

MINUTES OF THE ANNUAL MEETING
OF THE
STOCKHOLDERS
OF
PH RESORTS GROUP HOLDINGS, INC.

Held on 22 July 2020
at 11:00 a.m.

Via videoconferencing

<u>STOCKHOLDERS PRESENT/REPRESENTED</u>	<u>NO. OF SHARES</u> <u>(Common)¹</u>
Dennis A. Uy	1
Cherylyn C. Uy	1
Eric O. Recto	1,000
Raymundo Martin M. Escalona	1,001
Lara C. Lorenzana	1,001
Jose Angel Sueiro	1,001
Ma. Concepcion F. de Claro	1,000
William A. Yap	5,300
Ma. Angela E. Ignacio	1,000
Marco Angelo Alcantara	85,227,831
Conrado Rafael Alcantara	95,865,330
Udena Corporation (represented by Alexis Carlo G. Magsumbol)	4,313,927,702
Novel Edge Investments Corp. (represented by Conrado Rafael Alcantara)	225,283,530
Total No. of Shares Present/Represented	4,720,315,698
Total No. of Shares Issued and Outstanding	4,793,266,504

ALSO PRESENT:

Leandro E. Abarquez
Leo D. Venezuela

PROCEEDINGS

I. **CALL TO ORDER**

The meeting began with a prayer led by the Corporation's Chief Financial Officer, Ms. Lara C. Lorenzana and the signing of the Philippine National Anthem. Thereafter, the Chairman of the Corporation, Mr. Dennis A. Uy, called the meeting to order and presided over the same. The Corporate Secretary, Atty. Leandro E. Abarquez, recorded the minutes of the meeting.

II. **CERTIFICATION OF NOTICE AND QUORUM**

Atty. Abarquez certified that notice of the annual meeting of stockholders had been sent to the Corporation's stockholders on record as of 30 June 2020. He certified that a majority of the stockholders were present or represented in the meeting, and that there was therefore a quorum to transact business.

As stated in the notice and procedure for voting, stockholders entitled to vote and

¹ The company has no preferred or non-voting shares. All of the Company's shares are common. All voting rights are provided in the Company's By Laws.

participate were required to submit their ballots and questions to the designated email address of the Corporation on or before 21 July 2020. Stockholders who wish to object to any of the motions were allowed to do so by clicking the “Raise Hand” button on the Zoom videoconference call and will be entertained by the meeting host.

III. **APPROVAL OF THE MINUTES OF THE 23 MAY 2019 STOCKHOLDERS’ MEETING**

Mr. Uy announced that the first item on the agenda was the approval of the minutes of the annual stockholders’ meeting held last 23 May 2019. Considering that copies of the minutes were posted in the Corporation’s website, it was moved that the reading of the minutes of the last annual stockholders’ meeting be dispensed with and be approved as presented.

Based on the motion made and seconded and there being no objections made in writing or made during the meeting itself, the approval of the minutes of 23 May 2019 annual stockholders’ meeting was approved by all of the stockholders present.

IV. **APPROVAL OF THE AUDITED FINANCIAL STATEMENTS AS OF 31 DECEMBER 2019**

Mr. Uy announced that the next item in the agenda was the approval of the Corporation’s audited financial statements as of 31 December 2019. He stated that copies of the financial statements were integrated in the Information Statement previously made available to the stockholders.

Upon motion made and seconded, there being no objections, made in writing or made during the meeting itself, all of the stockholders present unanimously approved the audited financial statements of the Corporation as of 31 December 2019.

V. **RATIFICATION OF ALL ACTS OF THE BOARD OF DIRECTORS, BOARD COMMITTEES, AND MANAGEMENT FOR THE PERIOD COVERING 23 MAY 2019 TO 31 MAY 2020**

Mr. Uy stated that the next item on the agenda is the ratification of all the acts of the Board of Directors, the Board Committees, and the Management for the period covering 23 May 2019 to 31 May 2020. He stated that those action are covered in the Annual Report and various disclosures to the Securities and Exchange Commission and the Philippine Stock Exchange.

