



ANNUAL STOCKHOLDERS' MEETING
1 August 2024 at 10:00 a.m.
Via Videoconferencing
PROXY/BALLOT

I/We, _____, the undersigned stockholder of PH RESORTS GROUP HOLDINGS, INC. (the "Company"), hereby appoint, name, and constitute _____ or in his/ her absence, the Chairman of the Board, or in the latter's absence, the Secretary of the Meeting, as my attorney-in-fact and proxy, to represent me at the Annual Stockholders' Meeting of the Company on **Thursday, 1 August 2024 at 10:00 a.m.** and any adjournment(s) thereof, as fully and to all intents and purposes as I might or could if present and voting in person, hereby ratifying and confirming any and all actions take on matters which may properly come before such meeting or adjournment(s) thereof.

In particular, I/We hereby direct to vote all my/our shares on the agenda items set forth below as I/We have expressly indicated by marking the same with an "X".

Items	Action		
	For	Against	Abstain
1. Approval of the Minutes of the Previous Meeting held on 26 July 2023			
2. Approval of the Audited Financial Statements as of 31 December 2023			
3. Ratification and Confirmation of All Acts and Resolutions of the Board of Directors and Management since the last Annual Stockholders' Meeting.			
4. 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 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.			
5. Waiver by the majority of the minority stockholders present or represented of the rights or public offering as required under Part A Article V of the PSE Revised Listing Rules (only in the event that the holder of the shares issued pursuant to the transaction, will result in the issuance of at least 10% of the Corporation's total issued and outstanding shares pursuant to Article V Part A of the PSE Revised Listing Rules)			
6. Approval of issuance of shares pursuant to an equity offering, private placement, top-up placement, or similar transaction to be determined by the Board and the listing of such shares.			
7. Waiver by the majority of the minority stockholders present or represented of the rights or public offering as required under Part A Article V of the PSE Revised Listing Rules (only in the event that the holder of the shares issued pursuant to the transaction, will result in the issuance of at least 10% of the Corporation's total issued and outstanding shares pursuant to Article V Part A of the PSE Revised Listing Rules)			
8. Election of the Board of Directors for 2024:			
● Dennis A. Uy			
● Raymundo Martin M. Escalona			
● Jose Angel Sueiro			
● Lara C. Lorenzana			
● Cherylyn C. Uy			
● <u>Eric O. Recto</u>			



● William W. Yap (as Independent Director)			
● Ma. Angela E. Ignacio (as Independent Director)			
● <u>Jonathan L. Ravelas (as Independent Director)</u>			
9. Appointment of External Auditor			

PRINTED NAME OF STOCKHOLDER

SIGNATURE OF STOCKHOLDER

Number of shares:

Date:

THIS BALLOT SHOULD BE RECEIVED BY THE CORPORATE SECRETARY ON OR BEFORE **1 August 2024 (5:00 p.m.)** through email at phr_legal@phresorts.com or delivery to the Office of the Corporate Secretary at the 21st Floor Udenna Tower, Rizal Drive corner 4th Avenue, Bonifacio Global City, Taguig City.

PROXY VALIDATION WILL COMMENCE ON **10 July 2024**. A COMMITTEE UNDER THE OFFICE OF THE CORPORATE SECRETARY WILL VALIDATE THIS FORM BY CHECKING THE NAME AND THE NUMBER OF SHARES HELD BY THE STOCKHOLDER IN THE RECORDS OF THE CORPORATION AS OF RECORD DATE. THE STOCKHOLDER'S AND HIS/HER PROXY'S VALID GOVERNMENT IDS MUST ALSO BE SUBMITTED FOR VALIDATION AND CONFIRMATION OF THEIR RESPECTIVE IDENTITIES.

THIS PROXY, WHEN PROPERLY EXECUTED, WILL BE VOTED IN THE MANNER AS DIRECTED HEREIN BY THE STOCKHOLDER(S). IF NO DIRECTION IS MADE, THIS PROXY WILL BE VOTED FOR THE ELECTION OF ALL NOMINEES AND FOR THE APPROVAL OF THE MATTERS STATED ABOVE AND FOR SUCH OTHER MATTERS AS MAY PROPERLY COME BEFORE THE MEETING IN THE MANNER DESCRIBED IN THE INFORMATION STATEMENT.

A STOCKHOLDER GIVING A PROXY HAS THE POWER TO REVOKE IT AT ANY TIME BEFORE THE RIGHT GRANTED IS EXERCISED. A PROXY IS ALSO CONSIDERED REVOKED IF THE STOCKHOLDER ATTENDS THE MEETING IN PERSON AND EXPRESSED HIS INTENTION TO VOTE IN PERSON. THIS PROXY DOES NOT NEED TO BE NOTARIZED. (Partnerships, Corporation and Associations must attach certified resolutions designating their proxies/ representatives and authorized signatories.)