

PROXY FORM

The undersigned stockholder of **PREMIUM LEISURE CORP.** (the “Corporation”), registered in the name of Philippine Central Depository Nominee Corporation, if applicable*, hereby appoints _____, (as sub-proxy,*) or in his absence, the Chairman of the meeting, as attorney and proxy, with power of substitution, to present and vote all shares registered in his/her/its name as proxy of the undersigned stockholder, at the Annual Meeting of Stockholders of the Corporation on **June 22, 2020** and at any of the adjournments thereof for the purpose of acting on the following matters:

1. Approval of minutes of previous meeting held on April 22, 2019.

___ Yes ___ No ___ Abstain

2. Approval of 2019 Operations and Results.

___ Yes ___ No ___ Abstain

3. Ratification of the acts of the Board of Directors and the Management from the date of the last stockholders’ meeting to June 22, 2020.

___ Yes ___ No ___ Abstain

4. Election of Directors.

___ Vote for all nominees listed below

___ Willy N. Ocier
___ Armin Antonio B. Raquel Santos
___ A. Bayani K. Tan
___ Exequiel P. Villacorta, Jr.
___ Joseph C. Tan (Independent)
___ Juan Victor S. Tanjuatco (Independent)
___ Roman Felipe S. Reyes (Independent)

___ Withhold authority for all nominees listed above

___ Withhold authority to vote for the nominees listed below:

5. Election of Sycip Gorres Velayo & Co. as external auditors.

___ Yes ___ No ___ Abstain

6. At their discretion, the proxies named above are authorized to vote upon such other matters properly come before the meeting.

___ Yes ___ No ___ Abstain

Printed Name of Stockholder/Broker/PCD Participant

Signature of Stockholder or Name and Signature of Authorized Signatory of Corporate Stockholder/Broker/PCD Participant

Date

This Proxy must be submitted together with the following:

For Individual Stockholders

If a representative will sign on behalf of stockholder, this proxy must be submitted together with a duly executed Special of General Power of Attorney showing the authority of the representative to sign on behalf of the individual stockholder.

For Corporate Stockholders

A duly executed Secretary’s Certificate showing the authority of the representative to sign on behalf of the stockholder corporation. Enclosed is a sample Secretary’s Certificate for your reference.

For PCD Participants/Brokers

A duly executed Secretary’s Certificate showing the authority of the representative to sign on behalf of the PCD Participant/Broker, as well as the duly accomplished proxy or certificate of shareholdings issued by the PDTC. Enclosed is a sample Secretary’s Certificate for your reference.

This Proxy should be received by the Corporate Secretary on or before June 19, 2020 at least three (3) days before the date set for the annual meeting as provided in the By-laws. The Chairman of the meeting shall act as the proxy in the event no name is given.

This Proxy need not be notarized, and 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 and/or as recommended by Management or the Board of Directors.

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 form shall be valid for five (5) years from date hereof.

* *For PCD Participants/Brokers*

SPECIAL POWER OF ATTORNEY

Know all men by these presents:

I, _____, _____ citizen, of legal age and a resident of _____, do hereby name, constitute, and appoint _____, _____ citizenship, of legal age and a resident of _____, to be my true and lawful attorney-in-fact for myself and in my name, place and stead, to do and perform the following acts and things, namely:

1. To attend the 2020 Annual Stockholders' Meeting of Premium Leisure Corp., or at any adjournments thereof, of which I am a shareholder, and then and there to exercise my voice and vote and whatsoever privileges, rights, and prerogatives may correspond to me by reason of my shares therein; and
2. To delegate in whole or in part any or all of the powers and authorities herein covered, by means of an instrument in writing in favor of any third person or persons whom the attorney-in-fact may select.

Hereby giving and granting unto said attorney-in-fact full power and authority to do and perform any and every act and thing, whatsoever, requisite or necessary or proper to be done in and about the premises, as fully to all intents and purposes as I might or could do, with full power of substitution or revocation, and hereby ratifying and confirming all that the said attorney-in-fact or his substitute shall lawfully do or cause to be done under and by virtue of these presents.

IN WITNESS WHEREOF, I have signed this instrument in _____ on _____ 2020.

Name and Signature of Stockholder

Signed in presence of:

Acknowledgement

Republic of the Philippines)
_____)

Before me, a Notary Public for and in the City of _____, this __ day of _____ 2020 personally appeared _____ who presented to me his/her (Gov't. issued ID No.) issued on _____ at _____ and who was identified by me through his/her competent evidence of identity to be the same person described in the foregoing instrument, who acknowledged before me that his/her signature on the instrument was voluntarily affixed by him/her for the purposes stated therein, and who declared to me that he/she has executed the instrument as his/her free and voluntary act and deed.

This instrument refers to the Special Power of Attorney consisting of () pages, including this page, and signed by the persons executing this instrument and sealed with the notarial seal.

WITNESS MY HAND AND SEAL on the date and place first above written.

Doc. No. _____;
Page No. _____;
Book No. _____;
Series of _____.

SECRETARY'S CERTIFICATE

I, _____, _____ citizen, of legal age and with office address at _____, do hereby certify that:

1. I am the duly appointed Corporate Secretary of _____ (the "Corporation"), a corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines, with office address at _____.

2. Based on the records, during the lawfully convened meeting of the Board of Directors of the Corporation held on _____, the following resolutions were passed and approved:

"RESOLVED, That _____, _____ be authorized and appointed, as he is hereby authorized and appointed, as the Corporation's Proxy (the "Proxy") to attend all meetings of the stockholders of Premium Leisure Corp. (PLC) whether the meeting is regular or special, or at any meeting postponed or adjourned therefrom, with full authority to vote the shares of stock of the Corporation held in PLC and to act upon all matters and resolution that may come before or presented during meetings, or any adjournments thereof, in the name, place and stead of the Corporation.

"RESOLVED, FINALLY, That PLC be furnished with a certified copy of this resolution and PLC may rely on the continuing validity of this resolution until receipt of written notice of its revocation."

3. The foregoing resolutions have not been modified, amended or revoked in accordance with the records of the Corporation presently in my custody.

IN WITNESS WHEREOF, I have signed this instrument in _____ on _____.

Printed Name and Signature of the
Corporate Secretary

SUBSCRIBED AND SWORN TO BEFORE ME on _____ in _____.
Affiant exhibited to me his Competent Evidence of Identity by way of _____ issued on _____ at _____.

Doc. No. _____ ;
Page No. _____ ;
Book No. _____ ;
Series of _____ .