

COVER SHEET

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S.E.C. Registration Number

C Y B E R B A Y C O R P O R A T I O N

(Company's Full Name)

S u i t e 2 4 0 2 D i s c o v e r y C e n t e r

2 5 A D B A v e n u e , O r t i g a s C e n t e r

P a s i g C i t y

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

Atty. Ryan V. Romero

Contact Person

(02) 8633-9757

Company Telephone Number

1 2

Month

3 1

Day

Amended 20 - IS

FORM TYPE

1 2

Month

2 1

Day

Annual Meeting

Secondary License Type, If Applicable

Dept. Requiring this Doc.

Amended Articles Number/Section

Total No. of Stockholders

Domestic

Foreign

Total Amount of Borrowings

To be accomplished by SEC Personnel concerned

File Number

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LCU

Document I.D.

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Remarks = pls. use black ink for scanning purposes.

**SECURITIES AND EXCHANGE COMMISSION**

**AMENDED SEC FORM 20-IS**

**INFORMATION STATEMENT PURSUANT TO SECTION 20  
OF THE SECURITIES REGULATION CODE**

1. Check the appropriate box:  
 Preliminary Information Statement  
 Definitive Information Statement
2. Name of Registrant as specified in its charter **CYBER BAY CORPORATION**
3. **Makati City, Philippines**  
 Province, country or other jurisdiction of incorporation or organization
4. SEC Identification Number **165539**
5. BIR Tax Identification Code **000-157-237-000**
6. **Suite 2402 Discovery Center, 25 ADB Avenue** **1605**  
**Ortigas Center, Pasig City**  
 Address of principal office Postal Code
7. Registrant's telephone number, including area code **(02) 8636-6080 / (02) 8633-9757**
8. **21 December 2023; 2:00 PM via Zoom**  
 Date, time and place of the meeting of security holders
9. Approximate date on which the Information Statement is first to be sent or given to security holders: **29 November 2023**
10. In case of Proxy Solicitations:  
 Name of Person Filing the Statement/Solicitor: **N/A**  
 Address and Telephone No.: **N/A**
11. Securities registered pursuant to Sections 8 and 12 of the Code or Sections 4 and 8 of the RSA (information on number of shares and amount of debt is applicable only to corporate registrants):

Title of Each Class	Number of shares of common stock outstanding and amount of debt outstanding
<b>Common</b>	<b>6,160,000,000</b>
<b>Loans Payable</b>	<b>-</b>

\*Note: The total issued and outstanding shares are:  
 Common 6,806,878,853  
 Preferred 6,467,950,603  
 \*as of 28 November 2023

12. Are any or all of registrant's securities listed in a Stock Exchange?

Yes  X  No \_\_\_\_\_

If yes, disclose the name of such Stock Exchange and the class of securities listed therein:  
**Philippine Stock Exchange** **Common**

\*Note: Only 6,160,000,000 common shares are listed in the Philippine Stock Exchange (PSE). The remaining common shares and the preferred shares will be listed with the PSE.



## NOTICE OF ANNUAL STOCKHOLDERS' MEETING

NOTICE is hereby given that the Annual Meeting of the Stockholders of CYBER BAY CORPORATION ("Corporation") will be held on 21 December 2023, 2:00 PM, through videoconferencing (via Zoom), as authorized by resolution of the Board of Directors on 06 November 2023.

The Agenda of the meeting is as follows:

1. Call to Order
2. Proof of Notice of Meeting
3. Determination of Quorum
4. Approval of the Minutes of the Previous Stockholders' Meeting
5. Presentation of the Management Report
6. Approval of the 2022 Audited Financial Statements
7. Election of the Members of the Board of Directors
8. Appointment of External Auditors
9. Other Business
10. Adjournment

Only stockholders of record at the close of business on 21 November 2023 are entitled to vote at this meeting.

Minutes of the Annual Stockholders' Meeting held on 23 December 2022 and the resolutions of the Board of Directors beginning 23 December 2022 will be accessible through the Corporation's website [www.cyberbay.ph](http://www.cyberbay.ph).

Stockholders may only participate in the annual meeting *via* remote communication and cast their votes electronically or *in absentia*, or through appointing the Chairman of the Meeting as proxy. Only stockholders of record as of 21 November 2023 are entitled to vote at this meeting.

Stockholders intending to attend the meeting by remote communication should notify the Corporation not later than 10 December 2023 at 5:00 PM by e-mail to the Corporate Secretary at [CYBRcorporatesecretary@gmail.com](mailto:CYBRcorporatesecretary@gmail.com);

Further details and procedure for attendance and participation in the meeting through remote communication are set forth in Annex "1" of the notice in the Information Statement, which shall be made available to the public not later than 29 November 2023, through posting on PSE Edge and the Corporation's website.

Duly accomplished ballots, proxies, and copies of valid government IDs shall be submitted through any of the following:

1. By e-mail to the Corporate Secretary at [CYBRcorporatesecretary@gmail.com](mailto:CYBRcorporatesecretary@gmail.com); and
2. By ordinary mail to the Office of the Corporate Secretary at Suite 2802 Discovery Center, 25 ADB Avenue, Ortigas Center, Pasig City 1605.

The deadline for submission of ballots and proxies is on 10 December 2023 at 5:00 PM. For corporations, ballots and proxies must be accompanied by the Corporate Secretary's sworn certification stating the corporate officer's authority to vote for and to represent the corporation in the meeting. Ballots and proxies need not be notarized.

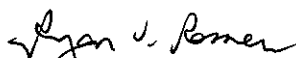
Validation of ballots and proxies will be on 14 December 2023 at 2:00 p.m. at the office of the Corporate Secretary at Suite 2802 Discovery Center, 25 ADB Avenue, Ortigas Center, Pasig City, 1605. For your convenience, samples of the ballot and proxy are available at the Corporation's website.

Questions and comments to the Board of Directors and/or Management may be sent in advance of, or during, the meeting by email to the Corporate Secretary at [CYBRcorporatesecretary@gmail.com](mailto:CYBRcorporatesecretary@gmail.com).

Please refer to Annex "2" of the notice in the Information Statement for a brief discussion of and the rationale for the above agenda items.

A visual and audio recording of the proceedings of the annual meeting shall be kept by the Corporation.

For the Board of Directors.

  
ATTY. RYAN V. ROMERO  
*Corporate Secretary*

## PROCEDURE FOR ATTENDING THE MEETING THROUGH REMOTE COMMUNICATION

1. Stockholders of record as of 21 November 2023 who intend to attend the meeting through remote communication (via Zoom) are requested to notify the Corporation and register by email to [CYBRcorporatesecretary@gmail.com](mailto:CYBRcorporatesecretary@gmail.com) not later than 10 December 2023 at 5:00 PM. Stockholders whose shares are lodged with brokers are requested to directly contact their respective brokers for guidance on their participation in the meeting.

2. For validation purposes, the email should contain the following information: (i) name; (ii) address; (iii) telephone number; and (iv) email address, and a scanned copy of any valid government-issued identification card ("ID") with photo of the stockholder. Only the stockholders who have notified the Corporation of their intention to participate through remote communication as above-described and have been validated to be stockholders of record of the Corporation will be considered in computing stockholder attendance at the meeting, together with the stockholders attending through proxies.

3. Votes of all stockholders can only be cast through ballots or proxies submitted on or before 10 December 2023 at 5:00 PM. A sample of the ballot and proxy is included in the Information Statement.

All ballots and proxies should be received by the Corporate Secretary on or before 10 December 2023 at 5:00 PM through the following means:

- a. By e-mail to [CYBRcorporatesecretary@gmail.com](mailto:CYBRcorporatesecretary@gmail.com); or
- b. By ordinary mail to the Office of the Corporate Secretary at Suite 2802 Discovery Center, 25 ADB Avenue, Ortigas Center, Pasig City 1605.

For an individual, his/her ballot or proxy must be accompanied by a valid government-issued ID with a photo. For a corporation, its proxy must be accompanied by its corporate secretary's certification stating the representative's authority to represent the corporation in the meeting. Validation of ballots and proxies will be on 14 December 2023 at 2:00 PM at the office of the Corporate Secretary.

4. Shareholders may send their questions and/or comments prior to or during the meeting to [CYBRcorporatesecretary@gmail.com](mailto:CYBRcorporatesecretary@gmail.com). Questions and comments may also be written in the space provided in the sample ballot/proxy form.

5. The proceedings of the meeting will be recorded.

Should you have questions or requests for clarification on the procedure for attending the annual stockholders' meeting through remote communication, please email them to [CYBRcorporatesecretary@gmail.com](mailto:CYBRcorporatesecretary@gmail.com)

**EXPLANATION AND RATIONALE OF AGENDA ITEMS  
FOR THE ANNUAL MEETING OF STOCKHOLDERS OF  
CYBER BAY CORPORATION (the "Corporation")**

1. Call to Order  
The Chairperson will formally open the meeting at 2:00 PM.
2. Proof of Notice  
The Corporate Secretary will certify that written notice for the meeting was duly sent to stockholders.
3. Determination of Quorum  
The Corporate Secretary will certify that a quorum exists for the transaction of business.
4. Approval of Minutes of Previous Meeting  
The minutes of the meeting held on 23 December 2022 will be available for download at the Corporation's website, ([www.cyberbay.ph](http://www.cyberbay.ph))
5. Presentation of the Management Report  
The Management Report will be presented to the stockholders which shall detail the Corporation's activities throughout the year.
6. Approval of AFS  
The Audited Financial Statements (AFS) as of 31 December 2022 will be presented to the stockholders for their approval. The AFS will be embodied in the Information Statement to be sent to the stockholders at least 15 business days prior to the meeting.
7. Ratification of Acts and Resolutions of the Board of Directors and Corporate Officers  
All acts and resolutions of the Board of Directors and all the acts of Corporate Officers taken or adopted from the date of the last annual stockholders' meeting until the date of this meeting will be submitted for ratification. A brief summary of the resolutions and actions is set forth in this Information Statement for this meeting. Copies of the minutes of the meetings of the Board of Directors are available for inspection by any shareholder at the office of the Corporate Secretary during business hours.
8. Election of the Members of the Board of Directors (including independent directors)  
The Corporate Secretary will present the names of the persons, whose background information are contained in the Information Statement, who have been duly nominated for election as directors of the Corporation in accordance with the By-Laws and Manual on Corporate Governance of the Corporation and applicable laws and regulations. The voting procedure is set forth in the Information Statement for this meeting.
9. Appointment of External Auditor  
The Audit Committee of the Board will endorse to the stockholders the re-appointment of R.G. Manabat & Co. as the external auditor for the ensuing year. Representatives of the said firm are expected to be present at the annual meeting and to respond to appropriate questions from the shareholders.
10. Other Business  
The Chairperson will open the floor for comments and questions by the stockholders. The stockholders may raise other matters or issues that may be properly taken up at the meeting by sending their questions and/or comments prior to the meeting to [CYBRcorporatesecretary@gmail.com](mailto:CYBRcorporatesecretary@gmail.com).

**SAMPLE BALLOT / PROXY**

**Vote by Ballot:** The undersigned stockholder of Cyber Bay Corporation (the "Corporation") casts his/her vote on the agenda items for the 2023 Annual Stockholders' Meeting, as expressly indicated with "X" in this ballot.

**Vote by Proxy:** The undersigned stockholder of Cyber Bay Corporation (the "Corporation") hereby appoints \_\_\_\_\_ or in his absence, the Chairman of the meeting, as *attorney-in-fact and proxy*, with power of substitution, to represent and vote all shares registered in his/her/its name as proxy of the undersigned stockholder, at the Annual Meeting of Stockholders of the Corporation on 21 December 2023 and at any of the adjournments thereof for the purpose of acting on the following matters:

1. Approval of the minutes of previous meeting  
\_\_ Yes      \_\_ No      \_\_ Abstain
2. Approval of the 2020 Management and Annual Report  
\_\_ Yes      \_\_ No      \_\_ Abstain
3. Election of the Members of the Board of Directors, including the Independent Directors

No. of Votes

Maria Farah Z.G. Nicolas-Suchianco  
Raul Tito Maxelmo A. Estrella  
Cheryl S. Saldafia-de Leon  
Jose Martin Loon  
Ryan V. Romero  
Patricia Ann L. Bulawit  
Rhogel S. Gandingco  
Luis A. Vera Cruz, Jr.  
Evita C. Caballa

4. Re-appointment of R. G. Manabat & Co. as External Auditor  
\_\_ Yes      \_\_ No      \_\_ Abstain
5. At his/her discretion, the proxy named above are authorized to vote upon such other matters as may be properly come before the meeting.  
\_\_ Yes      \_\_ No      \_\_ Abstain

Printed Name and Signature of Stockholder

Date:

The ballot of those who will attend the meeting personally should be submitted to the Corporate Secretary at the time of registration to attend the meeting on or before 10 December 2023 at 5:00 PM.

This proxy should be received by the Corporate Secretary on or before 10 December 2023 at 5:00 PM, the deadline for submission of proxies. For corporate stockholders, please attach to this proxy form the secretary's certificate on the authority of the signatory to appoint the proxy and sign this form.

This ballot/proxy, when properly executed, will be voted in the manner as directed herein by the stockholder(s). If no direction was made, this ballot/proxy will be voted for the election of all nominees and/or the approval of the matters stated above and such other matters as may properly come before the meeting in the manner described in the Information Statement and/or as recommended by management or board of directors.

A stockholder giving this proxy has the power to revoke it at any time before the right granted is exercised. A proxy is also considered revoked if the stockholder attends the meeting in person and expressed his intention to vote in person.

