C O V E R S H E E T

PH RESORTS GROUP HOLDINGS, INC.

Company's Full Name

20th Floor Udenna Tower,

Rizal Drive corner 4th Avenue, Bonifacio Global City,

Taguig City, Philippines

Company's Address: No./Street/City/Town/Province

(632) 8403-4007

Company's Telephone Number

31 December

Fiscal Year

Ending (Month &

Day)

DEFINITIVE INFORMATION STATEMENT

SEC Form 20-IS

FORM TYPE

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PH
RESORTS GROUP
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 **21 October 2026, Wednesday, at 3 o'clock p.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 17 July 2025
5. Report of the President
6. Approval of the Audited Financial Statements as of 31 December 2025
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 17 July 2025
8. Authority to transfer the Corporation's ownership interest in PH Travel and Leisure Holdings Corp.
9. Approval of the amendment of the Articles of Incorporation to reflect the following:
   A. Amendment of the Primary and Secondary Purposes
   B. Increase in the authorized capital stock of the Corporation from Eight Billion Pesos to up to Twenty Billion Pesos (Php20,000,000,000.00) divided into Twenty Billion Common Shares.
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 2026

15. Appointment of External Auditor

16. Other Matters

17. Adjournment

In accordance with the rules of the Philippine Stock Exchange, only stockholders of record as of 1 October 2026 are entitled to notice of and to vote as such in the annual shareholders' meeting and any adjournment thereof.

The Annual Meeting on 21 October 2026 shall be conducted via live streaming through:

https://us06web.zoom.us/webinar/register/WN_d6iEOy9VTFWWWCbfEuCr_A

Stockholders who intend to participate are required to register by sending an email, together with the requirements, to phr_legal@phresorts.com on or before 20 October 2026 (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, 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 Driver corner 4th Ave., Bonifacio Global City, Taguig City by mail or sent by email to phr_legal@phresorts.com. Validation of proxies and registration shall commence on 29 September 2026 until 5 p.m. of 20 October 2026.

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.

There will be an audio and visual recording of the meeting.

Taguig City, 25 September 2026.

LEANDRO E. ABARQUEZ
Corporate Secretary

EXPLANATION OF AGENDA ITEMS

1. Call to Order

The Chairman shall call the meeting to order and shall formally signal the beginning of the meeting.

2. Proof of Notice of Meeting

The Corporate Secretary will certify that all stockholders on record have been notified about the meeting in accordance with the Revised Corporation Code and the relevant guidelines. The Corporate Secretary shall also certify the Company's compliance with the publication requirements.

3. Certification of Quorum

The Corporate Secretary shall certify the number of stockholders present or represented during the meeting and declare that there is a quorum to transact business.

Stockholders who will participate via remote communication and vote in absentia are included in the determination of a quorum in accordance with Sections 23 and 57 of the Revised Corporation Code.

4. Approval of Minutes of Last Annual Stockholders' Meeting

The minutes of the 2025 ASM held on 17 July 2025 reflecting the proceedings held therein, the resolutions adopted and approved during the meeting and the corresponding number or percentage of votes for each agenda item shall be presented for the approval of at least a majority of the stockholders present or represented during the meeting.

5. Report of the President

The President or his duly authorized representative shall deliver a report to the stockholders to provide updates on the Company's business and financial highlights during the year ended 31 December 2025.

6. Approval of the Audited Financial Statements as of 31 December 2025

The Company's audited financial statements as of 31 December 2025 together with the external auditor's explanatory notes, shall be presented for approval by at least a majority of the stockholders present or represented during the meeting.

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 17 July 2025

A summary of the acts and resolutions of the Company's Board of Directors from 18 July 2025 to 25 September 2026 is enumerated in Item 15 of this DIS and will be submitted for ratification and approval of at least a majority of the stockholders present or represented during the meeting.

8. Authority to transfer the Corporation's ownership interest in PH Travel and Leisure Holdings Corp.

In order to strengthen the Corporation's financial profile, the Corporation will seek the approval of at least two-thirds of the stockholders present or represented during the meeting to transfer the Corporation's ownership interest in its wholly-owned subsidary, PH Travel, to its ultimate parent company, Udenna Corporation.

9. Approval of the amendment of the Articles of Incorporation to reflect the following:

A. Amendment of the Primary and Secondary Purposes

The approval by at least two-thirds of the outstanding capital stock present or represented during the meeting for the amendment of Article Second of the Corporation's Articles of Incorporation shall be sought in order to expand the scope of industries or businesses in which it can hold shares in.

B. Increase in the authorized capital stock of the Corporation from Eight Billion Pesos to up to Twenty Billion Pesos (Php20,000,000,000.00) divided into Twenty Billion Common Shares.

The approval by at least two-thirds of the outstanding capital stock present or represented during the meeting for the amendment of Article Seventh of the Corporation's Articles of Incorporation to increase its outstanding capital stock to up to Twenty Billion Pesos will be sought to provide additional capitalization for the Corporation.

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.

The approval of at least a majority of the Corporation's outstanding capital stock present or represented during the meeting shall be sought for the delegation of authority to the board of directors to ascertain the necessity and to stipulate the terms and conditions for the issuance of shares to any party. The stockholders shall delegate to the Board the power to determine an issue price; provided, that the same is not below par value; to identify the nature of consideration (cash or non-cash properties); and to arrange for the listing of such shares in the PSE.

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.

In connection with the listing of newly issued shares and pursuant to Part A Article 5 of the PSE Revised Listing Rules, a rights or public offering is required to be undertaken before the PSE allows the listing of shares subscribed by any party amounting to at least 10%. However, this requirement may be waived by a majority vote representing the outstanding shares held by the minority stockholders present or represented in a stockholders' meeting. Thus, the Corporation will seek the affirmative vote of the majority of the minority stockholders present or represented during the ASM.

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.

The approval of at least a majority of the Corporation's outstanding capital stock present or represented during the meeting shall be sought to allow the Corporation, through the management's discretion and with the approval of the board of directors, to issue shares pursuant to an equity offering, private placement, top-up placement, or similar transaction and to delegate the listing of such shares in the PSE to the board.

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.

Same rationale as item 11 above.

14. Election of the Board of Directors for 2026

The stockholders shall elect the members of the board of directors, including independent directors, for the ensuing fiscal year until the next stockholders' meeting. The nomination committee ensures that all director nominees possess all of the qualifications and none of the disqualifications for election to the Corporation's Board of Directors.

15. Appointment of External Auditor

A resolution recommending the appointment of Sycip, Gorres, Velayo & Company as the Corporation's external auditor for the fiscal year ended 31 December 2026 shall be presented for the approval of at least a majority of the Corporation's outstanding capital stock present or represented during the meeting.

16. Other Matters

The Chairman shall open the floor for questions to the management sent by the stockholders via email. Management shall endeavor to answer the questions during the ASM. However, if there is not enough time to entertain all the questions, management shall respond to the questions via email.

17. Adjournment

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 20-IS

INFORMATION STATEMENT PURSUANT TO

SECTION 20 OF THE SECURITIES REGULATION

CODE

1. Check the appropriate box:

   [] Preliminary Information Statement

   [√] Definitive Information Statement

2. Name of Registrant as specified in its charter: **PH RESORTS GROUP HOLDINGS INC.**

3. Country of incorporation: **PHILIPPINES**

4. SEC Identification Number: **CS200901269**

5. BIR Tax Identification Code: **007-236-853-000**

6. Address of principal office:

   20th Floor Udenna Tower, Rizal Drive corner 4th Avenue, Bonifacio Global City, Taguig City, Philippines Postal Code: 1634

7. Registrant's telephone number, including area code: **(632) 8403-4007**

8. Date, time and place of the meeting of security holders:
   21 October 2026, Wednesday, 3:00 p.m.; via Videoconference through

   https://us06web.zoom.us/webinar/register/WN_d6iEOy9VTFWWWCbfEuCr_A

   The presiding officer will preside the meeting from the Corporation's principal office located at 20th Floor, Udenna Tower, Rizal Drive corner 4th Avenue, Bonifacio Global City, Taguig City.

