

**MINUTES OF THE ANNUAL STOCKHOLDERS MEETING OF
DIGIPLUS INTERACTIVE CORP.**

28 July 2023 at 2:00pm

Held via remote communication at

<https://us06web.zoom.us/j/89403446013?pwd=SVlITm1yK1FFbkRDZFJOYXA1TWlJZz09>

STOCKHOLDERS PRESENT:

Total No. of Shares Outstanding	3,716,459,178
Total No. of Shares of Stockholders participating	3,022,584,036
Percentage of Shares of Stockholders participating	81.33%

DIRECTORS PARTICIPATING:

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

ALSO PRESENT:

Atty. Kristine Margaret R. Delos Reyes	- Compliance Officer
Atty. Carol V. Padilla	- Corporate Secretary
Mr. Wilfredo Pielago	- Treasurer
Ms. Analen A. Hernandez	- Assistant Corporate Secretary

1. 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.

2. PROOF OF NOTICE AND DETERMINATION OF QUORUM

The Corporate Secretary certified that the Notice and Agenda for the 2023 Annual Meeting of the Stockholders of the Corporation was disclosed in the Philippine Stock Exchange's EDGE Submission System, and published in newspapers of general circulation, both in print and online, specifically in Business World on June 28 and 29, 2023, and Daily Tribune on June 29 and 30, 2023.

Through the notice, the Stockholders have been informed that the annual stockholders' meeting will be held via Zoom teleconference.

The stockholders have also been notified that if they wish to cast their votes as a stockholder, they may vote remotely or in absentia, or through a proxy. Voting by remote communication or in absentia may be done by sending their respective votes via email to investorrelations@digiplus.com.ph on or before 12:00 pm of July 20, 2023.

The Corporate Secretary certified that a quorum was present and is ready to transact business with the presence of stockholders participating representing a total of Three Billion Twenty Two Million Five Hundred Eighty Four Thousand Thirty Six (3,022,584,036) common shares. This constitutes 81.33% 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.

3. APPROVAL OF THE MINUTES OF THE ANNUAL MEETING HELD ON JULY 29, 2022

The Chairman then proceeded to discuss the next item in the agenda, which is the approval of the minutes of the annual stockholders' meeting held on 29 July 2022.

The Corporate Secretary, Atty. Carol V. Padilla, presented the following proposed resolution and its approval by the stockholders based on votes cast:

“RESOLVED, that the reading of the minutes of the annual stockholders' meeting held on 29 July 2022 is dispensed with, and all matters included in the minutes are considered complete and accurate, and are approved for all intents and purposes.”

OPINION	VOTES CAST	PERCENTAGE
In favor	3,022,584,036	100.00%
Against	0	0.00%
Abstain	0	0.00%

4. MANAGEMENT REPORT

The Chairman proceeded to the next item in the agenda, the Management's Report. The Chairman then called the Company's President, Mr. Tsui, Kin Ming to deliver the Report for the year 2022.

The President stated that the robust performance of BingoPlus and the overall retail games segment drove the astounding turnaround of DigiPlus in 2022. The Company registered a net income of ₱686.9 million from the previous year's net loss of ₱894.6 million. Its consolidated gross revenues expanded more than twofold to ₱6.1 billion. The strong rebound of the

company's electronic gaming operations and casino segment on the resumption of operating sites likewise boosted our performance during the year.

He further noted that he is pleased to see the transformation initiative that the Company embarked on start to come to fruition. The massive success of BingoPlus validates the Company's new strategic focus to digitalize the business to adapt to the evolving Filipino consumers. This positive momentum is an opportune time to execute on the Company's growth initiatives as it looks to expand its site operations and introduce new and innovative game offerings in the coming months.

The President then called on Mr. Wilfredo Pielago, the Company's Chief Financial Officer to expound on the company's financial performance in 2022. He added that the retail games business of DigiPlus, which is composed of both the digital platform and the offline operations, now accounts for 92 percent of its total revenues. This drove its strong turnaround in its EBITDA, which reached ₱1 billion in 2022 coming from the ₱80 million loss recorded in the previous year.