**INFORMATION REQUIRED IN INFORMATION STATEMENT**

**A. GENERAL INFORMATION**

**Item 1. Date, time and place of meeting of security holders.**

- (a) **Date:** 21 December 2023  
**Time:** 2:00 PM  
**Place:** Remote Communication (via Zoom)  
**Principal Office:** Suite 2402 Discovery Center, 25 ADB Ave., Ortigas Center, Pasig City, 1605

The presiding officer shall call and preside the stockholders' meeting at Suite 2801 Discovery Center, 25 ADB Avenue, Ortigas Center, Pasig City, 1605.

- (b) Approximate date on which the Information Statement is first to be sent or given to security holders:  
**29 November 2023**

**Item 2. Dissenters' Right of Appraisal**

Generally, a stockholder shall have the right to dissent and demand payment of the value of his shares in the instances stated in Section 80 of the Revised Corporation Code, as follows: (a) amendment of the articles of incorporation which has the effect of changing or restricting the rights of any stockholders or class of shares; or authorizing preferences in any respect superior to those outstanding; or of extending or shortening the term of corporate existence; (b) in case of sale, lease, exchange, transfer, mortgage, pledge or disposition of all or substantially all of the corporate property and assets; (c) in case of merger and consolidation; and (d) in case of investment of corporate funds for any purpose other than the primary purpose of the corporation.

There are no proposed corporate actions that would necessitate the exercise of the right to dissent under Section 80 of the Revised Corporation Code.

- Item 3. Interest of Certain Persons in or Opposition to Matters to be Acted Upon:** There are no matters to be acted upon which a director, or officer of the registrant, each nominee for election as a director or each associate of any of the foregoing persons, have any substantial interest, direct or indirect, by security holdings or otherwise.

**B. CONTROL AND COMPENSATION INFORMATION**

**Item 4. Voting Securities and Principal Holders Thereof as of 31 October 2023**

(a) <u>Class</u>	<u>No. of Outstanding Shares</u>	<u>No. of Shares Entitled to Vote</u>
Common	6,806,878,853	6,806,878,853
Preferred	6,467,950,603	6,467,950,603

**Authorized Capital Stock**

Class	Shares	%	Total Par Value (PhP)
Common (PhP1.00 par value)	7,300,000,000	51.05%	7,300,000,000.00
Preferred Voting (PhP0.10 par value)	7,000,000,000	48.95%	700,000,000.00
<b>TOTAL</b>	<b>14,300,000,000</b>	<b>100.00%</b>	<b>8,000,000,000.00</b>

**Subscribed Shares**

Class	Shares	%	Total Par Value (PhP)
Common (PhP1.00 par value)	6,806,878,853	51.28%	6,806,878,853.00
Preferred Voting (PhP0.10 par value)	6,467,950,603	48.72%	646,795,060.30
<b>TOTAL</b>	<b>13,274,829,456</b>	<b>100.00%</b>	<b>7,453,673,913.30</b>

Foreign Percentage



Class	Shares	Foreign Shares	% of Foreign Shares
Common (P1.00 par value)	6,806,878,853	46,026,761	0.68%
Preferred Voting (P0.10)	6,467,950,603	0	0%
TOTAL	13,274,829,456	46,026,761	0.35%

Unissued Shares

Class	Shares	%	Total Par Value (PhP)
Common (PhP1.00 par value)	493,121,147	51.28%	493,121,147.00
Preferred Voting (PhP0.10 par value)	532,049,397	48.72%	53,204,939.70
TOTAL	1,025,170,544	100.00%	546,326,086.70

Number of votes to which each share is entitled: One (1) vote per share

- (b) The record date for those who shall be entitled to vote has been fixed at 21 November 2023.
- (c) Manner of Voting: Each stockholder of record as of 21 November 2023 shall have the right to vote electronically or by proxy the number of shares of stock held in his name.

Article III, Section 7 and 8 of the By-Laws of the Corporation ("By-Laws") provide:

"Section 7. At every meeting of the stockholders, each stockholder shall be entitled to one vote in person [via *videoconference*] or by proxy and, unless otherwise provided by law, he shall have one vote each for each share of stock entitled to vote and recorded in his name in the books of the Corporation. At all meetings of the stockholders, all elections and all questions shall be decided by majority vote of the stockholders present in person [via *videoconference*] or by proxy and entitled to vote thereat, a quorum being present, except in cases where other provision is made by statute. Unless required by law or demanded by a stockholder present in person or by proxy at any meeting, and entitled to vote thereat, the vote on any question need not be by ballot. On a vote by ballot, each ballot shall be signed by the stockholder voting, or in his name by proxy if there should be such proxy, and shall state the number of shares voted by him. xxx"

"Section 8. Proxies. Stockholders may vote at all meetings the number of shares registered in their respective names, either in person or by proxy duly given in writing in favour of a registered stockholder of the company. No proxy in favor of a third person who is not a bona fide registered shareholder of the company and no proxy bearing a signature which is not legally acknowledged shall be recognized at any meeting unless such signature is known and recognized by the Secretary of the meeting.

Proxies for regular annual stockholders' meeting shall be filed with and received at the offices of the corporation not later than one (1) week prior to the meeting date. xxx"

- (e) Stockholders are entitled to cumulative voting in the election of the members of the board of directors ("Board") as provided for in the Corporation Code.

Under Section 23 of the Revised Corporation Code, a stockholder may vote such number of shares for as many persons as there are Directors to be elected or he may cumulate said shares and give one candidate as many votes as the number of Directors to be elected multiplied by the number of his shares shall equal, or he may distribute them on the same principle among as many candidates as he shall see fit: Provided, that the total number of votes cast by him shall not exceed the number of shares owned by him as shown in the books of SGP multiplied by the whole number of Directors to be elected: Provided, however, that no delinquent stock shall be voted.

There are no conditions precedent to the exercise of the stockholders' cumulative voting right.

- (d) No proxy solicitation is made.
- (f) **Security Ownership of Certain Record and Beneficial Owners (as of 31 October 2023)**

Title of Class	Name and Address of Record Owner and Relationship with Issuer	Name of Beneficial Owner and Relationship with Record Owner	Citizenship	No. of Shares Held	Percentage of Ownership
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Common	PCD Nominee Corp. (Filipino) G/F MKSE Building, Ayala Avenue, Makati City	*	Filipino	2,021,067,289	29.69%
Common	Primera Comercio Holdings, Inc. 2802 Discovery Center, 25 ADB Avenue, Ortigas Center, Pasig City	Record Holder same as Beneficial Owner	Filipino	1,629,578,190	23.94%
Common	Guoco Holdings (Phils.) Inc. [now Prime Orion Philippines, Inc.] 14/F B.A. Lepanto Bldg., Paseo de Roxas, Makati City	Record Holder same as Beneficial Owner	Filipino	1,320,116,000	19.39%
Common	UCPB TA#99-0196 5/F Trust Banking Division, UCPB Bldg., Makati City	Skysetts, Inc.	Filipino	1,000,000,000	14.69%
Preferred	Primera Comercio Holdings, Inc. 2802 Discovery Center, 25 ADB Avenue, Ortigas Center, Pasig City	Record Holder same as Beneficial Owner	Filipino	4,858,590,825	75.12%
Preferred	One Bacolod Express Holdings, Inc. 2 <sup>nd</sup> Floor Highway 54 Plaza, 986 Stanford St., EDSA, Mandaluyong City	Record Holder same as Beneficial Owner	Filipino	1,609,359,778	24.88%

\* There are no beneficial owners under PCD Nominee Corporation which holds more than 5% shares in the Corporation.

The following represent each of the above-named corporations:

1. Primera Comercio Holdings, Inc. - Michael G. Acaban
2. Prime Orion Philippines, Inc. - Ma. Rhodora L. Policarpio-dela Cuesta
3. Skysetts, Inc. - Felicismo B. Billones and John Alejo A. Zarate
4. One Bacolod Express Holdings, Inc. - Nicolas P. Tayag

**(2) Security Ownership of Management (Other than as Nominees) (as of 31 October 2023)**

Title of Class	Name of Beneficial Owner	Amount and Nature of Beneficial Ownership	Citizenship	Percentage of Ownership
Common	Maria Farah Z.G. Nicolas-Suchianco	1 share (direct) 0 (indirect)	Filipino	0.00000%
Common	Raul Tito Maxelmo A. Estrella	999 shares (direct) 0 (indirect)	Filipino	0.00000%
Common	Rhogel S. Gandingco	1 share (direct) 0 (indirect)	Filipino	0.00000%
Common	Cheryl S. Saldaña-de Leon	994 shares (direct) 0 (indirect)	Filipino	0.00000%
Common	Luis A. Vera Cruz, Jr.	1 share (direct) 0 (indirect)	Filipino	0.00000%
Common	Jose Martin Loon	1 share (direct) 0 (indirect)	Filipino	0.00000%

Common	Ryan V. Romero	1 share (direct) 0 (indirect)	Filipino	0.00000%
Common	Patricia Ann L. Bulawit	1 share (direct) 0 (indirect)	Filipino	0.00000%
Common	Evita C. Caballa	200,001 shares (direct) 0 (indirect)	Filipino	0.00001%
<b>Total</b>		<b>202,000 shares</b>		<b>0.00015%</b>

(3) **Voting Trust Holders of 5% or More of Common Equity**

No person holds more than 5% of the common equity under a voting trust or similar agreement.

(4) **Changes in Control**

There are no arrangements that may result in a change in control during the period covered by this report.

Item 5. **Directors and Executive Officers**

(a) **Legal Proceedings**

The registrant has no knowledge of any material pending legal proceedings in any court or administrative agency of the Government to which any of the directors and executive officers of the registrant is a party.

(b) **Directors and Executive Officers**

1. **Directors**

<b>Name</b>	<b>Age</b>	<b>Directorships in Other Companies (** if independent director)</b>	<b>Business Experience for the Past Five Years</b>
Maria Farah Z.G. Nicolas-Suchianco  Director, December 2021 to present  Chairperson, December 2021 to present	55	AB Fiber Corp. AirMaverick, Inc. ALK Holdings & Management, Inc. Ateneo Law '88, Inc. ATE-Infra Construction Corp. Broadreach Media Holdings, Inc. Casa Prospero Holdings and Development Inc. Central Bay Reclamation and Development Corporation Countrybreeze Corporation Cyber Bay Corporation Eastbay Foundation, Inc. c/o SP-S1709 Eastbay Resorts, Inc. E-Fare Investment Holdings, Inc. (Properties) Evander Holdings Corporation Escaler Realty Corporation (Suchianco Realty Corporation) Global Titan Leisure Holdings Corp. GSE Managed Solutions, Inc. Illumina Investment Holdings Inc. Independent Priority Trade, Inc. JRLT-JHI Corp. La Gran Tierra Holdings Inc. Las Palmas Holdings Corporation M.A.Y. Assets, Inc. Magnum Leisure Holdings, Incorporated Nicosafra, Inc. Nine Media Corporation	<i>Chairperson and President:</i> Broadreach Media Holdings, Inc. Evander Holdings Corporation Global Titan Leisure Holdings Corp. Sunspear Holdings, Inc. Volando Alto Holdings, Inc.  <i>President:</i> Airmaverick Inc. ATE-Infra Construction Corp. Central Bay Reclamation and Development Corporation JRLT-JHI Corp. La Gran Tierra Holdings Inc. Parilla Express Holdings Corporation Skytrooper Charter Phils., Inc.  <i>Vice President:</i> GSE Managed Solutions, Inc.  <i>Corporate Secretary:</i> APP King Limited (BVI) Asian Hyperbaric Healthcare Incorporated Buildnet Construction, Inc. Casa Prospero Holdings and Development, Inc. Countrybreeze Corporation Eagle Cement Corporation Escaler Realty Corporation Fit Army Troopers Inc.

