

# Manila Water completes sale of Bulacan utilities



PHILIPPINE STAR/IRRA LISING

MANILA WATER Co., Inc.'s subsidiary Filipinas Water Holdings Corp. has completed the P1.02-billion divestment of Bulakan Water Co., Inc. and Obando Water Co., Inc., the water utility company said on Tuesday.

The transaction between Filipinas Water and SMC Bulacan Water Services Corp. has satisfied the closing conditions, according to a regulatory filing by the east zone concessionaire.

This move follows Filipinas Water's decision five months ago to sell its 90%

stake in Bulakan Water, totaling 135 million shares, and its 90% stake in Obando Water, totaling 88.2 million shares.

"The proceeds will be used to fund other strategic initiatives of [Manila Water]," the company said.

Bulacan Water is a joint venture with Bulacan Water District to operate the concession for the provision of water and sanitation services in Bulakan town.

Meanwhile, Obando Water is a joint venture corporation with

Obando Water District to operate the concession in the municipality of Obando.

With the divestment, SMC Bulacan replaces Filipinas Water as the joint venture partner of the water districts.

Manila Water serves the east zone network of Metro Manila, covering parts of Marikina, Pasig, Makati, Taguig, Pateros, Mandaluyong, San Juan, portions of Quezon City and Manila, and several towns in Rizal province. — **Sheldeen Joy Talavera**

## ANNOUNCEMENT OF TENDER OFFER TO SHAREHOLDERS OF CEMEX HOLDINGS PHILIPPINES, INC.

### TERMS OF THE TENDER OFFER

**The Target Company:** CEMEX Holdings Philippines, Inc. ("CHP")

**The Bidder:** Dacon Corporation (the "Bidder" or "Dacon")

**The Tender Offer:** On April 25, 2024, the Bidder, DMCI Holdings, Inc. ("DMCI HI") and Samirama Mining and Power Corporation ("SMPC"), Dacon, DMCI HI, and SMPC shall collectively be referred to as "Purchasers", and Cemex Asia B.V. ("Cemex" or the "Seller") entered into a Share Purchase Agreement (the "Agreement") pursuant to which Dacon, DMCI HI, and SMPC agreed to purchase from Cemex the latter's 42,140,266 common shares (the "CASEC Shares"), inclusive of the five shares currently registered under the name of Cemex's nominee directors, representing 100% of the outstanding capital stock, in Cemex Asian South East Corporation ("CASEC"), as follows:

Shareholder	Number of Shares	Percentage of CASEC's outstanding capital stock
Dacon	13,535,296 CASEC shares	representing 32.12% of CASEC's outstanding capital stock
DMCI HI	23,915,631 CASEC shares	representing 56.75% of CASEC's outstanding capital stock
SMPC	4,689,339 CASEC shares	representing 11.13% of CASEC's outstanding capital stock

As of August 31, 2024, CASEC beneficially owns 12,121,954,662 shares ("Shares") representing 89.86% of CHP's outstanding capital stock. Given that CASEC owns 89.86% of CHP, a publicly-listed company, the Purchasers are required to conduct a mandatory tender offer for all outstanding equity securities to all remaining stockholders of CHP pursuant to Section 19.2.4 of the Implementing Rules and Regulations ("IRR") of the Securities Regulation Code (the "SRC").

**Tender Offer Shares:** In compliance with SRC requirements, the Bidder will conduct a mandatory tender offer (the "Tender Offer") to acquire from all shareholders other than CASEC the remaining 1,367,271,961 common shares (the "Public Shares") of CHP, representing 10.14% of its outstanding capital stock. In this regard, the Bidder has filed a Tender Offer Report on SEC Form 19-1 with the Securities and Exchange Commission (the "SEC").

Copies of the Tender Offer Report (SEC Form 19-1, including any and all of its annexes, exhibits, and schedules) are available from the Tender Offer Agent and should be available at CHP's page on the Philippine Stock Exchange ("PSE") Edge, that provides access to disclosures of CHP. Any shareholder who wishes to secure a copy of the Tender Offer Report may likewise do so at the office of the Tender Offer Agent.

