,785

6. Loans

This account consists of:

SSS Loan

SSS vs WPI. Et al civil case no. Q-04-52629 at regional trial court, Quezon City. On October 28, 1999, the Parent Company obtained a five-year term loan from SSS amounting to P375.00 million originally due on October 29, 2004. The SSS loan bears interest at the prevailing market rate plus 3% or 14.5% per annum, whichever is higher. Interest is repriced annually and is payable semi-annually. Initial interest payments are due 180 days from the date of the release of the proceeds of the loan. The repayment of the principal shall be based on eight (8) semi-annual payments, after a one-year grace period.

The SSS loan was availed to finance the completion of the facilities of WCCCHI. It was secured by a first mortgage over parcels of land owned by WII and by the assignment of 200 million common shares of the Parent Company owned by TWGI. The common shares assigned were placed in escrow in the possession of an independent custodian mutually agreed upon by both parties.

On August 7, 2003, when the total loan obligation to SSS, including penalties and interest, amounted to P605.00 million, the Parent Company was considered in default with the payments of the loan obligations. Thus, on the same date, SSS executed a foreclosure proceeding on the mortgaged parcels of land. The SSS's winning bid on the foreclosure sale amounting to P198.00 million was applied to penalties and interest amounting to P74.00 million and P124.00 million, respectively. In addition, the Parent Company accrued penalties charged by SSS amounting to P30.50 million covering the month of August until December 2003, and unpaid interest expense of P32.00 million.

The Parent Company, WII and TWGI were given the right to redeem the foreclosed property within one (1) year from October 17, 2003, the date of registration of the certificate of sale. The Parent Company recognized the proceeds of the foreclosure sale as its liability to WII and TWGI. The Parent Company, however, agreed with TWGI to offset this directly against its receivable from the latter. In August 2004, the redemption period for the Parent Company, WII and TWGI expired.

The remaining balance of the SSS loan is secured by the shares of stock of the Parent Company owned by TWGI and shares of stock of WII numbering 235 million and 80 million shares, respectively.

The Parent Company, at various instances, initiated negotiations with the SSS for restructuring of the loan but was not able to conclude a formal restructuring agreement.

On January 13, 2015, the RTC of Quezon City issued a decision declaring null and void the contract of loan and the related mortgages entered into by the Parent Company with SSS on the ground that the officers and the SSS are not authorized to enter the subject loan agreement. In the decision, the RTC of Quezon City directed the Company to return to SSS the principal amount of loan amounting to P375.00 million and directed the SSS to return to the Company and to its related parties titles and documents held by SSS as collaterals.

In the decision, the RTC of Quezon City directed the Company to return to SSS the principal amount of loan amounting to P375 million and directed the SSS to return to the Company and to its related parties titles and documents held by SSS as collaterals.

On January 22, 2016, SSS filed an appeal with the CA assailing the RTC of Quezon City decision in favor of the Company, et al. SSS filed its Appellant's Brief, and the Company filed a Motion for Extension of Time to file Appellee's Brief until May 16, 2016.

On May 16, 2016, the Company filed its Appellee's Brief with the CA, furnishing the RTC of Quezon City and the Office of the Solicitor General with copies. SSS was given a period to reply but it did not file any.

On September 6, 2016, a resolution for possible settlement was received by the Company from the CA.

On February 27, 2017, a Second Notice to Appear issued by the PMCU-CA directing all parties to appear on February 27, 2017 at a specified time was received by the Parent Company only on February 27, 2017 after the specified time of the meeting. The Parent Company failed to appear.

On June 30, 2017, a Resolution issued by CA, resolved to submit the appeal for decision.

On August 30, 2019, the Court of Appeals rendered its Decision reversing and setting aside the Decision dated January 13, 2015 and Order dated May 11, 2015 rendered by the RTC of Quezon City.

On November 4, 2019, the counsel for the Parent Company, filed a Petition for Review with the SC.

On February 5, 2020, the SC issued its Resolution requiring SSS to file its Comment. SSS appealed for an extension to file its Comment until March 23, 2020. On August 14, 2020, the counsel for the Parent Company received a copy of the Comment dated June 24, 2020.

On July 26, 2021, the SC rendered a decision in favor of the Parent Company which includes the declaration of the contract of loan and the foreclosure sale as null and void and ordered the following:

- The Parent Company to pay SSS P375.00 million subject to 12% legal interest from October 28, 1999 to June 30, 2013, and 6% legal interest from July 1, 2013 until full payment; and
- SSS to return to the Parent Company the amount of P35.83 million, subject to a legal interest of 12% from the dates that the individual payments were remitted until June 30, 2013, and 6% legal interest from July 1, 2013 until full payment.

As at the date of authorization for issue of the consolidated financial statements ending December 31, 2021, there were no updates on the progress of the foregoing motions filed by the SSS and the Office of the Solicitor General with the SC. As a result of the SC decision, the Parent Company recognized a reversal of previously accrued interest and penalties on the SSS Loan amounting to P415.67 million as at December 31, 2021. The reversal was recognized and presented as "Reversal of accrual" in the consolidated statement of profit or loss and other comprehensive income.

On January 28, 2022, the SSS filed a Motion for Reconsideration with the SC. On February 2, 2022, the Office of the Solicitor General filed a Manifestation with the SC that it filed/served by electronic means its Motion for Reconsideration due to the physical closure of its offices as a result of the COVID-19 pandemic. On May 4, 2022, the Company filed a Comment to Respondent's Motion for Reconsideration with Motion to Admit.