Name	Age	Directorships in Other Companies (** if independent director)	Business Experience for the Past Five Years
		Optimum Dev't. Holdings Phils. Paramount Executive Protection Services Corp. Parilla Express Holdings Corporation Pedalmax Holdings, Inc. Pilipinas Asian Pearl Airways, Inc. Pixiedust, Inc. Primo Fuentes Holdings, Inc. Radio Philippines Network, Inc. Roadworks, Inc. RVN Fitness Collective Corp. Skytrooper Charter Phils., Inc. South Western Cement Corporation Sunspear Holdings Inc. The Designer Boulanger Philippines Corporation The New Centurians Group Philippines, Inc. Thunderbird Foundation, Inc. Thunderbird Frontier Realty, Inc. Thunderbird Pilipinas Hotels and Resorts, Inc. Thunderbird Poro Development Ventures, Inc. Tulong at Serbisyo sa Bayan (TSB) Foundation, Inc. Vista Gran Verde Holdings Inc. VNC Industries Holding Corporation Volando Alto Holdings, Inc. Zoraymee Holdings, Inc.	Fitness Army Enterprise, Inc. Gaz Auto Philippines Corporation Independent Priority Trade, Inc. Intentionality Inc. KB Space Holdings, Inc. M.A.Y Assets, Inc. Maxcellon Inc. MCRP Construction Corporation Mema Holdings Inc. Nicosafra, Inc. Nine Media Corporation Optimum Dev't. Holdings Phils. Pedalmax Holdings, Inc. Pilipinas Asian Pearl Airways, Inc. R.G Nicolas, Incorporated Radio Philippines Network, Inc. RDN Holding Industries Corp. Roadworks, Inc. RVN Fitness Collective Corp. Solid North Mineral Corp. South Western Cement Corp. The Designer Boulanger Philippines Corporation Vista Gran Verde Holdings Inc. VGV Agri-Tourism and Leisure Farm Inc. VNC Industries Holding Corporation VYL Development Corporation Wynsum Leisure Hoteliers, Inc. Wynsum Realty & Development, Inc.  <i>Treasurer:</i> Countrybreeze Corporation Escaler Realty Corporation GSE Managed Solutions, Inc. Independent Priority Trade, Inc. Pedalmax Holdings, Inc. Pilipinas Asian Pearl Airways, Inc.
Raul Tito A. Estrella  President, December 2021 to present  Director, 2011 to present	53	AB Fiber Corp. Airmaverick Inc. ALK Holdings & Management, Inc. Apex Dynasty Power Inc. Countrybreeze Corporation Cyber Bay Corporation DBM Vircon Services (Philippines) Inc. (formerly PDC Asia Pacific Inc.) Evander Holdings Corporation Global Cast Asia Realty and Marine Services Inc. Gracall International MNL, Inc. GSE Managed Solutions, Inc. Halfen-Moment Inc. High Garden Holding Corp. Luzon Petrofuels, Inc. Marbleslate Holdings, Inc. Pedalmax Holdings, Inc. Pixiedust Inc. Premium Plus Investment Holdings, Inc. Skytrooper Charter Phils. Inc.	<i>President:</i> Apex Dynasty Power Inc. Cyber Bay Corporation Global Cast Asia Realty and Marine Services Inc. GSE Managed Solutions, Inc. Highgarden Holding Corp. Marbleslate Holdings, Inc. Smart Access Holdings Inc. Sunshore Holdings Corporation  <i>Corporate Secretary:</i> Asurion Compassion Forward Philippines, Foundation, Inc. DBM Vircon Services (Philippines) Inc. (formerly PDC Asia Pacific Inc.) Gracall International MNL, Inc. Pinterview International Philippines  <i>Treasurer:</i> Evander Holdings Corporation

Name	Age	Directorships in Other Companies (** if independent director)	Business Experience for the Past Five Years
		Smart Access Holdings Inc. Sunshore Holdings Corporation TD Outsourcing Philippines, Inc.	<i>Resident Agent:</i> Goltens Philippines
Cheryl S. Saldaña-de Leon  Director, October 2010 to present	45	AB Fiber Corp. Amaranth East Holdings, Inc. ATE-Infra Construction Corp. AUEnergy, Inc. Boracay Island Transit System Corp. Calaca High Power Corporation Casa Prospero Holdings and Development Inc. Central Bay Reclamation and Development Corporation Countrybreeze Corporation Cyber Bay Corporation Eforce Security Company, Inc. Eudaimonia Ohilosophies Inc. Frostfire Holdings, Inc. Global Cast Asia Realty and Marine Services Inc. Lucky Fivestar Holdings, Inc. Monte Oro Grid Resources Corporation Onetaipan Holdings, Inc. Pacifica21 Holdings, Inc. Parilla Express Holdings Corporation Pedalmax Holdings, Inc. Pook Ligaya Shell Inc. Privado Holdings Corp. Prosegur Filipinas Holdings Corp. Prosegur Global Resources Holdings Philippines Inc. Red Planet Hotels Cebu Corporation Red Planet Hotels Hotels Manila Bay Corporation Red Planet Hotels Hotels Paranaque Corporation Red Planet Hotels Hotels Binondo Corporation RPH Philippines Land Corporation Red Planet Philippines Services Corporation Red Planet Hotels Davao Corporation Red Planet Hotels Quezon Corporation Red Planet Hotels Pasong Tamo Corporation Red Planet Hotels Cagayan De Oro Corporation Red Planet Hotels Philippines Corporation Red Planet Hotels Ortigas Corporation Sealoch Holdings, Inc. Soberano Communications Inc. Sonny Shell, Inc. Smartventures Inc. Smart Access Holdings Inc. Spectrolite Ultra Power Corporation Sunspear Holdings, Inc.	<i>Chairperson and President:</i> Amaranth East Holdings, Inc.  <i>President:</i> Aquos Vista, Inc. ATE-Infra Construction Corp. Frostfire Holdings, Inc. Sealoch Holdings, Inc. Smartventures Inc. Spectrolite Ultra Power Corporation  <i>Treasurer:</i> Lucky Fivestar Holdings, Inc.  <i>Corporate Secretary:</i> AB Fiber Corp. Airy Mobi Technologies, Inc. Armoured Transport Plus, Incorporated ATE-Infra Construction Corp. Boracay Island Transit System Corp. Calaca High Power Corporation Casa Prospero Holdings and Development Inc. Central Bay Reclamation and Development Corporation Ecofuel Land Development Inc. E-CTK Solutions Inc. Fortress Armoured Transport, Inc. Global Cast Asia Realty and Marine Services Inc. Green Future Innovations, Inc. Island City Music Ph OPC Monte Oro Grid Resources Corporation Onetaipan Holdings, Inc. Pacifica21 Holdings, Inc. Philippines Recorded Music Rights Inc. Pook Ligaya Shell Inc. Privado Holdings Corp. Prosegur Filipinas Holdings Corp. Prosegur Global Resources Holdings Philippines Inc. Red Planet Hotels Cebu Corporation Red Planet Hotels Hotels Manila Bay Corporation Red Planet Hotels Hotels Paranaque Corporation Red Planet Hotels Hotels Binondo Corporation RPH Philippines Land Corporation Red Planet Philippines Services Corporation Red Planet Hotels Davao Corporation Red Planet Hotels Quezon Corporation Red Planet Hotels Pasong Tamo Corporation Red Planet Hotels Cagayan De Oro Corporation Red Planet Hotels Philippines Corporation Red Planet Hotels Ortigas Corporation Sunspear Holdings, Inc. 1Renewable Earth Inc.  <i>Assistant Corporate Secretary</i>

Name	Age	Directorships in Other Companies (** if independent director)	Business Experience for the Past Five Years
		The Designer Boulanger Philippines Corporation Visayasolar, Inc. Wiselink Investment Holdings, Inc.	AUenergy, Inc. The Designer Boulanger Philippines Corporation
Luis A. Vera Cruz, Jr.  Independent Director, January 2017 to present	72	Eagle Cement Corporation Agribusiness Rural Bank, Inc.	Angara Abello Concepcion Regala & Cruz, Of Counsel San Miguel Corporation, Legal Consultant Chemical Industries of the Philippines, Inc., Corporate Secretary ACCRA Holdings, Inc. Director and President ACCRA Investment, Inc, Corporate Secretary
Rhogel S. Gandingco  Independent Director, December 2017 to present	54	Fortman Cline Capital Markets Phils., Inc. Pacific Nickel Phils., Inc. Philnico Industrial Corporation	21 La Verde Holdings, Inc., Chairman and President Sentro 88 Foods, Inc., Chairman and President Top Frontier Holdings Corp., President and Director Global 5000 Corporation, Treasurer and Director
Jose Martin A. Loon  Director, January 2017 to present	36	Cyber Bay Corporation United Coconut Planters Life Assurance Corporation (COCOLIFE) COCOGEN Insurance, Inc. COCOPLANS, Inc. COCOLIFE Asset Management Co., Inc. (CAMCI) United Fund, Inc. COCOLIFE Dollar Fund Builder, Inc. COCOLIFE Fixed Income Fund, Inc. ULTRA Security Services, Inc.	COCOLIFE, President and CEO ULTRA Security Services, Inc., Chairman Yebra De Jesus and Loon Law Offices, Partner Vamos Holdings Inc., Consultant ZEE1 Resources Inc., Consultant IZ Investments Inc., Corporate Secretary Innovative High Power Inc., Corporate Secretary University of the Philippines College of Law, Senior Lecturer
Evita C. Caballa  Independent Director, December 2020 to present	56	Global 808 Investment Holdings, Inc. MDR Management Partners, Inc. Pacific Nickel Philippines, Inc. Philnico Industrial Corporation Q-tech Alliance Holdings, Inc. Silverides Holdings Corporation Continental Sky Dynamics, Inc. Pink Dove Development Company Incorporated JGT Holdings, Inc. Nine Dots Media Consulting Corporation Grand Asia Holdings Inc.	Global 808 Investment Holdings, Inc., Corporate Secretary and Director Philippine Diamond Hotel and Resort Inc., Corporate Secretary Philippine Oriental Reality Development, Inc., Corporate Secretary Bank of Commerce, Corporate Secretary Continental Sky Dynamics, Inc., Director and Treasurer Q-tech Alliance Holdings, Inc., Director and Corporate Secretary JGT Holdings, Inc., Director and Corporate Secretary Nine Dots Media Consulting Corporation, Director and Corporate Secretary Grand Asia Holdings Inc., Director and Corporate Secretary
Ryan V. Romero  Director, March 2018 to present  Corporate Secretary and Compliance Officer, July 2021 to present	41	Airy Mobi Corp. Aquos Vista, Inc. Boracay Island Transit System Corp. Broadreach Media Holdings, Inc. Calor Philippines Holdings, Inc. Central Bay Reclamation and Development Corporation Cyber Bay Corporation Deltacrest Holdings, Inc.	President: Secgen Construction and Development Corporation Serpentine Dragon Power Corporation Transwood Holdings Incorporated  Corporate Secretary: Broadreach Media Holdings, Inc. Dharma Holdings Corporation First Vita Plus Marketing Corporation

Name	Age	Directorships in Other Companies (** if independent director)	Business Experience for the Past Five Years
		Dharma Holdings Corporation Edtech Corporation Fernwood Holdings, Inc. Frostfire Holdings, Inc. Grand Trackway Holdings, Inc. JRLT-JHI Corp. Kit Ben Holdings, Inc. Lagoonlight Holdings, Inc. Liquigaz Philippines Corporation One Bacolod Express Holdings, Inc. Primera Comercio Holdings, Inc. Privado Holdings, Corp. Secgen Construction and Development Corporation Serpentine Dragon Power Corporation Strategic Investment & Dev't. Holdings, Inc. Synergy Grid & Dev't Philippines, Inc.** Thunderbird Poro Development Ventures, Inc.** Transwood Holdings Incorporated Valhalla Investment & Dev. Holdings, Inc. Visayasolar, Inc.	Frostfire Holdings, Inc. JRLT-JHI Corp. One Bacolod Express Holdings, Inc. Paramount Executive Security Services Inc. Paramount Executive Protection Services Corp. Paramount Private Security Training Institute Inc.  <i>Assistant Corporate Secretary:</i> Central Bay Reclamation and Development Corporation Ecofuel Land Development, Inc. Green Future Innovations, Inc. Radio Philippines Network, Inc. Victoria Solar Energy Corporation Visayasolar, Inc.  <i>Treasurer:</i> Aquos Vista Holdings Inc. Broadreach Media Holdings, Inc. Frostfire Holdings, Inc. One Bacolod Express Holdings, Inc.
Patricia Ann L. Bulawit	26	Central Bay Reclamation and Development Corporation Cyber Bay Corporation	<i>Treasurer:</i> Central Bay Reclamation and Development Corporation Cyber Bay Corporation

#### Nominees for Election as Members of the Board of Directors

Pursuant to the Corporation's By-laws, the directors are elected at each annual stockholders' meeting by stockholders entitled to vote. Each director holds office until the next annual election and his successor is duly elected, unless he resigns, dies or is removed prior to such election.

The nominees for election to the Board of Directors on 21 December 2023 are as follows:

1. Maria Farah Z.G. Nicolas-Suchianco
2. Raul Tito Maxelmo A. Estrella
3. Cheryl S. Saldafia-de Leon
4. Jose Martin A. Loon
5. Ryan V. Romero
6. Patricia Ann L. Bulawit
7. Luis A. Vera Cruz, Jr. – independent director
8. Rhogel S. Gandingco – independent director
9. Evita C. Caballa – independent director

#### Independent Directors

The incumbent independent directors of the Corporation are as follows:

1. Luis A. Vera Cruz, Jr.
2. Rhogel S. Gandingco
3. Evita C. Caballa

Maria Farah Z. G. Nicolas-Suchianco, 55, Filipino, has been the Chairperson of the Corporation since 2021 up to the present. She is a Founding Partner of Gerodias Suchianco Estrella Law Firm. She is also the Vice President and Treasurer of GSE Managed Solutions, Inc. She is the Chairperson and President of Broadreach Media Holdings, Inc., Evander Holdings Corporation, Global Titan Leisure Holdings Corp., Sunspear Holdings, Inc. and Volando Alto Holdings, Inc. She is the Treasurer of Countrybreeze Corporation, Escaler Realty Corporation, Independent Priority

Trade, Inc., Pedalmax Holdings, Inc. and Pilipinas Asian Pearl Airways, Inc. She currently serves as a Director and Corporate Secretary of Nine Media Corporation, Radio Philippines Network, Inc., South Western Cement Corporation, and Pilipinas Asian Pearl Airways, Inc., among others. She is the Corporate Secretary of numerous corporations, including Buildnet Construction, Inc., KB Space Holdings, Inc. and Wynsum Realty & Development, Inc. She was previously an independent director of the Capital Markets Integrity Corporation, the Chairman of its Compensation Committee and a member of its Audit Committee. She was also previously a director of Bank of Commerce, Citra MetroManila Tollways Corporation, and Philippine Ink Corporation. She was a Senior Partner at De Borja Medialdea Bello Guevarra & Gerodias Law Firm. She holds a Juris Doctor Degree from the Ateneo de Manila University and a Bachelor of Science Degree in Management, Major in Legal Management, from the same university.

The certification that no directors or officers are connected with any government agencies or its instrumentalities is attached as **Annex "A"**.

The incumbent independent directors have certified that they possess all the qualifications and none of the disqualifications provided for in the SRC. The Certifications of the incumbent independent directors are attached hereto as **Annexes "B-1" to "B-3"**.