**Trading Suspension:** If the public float of CHP falls below 10% following the completion of the Tender Offer, the PSE shall automatically suspend the trading of CHP Shares on the facilities of the PSE. After the Bidder has acquired control over CHP and the public ownership has decreased to less than 10%, the Bidder shall cause CHP's newly-elected Board of Directors to approve a resolution authorizing conduct of a public offering and the filing of an application for listing of the additional shares with the PSE.

If trading of the CHP Shares is suspended, then any subsequent sale or transfer of CHP shares will be required to be executed outside of the facilities of the PSE, and shall therefore be subject to capital gains tax (or donor's tax) and documentary stamp tax, as the case may be. Further, the buyer of such CHP shares shall be required to present a Certificate Authorizing Registration issued by the Bureau of Internal Revenue authorizing the CHP corporate secretary to register the transfer of the shares in the CHP stock and transfer books.

**Tender Offer Price:** The price for the tendered Public Shares (the "Tender Offer Shares") shall be equivalent to the corresponding price to be paid for the Shares, payable in cash and on the same terms, as follows:

- The parties to the Transaction have agreed to an estimated price for the Tender Offer Shares in the amount of **P1.42 per share (the "Estimated Price")**, with the formula for computing the derived price per share as follows:
  - Estimated purchase price for CASEC shares: US\$305,599,368
  - Price per share: US\$305,599,368 / 12,121,954,662 (number of CHP shares which CASEC owns)
  - Price per share of CHP: US\$0.025210 or P1.42
- The Tender Offer Price represents no premium over the last closing share price of the Shares on September 10, 2024 of **P1.74 per share**.
- The CHP Minority Shareholders who tender their shares (the "Tendering Shareholders") and whose Tender Offer Shares are accepted for purchase by the Bidder will receive the Estimated Price in Philippine currency on the Settlement Date.
- Pursuant to the terms of the Agreement, the purchase price paid by the Purchasers is subject to customary closing adjustments based on CHP's estimated working capital, cash and debt levels as of the Closing (the "Final Purchase Price") as described below. The Estimated Price will be adjusted accordingly after Closing to ensure compliance with Rule 19.2.2 of the SRC (the "Final Price").
- To the extent that the Final Price exceeds the Estimated Price ("Additional Consideration"), the Tendering Shareholders may receive an upward adjustment on the price in Philippine Pesos approximately one hundred eighty (180) days from Closing. The Peso-equivalent of the Final Price will be calculated using the daily Philippine Peso per US Dollar rate published by the BSP on the date of Closing. The Bidder will post on CHP's page on PSE Edge the Final Price and the Peso-equivalent one (1) trading day following the determination of the Final Purchase Price, provided that such determination will be no more than one (1) year from Closing. Within three (3) Trading Days from such announcement, each Tendering Shareholder will receive the Additional Consideration.
- In case of a downward adjustment (i.e., if the Final Price is less than the Estimated Price paid on Closing), the Bidder confirms that it will not claim a refund from the Tendering Shareholders who have tendered their shares and who would have received the Estimated Price on Closing.

Based on the BSP's Reference Exchange Rate Bulletin, the US\$-P rate as of April 24, 2025 is 1 to 56.3225, which is the exchange rate used for the consideration price under the Share Purchase Agreement executed on April 25, 2024.

The Estimated Price does not include customary selling charges which shall be for the account of the Tendering Shareholder. The customary selling charges shall be based on Estimated Price for the common shares duly tendered by the Tendering Shareholder and accepted by the Bidder (the "Shareholder Transaction Value").

Any Additional Consideration that may be paid shall likewise be subject to additional stock transaction tax, customary selling charges, broker's commission and the tax due thereon. Any surcharge or interest that may be due on the stock transaction tax shall be shouldered by the Bidder.

The customary selling charges, which amount to 0.6216% of the total transaction value (excluding broker's selling commission), include:

Type of fee	% of value of the transaction
Securities Clearing Corporation of the Philippines	0.010%
Stock Investment Protection Fund	0.001%
SEC Fees	0.005%
PSE transaction fees	0.0056%
Stock transaction tax	0.600%

The selling broker's commission is subject to mutual agreement between the Tendering Shareholder and its/his/her broker.

