



9 February 2026

The Board of Directors,  
International Entertainment Corporation  
Suites 1802-1803, 18/F,  
Three Exchange Square,  
8 Connaught Place,  
Central, Hong Kong

Our Ref: B2025-197

Dear Sirs/Madams,

Re : Valuation of New Coast Hotel Manila and Marina Square Suites, 1588 M. H. Del  
Pilar, cor. Pedro Gil, Malate, Manila, The Republic of the Philippines

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In accordance with the instructions from International Entertainment Corporation (the “**Company**” and together with its subsidiaries, the “**Group**”) for us to value the captioned property interests (“**Property**”) held by the Group located in The Republic of the Philippines (“**Philippines**”), we confirm that we have made relevant enquires and obtained such information as we consider necessary for providing you with our opinion on the market value of such property interests in existing state as at 30 November 2025 (“**Valuation Date**”).

This letter, forming part of our valuation report, identifies the property interests being valued, explains the basis and methodology of our valuation, and lists out the assumptions and title investigation, which we have made in the course of our valuation, as well as the limiting conditions.

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## 1. PURPOSE OF VALUATION

The report is being solely prepared for the directors and management of the Company for reference and incorporation into a public circular of the Company, in connection with a subscription agreement dated 17 November 2025 (“**Subscription**”) entered into by the Company, under the Rules Governing the Listing of Securities (“**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (“**SEHK**”) and the Codes on Takeovers and Mergers and Share Buy-backs (“**Takeovers Code**”) issued by the Securities and Futures Commission (“**SFC**”).

## 2. BASIS AND PREMISE OF VALUE

Our valuation represents our opinion on the market value which we would define to mean “the estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm’s-length transaction, after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion”.

Market value is understood as the value of a property estimated without regard to costs of sale or purchase (or transaction) and without offset for any associated taxes or potential taxes.

In valuing the Property, we have complied with all the requirements set out in Rule 11 of the Takeovers Code issued by the SFC, Chapter 5 and Practice Note 12 of the Listing Rules issued by the SEHK, the International Valuation Standards published by the International Valuation Standards Council and the RICS Valuation — Global Standards published by the Royal Institution of Chartered Surveyors.

## 3. SOURCE OF INFORMATION

In undertaking our valuation of the Property, we have relied on advice, documents, information and materials provided by the management of the Group and its representatives (together, “**Management**”). The major documents and information include but not limited to title certificates, tenancy agreements, legal opinions dated 6 February 2026 (“**Legal Opinions**”) provided by the Group’s Philippine legal adviser, namely Macalintal Law Office, all of which are set out in the notes of this valuation report.

#### **4. VALUATION METHODOLOGIES**

In valuing the Property which is held for investment and owner-occupation, we have adopted the income capitalization method, under which the value is developed on the basis of capitalization of the net potential earnings that would be generated if a specific stream of income can be attributed to an asset or a group of property.

Among income capitalization, market and asset approaches, we consider that the income capitalization approach is more appropriate for valuing the Property.

The asset approach does not take future earning potential of the Property into consideration. Market approach may be difficult to apply as we have not identified sufficient comparable market transactions. In this regard, we have considered but decided against using the asset and market approaches for valuing the Property. We consider income capitalization approach to be more appropriate for valuing the Property as it considers future growth potential of the Property's businesses.

#### **5. TITLE INVESTIGATION**

We have not caused land searches regarding the title of the Property but have been provided by the Group with copies of certain extracts on title documents and other documents in relation to the Property. However, we have not searched and examined the original documents to verify ownership or to ascertain the existence of any amendments which may not appear on the copies handed to us. In the course of our valuation, we have relied on the Legal Opinions regarding the title to and the interests in the Property. No responsibility is assumed for legal matters in nature and no investigation has been made to the title of or any liabilities against the property valued.

#### **6. SITE INSPECTION**

The site inspection of the Property was conducted on 6 and 7 January 2026 by our Mr. Jason Soong, with over 3 years of relevant experience in the valuation of properties in Hong Kong, Macau, the PRC and the Asia-Pacific Rim. No structural survey has been made and it was not possible to inspect the woodwork and other parts of the structures which were covered, unexposed or inaccessible. We are therefore unable to report whether the property interests are free from rot, infestation or any other defects. No test was carried out on any of the building services.