9. Approximate date on which the Information Statement is first to be sent or given to security holders: **29 September 2026**

10. Securities registered pursuant to Sections 8 and 12 of the Code or Sections 4 and 8 of

the RSA (information on number of shares and amount of debt is applicable only to corporate registrants):

Title of Each Class	Number of Shares of Common Stock Outstanding or Amount of Debt Outstanding
Common Stock, ₱1 par value	**7,282,017,027 shares** (as of 24 September 2026)

11. Are any or all of registrant's securities listed on a Stock Exchange?

Yes _√_ No __

If yes, disclose the name of such Stock Exchange and the class of securities listed therein:

There are 7,282,017,027 common shares in the Company that are listed in the Philippine Stock Exchange as of 24 September 2026.

WE ARE NOT ASKING YOU FOR A PROXY AND YOU ARE REQUESTED NOT TO SEND US A PROXY

PART I.

INFORMATION REQUIRED IN THE INFORMATION STATEMENT

A. GENERAL INFORMATION

Item 1. Date, Time, and Place of Meeting of Security Holders

Date	:	21 October 2026
Time	:	3:00 p.m.
Place	:	Taguig City (Via Videoconference)

https://us06web.zoom.us/webinar/register/WN_d6iEOy9VTFWWWCbfEuCr_

A Principal Office: 20th Floor Udenna Tower, Rizal Drive corner 4th Avenue, Bonifacio Global City, Taguig City, Philippines

The approximate date on which the information statement and proxy form will be sent to all shareholders is on 29 September 2026.

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Item 2. Dissenter's Right of Appraisal

The stockholders of the Company may exercise the right of appraisal with respect to the actions to be taken up at the meeting pursuant to Section 80 of the Revised Corporation Code of the Philippines which states that:

"Any stockholder of a corporation shall have the right to dissent and demand payment of the fair value of his shares in the following instances:

1. In case any amendment to the articles of incorporation has the effect of changing or restricting the rights of any stockholders or class of shares, or of authorizing preferences in any respect superior to those of outstanding shares of any class, or of extending or shortening the terms of corporate existence.
2. In case of sale, lease, exchange, transfer, mortgage, pledge or other disposition of all or substantially all of the corporate property and assets as provided in this code; and
3. In case of merger or consolidation; and
4. In case of investment of corporate funds for any purpose other than the primary purpose of the corporation."

The ASM Agenda includes the approval of the transfer of all or substantially all of the Corporation's assets and property through the transfer of PH Travel and

Leisure Holdings Corp. ("PH Travel") wherein dissenting stockholders may exercise their appraisal right.

Section 81 of the Revised Corporation Code explains the procedure for how such right is exercised:

1. The dissenting stockholder who votes against a proposed corporate action may exercise the right of appraisal by making a written demand on the corporation for the payment of the fair value of shares held within thirty (30) days from the date on which the vote was taken: Provided, that failure to make the demand within such period shall be deemed a waiver of the appraisal right. If the proposed corporate action is implemented, the corporation shall pay the stockholder, upon surrender of the certificate or certificates of stock representing the stockholder's shares, the fair value thereof as of the day before the vote was taken, excluding any appreciation or depreciation in anticipation of such corporate action.

2. If, within sixty (60) days from the approval of the corporate action by the stockholders, the withdrawing stockholder and the corporation cannot agree on the fair value of the shares, it shall be determined and appraised by three (3) disinterested persons, one of whom shall be named by the stockholder, another by the corporation, and the third by the two (2) thus chosen. The findings of the majority of the appraisers shall be final, and their award shall be paid by the corporation within thirty (30) days after such award is made: Provided, that no payment shall be made to any dissenting stockholder unless the corporation has unrestricted retained earnings in its books to cover such payment: Provided, further, that upon payment by the corporation of the agreed or awarded price, the stockholder shall forthwith transfer the shares to the corporation.

Item 3. Interest of Certain Persons in or Opposition to Matters to be Acted Upon

There is no substantial interest, direct or indirect, by security holdings or otherwise, of any director or officer of the Company, any nominee or associate thereof, in any matter to be acted upon, other than elections to office.

The Board of Directors of the Company is not aware of any party who has indicated an intention to oppose the motions set forth in the Agenda.

B. CONTROL AND COMPENSATION INFORMATION

Item 4. Voting Securities and Principal Holders Thereof

As of 24 September 2026, there are 7,282,017,027 shares of PH Resorts Group Holdings, Inc. common stock outstanding and entitled to vote at the Annual Stockholders' Meeting. Each common share shall be entitled to one (1) vote. Only holders of the Company's stock of record at the close of business on 1 October 2026, acting in person or by proxy on the day of the meeting, are entitled to notice and to vote at the Annual Stockholders' Meeting to be held on 21 October 2026.

Cumulative voting is allowed for the election of the members of the Board of Directors. Each stockholder may vote the number of shares of stock outstanding in his own name as of the record date of the meeting for as many persons as there are directors to be elected or he may cumulate said shares and give one candidate as many votes as the number of directors to be elected multiplied by the number of his shares shall equal, or he may distribute them on the same principle among as many candidates as he shall see fit; provided that the total number of votes cast by him shall not exceed the number of shares owned by him as shown in the books of the corporation multiplied by the whole number of directors to be elected and provided, however, that no delinquent stock shall be voted.

a. *Security Ownership of Certain Record and Beneficial Owners*

The following table presents the record/beneficial owners known to the Company who in person or as group own more than five percent (5%) of the issued and outstanding capital stock of the Company as of 15 September 2026.

Class of Shares Held	**Name, Address of Record Owner and Relationship with Issuer**	**Name of Beneficial Owner and Relationship with Record Owner**	**Citizenship**	**No. of Shares Held**	**Percent**
Common	Udenna Corporation[1] (Stockholder and Ultimate Parent Company) Address: Stella Hizon Reyes Road, Bo. Pampanga, Davao City 8000	Dennis A. Uy, Cherylyn C. Uy, Silver Crescent Global Limited, Elite First Investment Limited (collectively, controlling stockholders of the Record Owner)	Filipino	5,215,346,462	71.62

b. *Security Ownership of Management*

As of 17 September 2026, the shares owned of record or beneficially by the directors and the executive officers are as follows:

Class of Shares Held	**Name of Beneficial Owner of Stock**	**Nature of Beneficial Ownership**	**Citizenship**	**No. of Shares**	**Percent of Class**
Common	Dennis A. Uy (Through Udenna Corporation)	D / I	Filipino	1,500,001 (D) 2,434,002,193(I)	33.45%
Common	Cherylyn C. Uy (Through Udenna Corporation)	D / I	Filipino	1 (D) 695,205,683(I)	9.54%
Common	Raymundo Martin M. Escalona	D	Filipino	1,501,000	0%
Common	Jose Angel Sueiro	D	Spanish	1,501,000	0%
Common	Lara C. Lorenzana	D	Filipino	1,001,000	0%
Common	Jonathan L. Ravelas	D	Filipino	10,000	0%
Common	William W. Yap	D	Filipino	5,300	0%
Common	Eric O. Recto	D	Filipino	1,000	0%
Common	Leandro E. Abarquez	D	Filipino	1,000,000	0%
Common	Leo Benedict D. Venezuela	D	Filipino	1,000,000	0%

Directors and officers as a group hold a total of 3,136,727,178 shares equivalent to 43.07% of the issued and outstanding capital stock of PHR.

[1] Udenna Corporation has designated Mr. Alexis Carlo G. Magsumbol as its authorized representative empowered to vote on behalf of Udenna for PHR's upcoming ASM.

Dennis A. Uy and Cherylyn C. Uy own indirectly more than 5% shares of the Company's total outstanding capital stock.

c. *Voting Trust Holders of 5% or more*

The Company has no knowledge of any voting trust agreement or any other similar arrangement which may result in a change in control of the Company.

d. *Changes in Control*

There is no arrangement which may result in a change in control of the Company.

Item 5. Directors and Executive Officers

a. *Directors and Senior Officers*

The Company's Board of Directors is responsible for the overall management and direction of the Company. The Board meets regularly on a quarterly basis, or as often as required, to review and monitor the Company's financial position and operations.