**Final Purchase Price:** Pursuant to the provisions of the Agreement, the purchase price indicated in the Agreement of US\$305,599,368 ("Initial Purchase Price") was determined as 89.86% of the following amount:

US\$659,724,892, + net working capital coverage (as of the date of the Agreement) - net working capital coverage (as of the date of the Agreement) + excess cash (as of the date of the Agreement) - bank debt (as of the date of the Agreement)

Since net working capital coverage, net working capital coverage, excess cash, and bank debt were based on amounts as of the date of the Agreement, the Final Purchase Price will reflect adjustments to such amounts to reflect their respective values as of Closing. To the extent that the formula above, applying the amounts of net working capital coverage, net working capital coverage, excess cash and bank debt as of Closing, exceeds the Initial Purchase Price, there will be an upward adjustment to the Initial Purchase Price, which will be reflected in the Final Purchase Price to be paid to the Seller. The Estimated Price will be adjusted accordingly to derive the Final Price, which will reflect any changes to the Final Purchase Price.

**Entitlement:** Every CHP Minority Shareholder as of any date during the Offer Period is entitled to tender and sell its/his/her CHP Public Shares to Dacon in accordance with and subject to these Terms of the Tender Offer.

**Tender Offer Period:** The Tender Offer will commence at 9:00 a.m. on October 23, 2024 and end at 12:00 noon on November 21, 2024. The Bidder reserves the right to further extend the Tender Offer with the approval of the SEC. Should any business day during the Tender Offer Period be officially declared as non-working day, the Tender Offer Period shall be extended by such number of business days corresponding to those which were declared as non-working holidays. For purposes hereof, a "business day" shall mean any day other than a Saturday, Sunday, or a non-working holiday on which banks are required to be open for business in Metro Manila, Philippines.

The following is the schedule of the Tender Offer:

Event	Date
Commencement of the Tender Offer Period	9:00 am, October 23, 2024
End of the Tender Offer Period	12:00 noon, November 21, 2024
Report of Results of the Tender Offer	November 29, 2024
Acceptance of Shares Tendered	November 25, 2024
Cross Date	November 26, 2024
Settlement Date	November 28, 2024

**Tender Offer Agent:** BDO Securities Corporation (the "TO Agent")  
Contact Person: Mr. John Manuel Manaloto / Ms. Maria Agnes Santiago  
Telephone: +632 8840 7878  
Address: 33<sup>rd</sup> Floor, BDO Towers Valero, 8741 Paseo de Roxas, Makati City, Philippines 1226

**Paying Agent:** BDO Securities Corporation  
Contact Person: Mr. John Manuel Manaloto / Ms. Maria Agnes Santiago  
Telephone: +632 8840 7878  
Address: 33<sup>rd</sup> Floor, BDO Towers Valero, 8741 Paseo de Roxas, Makati City, Philippines 1226

**CHP's Stock and Transfer Agent:** BDO Unibank, Inc. - Trust and Investments Group  
Contact Person: Ms. Kim Elizabeth Maxwell / Mr. Oliver Galvez  
Telephone: 8878-4965 / 8878-4740  
Address: 14th Floor BDO Towers Valero, 8741 Paseo de Roxas, Makati City

**Applications:** Scrip Shareholders (i.e., shareholders who hold stock certificates) of CHP who wish to tender and sell their shares to Dacon should complete the Application to Tender Common Cemex Holdings Philippines, Inc. to Dacon (the "Application") in triplicate and submit the same to the TO Agent with the attachments set out below at the address set forth below, within the Tender Offer Period but as much as possible, no later than five (5) trading days before the end of the Tender Offer Period.

**BDO SECURITIES CORPORATION**  
33<sup>rd</sup> Floor, BDO Towers Valero, 8741 Paseo de Roxas, Makati City, Philippines 1226  
E-mail Address: bdosec-customer@bdo.com.ph  
Hotline: +632 8840 7878  
Attention: John Manuel Manaloto/Maria Agnes Santiago

#### Attachments to Scrip Applications

a. Original CHP stock certificates duly endorsed; to be verified by the TO Agent with BDO Unibank, Inc. - Trust and Investments Group, the stock transfer agent of CHP, as valid and authentic certificates.

