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## Suntrust Home Developers, Inc. SUN

### PSE Disclosure Form 17-18 - Other SEC Forms/Reports/Requirements

|                                  |   |
|----------------------------------|---|
| <b>Form/Report Type</b>          | Advisement Report on Material Related Party Transaction |
| <b>Report Period/Report Date</b> | Jul 27, 2020  |

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| <b>Description of the Disclosure</b>   |
| Please see attached Advisement Report on Material Related Party Transaction. |

**Filed on behalf by:**

|                    |                     |
|--------------------|---------------------|
| <b>Name</b>        | Rolando Siatela     |
| <b>Designation</b> | Corporate Secretary |



**ADVISEMENT REPORT ON  
MATERIAL RELATED PARTY TRANSACTIONS**

Reporting PLC: SUNTRUST HOME DEVELOPERS, INC. ("Suntrust Home")

SEC Identification Number: 10683

Name of Related Party: FORTUNE NOBLE LIMITED ("Fortune")

Execution Date of Transaction: July 23, 2020

Relationship between the Parties including financial/non-financial interest: Fortune holds 51.00% of the Outstanding Shares of Suntrust Home

| Type/Nature of Transaction and Description of Assets Involved | Terms and Conditions  | Rationale for Entering into the Transaction  | Total Assets of Reporting PLC | Amount/ Contract Price | Percentage of the Contract Price to the Total Assets of the Reporting PLC | Carrying Amount of Collateral, if any | Approving Authority  |
|---|---|--|-------------------------------|------------------------|---|---------------------------------------|--|
| Loan Agreement  | <i>The Loan is for the principal sum of up to PHP7,300,000,000 as may be advanced by the Lender to the Borrower and bears interest at the rate of 5.25% per annum on the basis of a 365-day year. It is</i> | <i>Loan is to be applied by the Borrower to support the development of a main hotel and casino of which the Borrower is appointed as</i> | PHP1,377,436,135 <sup>1</sup> | PHP7,300,000,000       | 529.98%   | N/A                                   | <i>Unanimously approved by directors present (constituting 85% vote of the Board of Directors) during their meeting held on 23 July 2020<sup>2</sup></i> |

<sup>1</sup> Total assets pertain to consolidated assets of Suntrust Home as of 31 March 2020.

<sup>2</sup> The following directors voted in favor of the approval of the transaction: Ferdinand B. Masi, Neoli Mae L. Kho, Joey I. Villafuerte, Josephine Marie R. Salazar, Alejo L. Villanueva, Jr. (Independent Director) and Eugenio B. Reducindo (Independent Director).

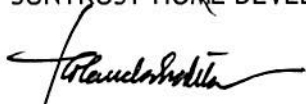
|  |  |  |  |  |  |  |  |
|--|--|--|--|--|--|--|--|
|  | <p><i>available for one month from the date of first drawdown, unless the loan is fully drawn on an earlier date. The loan will mature and shall be subject to repayment no later than one month from the date of first drawing.</i></p> | <p><i>the operator and manager</i></p> |  |  |  |  |  |
|--|--|--|--|--|--|--|--|

*[Handwritten signature]*

**SIGNATURES**

Pursuant to the requirements of the Commission, the company has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

SUNTRUST HOME DEVELOPERS, INC.

A handwritten signature in black ink, appearing to read "Rolando D. Siatela", written over a horizontal dotted line.

Rolando D. Siatela  
Corporate Secretary

**SIGNATURES**

Pursuant to the requirements of the Commission, the company has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Related Party:

FORTUNE NOBLE LIMITED

  
.....

Chau Cheek Wa

Authorized Representative<sup>4</sup>

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<sup>3</sup> Proof of authority must be attached to the Advisement Report.

**FORTUNE NOBLE LIMITED**

*(Incorporated in the British Virgin Islands with limited liability)*

**RESOLUTIONS IN WRITING OF THE SOLE DIRECTOR (THE “DIRECTOR”) OF THE COMPANY PURSUANT TO THE ARTICLES OF ASSOCIATION OF THE COMPANY**

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**APPROVAL OF THE SHAREHOLDER’S LOAN AGREEMENT**

**NOTED THAT** the following document has been circulated and reviewed by the sole Director:

- (A) the draft of the loan agreement to be entered into by Fortune Noble (as lender) and SunTrust (as borrower) in relation to the loan (the “**Shareholder’s Loan**”) in the principal sum of up to PHP7,300,000,000 to be made available to Suntrust Home Developers Inc. (“**SunTrust**”) (the “**Shareholder Loan Agreement**”).