On September 21, 2022, the SC issued a resolution denying SSS' Motion for Reconsideration with Finality. On December 20, 2022, the SC issued an Entry of Judgment certifying the SC decision made on July 6, 2021, and that the same has, on September 21, 2022, become final and executory and is hereby recorded in the Book of Entries of Judgement.

The Company was ordered to:

- a. Submit to the trial court a list of all fruits, income, or dividends received by virtue of the Contract of Loan with Real Estate Mortgage and Option to Convert to Shares of Stock;
- b. Provided a computation of all amounts to be paid and a list of all properties to be returned by each party, together with a proposed schedule of payments and reconveyance, over a period which shall not exceed six (6) months from the finality of the SC decision, to be approved by the trial court; and
- c. Submit a report to the trial court on each party's compliance with the execution of the SC decision.

Subsequently, the last day for complying with the foregoing directives of the SC was on March 21, 2023. The Company prayed to the SC to grant the Company an extension of 30 days from March 21, 2023, or until April 21, 2023, within which to submit the list of the income received by Company by virtue of the Contract of Loan with Real Estate Mortgage and Option to Convert to Shares of Stock, the computation of amounts to be paid and the list of all properties to be returned, together with a proposed schedule of payments and reconveyance, for approval of the SC.

On April 17, 2023, the Company filed a Manifestation with Motion to Approve Proposed Set-off and Schedule of Reconveyance with the RTC of Quezon City to comply with the orders set out in the SC decision.

On August 17, 2023, Branch 76 of the RTC of Quezon City issued an Order approving the legal compensation between SSS and the Company, ordering WPI to pay P258,117,749.89 to SSS, which is the balance of the amount due to SSS after set-off of the amounts due to WPI, and further ordering the return of real estate properties and shares of stock by SSS to defendants WPI and WIN.

On September 29, 2023, plaintiff SSS filed a Motion for Reconsideration with the RTC of Quezon City asking that the August 17, 2023 Order be set aside.

On September 20, 2023, SSS filed a Motion for Reconsideration with the RTC of Quezon City asking that August 17, 2023 Order to be set aside. The Motion for Reconsideration was denied by the RTC in its Order on January 12, 2024. A Motion for the Issuance of Certificate of Finality before the RTC has not been executed as the case is yet to attain finality should SSS file an appeal or petition for certiorari.

7. The earnings (loss) per share are computed as follows:

	June 2024	December 2023
Net Income	47,011,670	68,843,761
Weighted Average Number of Shares Outstanding	2,498,991,753	2,498,991,753
Total	0.019	0.073

There are no dilutive potential shares as June 30, 2024 and December 31, 2023.

8. Lease Agreement with Philippine Amusement and Gaming Corporation (“PAGCOR”)

The Parent Company, in behalf of WCCCHI and WMCHI, entered into lease agreements with PAGCOR. The lease agreement of WCCCHI with PAGCOR covered the Main Area (8,123.60 sqm.), Slot Machine Expansion Area (883.38 sqm.), Mezzanine (2,335 sqm.) and 5th Floor Junket Area (2,336 sqm.) for a total area of 13,677.98 sqm. which commenced in March 2011. The lease agreement of WMCHI with PAGCOR covered the Main Area (4,076.24 sqm.) and Chip Washing Area (1,076 sqm.) for a total area of 5,152.24 sqm. These aforesaid leases are valid until the year 2032.

9. Other Lease Agreements

Group as Lessor

Lease Agreements with Concessionaires

WCCHI, WMCHI and DIHCI have lease agreements with concessionaires for the commercial spaces available in their respective hotels. These agreements typically run for a period of less than one year, renewable upon the mutual agreement of the parties.

10. Commitments and Contingencies

The following are the significant commitments and contingencies involving the Group:

- a. On November 10, 2008, the Parent Company received a preliminary assessment notice from the BIR for deficiency taxes for the taxable year 2006. On February 9, 2009, the Parent Company sent a protest letter to BIR contesting the said assessment. On February 18, 2009, the Regional Office of the BIR sent a letter to the Parent Company informing the latter that the docket was returned to Revenue District Office for reinvestigation and further verification.

On December 8, 2009, the Parent Company received BIR's Final Decision on Disputed Assessment for deficiency taxes for the 2006 taxable year. The final decision of the BIR seeks to collect deficiency assessments totaling to P3.30 million. However, on January 15, 2010, the Parent Company appealed the final decision of the BIR with the Court of Tax Appeals (CTA) on the grounds of lack of legal and factual bases in the issuance of the assessments.

In its decision promulgated on November 13, 2012, the CTA upheld the expanded withholding tax (EWT) assessment and cancelled the VAT and compromise penalty assessments. The Parent Company decided not to contest the EWT assessment. The BIR filed its motion for reconsideration (MR) on December 4, 2012, and on April 24, 2013, the Court issued its amended decision reinstating the VAT assessment. The Parent Company filed its MR on the amended decision that was denied by the CTA in its resolution was promulgated on September 13, 2013.

The Parent Company appealed the case to the CTA sitting En Banc on October 21, 2013. The CTA En Banc decision promulgated on December 4, 2014, affirmed the VAT and EWT assessments. The EWT assessment was paid on March 3, 2013. The CTA En Banc decision was appealed to the SC on February 5, 2015, covering the VAT assessment only.