## **7. VALUATION ASSUMPTIONS**

- Our valuation has been made on the assumption that the owner sells the property interests on the open market in its existing state without the benefit of deferred terms contract, leaseback, joint venture, management agreement or any similar arrangement which could serve to affect the values of the property interests. No forced sale situation in any manner is assumed in our valuation; and
- No allowance has been made in our valuation for any charges, mortgages or amounts owing on the property interests nor for any expenses or taxation which may be incurred in effecting a sale. Unless otherwise stated, it is assumed that the property interests are free from encumbrances, restrictions and outgoings of any onerous nature which could affect the value of the property interests.

## **8. LIMITING CONDITIONS**

We have relied to a considerable extent on the information provided by and have accepted advice from the Company on such matters as planning approvals, statutory notices, easements, tenures, occupancy, lettings, site, floor areas, rooms, facilities, identifications and all other relevant materials regarding the property interests.

We have had no reason to doubt the truth and accuracy of the information provided to us by the Company. We were also advised by the Company that no material facts have been omitted from the information provided. All documents have been used as reference only. We consider that we have been provided with sufficient information to reach an informed view, and we have no reason to suspect that any material information has been withheld.

We have not carried out detailed measurements to verify the correctness of the areas of the property interests but have assumed that the areas shown on the documents and floor plans available to us are correct. Dimensions, measurements and areas included in the attached valuation report are based on information contained in the documents provided to us for reference only and therefore are only approximations.

No environmental impact study has been ordered or made. Pursuant to the Legal Opinions, neither HVPHI, MSPI, NCLI, NCHI nor PBPI (as defined later in our valuation report), nor their respective properties are currently the subject of any existing, pending or potential litigation as of the Latest Practicable Date.

## **9. POTENTIAL TAX LIABILITIES**

For the purpose of compliance with Rule 11.3 of the Takeovers Code and as advised by the Management, the potential tax liabilities which will arise on direct disposal of the Property held by the Group at amount valued by us mainly comprise (i) a withholding tax of 6% on the selling price; (ii) value-added tax (“**VAT**”) of 12% on the gross selling price; and (iii) documentary stamp taxes (PHP15 for every PHP1,000, or fraction thereof, of the selling price or fair market value, whichever is higher), payable to the Bureau of Internal Revenue in the Philippines. As advised by the Company, the likelihood of any potential tax liabilities for the Property being crystalized is remote as the Group has no intention to sell the Property.

## **10. REMARKS**

The Company has reviewed and agreed on our valuation report and confirmed the factual content of our valuation report.

Unless otherwise stated, all monetary amounts stated in our valuation report are in Hong Kong Dollar (“**HK\$**”). The exchange rate adopted in our valuation is approximately HK\$1 = PHP7.48, which was broadly consistent with the prevailing rate as of the Valuation Date.

We hereby confirm that we have neither present nor prospective interests in the Property, the Group or the value reported herein.

We confirm that we are an independent qualified valuer as referred to in Rule 5.08 of the Listing Rules and Rule 11.1(b) and Note to Rule 11 of the Takeovers Code.

Our Valuation Certificate is enclosed herewith.

Respectfully submitted,

For and on behalf of

**VALPLUS CONSULTING LIMITED**



**Damon S.T. Wan**, CFA, FRM, MRICS

Founding Partner

Analysed and reported by: Alfred Y.M. Wong, CPA (Aust.)  
Manager

Jason Soong  
Assistant Manager

*Mr. Damon S.T. Wan is a CFA Charterholder, a Certified FRM and a member of Royal Institution of Chartered Surveyors. Mr. Wan has been working in the professional valuation field since 2008. He is experienced and specialized in performing properties, financial instruments, intangible assets and business valuations for the purposes of corporate advisory, merger & acquisition and public listing.*

*Mr. Alfred Y.M. Wong is a member of CPA Australia and has been working in the corporate finance industry since 2015. He has experience in corporate finance, corporate credit risk, property valuation and business valuation.*