This positive momentum enabled the Company to ramp up its presence in the digital entertainment space, constantly enhancing its users' experience and offering new products by leveraging expertise that they have established in technology, innovation, and research and development.

The President then continued stating that following the success of BingoPlus, early this year, the Company launched ArenaPlus, a digital sportsbook, which streams local and international sports properties live. Duly licensed by the Philippine Amusement and Gaming Corporation, ArenaPlus has become the official digital entertainment gateway for both local and international sporting events such as the Philippine Basketball Association, the Philippine Volleyball League, and the FIBA World Cup. The company expects ArenaPlus to dominate sports entertainment with different kinds of sports and sports brands in its pipeline.

Moving forward, the Company plans to launch new and innovative digital products to provide more entertainment options to the Filipino consumer.

5. APPROVAL OF THE ANNUAL REPORT AND AUDITED FINANCIAL STATEMENTS FOR THE FISCAL YEAR 2022

The Chairman then moved on to the next item in the agenda, which is the approval of the Annual Report and Audited Financial Statements for the fiscal year 2022. He disclosed that the copies of the Annual Report and Financial Statements have been disclosed and circulated to the shareholders.

The Corporate Secretary, Atty. Carol V. Padilla, presented the following proposed resolution and its approval by the stockholders based on votes cast:

“RESOLVED, that the Annual Report and the Audited Financial Statements for the fiscal year 2022 are hereby approved.”

OPINION	VOTES CAST	PERCENTAGE
In favor	3,022,584,036	100.00%
Against	0	0.00%
Abstain	0	0.00%

6. RATIFICATION OF ACTIONS TAKEN BY THE BOARD OF DIRECTORS AND OFFICERS SINCE THE LAST ANNUAL MEETING HELD ON JULY 29, 2022

Chairman Tanco then moved on to the next agenda of the meeting, which was the ratification of actions taken by the Board of Directors and Officers since the last annual meeting held on July 29, 2022.

The Chairman confirmed that all material information and transactions were duly disclosed to the shareholders and the public.

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

“RESOLVED, that all the acts of the Board of Directors and of the Officers during the fiscal year 2022 and immediately preceding the 28 July 2023 annual stockholders’ meeting are approved, confirmed and ratified for all intents and purposes.”

OPINION	VOTES CAST	PERCENTAGE
In favor	3,022,584,036	100.00%
Against		0.00%
Abstain		0.00%

7. NOMINATION AND ELECTION OF DIRECTORS

The Chairman then discussed the next item in the agenda, which is the Nomination and Election of the Board of Directors of the Corporation. Mr. Tanco, being also the Chairman of the Nomination Committee announced the nomination.

Mr. Tanco proceeded to the election of nine (9) directors for the ensuing term. He informed the stockholders that out of the nine (9) directors to be nominated and elected to the board seats of the Company, the Company is required by law to nominate and elect two (2) independent directors. The nominees to the seats for independent directors have been pre-qualified by the Nomination Committee in accordance with the requirements and procedure set forth under Rule 38 of the Securities Regulations Code.

Upon motion duly made and seconded, the following persons were elected as independent directors for the ensuing year until their successors have been duly elected and qualified:

Mr. Ramon Dizon
Atty. Timoteo B. Aquino

Mr. Tanco presented the nominees for the remaining seven (7) seats in the Board, are as follows:

1. Mr. Eusebio H. Tanco
2. Mr. Tsui, Kin Ming
3. Mr. Willy N. Ocier
4. Mr. Mardomeo N. Raymundo Jr.
5. Mr. Rafael Jasper S. Vicencio
6. Mr. Renato G. Nuñez
7. Mr. Jose Raulito E. Paras