The Securities Regulation Code requires any corporation with a class of equity shares listed for trading in an Exchange to have at least two (2) independent directors. The nomination, pre-screening and election of independent directors were made in accordance with Section 38 of the Securities and Regulation Code, SRC Rule 38 (as amended), Article IV Section 13 of the By-laws of the Corporation (as amended). The nominated independent directors have signified their acceptance of the nominations. The independent directors are nominated by a stockholder.

The Nomination Committee has determined that all the nominees, including independent directors, to be elected at this Annual Meeting, possesses all the qualifications and have none of the disqualifications for directorship set out in the Corporation's Manual on Corporate Governance as well as the Guidelines on the Nomination and Election of Independent Directors set forth in SRC Rule 38 as incorporated in the Corporation's Amended By-Laws.

The Chairman of the Corporate Governance Committee is Luis A. Vera Cruz and the members are Evita C. Caballa and Jose Martin Loon.

Luis A. Vera Cruz, Jr. was nominated by Raul Tito Maxelmo A. Estrella. Cheryl S. Saldaña-de Leon nominated Rhogel S. Gandingco and Evita C. Caballa. All of the persons recommending the nomination of the independent directors have no relationship to their respective nominees. Further, none of the nominees for independent directors have served as such for a cumulative period of nine (9) years.

The Chairman of the Audit Committee is Luis A. Vera Cruz, Jr. and the members are Maria Farah Z.G. Nicolas-Suchianco and Evita C. Caballa.

## 2. Significant Employees

The Corporation has no employees.

## 3. Family Relationships

The directors, executive officers, or persons nominated or chosen by the Corporation to become directors or executive officers are not related either by consanguinity or affinity up to the fourth civil degree.

## 4. Involvement in Certain Legal Proceedings

There has been no occurrence of any of the following events during the past five (5) years up to the latest date that are material to an evaluation of the ability or integrity of any director, person nominated to become a director, executive officer or control person of the Corporation:

- a) Any bankruptcy petition filed by or against any business of which such person was a general partner or executive officer either at the time of the bankruptcy or within two years prior to that time;



- b) Any conviction by final judgment, in a criminal proceeding, domestic or foreign, or being subject to a pending criminal proceeding, domestic or foreign, excluding traffic violations and other minor offenses;
- c) Being subject to any order, judgment, or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, domestic or foreign, permanently or temporarily enjoining, barring, suspending or otherwise limiting his involvement in any type of business, securities, commodities or banking activities and;
- d) Being found by a domestic or foreign court of competent jurisdiction (in a civil action), the Securities and Exchange Commission or comparable foreign body, or a domestic or foreign exchange or other organized trading market or self-regulatory organization, to have violated a securities or commodities law or regulation, and the judgment has not been reversed, suspended, or vacated.

5. Certain Relationships and Related Transactions

There were no transactions or proposed transactions during the last two (2) years, or proposed transactions, to which the Corporation was or is to be a party, in which any of the following persons had or is to have a direct or indirect material interest:

- (a) Any director or executive officer of the Corporation;
- (b) Any nominee for election as a director;
- (c) Any security holder named in response to 1.1 and 1.2 above;
- (d) Any member of the immediate family (including spouse, parents, children, siblings, and in-laws) of any of the persons in subparagraph 2.5 (a), (b) or (c) of this paragraph.

Please refer to Note 9 of the Consolidated Audited Financial Statements for the year ended 31 December 2022 for the summary of related party transactions.

6. Resignation of Directors

No director has resigned or declined to stand for re-election for the Board due to any disagreement with the Corporation relative to its operations, policies or practices.

Item 6. Compensation of Directors and Executive Officers

1. Summary Compensation Table

Name and Principal Position	Year	Compensation	Bonuses	Other Compensation
Maria Farah Z.G. Nicolas-Suchianco, Chairperson	2023	N.A.	N.A.	N.A.
**The Directors/Officers of the Corporation are not receiving any form of compensation	2022			
	2021			
	2020			
	2019			
	2018			

2. Compensation of Directors

- (a) There is no standard arrangement pursuant to which directors of the Corporation are compensated or are to be compensated, directly or indirectly, for any services provided as a director, including any additional amounts payable for committee participation or special assignments, for the last completed fiscal year and the ensuing year.
- (b) There are no other arrangements, including consulting contracts, pursuant to which any director of the Corporation was compensated, or is to be compensated, directly or indirectly, during the Corporation's last completed fiscal year, and the ensuing year, for any service provided as a director.

There is no action to be taken with regard to the following:

- (a) any bonus, profit sharing, or other compensation plan, contract or arrangement in which any director, nominee for election as a director, or executive officer of the Corporation will participate;
- (b) any pension or retirement plan in which any person will participate; or
- (c) granting or extension to any such person of any options, warrants or rights to purchase any securities, other than warrants or rights issued to security holders as such, on a pro rata basis.

3. **Employment Contracts and Termination of Employment and Change-in-Control Arrangements**

There are no employment contracts between the Corporation and a named executive officer. Further, there are no compensatory plans or arrangements, including payments to be received from the Corporation with respect to a named executive officer.

4. **Outstanding Warrants and Options**

There are no outstanding warrants or options held by the Corporation's Chairperson, President, executive officers, and all officers and directors as a group.

**Item 7. Independent Public Accountants**

R.G. Manabat & Co. served as the Corporation's external auditors for the December 31, 2022 and 2021 Financial Statements. The same auditing firm shall be recommended for appointment as the Corporation's external auditors for the ensuing year and Mr. John Molina is the partner-in-charge.

Mr. Molina is the partner-in-charge of the Corporation's audit beginning the calendar year ending 2018. The handling audit partner is rotated every seven (7) years in compliance with the Revised SRC Rule 68, Paragraph 3(b)(ix).

There was no event in the past where R.G. Manabat & Co. had any disagreement with the Corporation regarding any matter relating to accounting principles or practices or financial statement disclosure or auditing scope or procedure. Representatives of the Independent Public Accountant (R.G. Manabat & Co., CPA's) are expected to be present at the Annual Stockholders' Meeting. They will have the opportunity to make a statement if they desire to do so and are expected to be available to respond to appropriate questions.

**C. ISSUANCE AND EXCHANGE OF SECURITIES**

**Item 9. Authorization or Issuance of Securities other than for Exchange**

There is no action to be taken during this meeting with respect to the issuance and exchange of securities.

**Item 10. Modification or Exchange of Securities**

There is no action to be taken during this meeting with respect to the modification of any class of securities of the Corporation, nor the issuance or authorization for the issuance of one class of securities of the Corporation in exchange for outstanding securities of another class.

**Item 12. Mergers, Consolidations, Acquisitions and Similar Matters**

There is no planned merger, consolidation, acquisition by, sale or liquidation of the Corporation that will be taken up during the meeting.

**Item 13. Acquisition or Disposition of Property**

There is no action to be taken up during this meeting with respect to the acquisition or disposition of any property of the Corporation which would require the approval of the stockholders under the Revised Corporation Code.

**Item 14. Restatement of Accounts**

There is no action to be taken up with respect to the restatement of any asset, capital or surplus account.

**D. OTHER MATTERS**

**Item 15. Action with Respect to Reports**

The following shall be submitted for approval/ratification of the stockholders:

- (a) Approval of the Minutes of the Previous Stockholders' Meeting
- (b) Approval of the 2022 Annual Report and Audited Financial Statements.

Note: There are no acts and resolutions of the board and management for which ratification of stockholders will be sought.

**Item 16. Matters Not Required to be Submitted**

There is no action to be taken with respect to any matter which is not required to be submitted to a vote of security holders.

**Item 17. Amendment of Charter, By-Laws or Other Documents**

There is no action to be taken up in relation to the amendment of the Corporation's Charter, By-Laws or other documents..

**Item 18. Other Proposed Action**

Other than the matters indicated in the Notice and Agenda included in this Information Statement, there are no other actions proposed to be taken at the annual meeting.

**Item 19. Voting Procedures**

As to each matter which is to be submitted to a vote of security holders, furnish the following information:

- (a) The vote required for approval or election

Provided there is present, via proxy, the owners of the majority of the outstanding capital stock, candidates for the position of Director of the Corporation receiving the highest number of votes shall be declared elected.

- (b) The method by which votes will be counted

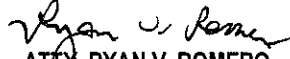
Shareholders will only cast their votes through ballots or proxies submitted on or before 10 December 2023 at 5:00 PM, in accordance with the procedure for Attending the Meeting Through Remote Communication set forth in this Information Statement, and approved by the majority of the shareholders present through remote communication or represented at the meeting as the method of voting for any or all the proposals or matters submitted to a vote at the meeting. In all proposals or matters for approval except for election of directors, each share of stock entitles its registered owner (who is entitled to vote on such particular matter) to one (1) vote. In case of election of directors, cumulative voting as set out in this Information Statement shall be adopted. Counting of the votes will be done by the Corporate Secretary with the assistance of the independent auditors and the stock transfer agent of the Corporation.

**SIGNATURE PAGE**

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 correct. This report is signed in the City of Pasig on the 6<sup>th</sup> day of December 2023.

**CYBER BAY CORPORATION**

By:

  
**ATTY. RYAN V. ROMERO**  
*Corporate Secretary*

## MANAGEMENT REPORT

### PART I – BUSINESS AND GENERAL INFORMATION

#### Item 1. Business

Cyber Bay Corporation (Corporation) was organized to undertake real estate development (except real estate subdivision) and reclamation. The Corporation was incorporated on 06 July 1989. The Corporation has changed its name from First Lepanto Corporation to Guoco Land (Philippines), Inc. in 1994, to Centennial City Inc. in 1996, and to Cyber Bay Corporation in 2000.

On 30 March 1996, the Corporation, Central Bay Reclamation and Development Corporation (Central Bay) and certain Central Bay's shareholders entered into a Memorandum of Agreement which involved the restructuring of the Corporation and the consolidation of certain businesses and assets of the Corporation and Central Bay.

The restructuring of the Corporation entailed the transfer to Prime Orion Philippines, Inc. (formerly Guoco Holdings Philippines, Inc.) of the Corporation's investments in the following corporations: Tutuban Properties Inc., Guoco Property Development Inc., Manila Southcoast Development Corporation, Mandaue Resources and Realty Corporation, Luck Hock Venture Holdings, Inc., First Lepanto Ceramic Wares Inc. and First Lepanto Realty Inc. and the settlement of all intercompany liabilities relating to such corporations.

The business consolidation involved the issuance by the Corporation of 4 billion shares of stock (with par value of PhP1.00 per share) to certain Central Bay shareholders in exchange for 4.8 million Central Bay shares of stock (with par value of PhP100.00 per share) held by the Central Bay shareholders. Upon completion of the business consolidation, the Corporation assumed full ownership of Central Bay, including its Joint Venture Agreement (JVA) with the Public Estates Authority (PEA) (now known as the Philippine Reclamation Authority [PRA]) to reclaim 750 hectares of land along Manila Bay (the Cyber Bay Project) as its new property core holding.

Aside from the aforementioned business consolidation, no other material reclassification, Merger, Consolidation or Purchase has been implemented. However, ten (10) floors of the BA Lepanto Building owned by the Corporation was the subject of a *Dacion en Pago* arrangement with the Philippine National Bank in 1999.

With the Cyber Bay Project, the Corporation is afforded a unique flagship waterfront development; at 750 hectares, it was supposed to be a substantial fully integrated township that can spearhead the redevelopment of the Manila Bay in tandem with the government's progressive Bay City Development.

A controversy on the validity of the JVA arose and several investigations and fact-finding committees were created to determine its validity. Finally, on 28 May 1999, the JVA was amended and approved by the Office of the President and the Government Corporate Monitoring and Coordinating Committee (Amended JVA).

After having obtained all the government approvals and endorsements under two Administrations (Presidents Fidel Ramos and Joseph Estrada) and pursuant to the Amended JVA, Central Bay conducted a review of all contracts and project plans in preparation for the resumption of the long-delayed implementation of the Reclamation Project. Preparations included the re-bidding of the dredging and reclamation contract, which were previously suspended. In addition, Central Bay urgently settled the issue related to squatters and incurred huge operational expenses in securing the cleared islands within the project site. These expenditures were undertaken by Central Bay in the ordinary course of business pursuant to the JVA/Amended JVA, and done in utmost good faith.

However, on 09 July 2002, after having invested heavily into the Reclamation Project, including the cash advances given to PRA and the cost for the relocation of informal settlers in the area, not to mention the funds that were injected to run the operations of Central Bay from 1995 to 2002, the Supreme Court promulgated a decision in the case of *Chavez v. PEA and Amani Coastal Bay Development Corporation* (G.R. No. 133250, July 9, 2002, 384 SCRA 152), permanently enjoining PEA and Central Bay from implementing the Amended JVA, and declaring the Amended JVA as null and void ab initio. Central Bay's Motion for Reconsideration was denied.

The Supreme Court stated that "[d]espite the nullity of the Amended JVA, Central Bay is not precluded from recovering from the PEA in the proper proceedings, on a quantum meruit basis, whatever Central Bay may have incurred in implementing the Amended JVA, prior to its declaration of nullity."

On 20 November 2009, the Corporation sent a letter to the PEA, now PRA, for the payment of approximately PhP13.4 billion. This amount represents all costs, losses, liabilities, and expenses incurred by Central Bay computed as of September 2009 pursuant to the Amended JVA.

