

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)

2 3 - B

(Form Type)

3rd 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

Total Amount of Borrowings

92
(as of 30 April 2024)

Total No. of Stockholders

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
Metro Manila, Philippines

FORM 23-B

REVISED

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES
Filed pursuant to Section 23 of the Securities Regulation Code

☐ Check box if no longer subject to filing requirement

1. Name and Address of Reporting Person Prime Strategic Holdings Inc. (formerly Prime Metroline Holdings, Inc.) (Last) (First) (Middle) 2288 Chino Roces Extension (Street) Makati City 1232 (City) (Province) (Postal Code)		2. Issuer Name and Trading Symbol Bloomerry Resorts Corporation (BLOOM)		3. Tax Identification Number 007-639-380		5. Statement for Month/Year April 2024		7. Relationship of Reporting Person to Issuer (Check all applicable) Director ☐ 10% Owner Officer ☒ Other (specify below) Controlling Shareholder	
		4. Citizenship Filipino		6. If Amendment, Date of Original (Month/Year) N/A					
Table 1 - Equity Securities Beneficially Owned									
1. Class of Equity Security	2. Transaction Date (Month/Day/Year)	4. Securities Acquired (A) or Disposed of (D)			3. Amount of Securities Owned at End of Month		4. Ownership Form: Direct (D) or Indirect (I)	6. Nature of Indirect Beneficial Ownership	
		Amount	(A) or (D)	Price	%	Number of Shares			
Unclassified Shares	4/30/2024	921,184,056	(A)	P18.22 per share	8.05%	921,184,056	(I)	Controlling shareholder of the direct owner Sureste Properties, Inc.	
Unclassified Shares					51.89%	5,935,972,444	(D)		
Unclassified Shares					8.05%	921,184,056	(I)	Controlling shareholder of the direct owner Quasar Holdings, Inc.	
Unclassified Shares				TOTAL	68.00%	7,778,340,556			

(Print or Type Responses)

If the change in beneficial ownership is 50% of the previous shareholdings or is equal to 5% of the outstanding capital stock of the issuer, provide the disclosure requirements set forth on page 3 of this form.

Reminder: Report on a separate line for each class of equity securities beneficially owned directly or indirectly.

(1) A person is directly or indirectly the beneficial owner of any equity security with respect to which he has or shares:

- (A) Voting power which includes the power to vote, or to direct the voting of, such security; and/or
- (B) Investment power which includes the power to dispose of, or to direct the disposition of, such security.

(2) A person will be deemed to have an indirect beneficial interest in any equity security which is:

- (A) held by members of a person's immediate family sharing the same household;
- (B) held by a partnership in which such person is a general partner;
- (C) held by a corporation of which such person is a controlling shareholder; or
- (D) subject to any contract, arrangement or understanding which gives such person voting power or investment power with respect to such security.

FORM 23-B (continued)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., warrants, options, convertible securities)

1. Derivative Security	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Yr)	4. Number of Derivative Securities Acquired (A) or Disposed of (D)		5. Date Exercisable and Expiration Date (Month/Day/Year)		6. Title and Amount of Underlying Securities		7. Price of Derivative Security	8. No. of Derivative Securities Beneficially Owned at End of Month	9. Ownership Form of Derivative Security; Direct (D) or Indirect (I) *	10. Nature of Indirect Beneficial Ownership
			Amount	(A) or (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA

Explanation of Responses:

MAY 08 2024
Date

Note: File three (3) copies of this form, one of which must be manually signed.
Attach additional sheets if space provided is insufficient.

Securities and Exchange Commission
SEC Form 23-B
Disclosure Requirements in Case of Material Changes in Beneficial Ownership
(50% Increase/Decrease or Equivalent to 5% of the Outstanding Capital Stock of Issuer)

Item 1. Security and Issuer

Exact Name of Registrant as Specified on its Charter: Bloomberry Resorts Corporation ("BLOOM" or "Issuer")

Title of the Class of Securities to which this Form Relates: Unclassified Shares

(a) Address of Principal Office: The Executive Offices, Solaire Resort & Casino, 1 Asean Avenue, Entertainment City, Barangay Tambo, Parañaque City

(b) SEC Identification Number: A199904864

(c) BIR Tax Identification Number: 204-636-102

Item 2. Identity and Background

(a) Name of Reporting Person: Prime Strategic Holdings Inc. ("Prime Strategic" or "Reporting Person") (formerly Prime Metroline Holdings, Inc.)

(b) Principal business of Reporting Person: Holding company

(c) Address of Reporting Person: 2288 Chino Roces Extension, Makati City 1232

(d) Telephone Number of Reporting Person: 88838790

(e) Whether or not, during the last five years, such person has been convicted in a criminal proceeding: No

(f) 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: No

(g) Citizenship / Place of Organization of Reporting Person: Philippines

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

Silverio Benny J. Tan
Corporate Secretary
18/F Liberty Center, 104 H.V. dela Costa St., Salcedo Village, Makati City 1227
Tel: 888-0999
Fax: 888-1011

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") 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, "Bloomberry 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. Bloomberry 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 Reporting Person has 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, except for the transaction disclosed herein;
- (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.

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 directly and indirectly owns 7,778,340,556 shares of the Issuer or 68% interest in the securities 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 7,778,340,556 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 issuer, 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:

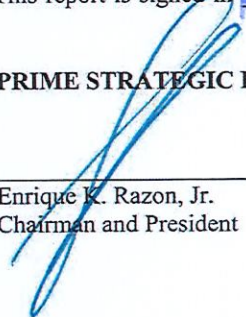
- a. the acquisition of issuer control, liquidation, sale of assets, merger, or change in business or corporate structure or any other matter as disclosed in Item 3; and
- b. the transfer or voting of the securities, finder's fees, joint ventures, options, puts, calls, guarantees of loans, guarantees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

None

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.

PRIME STRATEGIC HOLDINGS INC.

By:



Enrique K. Razon, Jr.
Chairman and President