



## **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 **1 August 2024, Thursday, at 10 o'clock a.m.**, in Taguig City 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 26 July 2023
5. Report of the President
6. Approval of the Audited Financial Statements as of 31 December 2023
7. Ratification and confirmation of all acts and resolutions of the Board and Management executed in the normal course of business since the last Annual Stockholders' Meeting held on 26 July 2023
8. 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.
9. 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 in the event that the holder of the shares issued out of the existing capital stock, will result in the issuance of at least 10% of the Corporation's total issued and outstanding shares.
10. 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.
11. 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 in the event that the holder of the shares issued, pursuant to an equity offering, private placement, top-up placement or similar transaction, will result in the issuance of at least 10% of the Corporation's total issued and outstanding shares.
12. Election of the Board of Directors for 2024

13. Appointment of External Auditor
14. Other Matters
15. Adjournment

In accordance with the rules of the Philippine Stock Exchange, only stockholders of record as of 12 July 2024 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, the physical and actual holding of the Annual Stockholders' Meeting cannot be conducted. In lieu thereof, the Annual Meeting on 1 August 2024 shall be conducted via live streaming through [https://us06web.zoom.us/webinar/register/WN\\_zPRWuXAgQnOilKhcrvjLXw#/registration](https://us06web.zoom.us/webinar/register/WN_zPRWuXAgQnOilKhcrvjLXw#/registration)

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 31 July 2024 (5:00 p.m., Philippine time). The full list of the requirements may be viewed on the Company's website at <https://www.phresorts.com/notice-of-annual-or-special-stockholders-meetings/>. 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.

In compliance with Section 49 of the Revised Corporation Code, SEC Memorandum Circular No. 3, series of 2020 and Notice dated 16 February 2022, copies of the Notice of the Meeting, Annual Report, Definitive Information Statement and other related documents may be found on the Company's website 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, 20th Fl., Udenna Tower, Rizal Drive 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 11 July 2024 until 5 p.m. of 26 July 2024.

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 an audio and visual recording of the meeting.

Taguig City, 10 July 2024.

  
**LEANDRO E. ABARQUEZ**  
Corporate Secretary