

A 1 9 9 9 0 4 8 6 4

SEC Registration Number

B L O O M B E R R Y   R E S O R T S   C O R P O R A T I O N

(Company's Full Name)

T H E   E X E C U T I V E   O F F I C E S ,   S O L A I R E  
R E S O R T   &   C A S I N O ,   1   A S E A N   A V E N U E ,  
E N T E R T A I N M E N T   C I T Y ,   B A R A N G A Y  
T A M B O ,   P A R A Ñ A Q U E   C I T Y

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

SILVERIO BENNY J. TAN

(Contact Person)

88838920

(Company Telephone Number)

1 2   3 1

Month   Day  
(Fiscal Year)

1 8 - A

(Form Type)

3<sup>rd</sup> Thursday of  
April

Month   Day  
(Annual Meeting)

N/A

(Secondary License Type, If Applicable)

SEC-MSRD

Dept. Requiring this Doc.

N/A

Amended Articles Number/Section

92

(as of 30 April 2024)

Total No. of Stockholders

Total Amount of Borrowings

N/A

Domestic

N/A

Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document ID

Cashier

S T A M P S

Remarks: Please use BLACK ink for scanning purposes.

# SECURITIES AND EXCHANGE COMMISSION

## SEC FORM 18-A

### REPORT BY OWNER OF MORE THAN FIVE PERCENT

#### GENERAL INSTRUCTIONS

##### **(a) Use of SEC Form 18-A**

This SEC Form 18-A must be filed by any person who, after acquiring directly or indirectly the beneficial ownership of any equity security of a class which is specified in paragraph (1) of SRC Rule 18.1, is directly or indirectly the beneficial owner of more than five (5%) percent of such class.

##### **(b) Preparation of Report**

(1) This is not a blank form to be filled in. It is a guide to be used in preparing the report in accordance with SRC Rule 72.1. The Commission does not furnish blank copies of this Form to be filled in for filing.

(2) These general instructions are not to be filed with the report. The instructions to the various captions of the form are also to be omitted from the report as filed. The report shall contain the numbers and captions of all applicable items, but the text of such items may be omitted, provided the answers thereto are prepared in the manner specified in SRC Rule 72.1. All items that are not required to be answered in a particular report may be omitted and no reference thereto need be made in the report. All instructions shall be omitted.

##### **(c) Incorporation by Reference**

Information contained in exhibits to the statement may be incorporated by reference in conformance with the provisions of SRC Rule 12-2 in answer or partial answer to any item unless it would render such answer misleading, incomplete, unclear or confusing. Material incorporated by reference shall be clearly identified in the reference by page, paragraph, caption or otherwise. An express statement that the specified matter is incorporated by reference shall be made at the particular place in the form where the information is required. A copy of any information or a copy of the pertinent pages of a document containing such information which is incorporated by reference shall be submitted with this Form as an exhibit.

##### **(d) Filing by Corporations, Partnerships, Syndicates, or other Groups**

(1) If the Form is filed by a partnership, syndicate, or other group, the information called for by Items 2-5, inclusive, shall be given with respect to (A) each partner of such partnership; (B) each member of such syndicate or group; and (C) each person controlling such partner or member.

(2) If the form is filed by a corporation or if a person referred to in (A), (B), or (C) of subparagraph (d) (1) is a corporation, the information shall be given with respect to (A) each executive officer and director of such corporation; (B) each person controlling such corporation; and (C) each executive officer and director of any corporation or other person ultimately in control of such corporation.

##### **(e) Signature and Filing of Report**

(1) Five (5) complete copies of the report, including any exhibit or other papers or documents filed as a part thereof, shall be filed with the Commission. At least one complete copy of the report shall simultaneously be filed with a Stock Exchange if any class of the registrant's securities are listed therein.

(2) At least one complete copy of the report filed with the Commission and one such copy filed with an Exchange shall be manually signed. Copies not manually signed shall bear typed or printed signatures. See also SRC Rule 72.1(2) and (3) concerning copies, binding, signatures, paper, printing, language and pagination.

**(f) Filing an Amendment**

If this report amends a previously filed SEC Form 18-A, so indicate on the cover page and note the Items to be amended. Only those items where there is a material change in the facts as required under paragraph (6) of SRC Rule 18.1 are required to be included in the amendment.

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 18-A

REPORT BY OWNER OF MORE THAN FIVE PERCENT

Check the appropriate box:

- ☒ Initial Filing  
☐ Amendment  
☐ Item/s amended by the Filing.

