

# **Cagayan Economic Zone & Free Port**

**CONFIDENTIAL**

## **COMPANY PROBITY FORM**

This form is to be completed to enable suitability checks to be performed in connection with the conduct, ownership, management or administration of a business licensed under the Interactive Gaming Act (2003).

Regulator of Interactive Gaming  
Cagayan Economic Zone & Free Port  
26<sup>th</sup> Floor, West Tower  
Philippine Stock Exchange Centre  
Exchange Road, Ortigas Centre  
Pasig City 1605, Philippines

## INSTRUCTIONS FOR COMPLETION

1. The “Company Probity” Form must be completed by:
  - the Principal Executive Officer; or
  - if the Principal Executive Officer does not have knowledge of the relevant facts, another person who has the knowledge and is authorised by the applicant to make the affidavit.
2. Type or print in BLOCK LETTERS an answer to every question.
3. If an electronic version of this form is being completed, information supplied in response to a question may be inserted but no question, or the order of questions, is to be altered.
4. If a question does not apply to the Company state “N/A” in response to that question.
5. If there is nothing to disclose in reply to a particular question state “nil” in response to that question.
6. If there is insufficient space on a printed form in which to answer a question, additional information may be provided on an attachment page. When required to use an attachment page precede each answer thereon with the title applicable to that question.
7. All dates should be completed in the Form: Day/Month/Year.
8. Each page of this Form and each attached page should be signed by the person completing the Form in the space provided.
9. This Form is to be completed in the English language. Any documents required to be provided are to have a certified English translation appended.
10. Documents or other information sought from authorities outside the Philippines may not be applicable to a company which has been incorporated in another country or which originates from a company located overseas. In such cases the documents or information should be obtained from the equivalent authority of that country.
11. An “\*” signifies “Delete which ever is not Applicable”.

Signature: \_\_\_\_\_

12. The completed form should be forwarded to:

The Regulator of Interactive Gaming  
First Cagayan Leisure and Resort Corp.  
26<sup>th</sup> Floor, West Tower  
Philippine Stock Exchange Centre  
Exchange Road, Ortigas Centre  
Pasig City 1605, Philippines

13. This Form should be sealed in an envelope and marked "Private and Confidential - Attention: The Regulator of Interactive Gaming".
14. If accompanied by an application form for a licence or an authority, please enclose the application and any accompanying fee in the envelope.
15. Any further enquiries should be directed to "First Cagayan Leisure Resort Corporation" via email to: [info@firstcagayan.com](mailto:info@firstcagayan.com)

IMPORTANT

**WARNING ABOUT FALSE OR MISLEADING INFORMATION  
OR INCOMPLETE DISCLOSURE**

Applicants and other persons completing this Form should be aware that action may be taken should information be supplied that is false, misleading or incomplete in a material particular. Persons who submit false or misleading information may be prosecuted and fined.

Where a licence is issued and it is subsequently found that full disclosures had not been made in relation to the licensee or its associates or that false or misleading information had been provided, show cause action may be taken. That action would determine whether the licence should be cancelled or suspended.

The Authority or a nominated agency conducts company probity checks.

Signature: \_\_\_\_\_

**CERTIFICATE**

I, ..... , hereby declare as follows:

(a) I am the \*Principal Executive Officer/Authorised Officer of:

.....  
(Name of Corporation)

(b) I have personally completed this form or have supplied all the information indicated herein.

(c) I certify that the particulars contained herein are true and correct in every detail and fully disclose the information required to complete this form.

Signed at \_\_\_\_\_ this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_

\_\_\_\_\_  
(Signature)

In the presence of:

\_\_\_\_\_  
(Signature of Witness)

Name, address and telephone no. of Witness:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**ACKNOWLEDGEMENT & UNDERTAKING**

The company undertakes to supply the following information if requested to do so:-

- (a) copies of income tax returns and tax assessments;
- (b) copies of minutes of shareholder and director meetings;
- (c) explanations relevant to the published financial statements;
- (d) copies of the company's shareholder register.

The company notes and acknowledges that the information requested in this Company Probity Form may not satisfy the probity requirements of the Cagayan Economic Zone Authority and that further information may be requested.