*Mr. Jason Soong had previously worked in the accounting and consulting industry following his Mathematical Sciences academic discipline. He possesses experience in business valuation, property valuation, data analysis and project management.*

## VALUATION CERTIFICATE

| Property  | Description and tenure  | Particulars of occupancy   | Market value as at 30 November 2025 |                          |        |                |           |  |  |
|---|---|--|-------------------------------------|--------------------------|--------|----------------|-----------|--|--|
| New Coast Hotel<br>Manila and Marina<br>Square Suites<br>1588 M. H. Del Pilar,<br>cor. Pedro Gil,<br>Malate,<br>Manila,<br>The Republic of the<br>Philippines | <p>The Property comprises a portion of a 31- storey building complex, erected on two contiguous parcels of land. The building is a mixed-use development consisting of a hotel with 348 rooms under the name New Coast Hotel Manila (“<b>NCHM</b>”), casino, and apartments under the name Marina Square Suites (“<b>MSS</b>”), originally completed in the late 1990s. According to the Transfer Certificate of Title (“<b>TCT</b>”), NCHM (formerly known as “Plaza Building”) was initially a 12- storey building. Following extension works completed in about 2003, a 19- storey tower was constructed atop the original 12 floors of NCHM, thereby converting into a 31-storey building.</p> <p>As per the TCT, one of the above two contiguous parcels of land with a site area of 7,255.3 sq.m. is leased to Marina Square Properties, Inc. (“<b>MSPI</b>”), by Harbor View Properties and Holdings, Inc. (“<b>HVPHI</b>”). The other parcel of land with a site area of 1,484 sq.m., land improved with a building, known as MSS, is held under strata-title. The Property has a total gross floor area of approximately 109,969.7 sq.m., and the area schedule is as follows:</p> | As at the Valuation Date, the hotel portion and a portion of casino portion are currently owner-operated, and a portion on the 5th, 6th and 8th floors was leased to an independent third party for gaming and related activities. (see notes 8, 9 and 10) | HK\$835,000,000                     |                          |        |                |           |  |  |
|   | <table><tr><th>Usage</th><th>Floor</th><th>Gross floor area (sq.m.)</th></tr><tr><td>Casino</td><td>LG–3/F,<br/>5/F</td><td>27,119.84</td></tr></table>   | Usage  | Floor                               | Gross floor area (sq.m.) | Casino | LG–3/F,<br>5/F | 27,119.84 |  |  |
| Usage   | Floor   | Gross floor area (sq.m.)   |                                     |                          |        |                |           |  |  |
| Casino  | LG–3/F,<br>5/F  | 27,119.84  |                                     |                          |        |                |           |  |  |



|               |  |           |
|---------------|--|-----------|
| Hotel         | G/F,<br>9/F–16/F,<br>20/F–Roof<br>Deck | 35,103.31 |
| Office        | 4/F, 8/F,<br>17/F–19/F                 | 18,076.58 |
| Utilities     | 5/F, 7/F                               | 2,205.35  |
| Common area   | LG–3/F,<br>5/F                         | 7,751.17  |
| Entertainment | G/F, 6/F                               | 6,191.00  |
| Carpark       | B2–B1                                  | 13,522.44 |

*\* Figures above are subject to rounding.*

As advised by the Management, MSS is a strata-title building, and a number of its condominium units have already been disposed of in the market. The remaining portion of MSS has been refurbished and now forms part of NCHM. Save for the disposed portion, the Property is held under fee simple interests.