On May 02, 2018, the legal counsel served copies of the reply in the case pending before the Court of Tax Appeals. Management and its legal counsel believe that the position of the Parent Company is sustainable, and accordingly, believe that the Parent Company does not have a present obligation (legal or constructive) with respect to the assessment.

- b. On June 8, 2021, the Parent Company received a Letter of Authority SN: eLA201500023533 LOA-080- 2021-0000113 dated May 31, 2021, from the BIR for the taxable year 2019.

On January 26, 2023, the Parent received Notice of Discrepancy dated January 25, 2023. On February 24, 2023, the Parent Company sent a letter to BIR contesting the said assessment.

On May 23, 2023, an Amended Notice of Discrepancy dated May 15, 2023, was received by the parents with changes on the assessment. On June 20, 2023, the Parent submitted a reply with justification and explanation on itemized assessment.

On July 26, 2023, the parents received a Preliminary Assessment Notice dated July 24, 2023. On August 9, 2023, a reply dated August 9, 2023 was sent to BIR still contesting the said assessment.

On August 31, 2023, a Formal Letter of Demand dated August 16, 2023 ("FLD") was received by the Parent. On October 2, 2023, the Parent Company sent a protest letter to BIR contesting portion of the said assessment. Settlement on Documentary Stamp Tax, Registration Fee, Expanded Withholding Taxes and Withholding Tax on Compensation amounting to P3.3 million was made on October 12, 2023. Items still for reinvestigation and verification included in the Protest Letter are Income Tax and VAT.

MANAGEMENT DISCUSSION AND ANALYSIS OF FINANCIAL CONDITIONS AND RESULTS OF OPERATIONS

Below are the results of operations of the Parent Company and its subsidiaries, for the period ending June 30, 2024 and June 2023 together with its financial conditions as of the same period.

Results of Operation

	June 2024	June 2023
Revenues	497,610,817	491,435,338
Less: Costs and Expenses	320,665,723	320,724,921
Net Income (Loss) Before Fixed Financial and Other Charges	176,945,094	170,710,417
Less: Fixed Financial and Other Charges (Dep'n and Amort'n and Interest)	112,612,476	190,641,512
Income (Loss) before Income Taxes	64,332,618	(19,931,095)
Income Tax Expense (Benefit)	17,320,948	5,019,083
Income (Loss) before Share in minority interest	47,011,670	-24,950,178
Share in Minority Interest	(19,517,575)	(19,517,575)
Net Income (Loss)	27,494,095	64,983,903
Earnings (Loss) per share	0.019	0.010

Period ended June 30, 2024, compared to Period Ended June 30, 2023.

Income Statement

Hotels and other subsidiaries' gross revenue for the 2nd quarter of 2024 was 6.17 higher than the previous year. Consolidated costs and expenses for all properties decreased by 9.45% as compared to last year due to increased bookings and functions.

Seasonality or Cyclicity of Interim Operations

1st QUARTER

The Group opened its facilities and functions for special events and accommodated local guests through online bookings and walk-ins, government and corporate clients that include airline, telecommunication and utility companies. For Food and Beverage, the Group has reimagined the outlet menus boosting promotions for clients to get to taste our sumptuous dishes right at the outlets. Presentation of top five performance indicators for the third quarter is shown as follows.

2nd QUARTER

The Group opened its facilities and functions for special events and accommodated local guests through online bookings and walk-ins, government and corporate clients that include airline, telecommunication and utility companies. For Food and Beverage, the Group has reimagined the outlet menus boosting promotions for clients to get to taste our sumptuous dishes right at the outlets. Presentation of top five performance indicators for the third quarter is shown as follows.

TOP FIVE PERFORMANCE INDICATORS

	June 30, 2024	June 30, 2023
Occupancy Percentage	67.64%	74.39%
Average Room Rates	3,422.06	2,947.70
Food Covers	158,353.67	173,075.67
Average Food Checks	504.52	465.85
Average Food Costs	36%	39%

Occupancy Percentage

- The occupancy percentage is 67.64%. Occupancy percentage is computed by dividing the total number of rooms sold over the total number of rooms available for sale.

Average Room Rate

- The average room rate is Php 3,422.06. Average room rate is computed by dividing the net rooms revenue over the total number of rooms sold.

Food Covers

- Food covers are 158,353.67. Food covers pertain to the number of guests that availed of the restaurant's services.

Average Food Check

- The average food check or average consumption per guest is Php 504.52. Average Food Check is derived by dividing the total food and beverage revenue by total food covers.

Average Food Cost

- The average food cost is 36%. Average Food Cost is computed by dividing the cost of sales food by revenue plus allowance.

Financial Condition

Cash and cash equivalents

- This account decreased by P951K which is 0.22% lower than last year.

Receivables

- has increased by 173.27% from P760.29K in June 2023 to P2.08M in 2024.

Notes Receivable

- Decreased by 52.22%

Inventories

- Inventories decreased by 12% from June last year.

Due from related parties-current portion

- Has increased from P1.79M June of last year to P2.17M in 2024.

Prepaid expenses and other current assets

- An increase of P145.14M from June last year have been noted. Prepaid expenses are defined as payment for services and/or benefits yet to be performed or received; it also includes prepaid taxes and insurance.

Property plant & equipment

- There was a 8.22% increase from last year. In compliance with PAS 27, property and equipment (except operating and transportation equipment) were carried at revalued amounts effective 2009.

Other noncurrent assets

- There is a decrease of 15.71% from June last year.

Current Liabilities

- The account consisted of trade payable, income tax payable, accruals and loans payable. The account increased by 190.65% from last year.