1. Exact Name of Registrant as Specified in its Charter **Bloomberry Resorts Corporation ("BLOOM" or the "Issuer")**

- a. **The Executive Offices, Solaire Resort & Casino,  
1 Asean Avenue, Entertainment City, Barangay Tambo, Parañaque City 1701**  
Address of Principal Offices Postal Code

- b. SEC Identification Number **A199904864** c. (SEC Use Only)  
Industry Classification Code

- d. BIR Tax Identification Number **204-636-102**

2. **Bloomberry Resorts Corporation ("BLOOM" or "Reporting Person")**

Name of Reporting Person

- a. **The Executive Offices, Solaire Resort & Casino,  
1 Asean Avenue, Entertainment City, Barangay Tambo, Parañaque City 1701**  
Address of Reporting Person Postal Code
- b. **(02) 88838920**  
Telephone Number of Reporting Person
- c. **Philippines**  
Citizenship or Place of Organization of Reporting Person

**Silverio Benny J. Tan**  
**Corporate Secretary**  
**Bloomberry Resorts Corporation**  
**The Executive Offices, Solaire Resort & Casino,**  
**1 Asean Avenue, Entertainment City, Barangay Tambo, Parañaque City**  
**Tel: (02) 88838920**  
**Fax: (02) 88838917**

Name, Address and Telephone Number of person authorized to receive notices and communications if reporting person is a partnership, corporation or other legal entity

**Item 1. Security and Issuer**

State the title of the class of equity securities to which this Form relates and the name and address of the principal executive officers of the issuer of such securities.

**Class of Equity Securities: Unclassified Shares****Name and address of the principal executive officers of BLOOM or the Issuer:**

| Name                     | Position                                                           | Address                                                                                                          |
|--------------------------|--------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------|
| Enrique K. Razon, Jr.    | Chairman, Director, and Chief Executive Officer                    | The Executive Offices, Solaire Resort & Casino, Asean Avenue, Entertainment City, Barangay Tambo, Parañaque City |
| Jose Eduardo J. Alarilla | Vice Chairman and Director                                         | GE Goldland Plaza Condominium, No. 8 Eisenhower St., Greenhills, San Juan City                                   |
| Donato C. Almeda         | Vice Chairman for Construction and Regulatory Affairs and Director | 21 Amorsolo Square, West Rockwell Center, Makati City                                                            |
| Thomas Arasi             | President, Director, and Chief Operating Officer                   | The Executive Offices, Solaire Resort & Casino, Asean Avenue, Entertainment City, Barangay Tambo, Parañaque City |
| Christian R. Gonzalez    | Director                                                           | The Executive Offices, Solaire Resort & Casino, Asean Avenue, Entertainment City, Barangay Tambo, Parañaque City |
| Octavio R. Espiritu      | Independent Director                                               | 203 Dingalan Street, Ayala Alabang Village, Muntinlupa City                                                      |
| Diosdado M. Peralta      | Independent Director                                               | 10 Dominador Lim St., BF Homes-Inner Circle, Paranaque City                                                      |
| Estella O. Tuason-Occeña | Executive Vice President, Chief Finance Officer and Treasurer      | The Executive Offices, Solaire Resort & Casino, Asean Avenue, Entertainment City, Barangay Tambo, Parañaque City |
| Laurence Upton           | Executive Vice President VIP Marketing and Services                | The Executive Offices, Solaire Resort & Casino, Asean Avenue, Entertainment City, Barangay Tambo, Parañaque City |
| Cyrus Sherafat           | Executive Vice President, Head of Gaming                           | The Executive Offices, Solaire Resort & Casino, Asean Avenue, Entertainment City, Barangay Tambo, Parañaque City |
| Silverio Benny J. Tan    | Corporate Secretary and Compliance Officer                         | 10 Queensville Court, White Plains, Quezon City                                                                  |
| Jonas S. Khaw            | Assistant Corporate Secretary                                      | Penthouse, Liberty Center, 104 H.V. Dela Costa St. Salcedo Village, Makati City                                  |

**Item 2. Identity and Background**

If the person filing this Form or any person enumerated in subparagraph (d)(1) of the General Instructions to this Form is a corporation, partnership, syndicate or other group of persons, state its name, the province, country or other place of its organization, its principal business, the address of its principal office and the information required by (d) and (e) of this Item. If the person filing this statement or any person enumerated in (d)(1) of the General Instructions is a natural person, provide the information specified in (a) through (f) of this Item with respect to such person(s).