For those whose stock certificate/s is/are lost, kindly submit: (i) one (1) original copy of a duly notarized affidavit of loss; (ii) copy of the affidavit of loss as published in a newspaper of general circulation (in the form substantially the same as Annex C of the Application and which is Exhibit C-4 to the SEC Form 19-1 filed by the Bidder with the SEC); (iii) original copy of the affidavit of publication (or affidavit of loss); and (iv) bond in an amount equivalent to twice the closing price per share of the CHP shares as of the date of execution of the affidavit of loss, multiplied by the number of shares covered by each lost stock certificate.

b. For Individuals:

(i) For shareholders acting through an attorney-in-fact, please submit a duly notarized Irrevocable Power of Attorney (in the form substantially the same as Annex B of the Application, and which is Exhibit C-1 to the SEC Form 19-1 filed by the Bidder with the SEC). For married individuals who are Philippine citizens, their respective spouses must sign on the space provided in the Irrevocable Power of Attorney to indicate marital consent to the sale of the Tender Offer Shares.

(ii) Photocopies of two (2) valid identification cards showing the Applicant's signature and photograph, i.e., driver's license, tax identification card, Social Security Services/Government Services and Insurance System card, or passport.

(iii) Duly accomplished signature card containing the specimen signature of the Applicant and verified by the Applicant's broker or by an officer of the custodian bank at which the Applicant maintains an account (the signature card must specify the name of the broker and the broker's signatory or the name of the bank and the bank's signatory, as the case may be).

(iv) Authority to Credit Bank Account of Tendering Shareholder (For BDO Accounts only).

(v) BIR Sales Tax Exemption Certificate (if applicable).

c. For Corporations:

(i) Notarized Board Resolution (in the form substantially the same as the Secretary's Certificate attached as Annex C to the Application, which is Exhibit C-2 to the SEC Form 19-1 filed by the Bidder with the SEC) authorizing the sale of the Tender Offer Shares, designating signatories for the purpose and indicating the specimen signatures of those signatories.

(ii) Copy of SEC Registration or equivalent constitutive document certified as a true copy of the original by the Corporate Secretary or equivalent person having official custody of company records.

(iii) Copy of latest Articles of Incorporation, By-laws, and General Information Sheet of the Applicant or equivalent constitutive document certified as a true copy of the original by the Corporate Secretary or equivalent person having official custody of company records.

(iv) Duly accomplished signature card containing the specimen signature of the Applicant's designated authorized signatories and verified by the Applicant's broker or by an officer of the custodian bank at which the Applicant maintains an account (the signature card must specify the name of the broker and the broker's signatory or the name of the bank and the bank's signatory, as the case may be).

(v) Authority to Credit Bank Account of Tendering Shareholder (For BDO Accounts only).

(vi) BIR Sales Tax Exemption Certificate (if applicable).

(vii) Photocopies of two (2) valid identification cards showing the Applicant's signature and photograph, i.e., driver's license, tax identification card, Social Security Services/Government Services and Insurance System card, or passport.

d. For Partnerships:

(i) Notarized Partnership Resolution (in the form substantially the same as the Partners' Certificate attached as Annex D to the Application, which is Exhibit C-3 of the SEC Form 19-1 filed by the Bidder with the SEC) authorizing the sale of the Tender Offer Shares, designating signatories for the purpose and indicating the specimen signature of the signatories.

(ii) Copy of SEC Registration or equivalent constitutive document certified as a true copy of the original by the Partnership Secretary or equivalent person having official custody of the partnership records.

(iii) Copy of the latest Articles of Partnership of the Applicant or equivalent constitutive document certified as a true copy of the original by the Partnership Secretary or equivalent person having official custody of the partnership records.

(iv) Duly accomplished signature card containing the specimen signature of the Applicant's designated authorized signatories and verified by the Applicant's broker or by an officer of the custodian bank at which the Applicant maintains an account (the signature card must specify the name of the broker and the broker's signatory or the name of the bank and the bank's signatory, as the case may be).

(v) Authority to Credit Bank Account of Tendering Shareholder (For BDO Accounts only).

(vi) BIR Sales Tax Exemption Certificate (if applicable).

(vii) Photocopies of two (2) valid identification cards showing the Applicant's signature and photograph, i.e., driver's license, tax identification card, Social Security Services/Government Services and Insurance System card, or passport.