Loans Payable

- Current portion of the loan has decreased by 23.53%.

Noncurrent liabilities

- The account resulted in an increase of 3.13% from June of previous year.

Key Variable and Other Qualitative and Quantitative Factors:

a. Any known Trends, Events or Uncertainties

The Group has assessed that it will still have continued operation after the previous year's challenges. The full impact on the Group will depend on the duration of this unique crisis and how it severely impacts the economy going forward, with a range of potential outcomes too large to provide a meaningful quantification at this point. The subsequent impact of this outbreak especially on the Group's estimates of provision on financial instruments and recoverability of nonfinancial assets will be determined, quantified and recognized in the Group's financial statements when these become estimable.

b. There are no events that will trigger direct or contingent financial obligation that is material to the company, including any default or acceleration of an obligation.

Omnibus Security and Loan Agreement Covenants

As of December 31, 2023, the Group's debt service coverage ratio has fallen below the agreed threshold, but the Group was able to obtain a waiver for the breach (see Note 26). As at the date of the authorization of the financial statements, the Group is not in default and continues to pay the maturing interest and principal in a timely manner

c. There are no material off-balance sheet transactions, arrangements, obligations (including contingent obligations), and other relationships of the company with unconsolidated entities or other persons created during the reporting period.

d. The group is not subject to externally imposed capital requirements.

Financial Risk and Capital Management Objectives and Policies

The Group's principal financial instruments comprise of cash and cash equivalents, receivables, notes receivable, due from related parties, short-term investments, equity securities - at FVOCI, other noncurrent assets (excluding advances to contractors and advances to supplier), accounts payable and accrued expenses (excluding local taxes, output VAT and withholding taxes), loans payable, due to a related party, lease liabilities, other current liabilities (excluding deferred income), concessionaires' deposits and retention payables. These financial instruments arise directly from operations.

The main risks arising from the financial instruments of the Group are credit risk, liquidity risk and market risk. There has been no change to the Group's exposure to risks or the manner in which it

manages and measures the risks in prior financial years. The Group's management reviews and approves policies for managing each of these risks and they are summarized as follows:

Credit Risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations and arise principally from the Group's receivables.

The Group has established a credit policy under which each new customer is analyzed individually for creditworthiness before the Group's standard payment and delivery terms and conditions are offered. The Group's review includes external ratings, if they are available, financial statements, credit agency information, industry information, and in some cases bank references. The Group limits its exposure to credit risk by establishing credit limits and maximum payment period for each customer, reviewing outstanding balances to minimize transactions with customers in industries experiencing particular economic volatility.

With respect to credit risk from other financial assets of the Group, which mainly comprise of due from related parties, the exposure of the Group to credit risk arises from the default of the counterparty, with a maximum exposure equal to the carrying amount of these instruments.

There is no other significant concentration of credit risk in the Group.

The credit grades used by the Group in evaluating the credit quality of its receivables to customers and other parties are the following:

Grade A financial assets pertain to financial assets that are neither past due nor impaired which have good collection status. These financial assets are those which have a high probability of collection, as evidenced by counterparties having the ability to satisfy their obligations.

Grade B financial assets are those past due but not impaired financial assets and with fair collection status. These financial assets include those for which collections are probable due to the reputation and the financial ability to pay off the counterparty but have been outstanding for a length of time.

Grade C financial assets are those which have continuous default collection issues. These financial assets have counterparties that are most likely not capable of honoring their financial obligations

The credit quality of the Group's financial assets that are neither past due nor impaired is considered to be of good quality and expected to be collectible without incurring any credit losses.

Information on the Group's receivables and due from related parties that are impaired as of December 31, 2023 and 2022 and the movement of the allowance used to record the impairment losses are disclosed in Notes 5 and 8 to the consolidated financial statements.

Liquidity Risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due.

The Group monitors and maintains a level of cash deemed adequate by the management to finance the Group's operation and mitigate the effects of fluctuations in cash flows. Additional short-term funding is obtained through related party advances and from bank loans, when necessary.

Ultimate responsibility for liquidity risk management rests with the BOD, which has established an appropriate liquidity risk management framework for the management of the Group's short, medium and long-term funding and liquidity management requirements. The Group manages liquidity risk by maintaining adequate reserves, by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities. For the Group's short-term funding, the Group's policy is to ensure that there are sufficient working capital inflows to match repayments of short-term debt.

Market Risk

Market risk is the risk that the fair value or cash flows of a financial instrument of the Group will fluctuate due to change in market prices. Market risk reflects interest rate risk, currency risk and other price risks.

The Group is primarily exposed to the financial risk of changes in equity prices of its equity securities - at FVOCI.

Interest Rate Risk

Cash flow interest rate risk is the risk that the future cash flow of the financial instruments will fluctuate because of the changes in market interest rates. Fair value interest rate risk is the risk that the fair value of a financial instrument will fluctuate due to changes in market interest rates.

The Group's financial instrument that is primarily exposed to interest risk is the interest-bearing funds made available by the Parent Company to WCCCHI to finance the construction of the Cebu City Hotel Project. Such funds were substantially sourced from a P375.00 million loan from SSS, as well as the stock rights offering of the Parent Company. In 2006, the Parent Company charged WCCCHI with the related interests and penalties on the contention that the latter benefited from the proceeds of the SSS loan. Starting 2017, WCCCHI was not anymore charged with the interest on SSS loan because the Parent Company has assessed if it has already fulfilled its obligations related to its use of proceeds from such loan.