In a letter dated 8 February 2010, PRA, through its former General Manager and CEO, Andrea D. Domingo, acknowledged that of the claims for reimbursement made by Central Bay, PRA was able to verify the total amount of PhP1,004,439,048.45 as the amount due for reimbursement and PRA did not, at that time, find any sufficient basis for the payment of Central Bay's other claims including cost of money, reimbursement of professional and legal fees, interest and bank charges on loan, foreign exchange losses on loans, pre-operating and operating expenses, input tax, and documentary stamp tax. Central Bay then conducted a more thorough internal review of pertinent documents and re-computation of its claims vis-a-vis the findings of PRA.

Thus, on 13 December 2010, Central Bay filed a Petition with the COA to claim for reimbursement with the revised amount due totaling PhP11,527,573,684.12 (down from the initial claim of PhP13,385,972,469) and not merely PhP1,004,439,048.45 as initially determined by the PRA. Considering that PRA has already validated and acknowledged Central Bay's claim for reimbursement in the amount of PhP1,004,439,048.45, the only issue submitted to the COA is whether or not the other claims of Central Bay which were initially found by PRA to be without sufficient basis are likewise rightful items for reimbursement in light of recognized government accounting standards.

The money claim of PhP1.027 billion shall be settled through a conveyance of a portion of the PRA reclaimed land to Central Bay's qualified assignee, as previously approved by the stockholders of the Corporation during its annual stockholders' meeting held on 22 December 2015.

Central Bay and the PRA, as assisted by the Office of the Government Corporate Counsel (OGCC), entered into a Compromise Agreement with the PRA dated 14 October 2016. The Compromise Agreement shall take force and effect upon approval by the Commission on Audit (COA) and the issuance of the COA of an Order of Judgment to dismiss the money claim of Central Bay in the case docketed as COA CP Case No. 2010-350 and shall bar any future claims arising from or in connection with the Amended JVA.

On 11 November 2016, Central Bay and PRA filed a Joint Motion for Judgment based on the Compromise Agreement before the COA to seek its approval.

On 23 May 2019, the COA rendered a decision declaring the Compromise Agreement as null and void, and partially granting Central Bay's money claims in the total amount of PhP714,937,790.29 (Decision). A Motion for Reconsideration on the Decision was filed with the COA on 25 July 2019 (MR).

On 30 July 2020, Central Bay received a notice dated 08 June 2020, that the COA *En Banc* issued a resolution on 21 January 2020 denying its MR.

On 19 August 2020, Central Bay filed a Petition for Certiorari with G.R No. 252940 to the Supreme Court of the Philippines praying that the COA *En Banc* resolution be reversed and set aside and that the Compromise Agreement dated 14 October 2016 be approved and adopted.

In its Resolution dated 08 September 2020, the Supreme Court directed Central Bay to file its Reply to COA's Comment, which it filed on 23 April 2021.

On 18 June 2021, as announced in PSE EDGE Disclosure Notice No. DN00078-2021, the trading of the shares of the Corporation was suspended in view of the disclaimer of opinion issued by the external auditor on its 2020 Consolidated Financial Statements. The suspension will remain in force until the Corporation has addresses the issues giving rise to the disclaimer of opinion.

PRA subsequently filed a Motion to Admit with attached Manifestation and Comment dated 30 September 2021. In its Motion, it prayed that the Supreme Court admit its Comment which was belatedly filed.

The PRA substantially adopted the findings of the COA as its Comment on Central Bay's Petition for Certiorari. Specifically, while it confirmed that the PRA-validated claim amounted to PhP 1,004,439,048.45, it echoed the COA's findings that only the amount of PhP 714,937,790.29 may be allowed as supported by original documents or evidence.

In a Decision dated 05 April 2022, the Supreme Court dismissed Central Bay's Petition for Certiorari and affirmed the COA Decision dated 23 May 2019. Further, the Supreme Court declared the Compromise Agreement between PRA and Central Bay as void *ab initio*. The Supreme Court likewise disallowed Central Bay's money claims except the amount of Seven Hundred Fourteen Million Nine Hundred Thirty-Seven Thousand Seven Hundred Ninety and 29/100 Pesos (PhP714,937,790.29) representing advance payment for the reclamation and project development.

Central Bay filed its Motion for Reconsideration on 16 December 2022.

On 07 February 2023, the Supreme Court issued a Resolution denying the Motion for Reconsideration with finality. Consequently, it ordered that an entry of judgement be made immediately.

On 03 May 2023, Central Bay received the Entry of Judgment dated 20 March 2023.

Central Bay is currently complying with the requirements of the PRA for claiming reimbursement as allowed by the Supreme Court in its Decision dated 05 April 2022.

The Corporation continues to implement measures to reduce its operational expenses and, through the efforts of its outsourced service provider, consolidate all the records pertaining to the claim for reimbursement from the PRA.

The plan of operation of the Corporation and its Subsidiary will depend on the timing of the release of the reimbursement from PRA and on the success of any business that the Group may undertake.

The Group's capital requirements are satisfied through advances of shareholders. The Group is not subject to externally imposed capital requirements.

There were no changes in the Group's approach to capital management during the year.

#### Amount Spent on Development Activities

The amount spent on development activities during the last three (3) fiscal years and its percentage to revenues are as follows: (*Amounts in Thousands*)

As of	Amount (PhP)	Total Revenue for the Period (PhP)	% to Revenues
31 Dec. 2022	0.0	0.0	0.0%
31 Dec. 2021	0.0	0.0	0.0%
31 Dec. 2020	0.0	0.0	0.0%
31 Dec. 2019	0.0	0.0	0.0%

As of 31 October 2023, the Corporation has no employees and has outsourced its reportorial and compliance requirements to GSE Managed Solutions, Inc. So far, the Corporation has no plans to hire employees in the ensuing twelve (12) months.

## Item 2. Properties

### Cyber Bay Project

The Corporation's Cyber Bay Project encompasses 750 hectares involving the reclamation and development of an integrated and comprehensive urban township that is envisioned to be a 21<sup>st</sup> century metropolis. The reclamation project is located Southwest of Manila along Manila-Cavite Coastal Road, within the cities of Parañaque, Las Piñas and the municipality of Bacoor, Cavite. This project has been shelved due to the Supreme Court decision nullifying the JVA/Amended JVA with the PRA.

In 1999, Cyber Bay settled part of its loans with the Philippine National Bank with a *Dacion en Pago* of its 10 Floors in the BA Lepanto Building, located along Paseo de Roxas, Makati City.

The Corporation has no other property holdings.

### Item 3. Legal Proceedings

1. *Sta. Maria Homeowners' Association, et al. v. Public Estates Authority and Amari Coastal Bay Development Corporation at the Regional Trial Court of Parañaque, Branch 257, instituted on July 3, 2000*

Plaintiffs were occupants of the Freedom Island which forms part of the 750-hectare area to be reclaimed and developed under a JVA between the PEA and AMARI. The PEA, as provided in the JVA, undertook the relocation of the plaintiffs from the Freedom Island. The plaintiffs filed a complaint for specific performance and injunction in court as a result of their ejection from the Freedom Island. If found liable, the Corporation may be ordered to pay Fifty Thousand Pesos (P50,000.00) as attorney's fees.

The Corporation moved for the dismissal of the case against it. Said motion is still pending resolution.

2. *Cyber Bay Corporation v. Island Country Telecommunications, Inc. at the Regional Trial Court of Makati City, Branch 58, instituted on June 20, 2001*

The Corporation owned three (3) floors of the BA Lepanto Building in Makati City. Island Country Telecommunications, Inc. (ICTI) was engaged in the operation of paging services. In 1996, ICTI leased the floors owned by the Corporation. ICTI failed to pay its rental obligation to the Corporation despite demands.

In a Decision dated 22 February 2008, the Regional Trial Court (RTC) of Makati, Branch 143 ruled in favor of the Corporation and ordered ICTI to pay the Corporation the following amounts:

- a. PhP8,589,518.24 as arrears from the rented premises, i.e. 8<sup>th</sup>, 9<sup>th</sup>, and 14<sup>th</sup> floors with interest at 12% per annum from 25 September 2000 until the sum is fully paid;
- b. PhP1,895,162.50 as rental for the 8<sup>th</sup> and 9<sup>th</sup> floors minus the security deposit or a total of PhP418,412.25 with interest at 12% per annum from 25 September 2000 until fully paid; and,
- c. Costs of suit and PhP200,000.00 for attorney's fees.

From said Decision, ICTI filed its Notice of Appeal. In a Decision dated 29 September 2009, the Court of Appeals denied ICTI's appeal. The Decision of the RTC was affirmed with modification in that ICTI is ordered to pay the Corporation the following amounts:

- a. PhP5,452,114.64 as rent arrears up to period of November 1998 with interest at 12% per annum from 25 September 2000 until the sum is fully paid; and
- b. PhP418,412.50 as rent arrears for the period of 01 September 1999 to 15 December 1999 with interest at 12% per annum from 25 September 2000 until fully paid.

On 12 October 2009, ICTI filed a Motion for Partial Reconsideration which was denied by the Court of Appeals in its Resolution dated 28 January 2010. Consequently, the Decision became final and executory on 21 February 2010.

The Corporation is now in the process of enforcing the Writ of Execution.

3. *Central Bay Reclamation and Development Corporation v. Philippine Reclamation Authority, instituted on 13 December 2010*

Central Bay filed a Petition for money claims with the Commission on Audit arising from JVA entered into by the Public Estates Authority [PEA] (now the Philippine Reclamation Authority [PRA]) with Amari Coastal Bay Development Corporation (ACBDC) for the development of Three Islands (the "Reclamation Project") on 25 April 1995. By virtue of a Notice to Proceed issued by the PEA on 27 September 1996, Central Bay proceeded with the implementation of the Reclamation Project after having obtained presidential approval, all the government licenses, environmental and other permits and approvals necessary for the reclamation.

The Supreme Court declared the Amended JVA as null and void ab initio and after several Motions for Reconsideration denied by the Supreme Court, the decision of the Court became final and executory. Nevertheless, the Supreme Court decreed that the nullification of the JVA does not affect Central Bay's right to recover reimbursement from PEA (now PRA).

On 20 November 2009, the Corporation sent a letter to the PEA now PRA for the payment of approximately PhP13.4 billion. This amount represents all costs, losses, liabilities, and expenses incurred by Central Bay computed as of



September 2009 pursuant to the Amended JVA. In a letter dated 8 February 2010, PRA, through its former General Manager and CEO, Andrea D. Domingo, acknowledged that of the claims for reimbursement made by Central Bay, PRA was able to verify the total amount of PhP1,004,439,048.45 as the amount due for reimbursement.

Thus, Central Bay filed a Petition with the COA to claim for reimbursement with the revised amount due totaling PhP11,527,573,684.12 (down from the initial claim of PhP13,385,972,469) and not merely PhP1,004,439,048.45 as initially determined by the PRA. Considering that PRA has already validated and acknowledged Central Bay's claim for reimbursement in the amount of PhP1,004,439,048.45, the only issue submitted to the COA is whether or not the other claims of Central Bay which were initially found by PRA to be without sufficient basis are likewise rightful items for reimbursement in light of recognized government accounting standards.

Central Bay had several meetings with the PRA Panel to reconcile the accounts and provide supporting data for its claim for reimbursement.

After the validation process, which was concluded in October 2011, the PRA, in a letter dated 03 February 2014 signed by its incumbent General Manager and CEO Peter Anthony A. Abaya, informed Central Bay that PRA has verified an additional amount for reimbursement equivalent to Twenty-Two Million Five Hundred Ninety-Two Thousand Four Hundred Thirty-Five and 34/100 Pesos (PhP22,592,435.34), bringing the total amount validated by PRA to One Billion Twenty-Seven Million Thirty-One Thousand Four Hundred Eighty-Three and 79/100 Pesos (PhP1,027,031,483.79).

PRA, through the OGCC, subsequently filed its Answer to the COA Petition. Central Bay has requested for additional time to file its Reply on or before 27 November 2015.

Central Bay and the PRA, as assisted by the Office of the Government Corporate Counsel (OGCC), entered into a Compromise Agreement with the PRA dated 14 October 2016. The Compromise Agreement shall take force and effect upon approval by the Commission on Audit (COA) and the issuance of the COA of an Order of Judgment to dismiss the money claim of Central Bay in the case docketed as COA CP Case No. 2010-350 and shall bar any future claims arising from or in connection with the Amended JVA.

The money claim of PhP1.027 billion shall be settled through a conveyance of a portion of the PRA reclaimed land to Central Bay's qualified assignee, as previously approved by the stockholders' of the Corporation during its annual stockholders' meeting held on 22 December 2015.

Central Bay and PRA filed a Joint Motion for Judgment based on the Compromise Agreement before the COA on 11 November 2016 to seek its approval. On 23 May 2019, the COA rendered a decision declaring the Compromise Agreement as null and void, and partially granting Central Bay's money claims in the total amount of PhP714,937,790.29 (Decision). A Motion for Reconsideration on the Decision was filed with the COA on 25 July 2019 (MR).

On 30 July 2020, Central Bay received a notice dated 28 June 2020, that the COA *En Banc* issued a resolution on 21 January 2020 to deny its MR.

On 19 August 2020, Central Bay filed a Petition for Certiorari with G.R No. 252940 to the Supreme Court of the Philippines praying that the COA *En Banc* resolution be reversed and set aside and that the Compromise Agreement dated 14 October 2016 be approved and adopted.

On 08 September 2020, the Supreme Court *En Banc* required COA and PRA to comment to the Petition for Certiorari.

In its Resolution dated 08 September 2020, the Supreme Court directed Central Bay to file its Reply to COA's Comment, which it filed on 23 April 2021.

PRA subsequently filed a Motion to Admit with attached Manifestation and Comment dated 30 September 2021. In its Motion, it prayed that the Supreme Court admit PRA's Comment which was belatedly filed.