The directors of the Company are elected at the Annual Stockholders' Meeting to hold office for one (1) year and until their respective successors have been elected and qualified. All directors are required to perform their respective duties and responsibilities in accordance with the Corporation's Revised Manual on Corporate Governance and are evaluated based on their performance and compliance with the provisions of the Manual.

Except for Dennis A. Uy and Cherylyn C. Uy, none of the members of the Board of Directors and Officers of the Company own directly or indirectly more than 5% of PH Resorts Group Holdings Inc.'s shares.

None of the directors were involved in any self-dealing or substantial related party transactions.

The table below sets forth the members of the Company's Board and senior officers as of 17 September 2026:

Name	Age	Citizenship	Term of Office as a Director/Officer	Period Served as a Director/Officer	Position
Dennis A. Uy		Filipino	8 years	Since 1 June 2018	Chairman, Director
Cherylyn C. Uy		Filipino	8 years	Since 1 June 2018	Director
Raymundo Martin M. Escalona		Filipino	8 years	Since 1 June 2018	President, Director
Lara Lorenzana		Filipino	8 years	Since 1 June 2018	Chief Financial Officer, Treasurer,

					Director
Jose Angel Sueiro		Spanish	8 years	Since 1 June 2018	Chief Operating Officer, Director
Eric O. Recto		Filipino	8 years	Since 25 June 2018	Director
William W. Yap		Filipino	8 years	Since 25 June 2018	Independent Director
Jonathan L. Ravelas		Filipino	2 years	Since 1 August 2024	Independent Director
Leandro E. Abarquez		Filipino	8 years	Since 1 June 2018	Corporate Secretary

b. *Family Relationships*

Dennis A. Uy, Chairman and Director of the Company, is the spouse of Cherylyn C. Uy, Director of the Company.

Other than as disclosed above, there are no other family relationships between Directors and members of the Company's senior management known to the Company.

c. *Independent Directors*

As of the submission of this report, Messrs. Jonathan L. Ravelas and William W. Yap are neither officers nor substantial shareholders of PH Resorts Group Holdings, Inc.

Effective 1 January 2017, the Company has adopted the new rules on the term limits of Independent Directors under the New Code of Corporate Governance ("New CG Code"). In accordance with SEC Memorandum Circular No. 7, series of 2026, current independent directors are allowed to serve for a maximum cumulative term of nine (9) years. Once an independent director has served the maximum cumulative period, he may serve as a non-independent director or officer of the Company without any cooling-off period. In the event that an independent director is elected as a non-independent director or officer within the nine-year term limit, he can be elected again as an independent director after observing a two-year cooling-off period. Once elected, the independent director may serve the remainder of his nine-year cumulative term limit. Notwithstanding the foregoing, incumbent independent directors who have served the maximum term upon the effectivity of MC No. 7, series of 2026 may continue to serve as such until the 2026 ASM of the Company or any other ASM date priorly approved by the SEC.

d. *Significant Employees*

While the Company values the contribution of each executive and non-executive employee, no single employee who is not an executive officer is expected to make a significant contribution to the business. Other than standard employment contracts, there are no arrangements with non-executive employees that will assure the continued stay of these employees with the Company.

e. *Involvement in Certain Legal Proceedings*

To the knowledge and/or information of the Company and as of the date of this Information Statement, the present members of the Board of Directors or its Senior Officers and the nominees for election as director named in the subsequent sections have not, as of the past five (5) years, been adjudged with finality in any material legal proceeding affecting/involving themselves and/or their properties before any court of law or administrative body in the Philippines or elsewhere. To the knowledge and/or information of the Company, the said persons have not been subject of any bankruptcy petition, convicted by final judgment of any offense punishable by the laws of the Republic of the Philippines or any other nation/country, or any violation of securities or commodities law. Neither is there any material pending legal proceeding involving the Company, its subsidiaries, affiliates or any property owned by the foregoing.

f. *Certain Relationships and Related Transactions*

Historically, the Company receives or extends advances from and to its major shareholders from time-to-time as the need arises. These advances are non-interest bearing and payable under certain terms and conditions primarily dependent on the Company's cash position.

The Company, in the regular course of trade or business, enters into transactions with affiliated/related companies principally consisting of management fees, leasing agreements and cash advances. Generally, management and leasing arrangements are renewed on an annual basis and are based on terms similar to those offered to non-related parties.

For a more comprehensive discussion on Related Party Transactions, please refer to Note 7 of the Company's 2025 Consolidated Audited Financial Statements annexed to this Information Statement.

There are no other transactions undertaken or to be undertaken by the Company in which any Director or Executive Officer, nominee for election as Director, or any member of their immediate family was or will be involved or had or will have a direct or indirect material interest.

g. *Elections of Directors*

The directors of the Company are elected at the Annual Stockholders' Meeting to hold office for one (1) year and until their respective successors have been elected and qualified.

The directors on the Nominations Committee are Mr. Raymundo Martin M. Escalona, Mr. William W. Yap, and Mr. Jose Angel Sueiro. The chairperson is Mr. Escalona and the Independent Director is Mr. Yap.

The following have been nominated as Directors of the Company for 2026-2027:

1. Dennis A. Uy
2. Cherylyn C. Uy
3. Ignacia S. Braga IV
4. Raymundo Martin M. Escalona
5. Alexis Carlo G. Magsumbol
6. Jose Angel Sueiro
7. William W. Yap
8. Jonathan L. Ravelas

The nominees were formally nominated to the Nomination Committee by Mr. Dennis A. Uy. Mr. William W. Yap and Mr. Jonathan L. Ravelas are the nominees for Independent Directors.

As required under SRC Rule 38 and as provided in the Corporation's By-Laws, the following criteria and guidelines shall be observed in the nomination and election of independent directors:

A. Definition

1. As used in Section 38 of the Code, independent director means a person who, apart from his fees and shareholdings, is independent of management and free from any business or other relationship which could, or could reasonably be perceived to, materially interfere with his exercise of independent judgment in carrying out his responsibilities as a director in any covered company and includes, among others, any person who:
   a. Is not a director or officer of the covered company or of its related companies or any of its substantial shareholders except when the same shall be an independent director of any of the foregoing;
   b. Does not own more than two percent (2%) of the shares of the covered company and/or its related companies or any of its substantial shareholders;
   c. Is not related to any director, officer or substantial shareholder of the covered company, any of its related companies or any of its substantial shareholders. For this purpose, relatives includes spouse, parent, child, brother, sister, and the spouse of such child, brother or sister;
   d. Is not acting as a nominee or representative of any director or substantial shareholder of the covered company, and/or any of its related companies and/or any of its substantial shareholders, pursuant to a Deed of Trust or under any

contract or arrangement;

e. Has not been employed in any executive capacity by the covered company and/or by any of its substantial shareholders within the last five (5) years;
f. Is not retained as professional adviser by the Corporation, and/or any of its related companies and/or any of its substantial shareholder within the last five (5) years;
g. Is not retained, either personally or through his firm or any similar entity, as professional adviser, by that covered company, any of its related companies and/or any of its substantial shareholders;
h. Has not engaged and does not engage in any transaction with the covered company and/or with any of its related companies and/or with any of its substantial shareholders, whether by himself and/or with other persons and/or through a firm of which he is a partner and/or a company of which he is a director or substantial shareholder, other than transactions which are conducted at arm's length and are immaterial.

No person convicted by final judgment of an offense punishable by imprisonment for a period exceeding six (6) years, or a violation of this Code, committed within five (5) years prior to the date of his election, shall qualify as an independent director. This is without prejudice to other disqualifications which the covered company's Manual on Corporate Governance provides.

Any controversy or issue arising from the selection, nomination or election of independent directors shall be resolved by the Commission by appointing independent directors from the list of nominees submitted by the stockholders.

When used in relation to a company subject to the requirements of this Rule and Section 38 of the Code:

a. **Related company** means another company which is: (a) its parent company, (b) its subsidiary, or (c) a subsidiary of its parent company; and
b. **Substantial shareholder** means any person who is directly or indirectly the beneficial owner of more than ten percent (10%) of any class of its equity security.