**Scripless Shareholders** (i.e., shareholders whose shares are lodged with the Philippine Depository & Trust Corporation ("PDTC") of CHP who wish to accept the offer must instruct their brokers to electronically transfer their Tender Offer Shares to the TO Agent. The member broker(s) of the PSE who hold(s) the Tender Offer Shares, should, upon receipt of the Tender Offer, immediately notify the relevant Tendering Shareholder that should the shareholder wish to sell its/his/her CHP shares to Dacon, the shareholder must instruct said transferring broker to electronically transfer its/his/her shares to the TO Agent, as custodian for such shares, not later than 12:00 noon on November 21, 2024. When tendering shares, the participating brokers are required to submit the letter to the TO Agent (in the form of Annex 1) of the Instructions to Participating TO Agents, which is Exhibit D to the SEC Form 19-1 filed by the Bidder with the SEC) not later than 12:00 noon on November 21, 2024 as well as the duly completed Application.

**Terms of the Application (including the Representations and Warranties) shall form integral part of these Terms of the Tender Offer, which in turn form integral parts of the Application.**

**Conditions:** The obligation of the Bidder to accept for payment for any outstanding Tender Offer Shares validly tendered and not validly withdrawn pursuant to the Terms of the Tender Offer will be subject only to the satisfaction or waiver (to the extent permitted by applicable law and in the Bidder's sole discretion) of the condition that Closing under the Agreement shall have occurred. Aside from the mandatory tender offer, the Closing of the Agreement is also conditional upon the satisfaction of the following conditions, unless otherwise waived: (a) approval of the Philippine Competition Commission, which has been confirmed in a Certification dated August 12, 2024; (b) the completion in all material respects of the expansion integrated cement plant in the Solid Cement plant in Antipolo City, Rizal, Philippines to raise the plant's installed annual cement capacity by 1.5 million metric tons; (c) closing of the sale by Albatross Holdings, Inc. of its shares in Island Quarry and Aggregates Corporation ("IQAC") to Dacon, representing 100% of the outstanding share capital of IQAC; (d) closing of the sale by Impact Assets Corporation of its shares in Apo Land & Quarry Corporation ("ALQC"); Rivendell Holdings Corporation ("Rivendell"), and Gandalf Holdings Corporation ("Gandalf") to Dacon, representing 100%, 86% and 86% of the outstanding share capital of ALQC, Rivendell, and Gandalf, respectively; and (e) other customary conditions precedent indicated in the Agreement.

**Acceptance of Application:** Acceptance of Applications is subject to the terms hereof. The Bidder, through the TO Agent, at its sole discretion, shall have the right to reject any Application that does not qualify and accept qualified Applications at any time before the Tender Offer Shares are sold to Dacon through the facilities of the PSE (the "Cross Date"). Applications (i) received after the Tender Offer Period, (ii) that are not properly completed, (iii) lack any of the required attachments, or (iv) whose affixed signature cannot be authenticated by CHP's stock transfer agent, will be rejected.

The TO Agent will accept Applications on the condition that it is able to verify the signature/endorsement on CHP stock certificates by verifying the signature on file with the CHP's stock transfer agent, if such is available. The TO Agent will rely on the signature affixed on the Application and on the supporting identification documents or board resolution when it verifies the endorsement of the relevant CHP stock certificates. The TO Agent shall not be required to make further inquiries into the authenticity of the signature. If the TO Agent is unable to verify the signature on the Application or the endorsement of the CHP stock certificate, the TO Agent will also reject the Application.

Tendering Shareholders whose Applications have been rejected, in whole or in part, shall be notified of such fact by the TO Agent on or before November 26, 2024.

All Applications shall be accepted only in the Philippines.

Rejected shares shall be returned in the same form they were received to the tendering Minority Shareholder's broker (for scripless shares) or to the tendering Minority Shareholder's (for certificated shares) within three (3) trading days from the end of the Tender Offer Period. Any and all costs and expenses incurred in connection with the return of the rejected shares shall be borne by the Tendering Shareholder.

**Cross Date:** The accepted Tender Offer Shares are intended to be crossed at the PSE on November 26, 2024 (the "Cross Date"), upon approval by the PSE of the crossing of the Tender Offer Shares and subject further to any extension of the Tender Offer Period with the approval of the SEC. Any change in the Cross Date shall be announced by the Bidder in the following newspapers of general circulation in the Philippines: Business Mirror and Business World.