Signature: \_\_\_\_\_

**AUTHORITY FOR RELEASE OF INFORMATION BY A CORPORATION**

.....  
(Name of Corporation)  
of .....  
(Address)  
herein after referred to as the Corporation,

1. acknowledges that the *Interactive Gaming Act (2003)* authorizes the Chairman of Cagayan Economic Zone & Free Port to cause to be made investigations about the Corporation for the purposes of determining the Corporation's suitability for the purposes of the Acts;
2. authorises the Chairman and any person conducting any investigations or enquiries on behalf of the Chairman for the purposes of the Acts, including any officer of the "Regulator" ("Authorised Persons"), to obtain any information and make any investigations or enquiries which relate to the Corporation and may be relevant to any of the purposes of the Acts, in any jurisdiction;
3. authorises any official of the "Regulator" or the manager or other principal officer of any branch or office of a bank or financial institution in any jurisdiction to whom a copy of this Authority is presented to allow any Authorised Person to inspect and obtain copies of, or to release to any Authorised Person, any record, document or other information of any kind in written, electronic or any other form, which relates to the Corporation and is held by that Government, bank or financial institution; and
4. authorises any officer of any police service, law enforcement agency or regulatory body in any jurisdiction to whom a copy of this Authority is presented to release to any Authorised Person any information or official record of any kind in written, electronic or any other form, which relates to the Corporation and is held by the police service, agency or body, including any information relating to the criminal history of the Corporation.

The Corporation undertakes that it will at all times sufficiently indemnify the Authorised Persons and keep the Authorised Persons indemnified against all liability in respect of the supply or publication of the information and against all actions, suits, proceedings, claims, demands, costs and expenses whatsoever which may be taken against the Authorised Persons or incurred or become payable by the Authorised Persons in respect thereof.

Signed under the common seal this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_  
(If applicable)

Seal affixed by: Name \_\_\_\_\_ Position \_\_\_\_\_

.....  
(Signature)

Name \_\_\_\_\_ Position \_\_\_\_\_

.....  
(Signature)

Signature: \_\_\_\_\_

## COMPANY DETAILS

### PART ONE

#### Information to be provided by way of attachments

The following attachments must accompany this Form.

- A. A brief history of the company (not required if a current licensee).  
*(This should include details of the original purpose and business of the company, the names of the founders and what funds were initially injected and by whom.)*
  
- B. A 'Statement of Company Records' to be prepared and signed by a Certified Practising Accountant (CPA) or a qualified company auditor.  
*(This Statement should:-*
  - (i) Certify that the company's records are up to date. Company records include such records as share registers, memorandum and articles of association, appointment of directors, secretaries and managers, minutes of company meetings, financial reports, annual returns; and*
  - (ii) Identify Tax Returns due and outstanding.)*
  
- C. A flow-chart supported by written text explaining the corporate structure in which the company exists.  
*(Details should include the shareholding, the principal business and the names and addresses of the directors of each company within the corporate structure.)*
  
- D. A list of companies in which any company identified in the corporate structure flow-chart holds greater than 15% of the issued share capital (if none, advise accordingly).
  
- E. A description of the largest 20 shareholders of the company.  
*(Details should show the full name of each shareholder and the relevant number and percentage of shares held.)*
  
- F. A copy of the current Memorandum and Articles of Association or Constitution.
  
- G. Copies of the Certificate of Incorporation and each Certificate of Change of Name of Company.
  
- H. Copies of the audited and/or published financial statements for the last 5 years for the company and any holding or parent company.
  
- I. A copy of the Annual Reports of the company for the last 5 years.
  
- J. A copy of the company's Chart of Accounts.

Signature: \_\_\_\_\_

**PART TWO**

**Information to be Provided by Written Answer**

**A. COMPANY DETAILS**

(i) Full name of company as currently incorporated:

\_\_\_\_\_

(ii) Other names the company has been known by:

\_\_\_\_\_  
\_\_\_\_\_

(iii) Registered Office:

\_\_\_\_\_

(iv) Address of principal place of business:

\_\_\_\_\_  
\_\_\_\_\_

(v) Postal address:

\_\_\_\_\_  
\_\_\_\_\_

(vi) Contact Details:

Telephones	Business:	_____
	After Hours:	_____
	Mobile:	_____
	Facsimile:	_____
	E-mail:	_____

(vii) Preferred contact person:

\_\_\_\_\_

(viii) Date of incorporation: \_\_\_\_\_

(ix) Place of incorporation: \_\_\_\_\_

(x) Company Number \_\_\_\_\_  
(if allocated)