**Notes:**

- 1) Pursuant to a TCT (Document No. 258812) dated 19 March 2003 issued by the Registry of Deeds for the City of Manila, the registered owner of the parcel of land with a site area of 7,255.3 sq.m. ("**Land**") was granted to HVPHI, an associate of the Company. The Company through its indirect wholly-owned subsidiary, Oriental-Invest Properties Limited ("**OPL**") beneficially holds 40% shareholding in HVPHI and the remaining 60% shareholding is beneficially owned by an independent third party.
- 2) Pursuant to the 10 Condominium Certificates of Title ("**CCT**") (Document Nos. 47656, 47657, 47658, 47659, 47660, 47661, 47662, 47663, 47664 and 47665) dated 3 March 2003 issued by the Registry of Deeds for the City of Manila, the registered owner of unit nos. LG-A, 1-A, 2-A, 3-A, 4-A, 5-A, 6-A, 8-A, 23-B and 25-F located at MSS ("**10 Condo Units**") with a total gross floor area of 8,915.9 sq.m. was granted to New Coast Hotel, Inc. ("**NCHI**"), an indirect wholly-owned subsidiary of the Company.
- 3) Pursuant to 6 CCT (Document Nos. 47650, 47651, 47652, 47653, 47654 and 47655) dated 3 March 2003 issued by the Registry of Deeds for the City of Manila, the registered owner of unit nos. 10-A, 11-A, 12-A, 14-A, 15-A and 16-A located at MSS ("**6 Condo Units**") with a total gross floor area of 5,883.16 sq.m. was granted to Pacific Bayview Properties, Inc. ("**PBPI**"), an associate of the Company. The Company through OPL beneficially holds 40% shareholding in Blue Marine Properties Inc.

("BMPI"), which in turn owns 100% shareholding in PBPI, the remaining 60% shareholding in BMPI is beneficially owned by an independent third party.

- 4) Pursuant to the Legal Opinions and a tax declaration ("TD") (Document No. PIN 117-13-699-002-005- B0012) dated 17 January 2019 issued by the Department of Assessment of the City of Manila, the registered owner of 160 car parking spaces ("CPSs") situated on basement 1 and 2 of the Property was granted to MSPI, an indirect wholly-owned subsidiary of the Company.
- 5) Pursuant to a lease agreement ("LA 1") dated 2 April 2003 and supplementary agreements dated 30 June 2004, 23 November 2004, 20 October 2010, 1 September 2015 and 17 September 2025 (collectively "SLA 1") entered into between HVPPI and MSPI, the Land is leased to MSPI for a term of 28 years commencing from 13 February 2004 at a current annual rent of approximately PHP6,500,749 (exclusive of VAT) with an option to renew for a further term of 25 years thereafter.
- 6) Pursuant to a lease agreement ("LA 2") dated 2 April 2003 and supplementary agreements dated 30 June 2004, 23 November 2004, 20 October 2010 and 27 February 2020 (collectively "SLA 2") entered into between PBPI and NCHI, 6 Condo Units with a total gross floor area of 5,883.16 sq.m. are leased to NCHI for a term of 25 years from 15 September 2004 at a current annual rental of PHP35,292,960 (inclusive of VAT) with an option to renew for a further 25 years.
- 7) Pursuant to a lease agreement ("CPSs Lease") dated 31 January 2003 and a supplementary agreement dated 30 June 2004 entered into between MSPI and NCHI, a lease term commenced on 30 June 2004 for a period of 25 years, expiring on 1 July 2029. On 1 January 2021, MSPI and NCHI further agreed to amend the terms and conditions of the CPSs Lease, effective from 1 January 2021, covering 85 CPSs located on basements 1 and 2 of the Property, at a current annual rental of PHP2,040,000, renewable for a further term of 25 years.
- 8) Pursuant to a provisional license agreement ("Provisional License") dated 27 September 2023, granted by PAGCOR to MSPI and New Coast Leisure Inc., an indirect wholly-owned subsidiary of the Company ("NCLI", together with MSPI, hereinafter referred to as the "Licensee"), the Licensee shall operate the casino for a term commencing from 10 May 2024 and expiring on 11 July 2033, the expiration date of the Regular Casino Gaming License held by PAGCOR, which shall be renewed subject to the terms of the extension of the PAGCOR Charter. The Licensee must remit to PAGCOR on a monthly basis a license fee at the sum of 15% of Gross Gaming Revenues ("GGR") generated from high roller tables, 25% of GGR generated from non-high roller tables and 25% of GGR generated from electronic gaming machines, or the Minimum Guaranteed Share ("MGS") including a current monthly MGS of PHP133,333,333.33 from January 2025 onwards, whichever is higher. The Licensee, with the approval of PAGCOR, shall incorporate and register a foundation for the restoration of cultural heritage by setting aside a foundation fee on a monthly basis of 2% of the total GGR generated from

non-junket tables. PAGCOR shall pay the franchise tax on actual GGR generated by the casino (“**Franchise Tax**”), where the license fee mentioned above is inclusive of the Franchise Tax.

