



## **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 **17 July 2025, Thursday, at 11 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 1 August 2024
- 5) Report of the President
- 6) Approval of the Audited Financial Statements as of 31 December 2024
- 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 1 August 2024
- 8) Reapproval of the amendment of the of the Articles of Incorporation to increase the authorized capital stock of the Corporation from Eight Billion Pesos to Fifteen Billion Pesos (Php15,000,000,000.00) divided into Fifteen Billion Common Shares
- 9) Authority for the Board to sell or transfer assets to pay off existing liabilities under the terms and conditions as the Board of Directors may determine
- 10) 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.
- 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 out of the existing capital stock, will result in the issuance of at least 10% of the Corporation's total issued and outstanding shares.
- 12) 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.
- 13) 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.

- 14) Election of the Board of Directors for 2025
- 15) Appointment of External Auditor
- 16) Other Matters
- 17) Adjournment