

**LEISURE & RESORTS WORLD CORPORATION**

Minutes of the Special Meeting of the Stockholders

*Held via Remote Communication at*

<https://us06web.zoom.us/j/82409104553?pwd=dUlicW1objBWdjZxOS9oT1UvejVQQT09>

24 November 2022 at 2:00 p.m.

Stockholders Present:

Total No. of Shares Outstanding	3,716,459,178
Total No. of Shares of Stockholders participating remotely or <i>in absentia</i> , and represented in proxy	3,104,303,953
Percentage of Shares of Stockholders participating remotely or <i>in absentia</i> , and represented in proxy	83.53%

Directors participating remotely, *in absentia*, and/or by proxy:

Mr. Eusebio H. Tanco	-	Chairman of the Board; Chairman of the Executive Committee and Nomination Committee; Member of the Corporate Governance Committee
Mr. "Andy" Tsui Kin Ming	-	President; Member of Executive Committee, and Compensation Committee
Mr. Ramon D. Dizon	-	Independent Director; Chairman of the Audit Committee, Related Party Transactions Committee, Compensation Committee, and Board Risk Oversight Committee; Member of the Corporate Governance Committee
Atty. Timoteo B. Aquino	-	Independent Director; Chairman of the Corporate Governance Committee; Member of the Audit Committee, Board Risk Oversight Committee, Related Party Transaction Committee, and Nomination Committee
Atty. Mardomeo N. Raymundo Jr.	-	Member of Executive Committee
Mr. Willy N. Ocier	-	Member of the Related Party Transaction Committee
Mr. Rafael Jasper S. Vicencio	-	Member of Nomination Committee
Mr. Renato G. Nuñez	-	Member of Board Risk Oversight Committee
Atty. Jose Raulito E. Paras	-	Member of the Audit Committee and Compensation Committee

Also Present:

Atty. Kristine Margaret R. Delos Reyes	-	Compliance Officer
Atty. Carol Padilla	-	Corporate Secretary
Mr. Wilfredo Pielago	-	Chief Financial Officer
Mr. Elias Kukas	-	Vice President, Investment
Mr. Pocholo Domondon	-	Isla Lipana & Co., and Team
Mr. Ricardo D. Regala	-	Stock and Transfer Service, Inc. (STSI), and Team

## **I. CALL TO ORDER**

The Chairman, Mr. Eusebio H. Tanco, called the meeting to order and presided over the same. The Corporate Secretary, Atty. Carol V. Padilla, recorded the minutes of the meeting.

The Chairman acknowledged the presence of the Company's directors, officers, as well as the external auditor, Isla Lipana & Co, and the stock transfer agent, STSI.

## **II. PROOF OF NOTICE AND DETERMINATION OF QUORUM**

The Corporate Secretary certified that the Notice and Agenda for this Special Stockholders' Meeting was disclosed in the Philippine Stock Exchange's EDGE Submission System, and uploaded in the Company's website on 16 September 2022. The Notice and Agenda for the meeting were also published in newspapers of general circulation, specifically in Manila Standard and The Daily Tribune, both in print and online, on October 20 and 21, 2022. The Notice and Agenda were further sent by mail and messengerial service to all shareholders as of record date at their respective addresses of record. The Notices were sent out at least twenty-one (21) days prior to the Special Stockholders' Meeting or specifically on October 26, 2022, in accordance with the requirements of the Revised Corporation Code and applicable SEC regulations.

Through the Notice, the stockholders were informed that due to the Alert Level 1 still in effect in Luzon, the Company will not be conducting a physical stockholders' meeting, and instead this meeting would be streamed live.

The stockholders have also been notified that they can cast their votes remotely, through proxy, or *in absentia*, by sending their votes via e-mail to [investorrelations@LRWC.com.ph](mailto:investorrelations@LRWC.com.ph) on or before 12:00pm on 22 November 2022.

For the stockholders who cannot attend the meeting, they were given until 16 November 2022 to submit their respective proxies.