**Settlement:** Subject to the Terms of the Tender Offer, the settlement of the Tender Offer Shares, consisting of (i) payment of the Estimated Price to the Tendering Shareholders; and (ii) crediting of the account of the Bidder with the Tender Offer Shares and Scripless Shares acquired/purchased, shall be on November 28, 2024 (the "Settlement Date"), subject to any extension of the Tender Offer Period with the approval of the SEC. Any change in the Settlement Date shall be announced by the Bidder in the following newspapers of general circulation in the Philippines: Business Mirror and Business World.

All accepted Applications shall be settled only in the Philippines.

On Settlement Date, the TO Agent shall pay or make the bank transfer (for BDO accounts only) or check in the amount of the total Tender Offer Price in the name of either: (i) each selling broker which delivered the scripless shares of its tendering clients (scripless shareholders), or (ii) the Tendering Shareholders that have delivered certificated shares directly to the TO Agent.

A Tendering Shareholder may opt to be paid his/her net proceeds from the Tender Offer via direct credit to his/her nominated BDO bank account (subject to standard clearing period for check payments) on Settlement Date (subject to any extension of the Tender Offer Period with the prior approval of the SEC). Any payment made in excess of the amount contained in the Tender Offer Application form. Otherwise, all payments of net proceeds shall be made and received by check made payable to the name of the Tendering Shareholder.

The TO Agent will act as agent for the Tendering Shareholders for the purpose of receiving the check payments from the Bidder and transmitting the check payments to such Tendering Shareholders. The check payments to be issued to Tendering Shareholders shall be made available by the TO Agent for pick-up by the Tendering Shareholders starting on Settlement Date at its offices.

Checks will be available for pick-up at the TO Agent's office beginning on the Settlement Date up to thirty (30) days thereafter. Checks not claimed shall be mailed or delivered to the shareholders, at their own risk, to the registered address indicated in the Tender Offer application form.

When collecting payment, the Tendering Shareholders shall present the "Applicant's Copy" of the Application as well as proper identification (e.g., driver's license, driver's license, tax identification card, Social Security Services/Government Services and Insurance System card or passport). Duly authorized representatives shall be required to present an authorization letter from the tendering Minority Shareholders.

**Tendering beneficial owners of Tender Offer Shares are advised to consult with their custodian, fiduciaries, or other similar agents on the manner by which they may collect payment from such agents.**

In any event, no payment shall be made without the TO Agent having timely received the duly accomplished Application, the stock certificates evidencing the Tender Offer Shares and other documents required herein.

Any payment not collected within thirty (30) trading days from the Settlement Date shall be dispatched via registered mail, to the address of the tendering Minority Shareholder indicated in the Application, at the risk of the tendering Minority Shareholders.

The settlement of the Additional Amount, if any, will occur within three (3) Trading Days from the announcement on CHP's page on PSE Edge of the Final Price and its Peso-equivalent.

**Withdrawal:** CHP Minority Shareholders shall have the right to withdraw any tendered Public Shares at any time during the Tender Offer Period but only up to 10:00 a.m. on November 20, 2024, by submitting a written request for the withdrawal of the Tender Offer Shares to the TO Agent with the "Applicant's Copy" of the Application issued by the TO Agent.

For withdrawal of the tendered shares to be effective, a written notice of withdrawal must be received by the TO Agent before 10:00 a.m. on November 20, 2024 at the address set forth herein. The notice must specify the name of the tendering Shareholder and the number of Tender Offer Shares to be withdrawn and the serial numbers of the stock certificates evidencing the Tender Offer Shares. No request for withdrawal of fractions of Tender Offer Shares will be considered. The TO Agent shall have the right in its sole discretion, to determine the form and validity of the notice of withdrawal, including the time of receipt thereof.

All expenses incurred by the TO Agent in respect of withdrawal of Tender Offer Shares shall be for the account of the shareholder making the withdrawal.

**Transfer Expenses:** All expenses relating to the sale of the Tender Offer Shares attributable to the Tendering Shareholders shall be for the account of the Tendering Shareholder.