Upon the inquiry of the Chairman, the Corporate Secretary presented the tally of votes received by each nominee, as confirmed and validated by the Company’s stock and transfer agent, STSI, as follows:

BOARD	YES	ABSTAIN	NUMBER OF YES VOTES
Eusebio H. Tanco	99.99%	0.01%	3,022,199,036
Tsui Kin Ming	100%	0.00%	3,022,584,036
Jose Raulito E. Paras	99.99%	0.01%	3,022,199,036
Willy N. Ocier	99.99%	0.01%	3,022,199,036
Renato G. Nunez	99.99%	0.01%	3,022,199,036
Rafael Jasper Vicencio	99.99%	0.01%	3,022,199,036
Mardomeo Raymundo Jr.	99.99%	0.01%	3,022,199,036

INDEPENDENT DIRECTORS	YES	ABSTAIN	NUMBER OF YES VOTES
Ramon Dizon	99.99%	0.01%	3,022,199,036
Timoteo B. Aquino	99.99%	0.01%	3,022,199,036

There being no other nominations, the Chairman declared the nine (9) nominees as the duly elected directors of the Company for the ensuing year until their successors have been duly elected and qualified.

8. APPOINTMENT OF EXTERNAL AUDITOR

The Chairman then proceeded to the next item in the agenda which is the appointment of the external auditor for the ensuing year.

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

“RESOLVED, as it is hereby resolved, that the Corporation hereby appoints Isla Lipana & Co. as its external auditor for the year 2023.”

OPINION	VOTES CAST	PERCENTAGE
In favor	3,022,584,036	100.00%
Against		0.00%
Abstain		0.00%

9. OTHER MATTERS

The Chairman then moved on to the next item in the agenda which is the Question and Answer Portion. Ms. Celeste Jovenir asked questions which was sent by the stockholders and the President, Mr. Andy Tsui answered the same.

Question #1: Why did Company change its name to DigiPlus Interactive Corp. from Leisure and Resorts World Corporation?

Answer:

- The company viewed the challenges of the pandemic as an opportune time to pivot its strategic focus to digitalizing our business and adapt to the disruption taking place around the world.
- The rapid pace of digital transformation in the Philippines provided an enabling environment for us to launch what has become our flagship brand, BingoPlus. The

success of BingoPlus was the inflection point for the Company to focus on scaling up its digital portfolio.

- With this new strategic focus, we changed the Company name from LRWC to DigiPlus Interactive Corp.

Question #2: DigiPlus posted an impressive turnaround in 2022. How did the Company manage to achieve this?

Answer:

- The launch of BingoPlus: Management brought in a new tech team who develop the platform and games. We market it aggressively, finding the right partners and key players in the digital space, we also beefed up the executive management team and talent pool.
- Pleasantly surprised that BingoPlus exceeded our expectations. (i.e. develop a good customer base within the first year).
- We believe the success of BingoPlus is a reflection of our strong operations, IT infrastructure, product development and marketing capabilities.

Question #3: With the success of BingoPlus, are there other digital platforms are you planning to launch?

Answer:

- Early this year, we launched ArenaPlus, a PAGCOR-licensed digital sportsbook, which streams local and international sports properties live. It has become the official digital entertainment gateway for both local and international sporting events such as the Philippine Basketball Association, the Philippine Volleyball League, and the FIBA World Cup.
- We expect ArenaPlus to dominate sports entertainment with different kinds of sports and sports brands in its pipeline.
- Moving forward, we plan to launch new and innovative digital products to provide more entertainment options to the Filipino consumer.

10. ADJOURNMENT

There being no other matters left to discuss, the Chairman, on behalf of the management and the Board of Directors of the Corporation expressed gratitude to those who participated in this year's annual meeting. Thereafter, the meeting was adjourned.

(Signature page follows)

Certified Correct:

CAROL V. PADILLA
Corporate Secretary

Attested by:

EUSEBIO H. TANCO
Chairman