B. Qualifications

1. Must be the holder of at least one share of the Corporation;
2. College graduate or has sufficient management experience to compensate for lack of formal education or has been engaged or exposed to the business of the corporation for at least five (5) years;
3. Of legal age;

4. Possesses integrity and probity; and
5. Assiduous.

C. Disqualifications

1. Falls under Section II (5) of the Code of Corporate Governance;
2. Becomes an employee;
3. Beneficial ownership exceeds two percent (2%);
4. Absent in meetings up to 50%; and
5. Others as per Corporate Governance Manual.

D. Nominations

1. The Nominations Committee conducts nominations prior to the Annual Stockholders' Meeting.
2. The Nominations Committee solicits candidates for independent director. All recommendations are signed by the nominating shareholder together with acceptance and conformity by the prospective nominee.
3. The Nominations Committee pre-screens candidates whether they meet the requirements as an independent director per criteria mentioned above, general guidelines in the Corporate Governance Manual, Articles of Incorporation, By-Laws and perceived needs of the Board of Directors and the Corporation such as, but not limited to:
   a. Nature of business of corporations which he is a director of;
   b. Age;
   c. No. of directorships/active memberships/officer in other corporations and organizations;
   d. Possible conflict of interest.
4. The Nominations Committee shall prepare a list of all candidates and evaluate based on the above-listed required qualifications to enable it to effectively review the qualifications of the nominees for independent director.
5. After the nomination, the Committee shall prepare a final list of candidates which shall contain all the information about the nominees for independent director, as required under Part IV (A) and (C) of Annex C of SRC Rule 12, which list, shall be made available to the SEC and to all shareholders through the filing and distribution of the Information Statement or Proxy Statement, in accordance with SRC Rule 20, or in such other reports the company is required to submit to the SEC.
   The name of the person or group who recommended the nomination of the independent director shall be identified in such report including any relationship with the nominee.
6. Only nominees on the final list of candidates will be eligible for election. No other nominees shall be entertained after the final list is prepared. No further nomination will be allowed during the annual stockholders' meeting.

E. Election

1. Except as those required under the Rule and subject to pertinent existing laws, rules and regulations of the Commission, the conduct of the election of independent directors shall be made in accordance with the standard election procedures of the company or its by-laws.
2. It shall be the responsibility of the Chairman of the Meeting to inform all stockholders in attendance of the mandatory requirement of electing independent directors. He shall ensure that independent directors are elected during the stockholders' meeting.
3. Specific slots for independent directors shall not be filled-up by unqualified nominees.
4. In case of failure of election for independent directors, the Chairman of the Meeting shall call a separate election during the same meeting to fill up the vacancy.

In case of resignation, disqualification or cessation of independent directorship and only after notice has been made with the Commission within five (5) days from such resignation, disqualification or cessation, the vacancy shall be filled by the vote of at least a majority of the remaining directors, if still constituting a quorum, upon the nomination of the Committee otherwise, said vacancies shall be filled by the stockholders in a regular or special meeting called for that purpose. An independent director so elected to fill a vacancy shall serve only for the unexpired term of his predecessor in office.

The following nominees, as submitted to and pre-screened by the Nominations Committee of the Corporation, qualify as independent director:

1. William W. Yap
2. Jonathan L. Ravelas

The person who recommended Mr. Yap and Mr. Ravelas is Mr. Dennis A. Uy. Mr. Uy is not a relative of any of the nominated independent directors. For this purpose, a relative is a spouse, parent, child, brother, sister and the spouse of such child, brother, or sister defined under the Code of Corporate Governance for Publicly-Listed Companies (SEC Memorandum Circular No. 19). The respective certifications of the independent director nominees regarding their positions in other organizations are attached herewith as **Annexes "D" and "E"**.

Below are summaries of the business experience and credentials of the nominees for election to the Board of Directors for the succeeding fiscal year:

Dennis A. Uy
Mr. Dennis A. Uy is the Chairman of the Corporation. He is the Founder, Chairman, and CEO of Udenna Corporation, the parent company, with a

diverse business portfolio that includes interests in petroleum retail and distribution; shipping and logistics; property development; education; food; tourism; infrastructure; telecommunications, media and entertainment; and, energy. Mr. Uy is the Chairman of Chelsea Logistics Holdings Corporation, Chairman of Udenna Land Inc., Chairman and President of Udenna Infrastructure Corp., Chairman of Dito CME Holdings Corp., Chairman of Enderun Colleges, Inc. and Chairman of UC38 LLC. He is also the Chairman and Chief Executive Officer of DITO Telecommunity Corporation, and the Chairman and Chief Strategy Officer of Phoenix Petroleum Philippines Inc. Mr. Uy is the Chairman of the Udenna Foundation, and Phoenix Philippines Foundation, Inc. He is also the proponent and Head of Siklab Atleta Pilipinas Sports Foundation. In 2016, he was appointed as the Presidential Adviser on Sports, and has been the Honorary Consul of Kazakhstan to the Philippines since 2011. Mr. Uy is a graduate of De La Salle University with a degree in Business Management.

Cherylyn C. Uy

Ms. Cherylyn C. Uy is a Director of the Company. Ms. Uy is one of the pioneers/incorporators of Udenna Corporation. She is the Treasurer of various entities under the Udenna Group and is also a Director of PNX, CLC, and Dito CME. She is the Executive Director of Phoenix Philippines Foundation, Inc. and the President of Udenna Foundation, Inc., the corporate social responsibility entities of the Udenna Group. Ms. Uy is a graduate of Business and Finance from Ateneo de Davao University.

Raymundo Martin M. Escalona

Mr. Raymundo Martin M. Escalona is the incumbent President of the Company. Mr. Escalona has over 30 years of experience in corporate finance and banking, primarily in the areas of treasury and relationship management. Prior to joining the Company, Mr. Escalona was the Executive Vice President and served as the Head of the Institutional Banking Group of CTBC Bank (Philippines) Corp. He also served as the Executive Vice President and Corporate and Institutional Bank Head of Australia and New Zealand Bank, Manila Branch. Mr. Escalona was also previously the First Vice President and Unit Head of Corporate Banking and Financial Institutions in BDO; Vice President and Head of Large Local Corporate Unit and Deputy Corporate Banking Head in Deutsche Bank AG, Manila Branch; and Assistant Vice President of Relationship Management Unit in Citytrust. Mr. Escalona earned his Bachelor of Science in Commerce degree, Major in Management of Financial Institutions, at the De La Salle University.

Jose Angel Sueiro

Mr. Jose Angel Sueiro is the incumbent Chief Operating Officer of the Company. Mr. Sueiro has over 20 years of experience in the hotel and gaming industry and has worked on over 30 hotel and casino projects in 18 countries, such as Fiesta Casino Alajuela, Intercontinental Hotel Fiesta Casino Guatemala, Hilton Margarita Cirsa and Centrum Casino Lodz. He has extensive knowledge about product creation and marketing and has a deep understanding of the local regulatory environment, the relation and balance between different political, economic and social forces. During his time with Thunderbird Resorts (including the Thunderbird Hotel and

Casino in Rizal, Poro Point and Daman), a company with operations in more than 20 countries, he served the as the Chief Operating Officer, Vice President for Corporate Affairs and Vice President for Design and Construction. He was responsible for creating and executing strategy, communicating culture and running daily matters with the objective of increasing stakeholder value. Mr. Sueiro holds an MBA from EUDE Business School, Madrid.

William W. Yap
William W. Yap is one of the independent directors of the Company. He is currently the CEO of YYKredit Inc and the President of YYKaizen Food Labs Inc. and Udlot Realty Corporation. Mr. Yap also serves as the Treasurer for Nissan Cebu Distributors Inc. and Palawan Resources Development Corporation. Mr. Yap has a Bachelor's Degree in Industrial Engineering from the University of San Carlos.