Cash flow interest rate risk exposure is managed within parameters approved by management. If the exposure exceeds the parameters, the Group enters into hedging transactions.

Equity Price Risk

Equity price risk is the risk that fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices (other than those arising from interest rate risk or currency risk), whether those changes are caused by factors specific to the individual financial instrument or its issuer, or factors affecting all similar financial instruments traded in the market.

The Group monitors the changes in the price of the shares of stock of WPI. In managing its price risk, the Group disposes of existing or acquires additional shares based on the economic conditions.

Fair Value of Financial Assets and Liabilities

The carrying amount of cash and cash equivalents, receivables, current portion of due from related parties, accounts payable and accrued expenses and other current liabilities approximate their fair values due to the short-term maturity of these instruments.

The fair value of interest-bearing due from related parties and loans payable is based on the discounted value of expected future cash flows using the applicable market rates for similar types of instruments as of the reporting date; thus, the carrying amount approximates fair value.

The fair value of listed investment was determined using the closing market price of the investment listed on the PSE as of December 31, 2023, and 2022.

Risk Management Structure

Board of Directors	Risk Management Committee	Capital Management
<p>- The BOD is mainly responsible for the overall risk management approach and for the approval of risk strategies and principles of the Group. It also has the overall responsibility for the development of risk strategies, principles, frameworks, policies and limits. It establishes a forum of discussion of the Group's approach to risk issues to make relevant decisions.</p>	<p>- Risk management committee is responsible for the comprehensive monitoring, evaluating and analyzing of the Group's risks in line with the policies and limits set by the BOD.</p>	<p>- The primary objective of the Group's capital management is to ensure its ability to continue as a going concern and that it maintains a strong credit rating and healthy capital ratios in order to support its business and maximize shareholder value. Capital is defined as the invested money or invested purchasing power, the net assets or equity of the entity. The Group's overall strategy remains unchanged from 2024 and 2023.</p> <p>- The Group manages its capital structure and adjusts it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. For purposes of the Group's capital management, capital includes all equity items that are presented in the consolidated statement of changes in equity, except for revaluation surplus on property and equipment, retirement benefits reserve, foreign currency translation adjustment and fair value reserve.</p> <p>- The Group's capital management, among other things, aims to ensure that it meets financial covenants attached to the omnibus and security loan agreement. Breaches in meeting the financial covenants would permit the bank to immediately call the loans.</p>

PART II--OTHER INFORMATION

None

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 thereunto duly authorized.

Registrant: ... **Waterfront Philippines, Incorporated**



Issuer..... **ATTY. ARTHUR R. PONSARAN**

Signature and Title..... **Corporate Secretary**

Date..... **08-014-2024**



Issuer..... **RICHARD L. RICARDO**

Signature and Title..... **Compliance Officer**

Date..... **08-14-2024**

WATERFRONT PHILIPPINES INC.
 COMPARATIVE STATEMENTS OF INCOME
 FOR THE QUARTER ENDING JUNE 30, 2024
 (with comparative figures for June 30, 2023)

	QUARTER ENDED JUNE 30, 2024	QUARTER ENDED JUNE 30, 2023	YEAR ENDED DECEMBER 31, 2023	Movement vs Q2	%
REVENUES					
Hotel	296,621,770	228,068,116	1,764,270,270	68,553,654	3.89%
Nonhotel	151,546,520	276,732,040	39,316,103	- 125,185,520	-318.41%
Interest and other income	49,442,527	- 13,364,818	141,173,479	62,807,345	44.49%
Subtotal	497,610,817	491,435,338	1,944,759,852	6,175,479	0.32%
OPERATING EXPENSES					
Hotel	270,716,344	132,215,415	729,935,355	138,500,929	18.97%
Nonhotel	49,949,379	188,509,506	413,697,247	- 138,560,127	-33.49%
Subtotal	320,665,723	320,724,921	1,143,632,602	- 59,198	-0.01%
INCOME (LOSS) BEFORE FIXED FINANCIAL AND OTHER CHARGES	176,945,094	170,710,417	801,127,250	6,234,677	0.78%
FIXED, FINANCIAL AND OTHER CHARGES					
Depreciation and amortization	42,322,151	51,753,482	333,404,063	- 9,431,331	-2.83%
Interest expense	70,132,430	148,383,634	299,821,604	- 78,251,204	-26.10%
Provision for doubtful accounts	-	-	9,572,112	-	0.00%
Penalties and other charges	-	-	-	-	0.00%
Foreign exchange losses (gains)	-	-	12,144,791	-	0.00%
Others	157,895	- 9,495,604	-	-	0.00%
Subtotal	112,612,476	190,641,512	654,942,570	- 87,682,535	-13.39%
INCOME (LOSS) BEFORE CUMULATIVE EFFECT OF CHANGE IN ACCOUNTING POLICY AND INCOME TAX EXPENSE	64,332,618	- 19,931,095	146,184,680		0.00%
INCOME TAX EXPENSE	17,320,948	5,019,083	107,627,968	12,301,865	11.43%
NET INCOME (LOSS)	47,011,670	- 24,950,178	38,556,712	- 12,301,865	-31.91%
OTHER COMPREHENSIVE INCOME					
Appraisal on increase on property and equipment			183,673,363		0.00%
Foreign currency translation differences for foreign operations			935,085		0.00%
Actuarial gains on defined benefit plan			4,089,691		0.00%
Net change in fair value of AFS investment			-		0.00%
Reduction of deferred tax liability relating to revaluation surplus			-		0.00%
Deferred tax effect			- 45,918,340		0.00%
TOTAL COMPREHENSIVE INCOME (LOSS)	47,011,670	- 24,950,178	181,336,511	- 12,301,865	-6.78%