**NOTED that:**


- (A) at the request of SunTrust, the Company proposed to enter into the Shareholder Loan Agreement to make available to SunTrust the Shareholder’s Loan for the period commencing from and including the date of the Shareholder Loan Agreement to and including the earlier of (i) the date of completion of the conditional subscription agreement dated 29 May 2020 made between SunTrust as issuer and the Company as subscriber in relation to the conditional subscription of the PHP7,300,000,000 zero coupon convertible bonds of SunTrust to be issued by SunTrust and the Company; and (ii) the date falling six (6) months from the date of the of the Shareholder Loan Agreement of which no interest shall be payable by SunTrust on the Shareholder’s Loan.

**RESOLVED that:**

- a) the Shareholder’s Loan on terms of the Shareholder Loan Agreement and the Shareholder Loan Agreement be and are hereby approved;
- b) the sole Director be and is hereby authorised to do and execute whether under common seal of the Company or otherwise all such acts, matters, deeds, documents and things as he considers to be necessary, expedient or desirable for or in connection with any of the matters approved by the above resolution and the approval of any amendments to the document circulated (such approval being conclusively evidenced by his signature on the relevant document) or the waivers of any matters contemplated thereby;
- c) any actions taken by the sole Director prior to this resolution in writing in connection with any of the above matters approved be and are hereby ratified, confirmed and approved;

- d) printed copies of this resolution in writing or extracts thereof certified, if necessary, by the sole Director, be filed with The Stock Exchange of Hong Kong Limited and other relevant authorities (where required); and
- e) all other documents circulated be noted and where required, approved.

Dated this the                      2020.

  
\_\_\_\_\_  
Chau Cheok Wa

**SECRETARY'S CERTIFICATE**

I, **ROLANDO D. SIATELA**, of legal age, Filipino, with office address at 24<sup>th</sup> Floor, Alliance Global Tower, 36<sup>th</sup> Street corner 11<sup>th</sup> Avenue, Uptown Bonifacio, Taguig City 1634, Metro Manila, Philippines, hereby certify that:

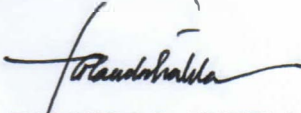
1. I am the Corporate Secretary of **SUNTRUST HOME DEVELOPERS, INC.**, a corporation duly organized and existing under Philippines laws, with principal office address at 26<sup>th</sup> Floor, Alliance Global Tower, 36<sup>th</sup> street cor. 11<sup>th</sup> Avenue, Uptown Bonifacio, Taguig City, Metro Manila, Philippines (herein the "Corporation"), and as such, I have custody of the minutes of the meetings of the Board of Directors and Stockholders of the Corporation;

2. In a meeting of the Board of Directors of the Corporation held on **23 July 2020**, at which meeting a quorum was present and acting throughout, the following resolutions were approved and adopted:

"RESOLVED, that the Corporation authorize Mr. Rolando D. Siatela, the Corporate Secretary, to sign, execute, and deliver, on behalf of the Corporation, an Advisement Report to the Securities and Exchange Commission, as well as such other reports or documents as may be necessary to comply with the requirements of relevant regulatory agencies or self-regulatory organizations, in connection with Loan Agreement entered into by the Corporation with Fortune Noble Limited, as Lender, for the principal sum of PHP7,300,000,000, with interest at 5.25% per annum."

3. The foregoing resolutions are in accordance with the records of the Corporation, and of the date hereof, have not been amended, superseded or repealed.

IN WITNESS WHEREOF, the undersigned has executed this instrument on this 23<sup>rd</sup> day of July 2020 at Taguig City, Metro Manila, Philippines.

  
**ROLANDO D. SIATELA**  
Corporate Secretary

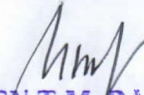
Attested by:   
**FERDINAND B. MASI**  
Chairman of the Board

**1 JUL 27 2020**

**MAKATI CITY** SUBSCRIBED AND SWORN to before me this 23 day of July 2020 at Taguig City, Metro Manila, Philippines, affiant exhibiting to me his

**NOTARY PUBLIC**

Doc. No. 474 ;  
Page No. 916 ;  
Book No. 102 ;  
Series of 2020.

  
**RUBEN T.M. RAMIREZ**  
Notary Public for Makati City  
Until December 31, 2021  
2086 E. Pinar St., Makati City  
IBP O.R. No. 09707 / December 10, 2019  
Roll No. 28947 / MCLE No. VT0027206  
PTR No. MKT 8117044/1-02-2020  
Appointment No. M-138