



A Udenna Company

## **NOTICE OF ANNUAL STOCKHOLDERS' MEETING**

**TO: ALL SHAREHOLDERS**

NOTICE IS HEREBY GIVEN that the annual stockholders' meeting of **PH Resorts Group Holdings, Inc.** (the "**Corporation**") will be held on **22 July 2020, Wednesday**, at **11 o'clock**, via videoconferencing, for the purpose of taking up the following:

### **AGENDA**

1. Call to Order
2. Proof of Notice of Meeting
3. Certification of Quorum
4. Approval of Minutes of Meeting of Stockholders held on 23 May 2019
5. Report of the President
6. Approval of the Audited Financial Statements as of 31 December 2019
7. Ratification and confirmation of all acts and resolutions of the Board and Management executed in the normal course of business covering the period 23 May 2019 to 31 May 2020
8. Approval of the Amendments of the Articles of Incorporation of the Corporation for the following matters:
  - To increase the authorized capital stock of the Corporation from Php 8,000,000,000 to up to Php15,000,000,000 divided into 15,000,000,000 common shares or such amount and number of shares as determined by the Board of Directors.
  - To amend the Corporation's corporate term from 50 years to perpetuity.
9. 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 and 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.
10. Approval of 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.
11. Election of the Board of Directors for 2020.

12. Appointment of External Auditors
13. Other Matters
14. Adjournment

In accordance with the rules of the Philippine Stock Exchange, only stockholders of record as of 30 June 2020 are entitled to notice of and to vote as such in the annual shareholders' meeting and any adjournment thereof.

In view of the current COVID-19 pandemic and the General Community Quarantine in the City of Taguig where the Company's principal address is located, the physical and actual holding of the Annual Stockholders' Meeting cannot be conducted. In lieu thereof, the Annual Meeting on 22 July 2020 shall be conducted via live streaming.

Stockholders who intend to participate are required to register by sending an email, together with the requirements to [phr\\_legal@phresorts.com](mailto:phr_legal@phresorts.com) on or before 21 July 2020 (12:00 p.m., Philippine time). Full list of the requirements may be viewed on the Company's website at <http://phresorts.com/>. The registration is subject to validation, and successful registrations will receive an electronic invitation via email, along with a complete guide on how to join, participate and vote in the Meeting.


Copies of the Notice of the Meeting, Annual Report, Definitive Information Statement and other related documents may be found on the Company's website at <http://phresorts.com/> and through the PSE Edge Portal.

Proxy Forms and Special Powers of Attorney or other Authorization forms are available in the Company's website must be submitted to the Office of the Corporate Secretary, 21st Fl., Udenna Tower, Rizal Driver corner 4th Ave., Bonifacio Global City, Taguig City by mail or sent by email to [phr\\_legal@phresorts.com](mailto:phr_legal@phresorts.com). Validation of proxies and registration shall commence on 17 July 2020 until 5 p.m. of 20 July 2020.

Participation in the meeting as well as voting shall be through remote communication. Detailed Procedure for voting shall be posted on the Company's website. Stockholders may also send your queries regarding the conduct of the Meeting to [phr\\_legal@phresorts.com](mailto:phr_legal@phresorts.com)

There will be audio and visual recording of the Meeting.

Taguig City, 16 June 2020.

  
**LEANDRO E. ABARQUEZ**  
Corporate Secretary