WATERFRONT PHILIPPINES INC.
CONSOLIDATED STATEMENT OF FINANCIAL POSITION

	June 30, 2024	December 31, 2023
ASSETS		
Current Assets		
Cash and cash equivalents	438,883,157	475,947,998
Short-term Investment	-	1,277,615
Trade and Other current receivables - net	2,077,660,130	903,674,116
Note Receivable	108,372,411	267,553,447
Due from related party - current	2,171,710,317	2,936,358,422
Inventories	25,136,297	24,950,383
Prepaid expenses and other current assets	380,492,241	248,457,059
Total Current Assets	5,202,254,552	4,858,219,040
Noncurrent Assets		
Property Plant and equipment - net	10,896,575,978	10,977,835,715
Right-of-use assets - net	133,800,348	133,800,348
Retirement Liability (Asset)	337,391	69,146,215
Due from related party - noncurrent	2,995,565,044	3,591,306,466
Investment in subsidiary	2,342,074,503	-
Equity securities - at fair value through other comprehensive income	20,115,300	70,255,800
Investment	455,000,000	-
Deferred Tax Assets - net	326,285,840	251,168,202
Other noncurrent assets - net	800,125,474	728,655,722
Total Noncurrent Assets	17,969,879,877	15,822,168,468
TOTAL ASSETS	23,172,134,430	20,680,387,508
LIABILITIES AND EQUITY		
Current Liabilities		
Trade and other current payables	2,409,348,634	1,800,621,785
Loans Payable - current	715,000,000	715,000,000
Due to related parties	4,914,427,563	30,000
Contract Payable	-	-
Lease Liability - current portion	2,466,149	2,795,134
Other Current Liabilities	-	63,488,720
Income Tax Payable	38,602	76,473,704
Total Current Liabilities	8,041,203,745	2,658,409,343
Noncurrent Liabilities		
Loans Payable - noncurrent	2,582,305,926	2,435,000,000
Deposit for future stock subscription	-	-
Retirement benefits liability	-	341,300
Other Noncurrent Liabilities	1,479,046,696	474,314,210
Lease Liability - noncurrent portion	27,438,009	146,114,456
Retention payables	88,453,190	-
Deferred Tax Liabilities - net	1,035,699,500	2,263,895,720
Total Noncurrent Liabilities	5,212,943,322	5,319,665,686
TOTAL LIABILITIES	13,254,147,067	7,978,075,029
EQUITY		
Capital Stock	2,498,991,788	2,498,991,753
Additional paid-in capital	706,364,357	706,364,357
Revaluation surplus on property and equipment - net	2,569,317,511	5,294,395,019
Foreign currency translation adjustment	-	56,063,862
Retirement benefits reserve	62,260,724	166,834,348
Fair Value reserve	7,692,830	4,284,906
Retained Earnings	4,073,360,153	3,975,378,234
Treasury Stock	-	-
TOTAL EQUITY	9,917,987,363	12,702,312,479
TOTAL LIABILITIES AND EQUITY	23,172,134,430	20,680,387,508

WATERFRONT PHILIPPINES INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE QUARTER ENDING JUNE 30, 2024

	Unaudited June 30, 2024	Unaudited June 30, 2023	Audited December 31, 2023
CASH FLOW FROM OPERATING ACTIVITIES			
Income(Loss) before income tax	115,331,716	70,002,985	146,184,690
Adjustments for:			
Depreciation	84,446,951	84,168,435	327,077,010
Interest Expense	130,900,753	162,251,878	285,745,321
Unrealized foreign exchange loss	-	-	2,349,483
Amortization of operating equipment	-	-	-
Retirement Benefit Cost	-	-	198,032
Income due to rent concession	-	-	1,814,550
Impairment Losses	-	-	18,585,407
Interest Income	59,248,530	-	141,173,479
Loss on sale of equipment	-	25,145,626	-
Operating income before working capital changes	271,430,890	291,277,672	632,056,884
Decrease (increase) in:			
Receivables	- 1,317,369,710	134,118,660	29,808,625
Inventories	3,440,450	525,689	4,939,298
Short term Investment	- 145,138,003	-	1,277,615
Prepaid expenses	-	10,877,610	208,347
Increase (decrease) in:			
Accounts payable and accrued expenses	619,202,279	97,475,066	107,950,497
Net Cash flow from Insurance claims	42,000,000	99,692,943	-
Other noncurrent liabilities	-	-	11,225,826
Other current liabilities	-	-	30,537,348
Rental paid in advance	-	-	-
Net cash generated from operations	- 526,434,094	612,212,420	808,125,844
Interest received	59,248,530	25,145,626	6,785,285
Interest Paid	- 130,900,753	- 162,251,878	- 85,484,722
Income taxes paid	- 618,571	- 53,750,489	- 14,076,283
Net cash from operating activities	- 598,704,887	421,355,679	715,350,124
CASH FLOWS FROM INVESTING ACTIVITIES			
Decrease (increase) in receivable from affiliates	382,765,487	- 1,424,455,686	712,157,886
Note receivable	382,765,487	20,543,589	20,171,262
Proceeds from insurance claims on property damages	-	-	-
Other noncurrent assets	-	-	-
Acquisition of property and equipment	828,104,452	848,470,354	120,129,047
Decrease (increase) in other assets	- 1,057,265,686	- 414,952,846	3,100,151
Net cash from (used) in investing activities	536,369,739	- 970,394,589	574,957,728
CASH FLOWS FROM FINANCING ACTIVITIES			
Payment of loan	-	-	-
Loan Payable	- 82,670,555	450,023,519	-
Change in due to a related party	-	-	30,000
Increase (decrease) in noncurrent liabilities	-	45,038,465	220,000,000
Increase (decrease) in lease rental payable (Cimar)	-	-	28,363,258
Cash used in financing activities	- 82,670,555	404,985,054	248,333,258
EFFECT OF EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS	- 145,005,703	- 144,053,856	107,940,862
CASH AND CASH EQUIVALENTS, BEGINNING	583,888,860	583,888,860	583,888,860
CASH AND CASH EQUIVALENTS AT END OF PERIOD	438,883,157	439,835,004	475,947,998