Jonathan L. Ravelas
Mr. Jonathan L. Ravelas is the Company's Lead Independent Director. Currently, he serves as Senior Adviser at Reyes Tacandong & Co., Managing Director at eManagement for Business and Marketing Services, and Independent Director at DITO CME. Previously, he held the role of First Vice President and Chief Market Strategist at BDO Unibank from 2002 to 2022, and before that at Equitable PCI Bank. His distinguished career has also included key roles as a strategist, equities dealer, and portfolio manager across top firms like DBS Securities and ACE Securities. His expertise in trading strategies, corporate governance, forecasting, and investment analysis has earned him not only industry respect but also multiple accolades. Mr. Ravelas is a proud graduate of De La Salle University and an alumnus of the Asian Institute of Management's Asian Securities Executive Program.

Leandro E. Abarquez
Leandro E. Abarquez is the Corporate Secretary of the Company. He is also the Corporate Secretary of Dito CME Holdings Corp. (Formerly: ISM Communications Corporation). Prior to joining the Company, he was a Senior Associate at Romulo, Mabanta, Buenaventura, Sayoc & de los Angeles from 2010 to 2017, where he advised clients on various diverse matters and special projects including mergers and acquisitions, initial public offering, gaming regulatory advice, public-private partnerships, project finance, and dispute resolution matters. He received his bachelor's degree in Biology from the Ateneo de Manila University in 2004, and his juris doctor degree from the same university in 2009. He is also the Compliance Officer of CLC.

Ignacia S. Braga IV
Ms. Braga IV is one of the nominees for Director of the Company. Currently, she serves as the President and CEO of Udenna Corporation. She is also the Vice President for Finance of Udenna Management & Resources Corp., Aetos Air Philippines Inc., Global Synergy Trade and Distribution Corp., Le Penseur Inc., PNX-Udenna Insurance Brokers Inc., and Ulink Trade and Distribution Corp. In addition, she serves as a director and the treasurer of ADF Enderun 101, Inc. and Enderun Colleges Inc. She is also a member of

the board of directors of Starlite Ferries Inc. and its subsidiaries and Trans-Asia Shipping Lines, Incorporated. Ms. Braga is a Certified Public Accountant with more than thirty (30) years of corporate finance and accounting experience. Prior to joining the Company, she was the Assistant Vice President – Group Controller of Lapanday Foods Corporation and Controller of Macondray Agro-Industrial Corporation. She was the Finance Manager of RFM Tuna Corporation and the Asia Industries (Mindanao) Inc. She began her career as an auditor of Sycip, Gorres, Velayo & Co. in 1986. She graduated as Cum Laude with a Bachelor of Science degree in Commerce, Major in Accounting from the Ateneo de Davao University.

Alexis Carlo G. Magsumbol

Mr. Magsumbol is one of the nominees for Director of the Company. He currently serves as President of Udenna Land, Inc., the real estate arm of Udenna Corporation, and as Finance Director of Udenna Corporation. Prior to joining Udenna, he was a Senior Manager at Punongbayan & Araullo (Grant Thornton Philippines) from 2008 to 2019. During his tenure, he led audit engagements across various industries and provided advisory services in due diligence, mergers and acquisitions, securities offerings, and other specialized audit engagements. He holds a Bachelor of Science in Accountancy degree from San Beda University – Manila.

Item 6. Compensation of Directors and Executive Officers Executive Compensation

The Company's executives are regular employees and are paid a compensation package of 12-month pay plus the statutory 13th month pay. They also receive performance bonuses similar to those of the managerial, supervisory and technical employees. The members of the Board of Directors who are not employees of the Company are elected for a period of one year. They receive compensation on a per meeting basis. There are no other arrangements under which the members of the board are compensated.

Total annual compensation of executive officers and directors is shown below (in thousand Pesos):

Estimated Compensation for the Year Ending December 31, 2026:

Estimated Compensation of Executive Officers and Directions (In Thousands PHP)					
		Year Ending Dec. 31, 2026			
Name	Principal Position	Salaries	Bonuses	Other Annual Compensation	Total
Dennis A. Uy	Chairman	13,722	1,715	0	15,437
Raymundo Martin M. Escalona	President				
Jose Angel Sueiro	Chief Operating Officer				
Lara Lorenzana	Chief Financial Officer				
All other officers		N/A			

Summary of Compensation Table for the Year Ending December 31, 2025 and 2024:

Name	Principal Position	Year Ending Dec. 31, 2025			Year Ending Dec 31, 2024		
		Salaries	Bonuses	Total	Salaries	Bonuses	Total
Dennis A. Uy	Chairman	17,152	2,144	19,296	25,728	2,174	27,902
Raymundo Martin M.	President						

Escalona							
Jose Angel Sueiro	Chief Operating Officer						
Lara Lorenzana	Chief Financial Officer						
All other officers		N/A					

Because of the Company's operational constraints, the related compensation costs of its executives and officers will be shouldered by its parent company, Udenna Corporation for the calendar year 2026.

There is no compensatory plan or arrangement with respect to any of the Company's executive officers that will result from the resignation, retirement or termination of such executive officer or from a change of control in the Company.

Standard Arrangements

Other than payment of reasonable per diem, which is pegged at Php 15,000 as may be determined by the Board of Directors for every meeting, there are no standard arrangements pursuant to which directors of the Company are compensated, or were compensated, directly or indirectly, for any services provided as a director and for their committee participation or special assignments.

Other Arrangements

There are no other standard arrangements pursuant to which any director of the Company was compensated, or to be compensated, directly or indirectly, during the year 2025 for any service provided as a director.

Employment Contracts

As of the date of this Report, the Company has no special employment contracts with the named executive officers.

Warrants and Options Outstanding

The Company has no outstanding stock warrants or stock options.

Item 7. Independent Public Accountants

Representatives of SGV & Co. will be present during the annual stockholders' meeting and will be given the opportunity to make a statement if they so desire. They are also expected to respond to appropriate questions from stockholders, if needed. The engagement of the Company's external auditor is in compliance with paragraph (3)(b)(iv) of the Securities Regulation Code - Rule 68, as amended, which requires independent auditors or in case of an audit firm, the signing partner, to be rotated after every five years of engagement, with a two year cooling-off period to be observed in the re-engagement of the signing partner or independent auditor.

The approval of the appointment of SGV & Co. as the Company's external auditor for the current year will be among the matters to be acted upon during the Annual Stockholders' Meeting. SGV & Co. has accepted the Company's invitation to stand for re-election this year.

The members of the audit committee are Messrs. Jonathan L. Ravelas, William W. Yap and Ms. Lara C. Lorenzana.

Erwin A. Paigma is the current audit partner for the Company and its subsidiaries and is recommended to be the audit partner for the ensuing year.

Item 8. Compensation Plans

There is no action to be taken in respect of any plan pursuant to which cash or non-cash compensation may be paid or distributed.

Item 9. Authorization or Issuance of Securities Other than for Exchange

Approval of the stockholders is sought for 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.

Also, approval of the stockholders is also sought to grant the Board of Directors the authority to issue shares pursuant to an equity offering, private placement or such similar transaction under such terms and conditions as the Board of Directors may determine, and to list such shares with the Philippine Stock Exchange. The waiver of the requirements under Part A, Article V of the PSE Revised Listing Rules in connection with any of the shares that may be issued will also be requested from the majority of the minority shareholders present or represented during the meeting.

While the specific number of shares for the above-described issuances is yet to be determined, the number of common shares to be issued shall not be more than 717,982,973 common shares considering the Company's current issued and outstanding capital stock vis-a-vis its authorized capital stock, unless the same is issued after the approval of its increase in authorized capital stock discussed under Item 17. The amount of the consideration shall not be less than the par value of each share. As regards the nature of the consideration, the Board shall have the discretion to accept cash or non-cash properties; provided, that any decision to accept non-cash properties shall be supported by an appraisal report issued by a third party to ensure fairness of consideration. The purpose for the delegation of authority to the Board is in order for the Board to be able to act swiftly and judiciously should there be prospective subscribers. Proceeds from the issuance of any amount of shares shall be used for general corporate purposes, including but not limited to, tax liabilities.