(xi) Paid Up Capital: \$ \_\_\_\_\_

Signature: \_\_\_\_\_

(xii) Name of the ultimate holding entity of the company:

\_\_\_\_\_

(xiii) List the following details for each current director, company secretary and any other officeholder as well as the Chief Executive Officer:

<b>Name</b>	<b>Position</b>	<b>Residential Address</b>	<b>Place and D.O.B.</b>

List the following details for each Director who has ceased to hold office during the last five years:

<b>Name</b>	<b>Last Known Residential Address</b>

Signature: \_\_\_\_\_

(xiv) Apart from those identified in Questions xii and xiii above and the 20 largest shareholders (as advised by attachment – see Part One, Item E), does any person or organisation either directly or indirectly have a controlling interest or significant influence in the company? (this may include but is not limited to a finance provider)

**\* YES / NO**

If yes, please provide details.

---



---



---



---

(xv) Does the company have any other company, or person, acting on its behalf outside Philippines ?

**\* YES / NO**

If yes, provide full details.

---



---

(xvi) Is the company or the ultimate holding entity of the company listed on a Stock Exchange (or equivalent)?

**\* YES / NO**

If yes, has the listed company ever been fined, suspended or reprimanded for breaches of the listing rules of that Stock Exchange (or equivalent) ?

**\* YES / NO**

If yes, provide full details.

---



---



---



---

(xvii) List the following details for each company auditor engaged over the last five years:

<b>Firm/Company</b>	<b>Address</b>	<b>Period of Engagement</b>

Signature: \_\_\_\_\_

- (xvii) List the following details of any legal advisers, solicitors and/or consultants engaged over the last five years:

<b>Firm/Company</b>	<b>Address</b>	<b>Period and Capacity of Engagement</b>

- (x) Commencing with the current state and country and working backwards, list all the states and countries in which the company has been registered or has conducted business over the last 10 years.

<b>State and Country</b>	<b>Period of registration and/or conduct of business</b>

**B. ARRESTS, DETENTIONS AND LITIGATION**

- (i) Has the company, in Philippines or elsewhere:

(a) Been convicted of an offence?

**\* YES / NO**

(b) Been investigated by a law enforcement agency?

**\* YES / NO**

(c) Been summoned before a Court to answer any offence whatsoever?

**\* YES / NO**

If yes, provide full details:

---



---



---



---

- (ii) Has any office holder or employee of the company, acting in that capacity, in Philippines or elsewhere.

(a) Been convicted of an offence?

**\* YES / NO**

(b) Been investigated by a law enforcement agency?

**\* YES / NO**

(c) Been charged by a law enforcement agency?

**\* YES / NO**

Signature: \_\_\_\_\_

- (d) Been summoned before a Court to answer any offence whatsoever? \* **YES / NO**
- (e) Had any charge proven without the recording of a conviction? \* **YES / NO**

If yes, provide full details:

---



---



---



---

**NOTE:** Law enforcement agency includes but is not limited to State, Federal and Overseas Agencies such as Police Services, Crime Authorities, Crime Commissions, Commissions against Corruption, Securities and Investment Commissions, Customs Services, Taxation Offices, Competition and Consumer Commissions and Gaming Authorities.

- (iii) Has the company been the subject of any investigation by any Government Authority, i.e. by any Philippines authority or Department (or by any overseas equivalent) \* **YES / NO**

If yes, please provide details:

---



---



---



---

- (iv) Has the company had civil proceedings against it and is there any significant litigation currently in progress or pending? \* **YES / NO**

If yes, please provide details:

---



---



---



---



---



---

Signature: \_\_\_\_\_

- (v) Has the company ever had any licence, certificate or authority issued by a Government agency relating to the conduct of gaming or any other business terminated, denied, suspended or revoked? **\* YES / NO**

If yes, please provide details:

---



---



---



---



---



---



---

**C. FINANCIAL**

- (i) List the following details of any persons, companies or institutions from which the company has current loans or has obtained funds on loan during the last five years.

Name of Lender	Amount Borrowed	Purpose of Loan	Date of Commencement

- (ii) Has there been any material change to the financial situation of the company since the last audited accounts that could impact upon the company's operations. If yes, provide full details.

---



---



---



---

Signature: \_\_\_\_\_

(iii) List the following details of all bank accounts operated by the company.