Upon motion duly made and seconded, there being no objections made in writing or during the meeting itself, all of the stockholders present ratified and approved all acts of the Corporation’s board of directors, board committees, and management for the period covering 23 May 2019 to 31 May 2020.

VII. **AMENDMENT OF THE ARTICLES OF INCORPORATION OF THE CORPORATION**

Mr. Uy stated that the next item on the agenda is the amendment of the Articles of Incorporation of the Corporation. According to him, the following are the amendments to be voted on by the stockholders of the Corporation:

- a. To increase the authorized capital stock of the Corporation from Eight Billion Pesos (PhP8,000,000,000.00) divided into Eight Billion (8,000,000,000) common shares with a par value of One Peso (PhP1.00) per share to up to Fifteen Billion Pesos (PhP15,000,000,000.00) divided into Fifteen Billion (15,000,000,000) common shares with a par value of One Peso (PhP1.00) per share.
- b. To amend the Corporation’s term from 50 years to perpetuity.

It was explained that the approval of the stockholders for the increase in authorized capital stock was previously obtained last May 23, 2019. However, approval was sought anew since the Revised Corporation Code requires to Corporation to file the application with the SEC within 6 months from shareholders' approval.

Upon motion duly made and seconded, there being no objections made in writing or made during the meeting itself, all stockholders present approved the amendments to the Corporation's Articles of Incorporation, namely: (a) the increase in the authorized capital stock of the Corporation from Php8,000,000,000.00 to Php15,000,000,000.00 divided into 15,000,000,000 common shares with a par value of Php1.00 per share, and (b) the amendment of the Corporation's term from 50 years to perpetuity.

VIII. **APPROVAL OF THE GRANT OF AUTHORITY TO THE BOARD OF DIRECTORS TO ISSUE SUCH NUMBER OF SHARES OF STOCK OUT OF THE INCREASE IN AUTHORIZED CAPITAL STOCK AT AN ISSUE PRICE OF NOT LESS THAN THE PAR VALUE AS THE BOARD OF DIRECTORS MAY DETERMINE AND TO ACCEPT CASH OR NON-CASH PROPERTIES AS PAYMENT FOR SUCH SUBSCRIPTION AND THE LISTING OF SUCH SHARES WITH THE PHILIPPINE STOCK EXCHANGE**

The next item on the agenda was the approval of the grant of authority to the Board of Directors to issue such number of shares of stock out of the existing capital stock and increase in authorized capital stock, at an issue price of not less than par value as the Board of Directors may determine, and to accept cash or non-cash properties as payment for such subscription, and the listing of such shares with the Philippine Stock Exchange.

Upon motion duly made and seconded, there being no objections made in writing or made during the meeting, all stockholders present approved the grant of authority to the Corporation's Board of Directors to issue such number of shares out of the existing capital stock and increase in authorized capital stock at an issue price determined by the Board of Directors but not less than the par value, to accept cash or non-cash properties as payment for such subscription, and to list such shares with the Philippine Stock Exchange.

In relation to this, it was stated that Part A Article V of the PSE Revised Listing Rules requires that a rights or public offering is required to be undertaken before the PSE to allow the listing of shares subscribed by any party or to parties acting in concert amounting to at least 10%. However, the requirement to conduct a rights or public offering of the shares subscribed may be waived by a majority vote representing the outstanding shares held by the minority stockholders present or represented in the meeting. The Corporation then sought for such waiver from among the minority stockholders present.

Upon motion of one of the minority stockholders duly made and seconded, there being no objections from any of the minority stockholders, the minority stockholders approved the waiver of Part A, Article V of the PSE Revised Listing Rules in connection with the listing of the shares issued pursuant to the increase in authorized capital stock of the Corporation.