- (a) Name;
- (b) Residence or business address;
- (c) Present principal occupation or employment and the name, principal business and address of any corporation or other organization in which such employment is conducted;
- (d) Whether or not, during the last five years, such person has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) and, if so, give the dates, nature of conviction, name and location of court, any penalty imposed, or other disposition of the case;
- (e) Whether or not, during the last five years, such person was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction, domestic or foreign, and as a result of such proceeding was or is subject to any order, judgment or decree, not subsequently reversed, suspended or vacated, permanently or temporarily enjoining, barring, suspending or otherwise limiting involvement in any type of business, securities, commodities or banking; and
- (f) Citizenship.

**Reporting Person:**

**Bloomberry Resorts Corporation, a Philippine corporation, is a holding company with principal office address at The Executive Offices, Solaire Resort & Casino, 1 Asean Avenue, Entertainment City, Barangay Tambo, Parañaque City. It has not, during the last five years, been convicted in a criminal proceeding and it has not been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction, domestic or foreign, and as a result of such proceeding was or is subject to any order, judgment or decree, not subsequently reversed, suspended or vacated, permanently or temporarily enjoining, barring, suspending or otherwise limiting involvement in any type of business, securities, commodities or banking.**

**Item 3. Purpose of Transaction**

State the purpose or purposes of the acquisition of securities of the issuer. Describe any plans or proposals which the reporting persons may have which relate to or would result in:

- (a) The acquisition by any person of additional securities of the issuer, or the disposition of securities of the issuer;
- (b) An extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the issuer or any of its subsidiaries;
- (c) A sale or transfer of a material amount of assets of the issuer or of any of its subsidiaries;
- (d) Any change in the present board of directors or management of the issuer, including any plans or proposals to change the number or term of directors or to fill any existing vacancies on the board;
- (e) Any material change in the present capitalization or dividend policy of the issuer;
- (f) Any other material change in the issuer's business or corporate structure;
- (g) Changes in the issuer's charter, bylaws or instruments corresponding thereto or other actions which may impede the acquisition of control of the issuer by any person;
- (h) Causing a class of securities of the issuer to be delisted from a securities exchange;
- (i) Any action similar to any of those enumerated above.

On 30 April 2024, Sureste Properties Inc. ("SPI"), a subsidiary of BLOOM, purchased 921,184,056 BLOOM shares from GGAM for a total purchase price of US\$ 300 Million (At the conversion rate of ₱ 55.94 to USD 1.00, this agreed purchase price amounted to ₱ 18.22 per share) through a Special Block Sale through the Philippine Stock Exchange pursuant to the Settlement Agreement dated 18 March 2024 between BLOOM's subsidiaries Sureste Properties Inc. ("SPI") and Bloomberry Resorts and Hotels Inc. ("BRHI") and GGAM. The Settlement Agreement settled all the pending cases between the parties including the following:

A) Case filed by GGAM in the US District Court of the Southern District of New York against Mr. Enrique K. Razon Jr., SPI and BRHI with docket no. 21-CV-2655(LGS)-(SN) to enforce an arbitral award;

B) SP. PROC. M-7567, "Bloomerry Resorts and Hotels Inc., Sureste Properties Inc. and Prime Metroline Holdings Inc. vs. Global Gaming Philippines LLC, et al.", an injunction and attachment case filed by SPI, BRHI and Prime Metroline Holdings Inc. (now Prime Strategic Holdings Inc.) before the RTC of Makati Br. 66;

C) G.R. No. 243314, "Global Gaming Philippines LLC vs. Bloomerry Resorts and Hotels, Inc., Sureste Properties, Inc., Prime Metroline Holdings, Inc. and Deutsche Bank AG, Manila Branch", a certiorari case filed by GGAM in the Philippine Supreme Court questioning the decision of the Court of Appeals which affirmed the order of the RTC Makati affirming the validity of the writ of preliminary attachment and writ of preliminary injunction that it issued over the shares in BLOOM held by GGAM;

D) The Arbitral Award issued against SPI and BRHI in favor of GGAM and GGAM Netherlands relating to the termination of GGAM's Management Services Agreement with SPI and BRHI;

E) The judgment of various Singapore Courts relating to the confirmation of the Arbitral Award in favor of GGAM and GGAM Netherlands against BRHI and SPI.

The persons named in Item 2 above have no plans or proposals which relate to or would result in:

- (a) The acquisition by any person of additional securities of the issuer, or the disposition of securities of the issuer;
- (b) An extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the issuer or any of its subsidiaries;
- (c) A sale or transfer of a material amount of assets of the issuer or of any of its subsidiaries;
- (d) Any change in the present board of directors or management of the issuer, including any plans or proposals to change the number or term of directors or to fill any existing vacancies on the board;
- (e) Any material change in the present capitalization or dividend policy of the issuer other than the increase in authorized capital stock of the Issuer from which the Reporting Person subscribed to the shares covered by this report;
- (f) Any other material change in the issuer's business or corporate structure;
- (g) Changes in the issuer's charter, bylaws or instruments corresponding thereto or other actions which may impede the acquisition of control of the issuer by any person;
- (h) Causing a class of securities of the issuer to be delisted from a securities exchange;
- (i) Any action similar to any of those enumerated above.