The details regarding the specific number and amount of consideration to be received by the Corporation shall be determined by the Board of Directors once there is complete information regarding the shares to be issued and listed. The proper disclosures shall be timely made once the necessary approvals are secured.

Should the corporation receive intangible property in exchange for the shares, the valuation shall be initially determined by the Corporation's Board of Directors or stockholders subject to the approval of the SEC in accordance with the provisions of Section 61 of the Revised Corporation Code.

There are no special dividend or voting rights for the issued securities other than those provided in the Corporation's By-Laws. The preemptive rights for the issuance of these shares have been waived pursuant to the Corporation's Articles of Incorporation. There is no preferred stock in the securities issued, and there are likewise no material rights given in connection with the issuance of the securities. There are no provisions in the Corporation's charter or By Laws that would delay, defer, or prevent a change in the control of the registrant.

Item 10. Modification or Exchange of Securities

There is no action to be taken with respect to the modification of any class of securities of the Company or the issuance or authorization for issuance of one class of securities of the Company in exchange for outstanding securities of another class.

Item 11. Financial and Other Information

The Company's financial statements as of and for the year ended December 31, 2025 and Management Report are attached hereto as **Annexes "A" and "B"**.

UPON THE WRITTEN REQUEST OF A STOCKHOLDER, THE COMPANY WILL PROVIDE, WITHOUT CHARGE, A COPY OF THE COMPANY'S SEC FORM 17-A DULY FILED WITH THE SECURITIES AND EXCHANGE COMMISSION.

ALL REQUESTS MAY BE SENT TO THE FOLLOWING ADDRESS:

MR. LEANDRO E. ABARQUEZ

Corporate Secretary

PH Resorts Group Holdings, Inc.

20th Floor Udenna Tower, Rizal Drive corner 4th Avenue, Bonifacio Global City,Taguig

City, Philippines

Item 12. Mergers, Consolidations, Acquisitions and Similar Matters

There are no matters or actions to be taken up in the meeting relating to any merger, consolidation, acquisition, or similar matters.

Item 13. Acquisition/Disposition of Property

Approval is sought for the transfer of 500,000,000 common shares of PH Travel and Leisure Holdings Corp. ("PH Travel") to Udenna Corporation. PH Travel is the parent company of the Corporation's subsidiaries, namely: Donatela Hotel Panglao Corp. ("DHPC"), Donatela Resorts and Development Corp. ("DRDC"), CD Treasures Holdings Corp. ("CD Treasures"), Lapulapu Leisure Inc. ("LLLI"), Lapulapu Land Corp. ("LLLC"), Clark Grand Leisure Corp. ("CGLC"), Davao PH Resort Corp. ("Davao PH"), Lapulapu Cultural Heritage Foundation Inc. ("Lapulapu Foundation") and CGLC Foundation Inc. ("CGLC Foundation") (collectively, the "PH Travel Subsidiaries"). The PH Travel Subsidiaries holds substantially all of the Corporation's consolidated operating assets, properties and related liabilities.

The transferee, Udenna Corporation, is the Company's parent company and controlling stockholder.

The consideration for the transaction shall be through the offsetting of PHR's outstanding advances payable to Udenna, thereby reducing and cleaning up intercompany balances within the Group. The final consideration for the transfer will be determined by PHR's management, provided that the same is fair, reasonable, and advantageous to the Corporation. In connection with the proposed transaction, Udenna, if possible, has committed to continue providing financial support to the Corporation and intends to facilitate the settlement and/or assumption of significant obligations associated with the PH Travel Subsidiaries. This intended support covers the third-party obligations that will remain with the PH Travel Subsidiaries and will be subject to the terms of the definitive agreements.

The proposed transfer of the PH Travel shares to Udenna Corporation remains under negotiation, and no final consideration or purchase price has been agreed upon, except that it shall be subject to a floor price equal to the shares' current par value and guidance from its Related Party Transactions Committee. The final consideration will be based on various guidelines, including, but not limited to, the appropriate valuation of PH Travel and its subsidiaries and the most tax-efficient transaction structure. Subject to the final terms, PHR's outstanding advances payable to Udenna Corporation will be offset against the consideration, with any remaining balance potentially converted into equity of PHR to improve its equity position, if any.

For context, PH Travel historically held substantially all of PHR's operating assets and related liabilities. PH Travel is currently in a negative equity position and has a negative book value. A significant portion of its historical assets have already been disposed of or taken over by its lenders. At the PH Travel standalone level, the remaining assets mainly comprise investments in and advances to subsidiaries, which have been impaired. The remaining third-party payables and obligations will stay with PH Travel. PH Travel's pro-forma financial position is attached herewith as Annex "Q".

The consideration for the transaction will be determined following various guidelines, including, but not limited to, the valuation of PH Travel, tax treatment of the transaction, and further negotiations between the relevant parties. Subject to the final terms, PHR's outstanding advances payable to Udenna Corporation will be offset against the consideration, with any remaining balance potentially converted into equity of PHR, if any. The remaining third-party obligations will stay with PH Travel and Udenna Corporation intends to support them directly. The final terms will be set out in the definitive agreements.

Accordingly, the valuation will be based on the current financial position of PH Travel. The Company will ensure that the final consideration is supported by appropriate valuation and is fair and reasonable to PHR and its shareholders.

Should the corporation receive intangible property in exchange for the shares, the valuation shall be initially determined by the Corporation's Board of Directors or stockholders, subject to the approval of the SEC in accordance with the provisions of Section 61 of the Revised Corporation Code.

In sum, the proposed transaction remains subject to (i) the negotiation and execution of definitive documentation; (ii) completion of legal, tax, and accounting review; (iii) approval by the Company's stockholders at the next stockholders' meeting; and (iv) such other regulatory or corporate approvals as may be required.

Item 14. Restatement of Accounts

There are no matters or actions to be taken up in the meeting relating to restatement of accounts.

Item 15. Action with Respect to Minutes of Previous Meeting

Actions to be taken will constitute reading and approval of the minutes of the previous stockholders' meeting, approval of the Annual Report of Management, and ratification of all acts of the officers and management from the last Annual Stockholders' Meeting. The minutes of the Annual Stockholders' Meeting held on 17 July 2025 containing the proceedings during the last stockholders' meeting as well as the required disclosures under Section 49 of the Revised Corporation Code is attached herewith as **Annex "C"**. Below is a list and summary of the relevant resolutions approved by the Board of Directors during the aforementioned period for ratification by the stockholders:

Date of Approval/ Action	**Brief Discussion**
17 September 2026	Amending the agenda for the Company's 2026 Annual Stockholders' Meeting to include the amendment in its primary and secondary purposes
14 September 2026	Setting the date and the agenda for the Company's 2026 Annual Stockholders' Meeting
4 September 2026	Approval of the Corporation's audited financial statements for the fiscal year ended 31 December 2025.
	Approval of the Corporation's financial statements for the period ended 31 March 2026
	Approval of the Corporation's financial statements for the period ended 30 June 2026
	Approval of the transfer of the Corporation's entire ownership in PH Travel to Udenna Corporation.
20 April 2026	Rescheduling the Company's Annual Stockholders' Meeting for the year 2026
26 March 2026	Reactivation of the Company's BDO Accounts
	Authority for the Company to open and maintain Chinabank accounts and designation of authorized representatives for such purpose
17 November 2026	Approval of the Financial Statements for the period ended 30 September 2025
11 September 2025	Designation of external Authorized Representatives to process the Letter of Authority from the BIR
28 August 2025	Designation of internal Authorized Representatives to process the Letter of Authority from the BIR
15 August 2025	Approval of the Financial Statements for the period ended 30 June 2025

As of the date hereof and aside from those listed above, there are no other matters which the Board of Directors intends to present or has reason to believe others will present at the meeting.

Item 16. Matters Not Required to be Submitted

There are no actions to be taken with respect to any matter which is not required to be submitted to a vote of the stockholders present or represented during the meeting.