The PRA substantially adopted the findings of the COA as its Comment on Central Bay's Petition for Certiorari. Specifically, while it confirmed that the PRA-validated claim amounted to PhP1,004,439,048.45, it echoed the COA's findings that only the amount of PhP714,937,790.29 may be allowed as supported by original documents or evidence.

In a Decision dated 05 April 2022, the Supreme Court dismissed Central Bay's Petition for Certiorari and affirmed the COA Decision dated 23 May 2019. Further, the Supreme Court declared the Compromise Agreement between PRA and Central Bay as void *ab initio*. The Supreme Court likewise disallowed Central Bay's money claims except the amount of Seven Hundred Fourteen Million Nine Hundred Thirty-Seven Thousand Seven Hundred Ninety and 29/100 Pesos (PhP714,937,790.29) representing advance payment for the reclamation and project development.

Central Bay filed its Motion for Reconsideration on 16 December 2022.

On 07 February 2023, the Supreme Court issued a Resolution denying the Motion for Reconsideration with finality. Consequently, it ordered that an entry of judgement be made immediately.

On 03 May 2023, Central Bay received the Entry of Judgment dated 20 March 2023.

#### Item 4. Submission of Matters to a Vote of Security Holders

There are no matters submitted during the period covered by this report to a vote of security holders through the solicitation of proxies or otherwise.

## PART II – OPERATIONAL AND FINANCIAL INFORMATION

#### Item 5. Market for Issuer's Common Equity and Related Stockholder Matters

##### (1) Market Information

The Corporation's common equity is traded at the Philippine Stock Exchange.

Stock Prices	<u>High</u>	<u>Low</u>
Fiscal Year 2019		
1 <sup>st</sup> Quarter	P0.47	P0.36
2 <sup>nd</sup> Quarter	P0.55	P0.37
3 <sup>rd</sup> Quarter	P0.51	P0.38
4 <sup>th</sup> Quarter	P0.39	P0.37
Fiscal Year 2020		
1 <sup>st</sup> Quarter	P0.24	P0.23
2 <sup>nd</sup> Quarter	P0.26	P0.26
3 <sup>rd</sup> Quarter	P0.31	P0.29
4 <sup>th</sup> Quarter	P0.35	P0.33
Fiscal Year 2021		
1 <sup>st</sup> Quarter	P0.33	P0.32
2 <sup>nd</sup> Quarter	N/A	N/A
3 <sup>rd</sup> Quarter	N/A	N/A
4 <sup>th</sup> Quarter	N/A	N/A
Fiscal Year 2022		
1 <sup>st</sup> Quarter	N/A	N/A
2 <sup>nd</sup> Quarter	N/A	N/A
3 <sup>rd</sup> Quarter	N/A	N/A
4 <sup>th</sup> Quarter	N/A	N/A
Fiscal Year 2023		

1 <sup>st</sup> Quarter	N/A	N/A
2 <sup>nd</sup> Quarter	N/A	N/A
3 <sup>rd</sup> Quarter	N/A	N/A

The trading of the shares of the Corporation was suspended on 18 June 2021 due to the disclaimer of opinion issued by the Corporation's external auditor, R.G. Manabat and Co. on the Corporation's 2020 audited financial statements.

(2) Holders

The number of shareholders of record as of 31 October 2023 is Six Hundred Twenty (620). Common shares outstanding as of the same period are Six Billion Eight Hundred Six Million Eight Hundred Seventy-Eight Thousand Eight Hundred Fifty-Three (6,806,878,853) shares.

**Top 20 Common Stockholders  
As of 31 October 2023**

Name of Stockholder	Number of Shareholdings	% to Common Equity
PCD NOMINEE CORP. (FILIPINO)	2,021,067,289	32.500
PRIMERA COMMERCIO HOLDINGS, INC.	1,462,000,000	23.510
GUOCO HOLDINGS (PHILS.), INC.	1,320,116,000	21.229
UCPB TA# 99-0196	1,000,000,000	16.081
ONE BACOLOD EXPRESS HOLDINGS, INC.	364,577,424	5.356
AMARI HOLDINGS CORPORATION	215,500,000	3.465
COSCO LAND CORPORATION	56,132,206	0.825
PCD NOMINEE CORPORATION (NON-FILIPINO)	44,427,761	0.714
DAVID GO SECURITIES CORPORATION	43,526,968	0.700
PRIME ORION PHILIPPINES, INC.	17,985,405	0.289
HLG CAPITAL PHIL., INC. ITF MR. SOMBOON PATCHARASOPAK	14,000,000	0.225
URBAN LEISURE AND DEVELOPMENT CORPORATION	12,000,000	0.193
ROGER C. ANG	9,000,000	0.145
KATHERINE MARIE YBANEZ SY	5,000,000	0.080
SEC ACCOUNT FAO: VARIOUS CUSTOMERS OF GUOCO SECURITIES (PHILIPPINES), INC.	4,111,324	0.066
WILLIAM L. PEREZ	3,470,000	0.056
Q-TECH ALLIANCE HOLDINGS, INC.	3,143,000	0.051
BENITO KEH	2,500,000	0.040
ALEXANDER UY &/OR CHARLES UY	2,190,000	0.035
PLLIM INVESTMENTS, INC.	2,000,000	0.032

**Top 20 Preferred stockholders  
As of 31 October 2023**

Name of Stockholder	Number of Shareholdings	% to Preferred Equity
ONE BACOLOD EXPRESS HOLDINGS, INC.	1,609,359,778	24.88
PRIMERA COMMERCIO HOLDINGS, INC.	4,858,590,825	75.12

(3) Dividends

No dividends were declared in 2022 and 2023. Except for the availability of sufficient retained earnings, there is no restriction on the payment of dividend on shares.

(4) Recent Sales of Unregistered Securities

The Corporation secured Stockholders' approval and ratification of the issuance of shares as a result of the conversion of liabilities to equity during as shown below during its annual meeting held on 24 November 2010. As a first step, the Corporation

amended its Articles of Incorporation amending the par value of the unissued preferred shares from PhP1.00 to PhP0.10, among others. The Securities and Exchange Commission approved the Amended Articles of Incorporation on 04 May 2011.

The Securities and Exchange Commission has approved the confirmation of valuation in relation to the debt-to-equity conversion on 13 November 2012 as follows:

(a) Conversion of Stockholders' Advances to Equity

The advances which will be converted to 646,878,853 common shares were utilized to finance the reclamation and horizontal development of the Cyber Bay Project.

The 646,878,853 common shares were issued to the following:

One Bacolod Express Holdings, Inc.	364,577,424
Primera Comercio, Holdings, Inc.	167,578,190
Cosco Land Corporation	56,132,206
David Go Securities Corporation	42,924,628
Prime Orion Philippines, Inc.	15,666,405
Total	646,878,853

(b) Conversion of Bank Loans to Equity

The liabilities which will be converted to 6,467,950,603 preferred shares arose from the Corporation's bank loans to Philippine National Bank (PNB) and Bangkok Bank. The PNB Loan was assigned to Opal Investments Portfolio [SPV-AMC], Inc. and the latter assigned the loan obligation to One Bacolod Express Holdings, Inc. On the other hand, the Bangkok Bank Loan, which is the subject of Civil Case No. 01-1094 (as discussed in detail below), was assigned to Allied Enterprise Co., Ltd. and the latter assigned it to New Bond Corporation (NBC). On 22 February 2011, the Corporation filed a manifestation in Civil Case No. 01-1094 that it has no objection to the substitution of Primera Comercio Holdings, Inc. for NBC as plaintiff in the case. In a Judgment dated 14 September 2011, the trial court approved the parties' Joint Motion for Judgment Based on Compromise that was filed on 26 August 2011.

The 6,467,950,603 preferred shares were issued to the following:

One Bacolod Express Holdings, Inc.	1,609,359,778
Primera Comercio, Holdings, Inc.	4,858,590,825
Total	6,467,950,603

## Item 6. Management's Discussion and Analysis

Due to the Decision of the Supreme Court, which rendered a decision nullifying the JVA with the PEA, the Corporation has suspended all works and negotiations. The Corporation has exhausted almost all possible legal courses of action.

The plan of operation of the Corporation and its Subsidiary will depend on the recoverability of the Group's claims for reimbursement from PRA and on the success of any business that the Group may undertake.

At present, the Corporation is operating using funds sourced externally or advanced by its major stockholders. There are no expected major purchases or sale of plant and equipment nor significant changes in the number of employees of the Corporation.

There were no material changes in financial condition and results of operation for the last three (3) fiscal years.

Below is a comparative analysis of the figures in the Statement of Financial Position and Statement of Comprehensive Income:

STATEMENT OF FINANCIAL POSITION (AMOUNTS IN THOUSANDS)						
	AUDITED		AUDITED 31-Dec-19	INCREASE/DECREASE		Explanation
	31-Dec-20			Amount	Percentage	
<b>ASSETS</b>						
<b>Current Assets</b>						
Cash and cash equivalents	2,420		59	2,361	4002%	The budget for the year 2019 was received only in early 2020. Additionally, the budgets for 2020 and Q1 2021 were received on December 29, 2020.
Receivables	611,850		611,850	-	0.00%	
Prepaid income tax	581		581	-	0.00%	
Project Development Cost						
COST	6,612,964		6,612,964	-	0.00%	
Allowance for impairment value	(6,612,964)		(6,612,964)	-	0.00%	
	0		0	-		
						Various expenses from 2019 were only paid in 2020, the VAT portion was only recognized on the date of payment. Additionally, GSE Law billed 2017-2020 service fees with Input VAT during 2020.
Other Assets	1,595		1,361	234	17.19%	
<b>TOTAL ASSETS</b>	<b>616,446</b>		<b>613,851</b>	<b>2,595</b>	<b>0.42%</b>	
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>						
<b>Liabilities</b>						
Accounts payable and accrued expenses	22,306		21,737	569	2.62%	
Due to related parties	2,111,185		2,106,848	4,337	0.21%	

Total Liabilities	2,133,491	2,128,585	4,906	0.23%
<b>Stockholders' Equity</b>				
Subscribed Common Stock	6,806,879	6,806,879	-	0.00%
Subscribed Preferred Stock	646,795	646,795	-	0.00%
Less: Subscription Receivable	483,593	483,593	-	0.00%
Capital Stock	6,970,081	6,970,081	-	0.00%
Additional Paid -In Capital	2,902,073	2,902,073	-	0.00%
Advances from Shareholders for Conversion to Equity	0	0	-	
Retained Earnings (deficit)	(11,389,199)	(11,386,888)	(2,311)	0.02%
Total Stockholders' Equity	(1,517,045)	(1,514,734)	(2,311)	0.15%
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>	<b>616,446</b>	<b>613,851</b>	<b>2,595</b>	<b>0.42%</b>

	AUDITED		INCREASE/DECREASE		Explanation
	31-Dec-21	31-Dec-20	Amount	Percentage	
<b>ASSETS</b>					
<b>Current Assets</b>					
Cash and cash equivalents	1,060	2,420	(1,360)	-56.20%	Payables from 2020 were only settled during 2021
Receivables	611,850	611,850	-	0.00%	
Prepaid income tax	581	581	-	0.00%	
Project Development Cost					

COST	6,612,964	6,612,964	6,612,964	-	0.00%
Allowance for impairment value	(6,612,964)	(6,612,964)	(6,612,964)	-	0.00%
	0	0	0	-	-
Other Assets	1,779	1,595	1,595	184	11.54%
<b>TOTAL ASSETS</b>	<b>615,270</b>	<b>616,446</b>	<b>616,446</b>	<b>(1,176)</b>	<b>-0.19%</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>					
<b>Liabilities</b>					
Accounts payable and accrued expenses	21,634	22,306	22,306	(672)	-3.01%
Due to related parties	2,112,757	2,111,185	2,111,185	1,572	0.07%
Total Liabilities	2,134,391	2,133,491	2,133,491	900	0.04%
<b>Stockholders' Equity</b>					
Subscribed Common Stock	6,806,879	6,806,879	6,806,879	-	0.00%
Subscribed Preferred Stock	646,795	646,795	646,795	-	0.00%
Less: Subscription Receivable	483,593	483,593	483,593	-	0.00%
Capital Stock	6,970,081	6,970,081	6,970,081	-	0.00%
Additional Paid -In Capital	2,902,073	2,902,073	2,902,073	-	0.00%
Advances from Shareholders for Conversion to Equity	0	0	0	0	
Retained Earnings (deficit)	(11,391,275)	(11,389,199)	(11,389,199)	(2,076)	0.02%
					Input Taxes claimed from expenses during the period.

Total Stockholders' Equity	(1,519,121)	(1,517,045)	(2,076)	0.14%
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>	<b>615,270</b>	<b>616,446</b>	<b>(1,176)</b>	<b>-0.19%</b>

ASSETS	AUDITED		INCREASE/DECREASE		Explanation
	31-Dec-22	31-Dec-21	Amount	Percentage	
<b>Current Assets</b>					
Cash and cash equivalents	1,190	1,060	130	12.26%	Budget allocation is higher than actual expense.
Receivables	714,938	611,850	103,088	16.85%	Recognition of receivable from the Philippine Reclamation Authority.
Prepaid income tax	581	581	-	0.00%	
Project Development Cost					
<b>COST</b>	<b>-</b>	<b>6,612,964</b>	<b>(6,612,964)</b>	<b>-100.00%</b>	<b>Write-off of unrecoverable project development cost.</b>
Allowance for impairment value	-	(6,612,964)	6,612,964	-100.00%	
	0	0	-	-	
Other Assets	2,013	1,779	234	13.15%	Input Taxes claimed from expenses during the period.