IX. **APPROVAL OF THE ISSUANCE OF SHARES PURSUANT TO AN EQUITY OFFERING, PRIVATE PLACEMENT, OR SIMILAR TRANSACTION TO BE DETERMINED BY THE BOARD AND THE LISTING OF SUCH SHARES**

The next item on the agenda was the grant of authority to the Board of Directors to conduct an equity offering, private placement or similar transaction under such terms and conditions as it may determine and for the approval of the listing of the shares offered under the said transaction.

Upon motion duly made and seconded, there being no objections made in writing or made during the meeting, all minority shareholders affirmatively voted on the waiver of Part A

Article V of the PSE Revised Listing Rules in connection with the listing of the shares issued pursuant to the increase in authorized capital stock of the Corporation.

X. ELECTION OF THE BOARD OF DIRECTORS FOR 2020-2021

Mr. Uy informed the stockholders present that the table was open for nomination of the directors of the Corporation. Thereupon, the following were nominated to be the directors of the Corporation:

DENNIS A. UY
CHERYLYN C. UY
RAYMUNDO MARTIN M. ESCALONA
LARA C. LORENZANA
JOSE ANGEL SUEIRO
MA. CONCEPCION F. DE CLARO
ERIC O. RECTO - INDEPENDENT DIRECTOR
WILLIAM W. YAP - INDEPENDENT DIRECTOR
ANGELA E. IGNACIO - INDEPENDENT DIRECTOR

After the nomination of the above named persons, and upon motion made, seconded and unanimously carried, the nominations were closed and the above named persons were declared elected as members of the Board of Directors of the Corporation until the next election of directors or until their successors shall have been duly elected and qualified.

XI. APPOINTMENT OF EXTERNAL AUDITOR FOR THE YEAR 2020

The next item on the agenda was the reappointment of the external auditor for the year 2020. Based on the votes, the stockholders approved the appointment of the firm of Sycip, Gorres, Velayo & Co. as the external auditor of the Corporation for the year ending 31 December 2020.

Upon motion duly made and seconded, and there being no objections made in writing or made during the meeting, all stockholders present approved the appointment of the firm Sycip, Gorres, Velayo & Co. as the Corporation's external auditor.

XII. OTHER MATTERS

The next item on the agenda was the question and answer portion to the queries sent by the stockholders via email.

The first question asked what the impact of COVID-19 was to the operations of Donatela and the ongoing construction of the Emerald. To this, the President, Mr. Raymundo Martin Escalona answered that there was a significant number of cancelled bookings and decline in occupancy rate for Donatela while there was a slowdown in construction and delay in delivery of materials for The Emerald. However, there was still some work being done by workers that were caught onsite.

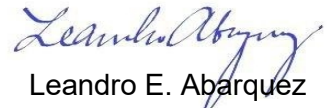
The last question asked the management for a timeline when they foresee the recovery of domestic and foreign tourism and how this recovery is aligned with the completion of The Emerald. To this, Mr. Escalona replied that they think that there will be some recovery by sometime next year going into 2022. The completion of the first phase of Emerald Bay by the second quarter of 2022 is well-timed with the recovery that they are seeing.

XIII. ADJOURNMENT

There being no other matters to discuss, the meeting was, on motion made and seconded,

adjourned.

CERTIFIED CORRECT:


Leandro E. Abarquez
Corporate Secretary

MINUTES READ AND APPROVED:

DENNIS A. UY
Chairman

CHERYLYN C. UY
Director

RAYMUNDO MARTIN M. ESCALONA
President and Director

JOSE ANGEL SUEIRO
COO and Director

LARA C. LORENZANA
Director, CFO and Treasurer

MA. CONCEPCION F. DE CLARO
Director

ERIC O. RECTO
Independent Director

WILLIAM W. YAP
Independent Director

MA. ANGELA E. IGNACIO
Independent Director