Item 17. Amendment of Charter, By-Laws or Other Documents

The stockholders of the Company will be asked to approve the amendments to the articles of incorporation of the Company to reflect the following changes:

Article No.	From	To
Second	PRIMARY The primary purpose of the Corporation is to subscribe, acquire, hold, sell, assign, or dispose of shares of stock and other securities of any corporation including those engaged in the hotel and/or gaming and entertainment business, without however engaging in the dealership of securities or in the stock brokerage business or in the business of an investment company, to the extent permitted by law, and to be involved in the management and operations of such investee companies; and to guarantee the obligations of its subsidiaries or affiliates or any entity in which the Corporation has lawful interest.	PRIMARY The primary purpose of the Corporation is to subscribe, acquire, hold, sell, assign, or dispose of shares of stock and other securities of any corporation, including those engaged in the <u>business of trading, processing, assembling, manufacturing, and/or fabricating and exporting, importing, buying, acquiring, holding, or otherwise disposing of and dealing in goods, wares, supplies, materials, articles, merchandise, commodities, equipment, software, hardware, digital data, appliances, minerals, ores, metals, and other mineral resources, including the exploration, extraction, mining, processing, refining, smelting, beneficiation, trading,and marketing thereof, timber, lumber and real and personal properties of every kind, class and description, whether natural or artificial which may become articles of commerce</u>, without however engaging in the dealership of securities or in the stock brokerage business or in the business of an investment company, to the extent permitted by law, and to be involved in the management and operations of such investee companies; and to

		guarantee the obligations of its subsidiaries or affiliates or any entity in which the Corporation has lawful interest.
Second	SECONDARY 1. To engage in, operate, conduct and maintain the business of, trading, processing, assembling, manufacturing, and/or fabricating and exporting, importing, buying, acquiring, holdings, or otherwise disposing of and dealing in goods, wares, supplies, materials, articles, merchandise, commodities, equipment, hardware, appliances, minerals, metals, timber, lumber and real and personal properties of every kind, class and description, whether natural or artificial which may become articles of commerce; (as amended on July 2, 2014) 2. To purchase, acquire and take over all or any part of the rights, assets, business and property of any person, partnership, corporation or association and to undertake and assume the liabilities and obligations of such persons, partnership, corporation or association whose rights, assets, business or property may be purchased, acquired or taken over; 3. To enter into any arrangement for sharing profits, union of interests, joint venture, reciprocal concession or otherwise with any person or company engaging in or about to engage in any business or property may be purchased, acquired or taken over; 4. To purchase or otherwise acquire, obtain an interest in, own,	SECONDARY 1. To purchase, acquire and take over all or any part of the rights, assets, business and property of any person, partnership, corporation or association and to undertake and assume the liabilities and obligations of such persons, partnership, corporation or association whose rights, assets, business or property may be purchased, acquired or taken over; 2. To enter into any arrangement for sharing profits, union of interests, joint venture, reciprocal concession or otherwise with any person or company engaging in or about to engage in any business or property may be purchased, acquired or taken over; 3. To purchase or otherwise acquire, obtain an interest in, own, hold, pledge, mortgage, assign, deposit, create trusts, exchange, sell and otherwise dispose of, alone or in syndicates or otherwise in conjunction with others; and generally deal in and with all or any of the following: all kinds of shares, stocks, warrants, options, voting trust certificates, trust certificates, bonds, mortgages, debentures, trust receipts, notes, and other certificates, obligations, contracts, choses in action and evidences of indebtedness generally of any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority, domestic or foreign, and

	hold, pledge, mortgage, assign, deposit, create trusts, exchange, sell and otherwise dispose of, alone or in syndicates or otherwise in conjunction with others; and generally deal in and with all or any of the following: all kinds of shares, stocks, warrants, options, voting trust certificates, trust certificates, bonds, mortgages, debentures, trust receipts, notes, and other certificates, obligations, contracts, choses in action and evidences of indebtedness generally of any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority, domestic or foreign, and evidences of any interest therein or in respect thereto; to acquire, purchase, sell or otherwise dispose of its own shares of capital stock or any securities or other obligation of the Corporation, provided that the Corporation shall not engage in stock brokerage business; 5. To act as indentor, principal or agent. Manufacturer's representative, commission merchant, merchandise broker, factor, consignment agent or in any other representative capacity for foreign and domestic juridical entities or natural persons; 6. To purchase, own, sell, assign, negotiate, mortgage, pledge or otherwise dispose of accounts receivables, negotiable instruments, letters of credit and other evidences of indebtedness or other obligations for the payment of money owed by any person, partnership, corporation or association, or to undertake, under such terms and conditions as the Corporation may deem fit, the collection of such accounts receivable, notes receivable, negotiable instruments, letters of	evidences of any interest therein or in respect thereto; to acquire, purchase, sell or otherwise dispose of its own shares of capital stock or any securities or other obligation of the Corporation, provided that the Corporation shall not engage in stock brokerage business; 4. To act as indentor, principal or agent. Manufacturer's representative, commission merchant, merchandise broker, factor, consignment agent or in any other representative capacity for foreign and domestic juridical entities or natural persons; 5. To purchase, own, sell, assign, negotiate, mortgage, pledge or otherwise dispose of accounts receivables, negotiable instruments, letters of credit and other evidences of indebtedness or other obligations for the payment of money owed by any person, partnership, corporation or association, or to undertake, under such terms and conditions as the Corporation may deem fit, the collection of such accounts receivable, notes receivable, negotiable instruments, letters of credit and other evidences of indebtedness or other obligations for the payment of money; 6. To act as manufacturers' representatives, indentors, commission merchants, commercial brokers or agents, or in any other representative capacity, for natural and juridical persons, whether domestic or foreign; 7. To act as managers, managing agents or administrators of corporation, partnership, or persons, with respect to their businesses or properties and to undertake, carry on, assist or participate in the management,

	credit and other evidences of indebtedness or other obligations for the payment of money; 7. To act as manufacturers' representatives, indentors, commission merchants, commercial brokers or agents, or in any other representative capacity, for natural and juridical persons, whether domestic or foreign; 8. To act as managers, managing agents or administrators of corporation, partnership, or persons, with respect to their businesses or properties and to undertake, carry on, assist or participate in the management, reorganization or liquidation of corporations, partnerships, and other forms of business firms and entities; 9. To purchase or otherwise acquire, assemble, install, construct, equip, repair, remodel, maintain, operate, hold, own, lease, rent, mortgage, charge, sell, convey or otherwise dispose of, any and all kinds of gas, works, mills, factories, installations, plants, shops, laboratories, terminals, office buildings, and other buildings and structures, roads, railroads, cars, railroad equipment, garages, motor and road equipment, aircraft and aircraft equipment, aviation fields, telephone and telegraph lines, transmission lines, wireless facilities, water works, reservoirs, dams, canals, waterways, bridges, ports, docks, piers, wharves, marine equipment and any and all kinds of machinery, apparatus, instruments, fixtures and appliances; 10. To acquire by purchase, lease, contract, concession or otherwise any and all real estate, lands, land patents, options,	reorganization or liquidation of corporations, partnerships, and other forms of business firms and entities; 8. To purchase or otherwise acquire, assemble, install, construct, equip, repair, remodel, maintain, operate, hold, own, lease, rent, mortgage, charge, sell, convey or otherwise dispose of, any and all kinds of gas, works, mills, factories, installations, plants, shops, laboratories, terminals, office buildings, and other buildings and structures, roads, railroads, cars, railroad equipment, garages, motor and road equipment, aircraft and aircraft equipment, aviation fields, telephone and telegraph lines, transmission lines, wireless facilities, water works, reservoirs, dams, canals, waterways, bridges, ports, docks, piers, wharves, marine equipment and any and all kinds of machinery, apparatus, instruments, fixtures and appliances; 9. To acquire by purchase, lease, contract, concession or otherwise any and all real estate, lands, land patents, options, grants, concessions, franchises, water and other rights, privileges, easements, estates, interests and properties of every kind and description whatsoever; or any other business in which the corporation may lawfully engage, and to own, hold, operate, improve, develop, reorganize, manage, grant, lease, sell exchange or otherwise dispose of all, the whole and any part thereof; to purchase, drill for or otherwise acquire and to use, store, transport, distribute, sell or otherwise dispose of water; 10. To conduct and transact any and all lawful activities and to do

