



P R E M I U M  
LEISURE CORP.

**Notice of Annual Stockholders' Meeting**

To all Stockholders:

The annual meeting of the stockholders of Premium Leisure Corp. (the **Company**) will be held on **April 28, 2022**, Thursday at 10:00 A.M. Given the current circumstances, the meeting will be conducted virtually and voting conducted *in absentia* through the Company's secure online voting facility.

**Agenda:**

1. Call to Order
2. Proof of Notice of Meeting and Quorum
3. Approval of the Minutes of the Annual Meeting of Stockholders held on June 25, 2021
4. Approval of 2021 Operations and Results
5. Ratification of all Acts of the Board of Directors and Management during their term of office
6. Election of Directors for 2022-2023
7. Appointment of External Auditors
8. Other Matters
9. Adjournment

Please refer to Annex A for a brief explanation of each agenda item for approval.

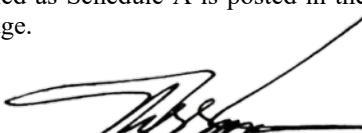
The Board of Directors (**Board**) has fixed the end of trading hours of The Philippine Stock Exchange, Inc. on **March 21, 2022** as the record date for the determination of stockholders entitled to the notice of, participation via remote communication, and voting *in absentia* at such meeting and any adjournment thereof.

The conduct of the meeting will be streamed live, and stockholders may attend the meeting by registering via <https://asmregister.premiumleisurecorp.com> and submitting the supporting documents listed there until **April 25, 2022** (Monday). All information submitted shall be verified and validated by the Corporate Secretary.

Stockholders who wish to cast votes through a proxy may accomplish the proxy form (which need not be notarized) and submit the same on or before **April 25, 2022**. In view of the community quarantine, scanned forms will be accepted. Paper copies shall be sent to the office of the Corporate Secretary at the Rms. 1009 and 1011, 10th Floor Six/NEO, 5th Avenue Corner 26th Street, Bonifacio Global City, Taguig City, Philippines 1634 once the community quarantine is lifted.

Stockholders who successfully registered can cast their votes *in absentia* through the Company's secure online voting facility for this meeting. In order to participate through remote communication, they will also be provided with access to the meeting that will be held virtually. The "Guidelines for Participation via Remote Communication and Voting *in Absentia*" as appended to the Information Statement labeled as Schedule A is posted in the Company's website <https://www.premiumleisurecorp.com/ASM2022> and PSE Edge.

Taguig City, March 23, 2022



**ELMER B. SERRANO**  
Corporate Secretary

## **Details and Rationale for Agenda Items for Approval**

### **Agenda Item No. 1: Call to Order**

The Chairman of the Board of Directors, Mr. Willy N. Ocier, will call the meeting to order.

### **Agenda Item No. 2: Proof of Notice of Meeting and Quorum**

The Corporate Secretary, Atty. Elmer B. Serrano, will certify that copies of this Notice were sent to Stockholders of record as of **March 21, 2022**. He will also certify the number of attendees, whether in person or by proxy or through remote communication, for the purpose of determining the existence of quorum to validly transact business.

### **Agenda Item No. 3: Approval of Minutes of the Annual Stockholders’ Meeting held on June 25, 2021**

The Minutes of the Annual Stockholders’ Meeting (ASM) held on June 25, 2021 was posted on the Company’s website: [https://www.premiumleisurecorp.com/sites/default/files/minutes\\_of\\_2021\\_asm\\_mvgs\\_w\\_comments\\_from\\_gcair.pdf](https://www.premiumleisurecorp.com/sites/default/files/minutes_of_2021_asm_mvgs_w_comments_from_gcair.pdf) within twenty-four (24) hours from adjournment of the meeting. Copies of the Minutes of the ASM held on June 25, 2021 are available for inspection during office hours at the office of the Corporate Secretary. The results of last year’s ASM were also timely disclosed to the Philippine Stock Exchange, Inc. (PSE) and the Securities and Exchange Commission (SEC). The Minutes are subject to stockholders’ approval during this year’s stockholders’ meeting.

### **Agenda Item No. 4: Approval of 2021 Operations and Results**

The Company’s 2021 performance results have been summarized in the Annual Report, which includes the Audited Financial Statements (AFS) of the Company for the year ended December 31, 2021. The AFS, as audited by the external auditor which expressed an unqualified opinion therefor, have been reviewed and approved by the Audit Committee and the Board. Stockholders will be given an opportunity to raise questions regarding the operations and report of the Company during the ASM.

### **Agenda Item No. 5: Ratification of all Acts of the Board of Directors, Board Committees and the Management During their Term of Office**

All actions, proceedings and contracts entered into, as well as resolutions made, including approvals of significant related party transactions of the Board, the Board Committees and the Management from the last ASM held on June 25, 2021 to the date of this meeting will be presented to the shareholders for their confirmation, approval, and ratification. The Company’s performance in 2021, as detailed in the Annual Report, is attributed to the strategic directions and key policies set by the Board which were effectively executed and complied with by management in conformance with good corporate governance and ethical best practices. The ratification of the acts undertaken by the Board, Board Committees, and Management is subject to stockholders’ approval during this year’s stockholders’ meeting.

**Agenda Item No. 6: Election of Directors for 2022-2023**

Directors of the Company, including Independent Directors, have been pre-qualified by the Company's Corporate Governance Committee for election as directors for 2022-2023. Their proven competence, expertise and qualifications based on current regulatory standards, will help sustain the Company's solid performance for the benefit of all its shareholders. The profiles of the Board are contained in the Information Statement for reference of the stockholders and are likewise posted on the Company's website. Directors for 2022-2023 will be elected during this year's stockholders' meeting.

**Agenda Item No. 7: Appointment of External Auditor**

Upon recommendation of the Audit Committee, the Board approved and endorses for stockholder approval the re-appointment of Reyes Tacandong and Co. as the Company's external auditor for 2022. Reyes Tacandong & Co. is one of the top auditing firms in the country and is duly accredited with the SEC. The appointment of Reyes Tacandong & Co. as external auditor of the Company for 2022 is subject to stockholders' approval during this year's stockholders' meeting.

**Agenda Item No. 8: Other Matters**

The Chairman will open the floor for comments and questions by the stockholders. Stockholders may raise other matters or issues that may be properly taken up at the meeting.

**Agenda Item No. 9: Adjournment**

After all business has been considered and resolved, the Chairman shall declare the meeting adjourned.