WATERFRONT PHILIPPINES, INCORPORATED AND SUBSIDIARIES
SCHEDULE OF AGING OF ACCOUNTS RECEIVABLE FOR SEC REPORTING
As of June 30, 2024

Trade Receivables	0-30 days	31-60 days	61-90 days	91-120 days	121 days over	Total
Waterfront Cebu City Casino Hotel Inc.	4,899,150.64	11,608,481.85	5,913,510.41	3,371,260.99	154,141,440.89	179,933,844.78
Waterfront Airport Hotel and Casino	406,233.43	565,162.16	812,048.03	8,641,890.10	69,329,105.97	79,754,439.69
Waterfront Insular Hotel Davao	3,112,342.40	64,933.18	(275,604.69)	169,769.96	9,736,956.87	12,808,397.72
Acesite Phils. Hotel Corporation					24,454,419.70	24,454,419.70
Total	8,417,726.47	12,238,577.19	6,449,953.75	12,182,921.05	257,661,923.43	296,951,101.89

Stock Transfer Service Inc.
WATERFRONT PHILIPPINES, INCORPORATED
List of Top 100 Stockholders
As of 06/30/2024

Rank	Name	Holdings	Percentage
1	PCD NOMINEE CORP. (FILIPINO)	1,133,114,235	45.34%
2	THE WELLEX GROUP, INC.	1,128,466,800	45.16%
3	PCD NOMINEE CORP. (NON-FILIPINO)	47,591,239	01.90%
4	KENNETH T. GATCHALIAN	30,000,100	01.20%
5	REXLON T. GATCHALIAN	30,000,000	01.20%
6	WESLIE T. GATCHALIAN	30,000,000	01.20%
7	FORUM HOLDINGS CORPORATION	20,626,000	00.83%
8	PRIMARY STRUCTURES CORPORATION	16,212,500	00.65%
9	REXLON GATCHALIAN	14,740,000	00.59%
10	METRO ALLIANCE HOLDINGS & EQUITIES, INC.	14,370,000	00.58%
11	ELVIRA A. TING	10,000,009	00.40%
12	CATALINA ROXAS MELENDRES	6,246,000	00.25%
13	MANUEL H. OSMENA &/OR MANUEL L. OSMENA II	1,400,000	00.06%
14	ROLANDO M. LIM	1,142,500	00.05%
15	FELIPE A CRUZ, JR.	1,100,000	00.04%
16	MARIA CONCEPCION CRUZ	876,000	00.04%
17	FREYSSINET PHILIPPINES, INC.	770,000	00.03%
18	BENSON COYUCO	605,000	00.02%
19	LUCENA B. ENRIQUEZ	552,000	00.02%
20	EMILY LIM	500,000	00.02%
21	DEE HUA T. GATCHALIAN	350,000	00.01%
22	ARTHUR H. OSMENA &/OR JANE Y. OSMENA	330,000	00.01%
23	JOSE YAP &/OR CONCHITA YAP	330,000	00.01%
24	MARVIN J. GIROUARD	330,000	00.01%
25	DAVID LAO OSMENA	314,600	00.01%
26	ANA L. GO	300,000	00.01%

Stock Transfer Service Inc.
WATERFRONT PHILIPPINES, INCORPORATED
List of Top 100 Stockholders
As of 06/30/2024

Page No. 2

Rank	Name	Holdings	Percentage
27	SEGUNDO SEANGIO &/OR VIRGINIA SEANGIO	297,000	00.01%
28	CHARTERED COMMODITIES CORPORATION	294,999	00.01%
29	DOMINGO C GO	275,000	00.01%
30	DAVID LAO OSMENA	275,000	00.01%
31	SILVER GREEN INVESTMENTS LTD.	230,000	00.01%
32	GARY GO DYCHIAO	200,000	00.01%
33	MERIDIAN SEC., INC. A/C# 844	200,000	00.01%
34	CRISTINO NAGUIAT, JR.	181,500	00.01%
35	WILLIE TIO	159,500	00.01%
36	BETO Y. LIM	150,000	00.01%
37	PIERCE INTERLINK SECURITIES, INC.	150,000	00.01%
38	AURORA V. SAN JOSE	143,000	00.01%
39	YAN TO A. CHUA	132,000	00.01%
40	CELY S. LIM	112,200	00.00%
41	DEWEY CHOACHUY, JR	111,300	00.00%
42	JOHN CRHISTOPHER D. WEIGEL	110,000	00.00%
43	WANG YU HUEI	110,000	00.00%
44	WILSON CHUA &/OR BECKY QUE CHUA	110,000	00.00%
45	KENSTAR INDUSTRIAL CORPORATION	110,000	00.00%
46	WATERFRONT NOMINEES SDN BHD A/C#6	107,800	00.00%
47	CATHAY SEC. CO., INC. A/C# 1030	100,000	00.00%
48	MANUEL H. OSMENA &/OR GRELINA L. OSMENA	100,000	00.00%
49	CHONG PENG YNG	100,000	00.00%
50	PACIFIC WIDE REALTY DEVELOPMENT CORP.	100,000	00.00%
51	PACIFIC CONCORDE CORPORATION	100,000	00.00%
52	MIZPAH HOLDINGS, INC.	100,000	00.00%