- 9) A lease agreement was entered between MSPI and Silkroad World Inc. (“**Silkroad**”), an independent third party for a term of 5 years commencing from 1 September 2024. The leased premises comprise a portion on 6/F and 8/F of the Property with a total leased area of approximately 3,540 sq.m., which shall be used exclusively for the purposes to undertake and conduct casino gaming and related operations as authorized under the relevant laws and regulations. The monthly rent is USD1,000,000 (exclusive of VAT) for the first 6 months and subject to the escalation rate of 5% semi-annually for every 6 months thereafter. Either party may terminate the agreement, without cause, provided that the party wishing to terminate the agreement shall provide written notice to the other party at least 30 days prior to the intended date of termination.
- 10) A lease agreement was entered between NCLI and Silkroad, for a term of 5 years commencing from 1 November 2024. The leased premises comprise a portion on 5/F of the Property with a leased area of approximately 733 sq.m., which shall be used exclusively for the purposes to undertake and conduct casino junket operations as authorized under the relevant laws and regulations. The monthly rent is USD30,000 (exclusive of VAT) for the first 6 months and subject to the escalation rate of 5% semi-annually for every 6 months thereafter. Either party may terminate the agreement, without cause, provided that the party wishing to terminate the agreement shall provide written notice to the other party at least 30 days prior to the intended date of termination.
- 11) On 14 February 2025, the Group entered into a construction service agreement with a contractor for the phase 1 renovation and construction works at the hotel. Pursuant to this agreement, NCLI agreed to engage the contractor to undertake construction works with an aggregate contract price of PHP1,471.68 million (equivalent to approximately HK\$196.75 million). On 30 May 2025, the Group entered into a construction service agreement with the same contractor for the phase 2 renovation and construction works at the hotel. Pursuant to this agreement, NCLI agreed to engage the contractor to undertake construction works with an aggregate contract price of PHP1,053.14 million (equivalent to approximately HK\$140.79 million). For details, please refer to the announcements of the Company dated 14 February 2025 and 30 May 2025.

12) In valuing the Property, our adopted key assumptions and parameters as at the Valuation Date are summarized as follows:

|  | <b>Hotel portion</b>   | <b>Leased portion</b> | <b>Casino portion</b> |
|--|------------------------|-----------------------|-----------------------|
| a. Average daily room rate                           | PHP4,450 for<br>Year 1 | Not applicable        | Not applicable        |
| b. Average occupancy rate on available<br>room basis | 70% for Year 1         | Not applicable        | Not applicable        |
| c. Growth rate                                       | 3.5%                   | 1.6%                  | 1.6%                  |
| d. Capitalization rate                               | 7%                     | 7%                    | 7%                    |
| e. Discount rate                                     | 10.5%                  | 8.6%                  | 8.6%                  |

\* Figures above are subject to rounding.

**Notes:**

- a. It is referred to the Property's historical average daily room rate for the period from 2023 to 2025, which is provided by the Management.
- b. It is referred to the Property's historical average occupancy rate for the period from 2023 to 2025, which is provided by the Management.
- c. Growth rates are made with reference to the consumer price index in the Philippines with data sourced from Bloomberg and disclosed in the "Q3 2025 Metro Manila Office Report" dated 6 November 2025 publicly issued by Colliers.
- d. It is referred to "Q3 2025 Asia Pacific Cap Rates" dated 30 October 2025 publicly reported by Colliers.
- e. It is the sum of growth rate and capitalization rate.

**Hotel Portion**

As disclosed in Note 5, the lease term is valid until 12 February 2032 and is opted to further extends to 12 February 2057 in accordance with LA 1 and SLA 1. A forecast period of approximately 32.1 years from the Valuation Date has been adopted.