<b>TOTAL ASSETS</b>		<b>718,722</b>	<b>615,270</b>	<b>103,452</b>	<b>16.81%</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>					
<b>Liabilities</b>					
Accounts payable and accrued expenses	21,732	21,634	98		0.45%
Due to related parties	2,115,583	2,112,757	2,826		0.13%
<b>Total Liabilities</b>	<b>2,137,315</b>	<b>2,134,391</b>	<b>2,924</b>		<b>0.14%</b>
<b>Stockholders' Equity</b>					
Subscribed Common Stock	6,806,879	6,806,879	-		0.00%
Subscribed Preferred Stock	646,795	646,795	-		0.00%
Less: Subscription Receivable	483,593	483,593	-		0.00%
Capital Stock	6,970,081	6,970,081	-		0.00%
Additional Paid -In Capital	2,902,073	2,902,073	-		0.00%
Advances from Shareholders for Conversion to Equity	0	0			
Retained Earnings (deficit)	(11,290,747)	(11,391,275)	100,528		-0.88%
<b>Total Stockholders' Equity</b>	<b>(1,418,593)</b>	<b>(1,519,121)</b>	<b>100,528</b>		<b>-6.62%</b>
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>					
	<b>718,722</b>	<b>615,270</b>	<b>103,452</b>		<b>16.81%</b>
	<b>AUDITED</b>	<b>AUDITED</b>	<b>INCREASE/DECREASE</b>		

This is an increase due to recognition of gain on reversal of Project Cost to Receivable with offset to loss on write-off of disallowed claim for advances.

	30-Sept-23	31-Dec-22	Amount in thousands	Percentage	Explanation
<b>ASSETS</b>					
<b>Current Assets</b>					
Cash and cash equivalents	1,364	1,190	174	14.62%	Receipt of budget.
Receivables	714,938	714,938	-	0.00%	
Prepaid income tax	581	581	-	0.00%	
Project Development Cost					
COST	-	-	-	-	
Allowance for impairment value	-	-	-	-	
	0	0	-	-	
					Input Taxes claimed from expenses during the period.
Other Assets	2,172	2,013	159	7.91%	
<b>TOTAL ASSETS</b>	<b>719,055</b>	<b>718,722</b>	<b>333</b>	<b>0.05%</b>	
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>					
<b>Liabilities</b>					
Accounts payable and accrued expenses	21,228	21,732	(504)	-2.32%	
Due to related parties	2,117,714	2,115,583	2,131	0.10%	
Total Liabilities	2,138,942	2,137,315	1,627	0.08%	

<b>Stockholders' Equity</b>								
Subscribed Common Stock	6,806,879	6,806,879	-	0.00%				
Subscribed Preferred Stock	646,795	646,795	-	0.00%				
Less: Subscription Receivable	483,593	483,593	-	0.00%				
Capital Stock	6,970,081	6,970,081	-	0.00%				
Additional Paid -In Capital	2,902,073	2,902,073	-	0.00%				
Advances from Shareholders for Conversion to Equity	0	0						
Retained Earnings (deficit)	(11,292,041)	(11,290,747)	(1,294)	0.01%				
Total Stockholders' Equity	(1,419,886)	(1,418,593)	(1,294)	0.09%				
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>	<b>719,055</b>	<b>718,722</b>	<b>333</b>	<b>0.05%</b>				

34

STATEMENT OF COMPREHENSIVE INCOME (AMOUNTS IN THOUSANDS)								
	12 MONTHS ENDED DECEMBER 31, 2020	12 MONTHS ENDED DECEMBER 31, 2019	VERTICAL ANALYSIS 2020	VERTICAL ANALYSIS 2019	HORIZONTAL ANALYSIS 2020 VS 2019	EXPLANATION		
<b>REVENUES</b>								
Interest Income	1	1			0%	For vertical analyses, all expenses were recognized with less than 1,000 income being the base amount (100%).		
Other Income	0	0						
	1	1	100%	100%	0%	Q4 2019 expenses were only expensed out upon		

EXPENSES	2,312	1,636	231200%	163600%	41%	receipt of budget early Q1 2020. These were not accrued during 2019. There were also service fees and OPE billed by GSE Law during 2020.
INCOME BEFORE TAX	(2,311)	(1,635)				
PROVISION FOR INCOME TAX	0	0				
NET INCOME BEFORE INCOME APPLICABLE TO MINORITY INTEREST	(2,311)	(1,635)	-231100%	-163500%	41%	
NET INCOME APPLICABLE TO MINORITY INTEREST						
NET INCOME (LOSS)	(2,311)	(1,635)	-231100%	-163500%	41%	

	12 MONTHS ENDED DECEMBER 31, 2020	12 MONTHS ENDED DECEMBER 31, 2019
<b>EARNINGS (LOSS) PER SHARE</b>		
Net Income (LOSS) - (a)	(2,311)	(1,635)
Weighted Average number of shares - (b)	6,323,286	6,323,286
<b>EPS - (a) / (b)</b>	<b>(0.0004)</b>	<b>(0.0003)</b>

	12 MONTHS ENDED DECEMBER 31, 2021	12 MONTHS ENDED DECEMBER 31, 2020	VERTICAL ANALYSIS 2021	VERTICAL ANALYSIS 2020	HORIZONTAL ANALYSIS	EXPLANATION
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									2021 VS 2020
<b>REVENUES</b>									
Interest Income	1			1					0%
Other Income	0			0					
	1			1				100%	0%
<b>EXPENSES</b>									
	2,077			2,312				207700%	-10%
	(2,076)			(2,311)					
	0			0					
	(2,076)			(2,311)				-207600%	-10%
	(2,076)			(2,311)				-231100%	-10%
	(2,076)			(2,311)				-207600%	-10%
	(2,076)			(2,311)				-231100%	-10%

	12 MONTHS ENDED DECEMBER 31, 2021	12 MONTHS ENDED DECEMBER 31, 2020
<b>EARNINGS (LOSS) PER SHARE</b>		
Net Income (LOSS) - (a)	(2,076)	(2,311)
Weighted Average number of shares - (b)	6,323,286	6,323,286
<b>EPS - (a) / (b)</b>	(0.0003)	(0.0004)

	12 MONTHS ENDED DECEMBER 31, 2022	12 MONTHS ENDED DECEMBER 31, 2021	VERTICAL ANALYSIS 2022	VERTICAL ANALYSIS 2021	HORIZONTAL ANALYSIS 2022 VS 2021	EXPLANATION
<b>REVENUES</b>						
Interest Income	1	1			0%	
Other Income	103,088	0				
						Recognition of income from reversal of project costs to receivable with offset of write off to recoverable amount.
	103,089	1	100%	100%	10308800%	
<b>EXPENSES</b>						
	2,561	2,077	2%	207700%	23%	
<b>INCOME BEFORE TAX</b>	100,528	(2,076)				
<b>PROVISION FOR INCOME TAX</b>	0	0				
<b>NET INCOME BEFORE INCOME APPLICABLE TO MINORITY INTEREST</b>	100,528	(2,076)	98%	-207600%	-4942%	
<b>NET INCOME APPLICABLE TO MINORITY INTEREST</b>						
<b>NET INCOME (LOSS)</b>	100,528	(2,076)	98%	-207600%	-4942%	

	12 MONTHS ENDED DECEMBER 31, 2022	12 MONTHS ENDED DECEMBER 31, 2021
<b>EARNINGS (LOSS) PER SHARE</b>		
Net Income (LOSS) - (a)	100,528	(2,076)

Weighted Average number of shares - (b)	6,323,286	6,323,286
EPS - (a) / (b)	0.0159	(0.0003)

	9 MONTHS ENDED SEPTEMBER 31, 2023	12 MONTHS ENDED DECEMBER 31, 2022	VERTICAL ANALYSIS 2023	VERTICAL ANALYSIS 2022	HORIZONTAL ANALYSIS 2023 VS 2022	EXPLANATION
<b>REVENUES</b>						
Interest Income	1	1			1.94%	
Other Income	-	103,088				
			100%	-100.00%	10308800%	Recovery and income were already recognized in 2022, no more expected revenue in 2023.
<b>EXPENSES</b>						
	1,295	2,561	158573%	-49.43%	-49.43%	Comparative period is interim vs. annual
<b>INCOME BEFORE TAX</b>	(1,294)	100,528				
<b>PROVISION FOR INCOME TAX</b>	0	0				
<b>NET INCOME BEFORE INCOME APPLICABLE TO MINORITY INTEREST</b>	(1,294)	100,528	-158473%	98%	-101.29%	
<b>NET INCOME APPLICABLE TO MINORITY INTEREST</b>						

<b>NET INCOME (LOSS)</b>	(1,294)	100,528	-158473%	98%	-101.29%
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	<b>9 MONTHS ENDED SEPTEMBER 30, 2023</b>	<b>12 MONTHS ENDED DECEMBER 31, 2022</b>
<b>EARNINGS (LOSS) PER SHARE</b>		
Net Income (LOSS) - (a)	(1,294)	100,528
Weighted Average number of shares - (b)	6,323,286	6,323,286
<b>EPS - (a) / (b)</b>	<b>0.0002</b>	<b>0.0159</b>



- There are no known trends, demands, commitments, events or uncertainties that will have a material effect on the Corporation's liquidity;
- There are no events that will trigger direct or contingent financial obligation that is material to the Corporation, including any default or acceleration of an obligation;
- 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;
- There are no material commitments for capital expenditures;
- There are no known trends, events or uncertainties that will have a material impact on sales;
- There are no significant elements of income or loss that did not arise from the Corporation's operations;
- All expenses of the Corporation are current and the Corporation does not expect any direct or contingent financial obligation that is substantial or material.
- There are no seasonal aspects that have a material effect on the financial condition or results of operations.
- The Board and Management of the Corporation are continuously and actively looking for other projects and businesses that the Corporation may venture into. In the meantime, all project-related operations are still suspended.

The Corporations Top 5 key performance indicators for 2021 and 2022:

Performance Indicators	FORMULA	2022	2021
Current Ratio	Current Assets/Current Liabilities	0.3353 : 1	0.2876 : 1
		716,709 / 2,137,315	613,641 / 2,133,609
Debt to Equity Ratio	Total Liabilities / Stockholders Equity	(1.5066) : 1	(1.4053) : 1
		2,137,315 / (1,418,593)	2,133,609 / (1,518,243)
Equity to Debt Ratio	Stockholders Equity / Total Liabilities	(0.6637) : 1	(0.7116) : 1
		(1,418,593) / 2,137,315	(1,518,243) / 2,133,609
Book value per share	Stockholders Equity Less Intangible Less Preferred Equity / Total Outstanding Common Shares	(0.7297) : 1	(0.7443) : 1
		(4,966,884) / 6,806,879	(5,066,534) / 6,806,879
Income (Loss) per share	Net Income / Total Number of Shares	(0.0148) : 1	(0.0002) : 1

The Corporations key performance indicators for the interim period:

Performance Indicators	FORMULA	2022	2023 Q3
Current Ratio	Current Assets/Current Liabilities	0.3353 : 1	0.3352 : 1
		716,709 / 2,137,315	716,883 / 2,138,942
Debt to Equity Ratio	Total Liabilities / Stockholders Equity	(1.5066) : 1	(1.5064) : 1
		2,137,315 / (1,418,593)	2,138,942 / (1,419,886)
Asset to Equity Ratio	Total Assets / Stockholder's Equity	(0.507) : 1	(0.5064) : 1
		718,722 / (1,418,593)	719,055 / (1,419,886)
Interest Rate Coverage Ratio	Income from Operations divided by Bank Interest Expense and Other Financing Charges	N/A	N/A
Equity to Debt Ratio	Stockholders Equity / Total Liabilities	(0.6637) : 1	(0.6638) : 1
		(1,418,593) / 2,137,315	(1,419,886) / 2,138,942
Book value per share	Stockholders Equity Less Intangible Less Preferred Equity / Total Outstanding Common Shares	(0.7297) : 1	(0.7299) : 1
		(4,966,884) / 6,806,879	(4,968,178) / 6,806,879
Income (Loss) per share	Net Income / Total Number of Shares	(0.0148) : 1	(0.0002) : 1

There were no material changes between the 2022 financial performance and for the interim period 30 September 2023.

For the next Twelve (12) months, the Corporation will continue to source funds for its operational expenses from its major stockholders. The Corporation does not expect to purchase or sell any plant and significant equipment. The Corporation does not foresee a significant change in the number of its employees for the succeeding Twelve (12) months.

#### Item 7. Financial Statements

The 2022 Annual Report and Consolidated Financial Statements are presented separately to form part of this information package.

#### External Audit Fees and Services

The fees billed and paid by the Corporation in favor of its External Auditors for Audit and Audit Related Fees were Four Hundred Seventy Thousand Four Hundred Pesos (PhP470,400.00) and Six Hundred Forty Four Thousand Pesos (PhP644,000.00) for the years 2021 to 2022, respectively, equivalent to an aggregate amount of One Million One Hundred Fourteen Thousand Four Hundred Pesos (PhP1,114,400.00). These fees comprise the audit and audit-related services rendered to the Corporation and its subsidiary, broken down as follows:

	2022	2021
<b>Cyber Bay Corporation:</b>		
Audit Fees	350,000.00	250,000.00
Out-of-Pocket Expenses	52,500.00	10,000.00
Value-Added Tax	48,300.00	31,200.00
<b>Sub-Total</b>	<b>450,800.00</b>	<b>291,200.00</b>
<b>Central Bay Reclamation and Development Corporation:</b>		
Audit Fees	150,000.00	150,000.00
Out-of-Pocket Expenses	22,500.00	10,000.00
Value-Added Tax	20,700.00	19,200.00
<b>Sub-Total</b>	<b>193,200.00</b>	<b>179,200.00</b>

<b>TOTAL</b>	<b>644,000.00</b>	<b>470,400.00</b>
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Except for the fees indicated above, there were no tax fees or all other fees billed or paid to the Corporation's External Auditors for the last two (2) fiscal years.