Stock Transfer Service Inc.
WATERFRONT PHILIPPINES, INCORPORATED
List of Top 100 Stockholders
As of 06/30/2024

Page No. 3

Rank	Name	Holdings	Percentage
53	CHESA HOLDINGS, INC.	100,000	00.00%
54	PACIFIC REHOUSE CORPORATION	100,000	00.00%
55	HANSON G. SO &/OR LARCY MARICHI Y. SO	100,000	00.00%
56	PACIFIC IMAGES, INC.	100,000	00.00%
57	CARRIE LIM	100,000	00.00%
58	ALVIN TAN UNJO	88,000	00.00%
59	TERESITA GO &/OR SATURNINA GO	87,000	00.00%
60	GEORGE U. YOUNG, JR	82,500	00.00%
61	ROLANDO D. DE LEON	66,000	00.00%
62	LIPPO SECURITIES, INC.	56,500	00.00%
63	L.M. GARCIA & ASS., INC. A/C# 160	55,000	00.00%
64	MA. TERESA P. CRUZ	55,000	00.00%
65	PRIMITIVO C. CAL	55,000	00.00%
66	VICKY L. CHAN	55,000	00.00%
67	LEONG JEE VAN	55,000	00.00%
68	KIRBY YU LIM	55,000	00.00%
69	LIM TAY	55,000	00.00%
70	FRUTO M. TEODORICO, JR	55,000	00.00%
71	RENATO C. GENDRANO &/OR GENDRANO BERNADETTE	55,000	00.00%
72	LYDIA J. SY	55,000	00.00%
73	EDILBERTO &/OR ROSITA TANYU &/OR WELLINGTON HO VELASCO	55,000	00.00%
74	NEIL JOHN A. YU	50,000	00.00%
75	ROBERTO L. UY	50,000	00.00%
76	UY TIAK ENG	50,000	00.00%
77	SANDRA E. PASCUAL	50,000	00.00%
78	FRANCISCO C. SAN DIEGO	50,000	00.00%

Stock Transfer Service Inc.
WATERFRONT PHILIPPINES, INCORPORATED
List of Top 100 Stockholders
As of 06/30/2024

Rank	Name	Holdings	Percentage
79	EBC SECURITIES CORPORATION	48,400	00.00%
80	TAN DAISY TIENG	46,500	00.00%
81	EAST ASIA OIL & MINING COMPANY, INC.	40,000	00.00%
82	OCBC SECURITIES PHILS., INC.	40,000	00.00%
83	MANILYNN L. OSMENA	39,600	00.00%
84	MEGHANN GAIL L. OSMENA	39,600	00.00%
85	MANUEL L. OSMENA, II	39,600	00.00%
86	GLADYS MAY L. OSMENA	39,600	00.00%
87	STEVE WOODWARD	39,600	00.00%
88	ROBERT KLING	39,600	00.00%
89	JAY JACOBS	39,600	00.00%
90	ADRIAN LONG	39,600	00.00%
91	LUZ YAMANE	38,500	00.00%
92	LILY S. HO	36,300	00.00%
93	ABACUS SECURITIES CORPORATION	35,200	00.00%
94	LILIAN HONG	34,000	00.00%
95	INTERNATIONAL POLYMER CORPORATION	33,000	00.00%
96	SEAFRONT RESOURCES CORP.	33,000	00.00%
97	ARTURO GUANZON	33,000	00.00%
98	LEONCIO TIU	33,000	00.00%
99	RAMONCITO ARCEO	30,000	00.00%
100	RODOLFO B. LEDESMA	30,000	00.00%

Total Top 100 Shareholders : 2,496,888,982 99.91%

Total Issued Shares 2,498,991,753

Stock Transfer Service Inc.
WATERFRONT PHILIPPINES, INCORPORATED
List of Top 20 Stockholders
As of 06/30/2024

Rank	Name	Holdings	Percentage
1	PCD NOMINEE CORP. (FILIPINO)	1,133,114,235	45.34%
2	THE WELLEX GROUP, INC.	1,128,466,800	45.16%
3	PCD NOMINEE CORP. (NON-FILIPINO)	47,591,239	01.90%
4	KENNETH T. GATCHALIAN	30,000,100	01.20%
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15	FELIPE A CRUZ, JR.	1,100,000	00.04%
16	MARIA CONCEPCION CRUZ	876,000	00.04%
17	FREYSSINET PHILIPPINES, INC.	770,000	00.03%
18	BENSON COYUCO	605,000	00.02%
19	LUCENA B. ENRIQUEZ	552,000	00.02%
20	EMILY LIM	500,000	00.02%

Total Top 20 shareholders : 2,488,312,383 99.57%

Total Issued Shares 2,498,991,753