The Corporate Secretary certified that a quorum was present for the transaction of business with the presence of stockholders participating remotely, *in absentia*, or by proxy representing a total of Three Billion One Hundred Four Million Three Hundred Three Thousand Nine Hundred Fifty Three (3,104,303,953) common shares. This constitutes 83.53% or more than two thirds (2/3) of the Three Billion Seven Hundred Sixteen Million Four Hundred Fifty Nine Thousand One Hundred Seventy Eight (3,716,459,178) total outstanding common stock of the Company.

## **III. ISSUANCE OF 691,200,000 COMMON SHARES THROUGH PRIVATE PLACEMENT**

The Chairman then proceeded to the next item in the agenda, which is the approval of the issuance of 691,200,000 common shares through Private Placement. He mentioned that the Board of Directors approved the issuance of 691,200,000 common shares through a private placement at the price of P1.70 per share or 5% above the volume weighted average price ("VWAP") of the shares 30-trading days prior to this shareholders' meeting, whichever is higher, in accordance with the existing PSE rules and regulations. He added that the proceeds of the private placement are intended to be used to further expand the business operation of the Company.

The President, Mr. Tsui Kin Ming, then explained that the private placement is

needed to support the Company's strategic move. According to him, it will raise funds to develop and strengthen the Company's technological platforms by bringing gaming experience to a new level. He attributed the Company's increased revenues the past months from this new technological advancement introduced by the Company.

The Corporate Secretary then presented the following proposed resolution and its approval by the stockholders based on the votes cast:

**“RESOLVED**, as it is hereby resolved, that the Company approves the issuance of 691,200,000 common shares through private placement at the price of P1.70 per share or 5% above the volume weighted average price (VWAP) 30 trading days prior to this stockholders' meeting on November 24, 2022, whichever is higher.”

<b>Opinion</b>	<b>Votes Cast</b>	<b>Percentage (based on shares present or represented at the meeting)</b>
In favor	3,104,303,953	100%
Against	0	0.00%
Abstain	0	0.00%

#### **IV. INCREASE IN AUTHORIZED CAPITAL STOCK FROM PHP 5 BILLION TO PHP 7 BILLION**

Mr. Tsui explained to the stockholders that the Company anticipates the need for more ready capital to support the cost of operational and capital expenditures especially in view of the move towards remote gaming platforms and technological advancements of the Company's current product and service offerings. Thus, on September 15, 2022, the Board deemed it fit and timely to take this opportunity to use the funds that will be infused by the private placement investors as subscription to the proposed increase in authorized capital stock from Php 5 Billion to Php 7 Billion.

Upon motion duly made and seconded, the following resolution was unanimously passed and approved:

**“RESOLVED**, as it is hereby resolved, that the Company approves the increase of its authorized capital stock from Php5 Billion Pesos to Php 7 Billion Pesos.”

<b>Opinion</b>	<b>Votes Cast</b>	<b>Percentage (based on shares present or represented at the meeting)</b>
In favor	3,104,303,953	100%
Against	0	0.00%
Abstain	0	0.00%

#### **V. AMENDMENT OF THE ARTICLES OF INCORPORATION**

The Chairman proceeded to the next item in the agenda, which is the amendment of the following articles in the Company's Articles of Incorporation:

(a) First Article: to change the name of the Company to “DigiPlus Interactive Corp.”

The amendment of the Company's name is to reflect the new business strategy which is to develop an entertainment ecosystem based on digitalization. This change of name is geared towards the direction of the Company to focus on entertainment purposes, which is still aligned with the Company's Articles of Incorporation.

(b) Third Article: to change the address from Pasig City to Taguig City

The change of address is brought about by the need to expand to a bigger office, as well as to give a new corporate image to suit the Company's new brand.

(c) Seventh Article: to increase the authorized capital stock

As earlier stated, the increase in authorized capital stock will sustain and support the Company's current operations and possible expansion projects.