Account Name	Bank and Branch	Account Number

(iv) List the following details for each investment which currently represents greater than 5% of the company's total assets.

Description of investment	Percent of total assets
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

(v) If applying for a Licence, advise whether the investment in the Licence will be placed as collateral against any indebtedness. \* YES / NO

If yes, please provide details:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

(vi) Has the company ever been placed in receivership, administration or liquidation or taken advantage of the law of insolvency or entered a scheme of arrangement with creditors. \* YES / NO

If yes, please provide details.

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

(vii) Are there any outstanding claims or litigation which could adversely affect the financial

Signature: \_\_\_\_\_

viability of the company?

**\* YES / NO**

If yes, please provide details:

---

---

---

---

---

---

---

**D. INVOLVEMENT IN GAMING**

(i) Prior to this date has the company or any of the company's subsidiaries or affiliates been associated with the ownership, administration or management of:

- i. a casino;
- ii. keno or lottery operations;
- iii. interactive gambling;
- iv. race wagering or sports wagering operations;
- v. club, hotel or tavern;
- vi. the manufacture, assembling, selling, distributing, importing, supplying or repairing of gaming machines, in line machines, lucky envelope machines or other amusement devices;
- vii. licensed monitoring operator.

**\* YES / NO**

If yes, please provide details:

---

---

---

---

---

---

---

Signature: \_\_\_\_\_

(ii) Does the company have any interest, financial or otherwise, in any other company or with any person or business, or has the company ever provided any financial assistance or other support to any other company, person, business, association or other body involved with the ownership, administration or management of:

- i. a casino;
- ii. keno or lottery operations;
- iii. interactive gambling;
- iv. race wagering or sports wagering operations;
- v. club, hotel or tavern;
- vi. the manufacture, assembling, selling, distributing, importing, supplying or repairing of gaming machines, in line machines, lucky envelope machines or other amusement devices;
- vii. licensed monitoring operator.

\* YES / NO

If yes, please provide details:

---

---

---

---

(iii) Has the company been subject to a probity investigation by this or any other jurisdiction?

\* YES / NO

If yes, please provide details:

---

---

---

---

**E. INFLUENCES, CONFLICT OF INTEREST AND DISQUALIFIED PERSONS**

The Office of the Regulator must be advised of any matter, which could be seen as having a potential undue or improper influence on the conduct or outcome of a probity investigation or the consideration of an application for a licence. Disclosures must also be made of persons with a potential conflict of interest or who may be classified as disqualified persons.

Signature: \_\_\_\_\_

- (i) Are you aware of any person or shareholder associated with the company who is, or may be perceived as having a potential or improper or undue influence on the conduct or outcome of this probity investigation?

**\* YES / NO**

If yes, please supply details:

---

---

---

---

---

---

---

- (ii) Has the company, an employee of the company, a shareholder of the company or a person acting on behalf of the company, been involved in any lobbying, meetings, discussions or negotiations with any "CEZA" official in regard to this probity investigation or, if applicable, this or any other application for a gaming licence?

**\* YES / NO**

If yes, please provide details of the official's name, name of persons acting on behalf of the company, and the date and nature of any lobbying, meeting, discussion or negotiations held.

---

---

---

---

---

---

---

Signature: \_\_\_\_\_

## CHECKLIST

Before submitting this Form please complete the following checklist. If you are unable to complete the checklist you are advised that delays in processing the application or conducting the probity investigation may be experienced. You should advise when the outstanding matters are to be submitted.

I hereby certify I have:-

- Read the Instructions for Completion
- Signed each page of the Form
- Answered all questions in writing
- Answered all questions completely
- Completed and signed the Certificate of Acknowledgment and Undertaking (page 4) and Authority for Release of Information (page 5)

Attached the following:-

- A brief history of the company
- A 'Statement of Company Records'
- A corporate structure flow-chart with explanatory text
- A description of the largest 20 shareholders
- A copy of the company's Memorandum and Articles of Association
- A copy of the Certificate of Incorporation and any Certificate of Change of Name
- Copies of the financial statements for the last 5 years
- Copies of the Annual Returns for the last 5 years
- A copy of the Chart of Accounts

\_\_\_\_\_  
(Signature)

\_\_\_\_\_  
(Name)

(END)

Signature: \_\_\_\_\_