The total revenues for the forecast period range from approximately PHP636 million to PHP2,172 million annually, generated from room revenue, food and beverage revenue and minor departmental revenue. These figures are anchored on hotel's historical operational data with reference to the growth rate of approximately 3.5%. Net operating income has been derived after accounting for operating expenses, reserves for replacement and renovation, insurance expenses, and management incentive fees for employees, all benchmarked against the hotel's historical operational data. To arrive at the market value of the hotel portion, a discount rate of approximately 10.5% has been applied.

### Casino Portion

As mentioned in Note 8, the Provisional License will expire on 11 July 2033. Accordingly, a forecast period of approximately 8.1 years from the Valuation Date has been adopted.

Total revenues during the forecast period are ranging from approximately PHP6,278 million to PHP6,924 million annually, primarily derived from gaming activities. These figures have been determined based on casino's historical operational data, and a growth rate of approximately 1.6%. Net operating income has been calculated after factoring in casino's other incomes, staff costs and reserves for replacement and renovation, all benchmarked against the casino's historical operational data. A discount rate of approximately 8.6% was applied to the net operating incomes to calculate the market value of the casino portion.

### Leased Portion

In accordance with Note 9, the lease agreement entered into between MSPI and Silkroad for a term of 5 years, with a monthly contractual rent of USD1 million (exclusive of VAT), will expire on 31 August 2029. Accordingly, the forecast period is approximately 4.1 years from the Valuation Date ("**Term Period**").

Upon the expiry of the existing lease term ("**Reversionary Period**"), the income is expected to revert to the prevailing market unit rent, which is derived from comparable market analysis. To assess market unit rents during the Reversionary Period, we conducted a comparable search on Lamudi<sup>(Note)</sup>, considering (i) the most recent asking comparables within two months prior to the Valuation Date; (ii) properties located near the Property; and (iii) commercial use. After our analysis, we have made reference to relevant rental comparables in Malate, Manila. The monthly unit rents of comparables range from approximately PHP660 per sq. m. to approximately PHP1,024 per sq. m.. Based on our analysis, we adopted an average monthly unit rent of approximately PHP900 per sq. m., which lies within the comparable range and is considered fair and reasonable.

Revenues for the forecast period were calculated by combining (i) existing contractual rents under the lease agreement during the Term Period; and (ii) market unit rents during the Reversionary Period, which range from approximately PHP408 million to PHP616 million annually. The net operating income was discounted at approximately 8.6% to arrive at the market value of the leased portion.

*Note:* Lamudi is an independent online real estate marketplace in the Philippines, founded in 2013 by Rocket Internet. It provides a platform for property transactions across emerging markets and has been one of the leading portals in the Philippines since its expansion there in 2014.

13) The Property is situated at the eastern side of M.H. Del Pilar Street at the junction with Pedro Gil Street, close to Manila Bay, in the west of Manila. Hotels, shopping centre, commercial buildings and low to middle- rise composite buildings can be found in the locality. The upper floors of the subject hotel command sea view towards Manila Bay.

14) In preparing our valuation, we have made reference to the Legal Opinions, which contains, inter alia, the following information:

- a. The property interest of MSPI in the Property consist of the following:
  - i. Leasehold right over the Land covered by TCT No. 258812 dated 19 March 2003 issued by the Registry of Deeds for the City of Manila under the name of HVPHI;
  - ii. The original first 12 floors (the “MSPI Plaza”) of the Property; and
  - iii. 160 CPSs on basements 1 and 2 of the Property.
- b. The property interest of NCHI in the Property consist of the following:
  - i. The additional 19 floors built on top of the MSPI Plaza (the “**NCHM Extension**”);
  - ii. Leasehold right over the 85 Parking Units on basements 1 and 2 of the Property owned by MSPI, as evidenced by the CPSs Lease dated 31 January 2003 and the supplementary agreement dated 30 June 2004 and the supplementary agreement with an effective date of 1 January 2021 entered into between MSPI and NCHI;
  - iii. 10 Condo Units with a total gross floor area of 8,915.9 sq.m. as stated in Note 2; and
  - iv. Leasehold right over 6 Condo Units with a total gross floor area of 5,883.16 sq.m. as stated in Note 3.