	grants, concessions, franchises, water and other rights, privileges, easements, estates, interests and properties of every kind and description whatsoever; or any other business in which the corporation may lawfully engage, and to own, hold, operate, improve, develop, reorganize, manage, grant, lease, sell exchange or otherwise dispose of all, the whole and any part thereof; to purchase, drill for or otherwise acquire and to use, store, transport, distribute, sell or otherwise dispose of water; 11. To conduct and transact any and all lawful activities and to do or cause to be done any one or more of the acts and things herein set forth as its purposes, within or without the Philippines, and in any and all foreign countries, and to do everything necessary, desirable or incidental to the accomplishment of the purposes or the exercise of any one or more of the powers herein enumerated, or which shall at any time appear conducive to or expedient for the protection or benefit of this corporation.	or cause to be done any one or more of the acts and things herein set forth as its purposes, within or without the Philippines, and in any and all foreign countries, and to do everything necessary, desirable or incidental to the accomplishment of the purposes or the exercise of any one or more of the powers herein enumerated, or which shall at any time appear conducive to or expedient for the protection or benefit of this corporation.
Seventh	The capital stock of the corporation is EIGHT BILLION (P8,000,000,000.00) PESOS, Philippine Currency, divided into EIGHT BILLION (8,000,000,000) shares with a par value of ONE PESO (P1.00) Philippine Currency per share.	The capital stock of the corporation is TWENTY BILLION (P20,000,000,000.00) PESOS, Philippine Currency, divided into TWENTY BILLION (20,000,000,000) shares with a par value of ONE PESO (P1.00) Philippine Currency per share.

The amendment of the Company's primary purpose is sought to enable the Company to diversify its business interests as a holding company by expanding the scope of industries or businesses in which it can hold shares. Currently, this is included in the Company's AOI as a secondary purpose. The Company is amending its current AOI to include the general scope of industries from its secondary to its primary purpose.

Meanwhile, the numbering of the Corporation's secondary purposes was adjusted because of the removal of item 1 from the list of the Company's secondary purposes.

The approval of the stockholders for the increase in authorized capital stock was previously obtained last 2019, 2020, 2023 and 2025. However, approval is sought anew because the amount of the increase is different and since the Revised Corporation Code requires to Corporation to file the application for increase with the SEC within 6 months from shareholders' approval. The rationale for the increase in authorized capital stock is to provide additional capitalization for the Corporation.

The approval of the proposed amendments by the Board of Directors will be sought during the meeting to be held on 21 October 2026 before the ASM.

Item 18. Other Proposed Actions

Apart from the aforementioned, there are no other proposed actions that will be presented to the stockholders for their approval.

Item 19. Voting Procedures

The motions and each agenda item will require the affirmative vote of a majority of the issued and outstanding shares of the Company's common stock present and represented and entitled to vote at the Annual Meeting except for the following which have different voting thresholds under the relevant rules and laws:

a. The waiver 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 shares issued pursuant to the issuance of shares, 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) will require a vote of the majority of the minority stockholders present or represented during the meeting.

b. The approval of the transfer of all or substantially all of the Corporation's assets and properties under Item 13 hereof will require the affirmative vote of at least two-thirds of the Corporation's outstanding capital stock.

c. The approval of the amendment of the Corporation's Articles of Incorporation to increase its authorized capital stock will require the affirmative vote of at least two-thirds of the Corporation's outstanding capital stock.

Each share is entitled to one vote except for the election of the Corporation's directors where the stockholders have cumulative voting rights. Thus, a stockholder entitled to vote at the stockholders' meeting shall have the right to vote, in person or by proxy, the number of shares registered in his name in the stock and transfer book of the Corporation for as many persons as there are directors to be elected, or he may cumulate said shares and give one nominee as many votes as the number of directors to be elected multiplied by the number of his shares shall equal, or he may distribute them on the same cumulative voting principle among as many nominees as he shall see fit; provided that the total number of votes cast by a stockholder shall not exceed the number of his shares multiplied by the number of directors to be elected. Because abstentions with respect to any matter are treated as shares present and represented and entitled to vote for purposes of determining whether the stockholders have approved that matter, abstentions have the same effect as negative votes. Broker non-votes and shares as to which proxy authority has been withheld with respect to any matter are not deemed to be present or represented for purposes of determining whether stockholder approval of that matter has been obtained.

Items requiring the vote of stockholders will be presented for approval of the stockholders at the meeting, and voting shall be done by casting ballots submitted online. SGV & Co., the Company's independent auditors, were requested to be present during the meeting. A copy of the minutes of the 2025 Annual Stockholders' Meeting outlining the voting procedure during the last meeting is attached herewith as **Annex "C"**. The same voting procedures will be adopted in the meeting to be held on 21 October 2026.

Considering that the Annual Stockholders' Meeting will be held virtually and in accordance with SEC Memorandum No. 6, series of 2020, the following are the internal procedures, describing the steps to be taken by stockholders for the latter to cast/submit their votes online:

a) Shareholders (SH) of record as of 1 October 2026 are entitled to attend and participate and vote in absentia during the ASM on 21 October 2026; provided, they:

(i) Register by sending an email, together with the requirements to phr_legal@phresorts.com on or before 20 October 2026 (5:00 p.m., Philippine time)

(ii) Have their shares authenticated and verified through the registration process and Proxies, if any and applicable, accompanied by their respective authorities (Special Power of Attorney or Secretary's Certificate) validated.

b) Only SH who have registered and whose shares have been verified, proxies validated shall be counted in the determination of a quorum and other corporate actions.

c) SH may send their questions, comments and/or remarks prior to or during the meeting to phr_legal@phresorts.com. It is requested and encouraged that questions will be limited to the Annual Report, Financial Statements as of 31 December 2025 and the Information Statement as posted on the Company's website beginning 29 September 2026.

d) Since there is only a limited technical capacity for shareholders, only a limited number of questions will be addressed directly during the ASM. However, the Company shall endeavor to answer the submitted questions or queries through the specified email provided by the SH.

Stockholders who have any objections to the proposed motions may either send their objections in writing to phr_legal@phresorts.com on or before 5:00 p.m. on 21 October 2026. Stockholders may also express their objections by clicking the "Raise Your Hand" button on the Zoom videoconference call and will be entertained by the meeting host.

e) A link to the recorded webcast of the Meeting and may be available upon request of a stockholder after the Meeting.

In view of the fact that the ASM will be conducted virtually, voting shall be cast through through the submission of votes/ballots to any of the following addresses:

(1) Office of the Corporate Secretary 21/F Udenna Tower Rizal Drive corner 4th Avenue Bonifacio Global City, Taguig City or

(2) Submission of the votes/ballots, forms through email to phr_legal@phresorts.com.

The registration, authentication and validation process shall be open starting 29

September 2026 and will close at 5:00PM on 20 October 2026. Thereafter, SH may no longer avail of the option to vote in absentia.

The Company reserves the right to reject processing of registration and deny access to ASM facilities for incomplete documents or for any discrepancy found in information provided. An email confirmation on the status of the stockholder's registration shall be sent to the registered email.

C. REQUIRED DISCLOSURES

In compliance with Section 49 of the Revised Corporation Code, a summary containing a report on the directors' attendance for the calendar year 2025, as certified by the Corporate Secretary, is attached to this Information Statement as **Annex "P"**.

There are no appraisal and performance reports for the board for the year 2025. The criteria for assessment of executive directors shall cover three key items, namely, (i) key result areas and indicators, (ii) competency evaluation, and (iii) development plan. As part of the procedure, the Chairman together with the director, at the start of the year, shall set qualitative and quantitative goals. These metrics shall be used to evaluate the directors' performance at the end of each year. Each director shall have the opportunity to discuss their respective annual performance review with the Chairman.

SIGNATURE

Pursuant to the requirements of the Securities Regulation Code, the issuer has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this report is true, complete and correct. This report is signed in Taguig City on this 25th day of September 2026.

PH RESORTS GROUP HOLDINGS INC.

LEANDRO E. ABARQUEZ
Corporate Secretary