#### **Item 4. Interest in Securities of the Issuer**

- (a) State the aggregate number and percentage of the class of securities identified pursuant to Item 1 beneficially owned (identifying those shares which there is a right to acquire within thirty (30) days from the date of this report) by each person named in Item 2. The abovementioned information should also be furnished with respect to persons who, together with any of the persons named in Item 2, comprise a group.

The Reporting Person indirectly owns 921,184,056 shares of the Issuer equivalent to 8.05% of the issued and outstanding shares of the Issuer. In addition, the Reporting Person holds as treasury shares 153,530,243 shares of the Issuer equivalent to 1.34% of the issued and outstanding shares of the Issuer.

- (b) For each person named in response to paragraph (a), indicate the number of shares as to which there is sole power to vote or to direct the vote, shared power to vote or to direct the vote, sole or shared power to dispose or to direct the disposition. Provide the applicable information required by Item 2 with respect to each person with whom the power to vote or to direct the vote or to dispose or direct the disposition is shared.

The Reporting Person has the sole power to vote and dispose of 921,184,056 shares of the Issuer.

- (c) Describe any transaction in the class of securities reported on that were effected during the past sixty (60) days by the persons named in response to paragraph (a). The description shall include, but not necessarily be limited to: (1) the identity of the person who effected the transaction; (2) the date of the transaction; (3) the amount of securities involved; (4) the price per share or unit; and (5) where or how the transaction was effected.

Please see Item 3 above.

- (d) If any other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of such securities, a statement to that effect should be included in response to this Item and, if such interest relates to more than five (5%) percent of the class, such person should be identified.

**None**

- (e) If the filing is an amendment reflecting the fact that the reporting person has ceased to be the beneficial owner of more than five (5%) percent of the class of securities, state the date on which such beneficial ownership was reduced.

**Not applicable**

**Item 5. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer**

Describe any contract, arrangement, understanding or relationship among the person named in Item 2 and between such persons and any person with respect to any securities of the issue, including but not limited to transfer or voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or loss, or the giving or withholding of proxies, naming the person with whom such contracts, arrangements, understandings or relationships have been entered into. Include such information for any of the securities that are pledged or otherwise subject to a contingency the occurrence of which would give another person voting power or investment power over such securities except that disclosure of standard default and similar provisions contained in loan agreements need not be included.

Please see Item 3 above.

**Item 6. Material to be Filed as Exhibits**

Copies of all written agreements, contracts, arrangements, understandings, plans or proposals relating to:

- (a) the acquisition of issuer control, liquidation, sale of assets, merger, or change in business or corporate structure or any other matter as disclosed in Item 3; and  
(b) the transfer or voting of the securities, finder's fees, joint ventures, options, puts, calls, guarantees of loans, guarantees against losses or the giving or withholding of any proxy as disclosed in Item 5.

**None**

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Report is true, complete and accurate. This report is signed in MAKATI CITY on MAY 08 2024.

**BLOOMBERRY RESORTS CORPORATION**

By:   
Enrique K. Razon, Jr.  
Chairman and Chief Executive Officer

The original report shall be signed by each person on whose behalf the report is filed or his authorized representative. If the report is signed on behalf of a person by his authorized representative (other than an executive officer or general partner of the filing person), evidence of the representative's authority to sign on behalf of such person shall be filed with the report. The name and title of each person who signs the report shall be typed or printed beneath his signature.

**SUBSCRIBED AND SWORN** to before me this MAY 08 2024 day of ..... 20..... affiant(s) exhibiting to me his/their Residence Certificates, as follows:

| NAME               | VALID I.D.           | DATE OF ISSUE | PLACE OF ISSUE |
|--------------------|----------------------|---------------|----------------|
| Enrique Razon, Jr. | Passport # P1367844C | 19 Aug 2022   | DFA, Manila    |

Doc. No. 317;  
Page No. 65;  
Book No. VII;  
Series of 2024

  
Notary Public  
**ISABELLE ALEXIS F. YASON**  
Appointment No. M-322  
Notary Public for Makati City  
Until December 31, 2024  
Liberty Center-Picazo Law  
104 H.V. Dela Costa Street, Makati City  
Roll of Attorney's No. 83429  
PTR No. 10081154/Makati City/01-09-2024  
IBP No. 301890/PPLM/01-05-2024  
Admitted to the bar in 2022