The audit plan, including the corresponding audit fees, is submitted by the External Auditors to the Corporation's Audit Committee for review. The Audit Committee evaluates and approves the audit fees on the basis of reasonableness, scope of work and the prevailing market price for audit services in the industry. If the Audit Committee finds the audit plan and fees are in order, it is presented and recommended for final approval of the Board of Directors. In the event that other services aside from the audit of financial statements, the scope of and payment for the same are subject to review, evaluation, and approval by the Board of Directors.

**Item 8. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure**

There are no changes in and disagreements with accountants on accounting and financial disclosure during the two most recent fiscal years.

**Item 9. Compliance with Leading Practice on Corporate Governance**

On 30 May 2017, the Corporation submitted its revised Manual of Corporate Governance (the Manual) to the SEC and PSE in compliance with SEC Memorandum Circular No. 19, Series of 2016.

The Manual requires the Board of Directors to regularly conduct evaluations to appraise its performance as a body and assess whether it possess the right mix of backgrounds and competencies.

Additionally, the Manual mandates the Board of Directors to conduct an annual self-assessment of its performances, including the performance of the Chairman, individual members, and committees.

Considering the suspension in the Corporation's operations, there is no basis to assess the performance of the Board or the Chairman, directors and committees.

There are no major deviations from the Manual as of the date of this report.

The Board of Directors regularly reviews the Manual to ensure that the same remains relevant and is responsive to the needs of the organization.

**UNDERTAKING**

The Corporation shall provide to the stockholders, without charge, on written request, a printed or electronic copy of SEC Form 17-A. All such requests for a copy of the Annual Report shall be directed to:

The Corporate Secretary  
Cyber Bay Corporation  
Suite 2802 Discovery Center, 25 ADB Avenue  
Ortigas Center, Pasig City

or

[CYBRcorporatesecretary@gmail.com](mailto:CYBRcorporatesecretary@gmail.com)

**SIGNATURE**

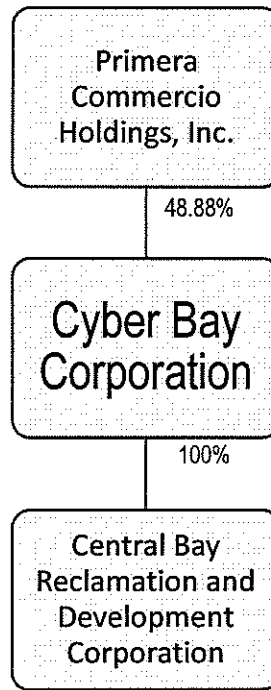
Pursuant to the requirements of the Securities Regulation Code, the Issuer has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**CYBER BAY CORPORATION**  
*Issuer*

By:

  
**ATTY. RYAN V. ROMERO**  
*Corporate Secretary*

Cyber Bay Corporation  
Corporate Organizational Chart



REPUBLIC OF THE PHILIPPINES )  
PASIG CITY ) S.S.

**CERTIFICATION**

I, **RYAN V. ROMERO**, of legal age, Filipino, and with office address at Suite 2802 Discovery Centre, 25 ADB Avenue, Ortigas Center, Pasig City, after having been duly sworn in accordance with law, state that:

1. I am the duly elected and incumbent Corporate Secretary of **CYBER BAY CORPORATION** (Corporation), a corporation duly organized and existing under the laws of the Republic of the Philippines, with principal office address at Suite 2402 Discovery Center, 25 ADB Avenue, Ortigas Center, Pasig City.

2. To the best of my knowledge, none of the Corporation's directors or officers are connected with any government agencies or instrumentalities of the Philippines.

3. This Certification is being executed in connection with the Corporation's 2023 Information Statement.

IN WITNESS WHEREOF, I have affixed my signature this 13<sup>th</sup> day of November 2023 in Pasig City.

*Ryan V. Romero*  
**RYAN V. ROMERO**  
Corporate Secretary

SUBSCRIBED AND SWORN to before me this 13<sup>th</sup> day of November 2023 in Pasig City, affiant exhibiting to me his Community Tax Certificate No. 7238606 issued on 07 January 2023 in Pasig City, as well as competent evidence of identity in the form of Taxpayer Identification No. 218-165-895.

Doc. No. 449;  
Page No. 91;  
Book No. 11;  
Series of 2023.

*B. Enciso*  
**BENIGNO P. ENCISO**  
Notary Public for the Cities of Pasig, San Juan  
And Municipality of Pateros  
Commission until 31 December 2024  
2801 Discovery Center 25 ADB Ave., Ortigas Center Pasig City  
APPT. No. 268 (2023-2024) - Roll No. 81896  
PTR No. 0163769; 01-10-2023, Pasig City  
IBP No. 293372; 01-10-2023; Tarlac City  
MCLE Compliance N/A; (Admitted to the Bar in 2022)

REPUBLIC OF THE PHILIPPINES )  
 PASIG CITY ) S.S.

### CERTIFICATION OF INDEPENDENT DIRECTOR

I, **LUIS A. VERA CRUZ, JR.**, of legal age, Filipino, and with office address at Penthouse B and P Bldg. 843 A. Arnaiz Ave., Legaspi Village, Makati City, after being duly sworn in accordance with law, state that:

1. I am a nominee for independent director of **CYBER BAY CORPORATION** (the Corporation) and have been its independent director since 12 January 2017.

2. I am affiliated with the following companies or organizations (including Government-Owned and Controlled Corporations):

Company/ Organization	Position/ Relationship	Period of Service
Eagle Cement Corporation	Director	5 years and 8 months
Agribusiness Rural Bank, Inc.	Director	3 years and 2 months

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of the Corporation, as provided for in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations and other issuances of the Securities and Exchange Commission (SEC).

4. To the best of my knowledge, I am not related to any of the directors, officers or substantial shareholders of the Corporation and its subsidiaries as defined under Rule 38.2.3 of the Securities Regulation Code.

5. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding.

6. I shall faithfully and diligently comply with my duties and responsibilities as independent director under the Securities Regulation Code and its Implementing Rules and Regulations, Code of Corporate Governance and other SEC issuances.

7. I shall inform the Corporate Secretary of the Corporation of any changes in the abovementioned information within five days from its occurrence.


*(Signature page follows)*

IN WITNESS WHEREOF, I have affixed my signature this 13<sup>th</sup> day of November 2023 in Pasig City.

  
**LUIS A. VERA CRUZ, JR.**  
*Affiant*

SUBSCRIBED AND SWORN to before me this 13<sup>th</sup> day of November 2023 in Pasig City, affiant having exhibited to me competent evidence of identity in the form of his Taxpayer's Identification Card with Number 126-673-127 and IBP Card with Roll of Attorneys No. 25483.

Doc. No. 451;  
Page No. 92;  
Book No. 4;  
Series of 2023.

  
EDGARDO P. ENCISO  
Notary Public for the Cities of Pasig, San Juan  
And Municipality of Pateros  
Commission until 31 December 2024  
2801 Discovery Center 25 ADB Ave., Ortigas Center Pasig City  
APPT. No. 268 (2023-2024) - Roll No. 81896  
PTR No. 0163769; 01-10-2023, Pasig City  
IBP No. 293372; 01-10-2023; Tarlac City  
MCLE Compliance N/A; (Admitted to the Bar in 2022)



REPUBLIC OF THE PHILIPPINES )  
PASIG CITY ) S.S.

### CERTIFICATION OF INDEPENDENT DIRECTOR

I, **RHOSEL S. GANDINGCO**, of legal age, Filipino, and with address at 104 Brussels corner Panama Street, Pasig Greenpark Village, Manggahan, Pasig City, after being duly sworn in accordance with law, state that:

1. I am a nominee for independent director of **CYBER BAY CORPORATION** (the Corporation) and have been its independent director since 21 December 2017.

2. I am affiliated with the following companies or organizations (including Government-Owned and Controlled Corporations):

Company/ Organization	Position/ Relationship	Period of Service
Fortman Cline Capital Markets Phils.	Director	9 years and 10 months
Pacific Nickel Phils. Inc.	Director	9 years and 4 months
Philnico Industrial Corporation	Director	9 years and 4 months
Sentro 88 Foods, Inc.	Chairman and President	4 years and 4 months
21 La Verde Holdings, Inc.	Chairman	3 years and 8 months
Petrogen Insurance Corporation	Director	1 year and 7 months

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of the Corporation, as provided for in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations and other issuances of the Securities and Exchange Commission (SEC).

4. To the best of my knowledge, I am not related to any of the directors, officers or substantial shareholders of the Corporation and its subsidiaries as defined under Rule 38.2.3 of the Securities Regulation Code.

5. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding.

6. I shall faithfully and diligently comply with my duties and responsibilities as independent director under the Securities Regulation Code and its Implementing Rules and Regulations, Code of Corporate Governance and other SEC issuances.

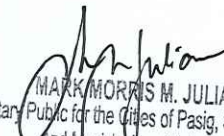
7. I shall inform the Corporate Secretary of the Corporation of any changes in the abovementioned information within five days from its occurrence.

IN WITNESS WHEREOF, I have affixed my signature this NOV 14 2023  
in Pasig City.

  
**RHOHEL S. GANDINGCO**  
Affiant

SUBSCRIBED AND SWORN to before me this NOV 14 2023 in Pasig City,  
affiant having exhibited to me competent evidence of identity in the form of his  
Taxpayer's Identification Card with No. 126-812-085.

Doc. No. 428  
Page No. 97  
Book No. 1  
Series of 2023.

  
**MARK MORRIS M. JULIAN**  
Notary Public for the Cities of Pasig, San Juan  
And Municipality of Pateros  
Commission until 31 December 2024  
2801 Discovery Center 25 ADB Ave., Ortigas Center Pasig City  
APPT. No. 269 (2023-2024) - Roll No. 77770  
PTR No. 0163324; 01-10-2023, Pasig City  
IBP No. 293371; 01-10-2023; Cavite City  
MCLE Compliance N/A; (Admitted to the Bar in 2022)

REPUBLIC OF THE PHILIPPINES )  
PASIG CITY ) S.S.

### CERTIFICATION OF INDEPENDENT DIRECTOR

I, **EVITA C. CABALLA**, of legal age, Filipino, and with address at 43 Taurus cor. Pres. Quirino Sts., Cinco Hermanos Subd., Industrial Valley Complex, Marikina City, after being duly sworn in accordance with law, state that:

1. I am a nominee for independent director of **CYBER BAY CORPORATION** (the Corporation) and have been its independent director since 22 December 2020.

2. I am affiliated with the following companies or organizations (including Government-Owned and Controlled Corporations):

Company/ Organization	Position/ Relationship	Period of Service
Philippine Diamond Hotel and Resort Inc.	Corporate Secretary	18 years and 11 months
Philippine Oriental Realty Development Inc.	Corporate Secretary	18 years and 11 months
Global 808 Investment Holdings, Inc.	Corporate Secretary/ Director	16 years and 2 months
Bank of Commerce	Corporate Secretary	13 years and 7 months
Silvertides Holdings Corporation	Director	12 years and 4 months
Pacific Nickel Philippines, Inc.	Director	10 years and 4 months
Philnico Industrial Corporation	Director	10 years and 4 months
MDR Management Partners, Inc.	Director	9 years
Continental Sky Dynamics, Inc.	Director/Treasurer	7 years and 1 month
Q-tech Alliance Holdings, Inc.	Corporate Secretary/ Director	7 years
Pink Dove Development Company Incorporated	Director	5 years and 2 months
JGT Holdings, Inc.	Corporate Secretary/ Director	2 years and 2 months
Nine Dots Media Consulting Corporation	Corporate Secretary/ Director	2 years and 6 months
Grand Asia Holdings, Inc.	Corporate Secretary/Director	2 years and 10 months

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of the Corporation, as provided for in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations and other issuances of the Securities and Exchange Commission (SEC).

4. To the best of my knowledge, I am not related to any of the directors, officers or substantial shareholders of the Corporation and its subsidiaries as defined under Rule 38.2.3 of the Securities Regulation Code.

5. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding.

6. I shall faithfully and diligently comply with my duties and responsibilities as independent director under the Securities Regulation Code and its Implementing Rules and Regulations, Code of Corporate Governance and other SEC issuances.

7. I shall inform the Corporate Secretary of the Corporation of any changes in the abovementioned information within five days from its occurrence.

*(Signature page follows)*

IN WITNESS WHEREOF, I have affixed my signature this NOV 13 2023 in Pasig City.



**EVITA C. CABALLA**  
*Affiant*

SUBSCRIBED AND SWORN to before me this NOV 13 2023 in Pasig City, affiant having exhibited to me competent evidence of identity in the form of her Taxpayer's Identification Card with Number 153-255-124.

Doc. No. 450;  
Page No. 91 ;  
Book No. 11 ;  
Series of 2023.



**BENIGNO ENCISO**  
Notary Public for the Cities of Pasig, San Juan  
And Municipality of Pateros  
Commission until 31 December 2024  
2801 Discovery Center 25 ADB Ave., Ortigas Center Pasig City  
APPT. No. 268 (2023-2024) - Roll No. 81896  
PTR No. 0163769; 01-10-2023, Pasig City  
IBP No. 293372; 01-10-2023; Tarlac City  
MCLE Compliance N/A; (Admitted to the Bar in 2022)