Thus, upon motion duly made and seconded, the following resolution was unanimously approved:

**"RESOLVED**, as it is hereby resolved, that the Company approves the amendment of its Articles of Incorporation, particularly the First, Third, and Seventh Articles, to read as follows:

*First Article:*

FROM:

"That the name of the said corporation shall be: LEISURE & RESORTS WORLD CORPORATION (formerly, Atlas Fertilizer Corporation)"

TO:

"That the name of the said corporation shall be: DigiPlus Interactive Corp. (formerly, LEISURE & RESORTS WORLD CORPORATION; and, Atlas Fertilizer Corporation)"

*Third Article:*

FROM:

"That the place where the principal office of the corporation is to be established at the 26th Floor West Tower, Philippine Stock Exchange Centre, Exchange Road, Ortigas Center, Pasig City."

TO:

"That the place where the principal office of the corporation is to be established at the Ecoprime Building, 32nd Street corner Ninth Avenue, Bonifacio Global City, Taguig City."

Seventh Article:

FROM:

"That the capital stock of the Corporation is Five Billion Pesos (P5,000,000,000.00) and said capital stock is divided into Five Billion (5,000,000,000) shares of Common Stock of the par value of One Peso (P1.00) each..."

TO:

"That the capital stock of the Corporation is Seven Billion Pesos (P7,000,000,000.00) and said capital stock is divided into Seven Billion (7,000,000,000) shares of common stock of the par value of One Peso (P1.00) each..."

<b>Opinion</b>	<b>Votes Cast</b>	<b>Percentage (based on shares present or represented at the meeting)</b>
In favor	3,104,303,953	100%
Against	0	0.00%
Abstain	0	0.00%

## **VI. AMENDMENT OF THE BY-LAWS**

The Chairman proceeded to the next item in the agenda, which is the amendment of the By-laws to separate the position of the President from the CEO. He explained that the separation is meant to delineate the functions and separate the duties and responsibilities between the President and CEO. This is also in line with the Company's expansion of projects, which foresees the necessity to add management positions.

Upon motion duly made and seconded, the following motion was unanimously approved:

**"RESOLVED**, as it is hereby resolved, that the Corporation approves the amendment of Article IV of the By-Laws to separate the positions of the President from the Chief Executive Officer."

<b>Opinion</b>	<b>Votes Cast</b>	<b>Percentage (based on shares present or represented at the meeting)</b>
In favor	3,104,303,953	100%
Against	0	0.00%
Abstain	0	0.00%

## **VII. QUESTION AND ANSWER**

The Chairman then said that since all the items in the agenda have been discussed, the Company will now entertain the questions that it received. Mr. Tanco called on the Company's Head of Investor Relations, Ms. Christine Gabrieles, to read out the questions. Mr. Tsui answered all of them, as follows:

- **Question #1: How is the performance of the Company this year, especially on the third quarter?**

LRWC reported total revenues of Php2.9 billion in the third quarter which is an increase of 491% Year on Year, as compared to 2021's Php486 million. Additionally, LRWC's third quarter EBITDA shows a robust growth of 602% from last year's loss of Php111 million to a positive Php560 million. Most notable of all, the Company achieved its first positive net income of Php172 million for the three quarters ended September 30 since the pandemic swept up the world's economy. Third quarter of 2022 resulted to a Php429 million net income as compared to the previous year's net loss of Php107 million.

- **Question #2: Can you elaborate the use of the funds that will be raised from this private placement?**

As the Company foresees and anticipates recovery and expansion in business operations when the Philippine market is fully opened, the proceeds of the private placement will be spent for company projects such as upgrades and expansion of operation sites, sportsbook and technology development.

#### **VIII. ADJOURNMENT**

There being no other business to discuss, the Chairman, on behalf of the Board of Directors and management of the Company, expressed gratitude to all those who participated in the meeting and for their continued support.

Thereafter, the meeting was adjourned.

CERTIFIED CORRET:

**CAROL V. PADILLA**  
*Corporate Secretary*

ATTESTED BY:

**EUSEBIO H. TANCO**  
*Chairman*