- c. The TD issued under the name of MSPI, MSPI's payment of real property taxes, the annotations on HVPHI's TCT No. 258812, and the continued possession of the Property by MSPI, taken together, constitute substantial proof of MSPI's ownership and legal title over the MSPI Plaza, including the CPSs. MSPI has all the rights of an owner under the laws of the Philippines, which include the absolute right to sell, lease, dispose, mortgage, pledge or encumber any portion of the owner property.
- d. The TD issued under the name of NCHI, NCHI's payment of real property taxes on the NCHM Extension, the annotations at the back of HVPHI's TCT No. 258812, and the continued possession of the Property by NCHI, taken together, constitute substantial proof of NCHI's ownership and legal title over the NCHM Extension. NCHI has the right to mortgage, pledge or encumber their condominium units along with the right to sell or dispose of any portion of the owned property.
- e. Both NCHI and PBPI have valid titles over the 10 Condo Units and 6 Condo Units respectively. Thus, NCHI and PBPI have the right to mortgage, pledge or encumber their condominium units along with the right to sell or dispose of any portion of their owned properties. According to Part II, Section 8(B) of the Master Deed and Declaration of Restrictions of MSS ("**Master Deed**"), both NCHI and PBPI are free to lease their units, provided that proper notice thereof, with such particulars as Marina Square Suites Condominium Association, Inc. ("**MSSCAI**") may reasonably require, is given to MSSCAI within five days from the effectivity of the lease.
- f. The LA 2 is valid and enforceable as between PBPI and NCHI. Furthermore, the original LA 2 notarized on and deemed dated 2 April 2003 is binding upon third persons because it was annotated on PBPI's CCT Nos. 47655, 47654, 47653, 47652, 47651 and 47650.
- g. The leasehold right over the 85 CPSs on basement 1 and 2 of the Property owned by MSPI, as evidenced by the CPSs Lease dated 31 January 2003 and the supplementary agreements dated 30 June 2004 and 1 January 2021 entered into between MSPI and NCHI is valid and enforceable as between MSPI and NCHI. Furthermore, the original CPSs Lease dated 31 January 2003 is binding upon third persons because it was annotated on HVPHI's TCT No. 258812.
- h. The Licensee may lawfully lease out existing gaming areas or venues to third parties. MSPI has the power to enter into lease agreements over the properties, or any portion thereof in carrying out the business of gaming and entertainment centres and other tourist or leisure-oriented establishments, as is essential or necessary to carry out for corporate purposes. On the other hand, NCHI may also lease the properties pursuant to its inherent powers under Section 35 of the Revised Corporation Code.

- i. The Licensee may delegate or enter into an agreement for the operation and/or management of the casino itself. If the operation/management of the casino itself may be delegated, even without the prior approval of PAGCOR, it stands to follow that the lease of certain portions of the integrated resort may also be undertaken. The Provisional License do not appear to prohibit The Licensee from leasing out portions of its premises, whether these portions are classified as a gaming area or otherwise. Thus, there is basis to state that the Licensee may validly enter into a lease agreement with third parties, even if the areas to be leased constitute gaming areas.



## **STAFF BIOGRAPHY**

### **Damon S.T. Wan, CFA, FRM, MRICS**

Founding Partner

Mr. Damon S.T. Wan is a CFA Charterholder, a Certified FRM and a member of Royal Institution of Chartered Surveyors. Mr. Wan has been working in the professional valuation field since 2008. He is experienced and specialized in performing properties, financial instruments, intangible assets and business valuations for the purposes of corporate advisory, merger & acquisition and public listing.

### **Alfred Y.M. Wong, CPA (Aust.)**

Manager

Mr. Alfred Y.M. Wong is a member of CPA Australia and has been working in the corporate finance industry since 2015. He has experience in corporate finance, corporate credit risk, property valuation and business valuation.

### **Jason Soong**

Assistant Manager

Mr. Jason Soong had previously worked in the accounting and consulting industry following his Mathematical Sciences academic discipline. He possesses experience in business valuation, property valuation, data analysis and project management.

**- END OF REPORT -**