The following customary selling charges payable by the Tendering Shareholder will be deducted by Dacon from the Tender Offer Price payable to the Tendering Shareholder:

Type of fee	% of value of the transaction
Securities Clearing Corporation of the Philippines	0.010%
Stock Investment Protection Fund	0.001%
SEC Fees	0.005%
PSE transaction fees	0.0056%
Stock transaction tax	0.600%

The customary selling charges that will be deducted by Dacon do not include the selling broker's commission payable by the Tendering Shareholder, which is subject to mutual agreement between the Tendering Shareholder and its/his/her broker.

**Representations and Warranties of Tendering Shareholders:**

By executing the Application, the Tendering Shareholder represents and warrants to the Bidder and the TO Agent that: (1) all information contained in the Application and the required attachments are true and correct and that the signatories thereon are genuine, properly authorized, and obtained without the use of fraud, coercion or any other vice of consent; (2) the Tender Offer Shares are solely, legally, and beneficially owned by the Tendering Shareholder, and are validly issued, fully-paid, non-assessable, and are free and clear of any claims, liens, encumbrances or any restrictions apart from those specified in the Articles of Incorporation and By-laws of CHP or any amendment thereof; (3) the Tendering Shareholder has full authority to transfer good, valid and clean title to the Tender Offer Shares; (4) upon the Bidder's acceptance and tender of payment for the Tender Offer Shares, under the Terms of the Tender Offer, the Bidder shall obtain full and valid title to such Tender Offer Shares, free from any warrants, interests, options, liens, claims, objections, disputes or other encumbrances and shall be able to freely and fully exercise all rights and privileges arising from ownership of such Tender Offer Shares including but not limited to the right to vote and receive dividends thereon; (5) the Tendering Shareholder has the full requisite legal capacity and/or consent to tender the Tender Offer Shares owned and accepted these Terms and Conditions in connection with the transfer of the Tender Offer Shares and all transactions contemplated thereby; (6) the Tendering Shareholder has obtained all the required consents, approvals and authorizations to enable it/him/her to transfer the Tender Offer Shares to the Bidder before the expiration of the Tender Offer Period and it/he/she is not aware of any objection, adverse claim, dispute, or notice concerning its/his/her right to tender and transfer the Tender Offer Shares; and (7) the tender of any or all of the Tender Offer Shares by the Tendering Shareholder and/or the purchase thereof by the Bidder pursuant to the Tender Offer does not and will not constitute a breach or other default of the Tendering Shareholder's constitutive documents (as applicable) or of any agreement or arrangement, law, order, or regulations applicable to the Tender Offer Shares, the Tendering Shareholder, or any of which the foregoing may be bound.

The Tendering Shareholder further warrants that it/he/she has read and understood the provisions of the Tender Offer Report, including the Terms of the Tender Offer, and the terms and conditions stated in this Application, and unconditionally accepts said terms and conditions.

The Tendering Shareholder understands that no person has been authorized to give any information or make any representation with respect to the Tender Offer other than those representations specified and made in the Tender Offer Report. The Tendering Shareholder confirms that it relied solely upon such provisions in the Tender Offer Report and ancillary materials provided by the Bidder for the Tender Offer.

**SEC Form 19-1 and other Tender Offer Documents:** The terms set out in SEC Form 19-1 filed with the SEC shall form integral parts of these Terms of the Tender Offer. Copies of the SEC Form 19-1 are attached to the Notice of Tender Offer distributed to the shareholders of CHP. Any shareholder who wishes to obtain a copy of the said form may do so at the office of the TO Agent.

**Inquiries:** For inquiries on the Tender Offer, please contact any of the following:  
**BDO Securities Corporation**  
33<sup>rd</sup> Floor, BDO Towers Valero, 8741 Paseo de Roxas, Makati City, Philippines 1226  
Contact Person: Mr. John Manuel Manaloto / Ms. Maria Agnes Santiago  
Telephone Numbers: (632) 8840-7878  
Email Address: bdosec-customer@bdo.com.ph

For inquiries about the number of shares of a shareholder in CHP, please contact:

**BDO Unibank, Inc. - Trust and Investments Group**  
14th Floor BDO Towers Valero, 8741 Paseo de Roxas, Makati City, Philippines 1226  
Contact Persons: Ms. Kim Elizabeth Maxwell / Mr. Oliver Galvez  
Telephone Numbers: 8878-4965 / 8878-4740  
Email Address: bdo-stock-transfer@bdo.com.ph